

GOODYEAR TIRE & RUBBER CO /OH/
Form POS AM
March 29, 2010

As filed with the Securities and Exchange Commission on March 29, 2010
Registration No. 333 - 164632

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1
to
Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

The Goodyear Tire & Rubber Company
(Exact Name of Registrant as Specified in Its Charter)

Ohio
*(State or Other Jurisdiction of
Incorporation or Organization)*

3011
*(Primary Standard Industrial
Classification Code Number)*

34-0253240
*(I.R.S. Employer
Identification Number)*

Subsidiary Guarantors Listed on Schedule A Hereto
(Exact Name of Registrant as Specified in Its Charter)

**1144 East Market Street
Akron, Ohio 44316-0001
(330) 796-2121**
*(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant's Principal Executive
Offices)*

David L. Bialosky, Esq.
Senior Vice President, General Counsel and Secretary
The Goodyear Tire & Rubber Company
1144 East Market Street
Akron, Ohio 44316-0001
(330) 796-2121
*(Name, Address, Including Zip Code, and Telephone
Number, Including Area Code, of Agent for Service)*

Approximate date of commencement of proposed sales to the public: Not applicable.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14e-1(d) (Cross-Border Third Party Tender Offer)

This Post-effective Amendment No. 1 to Registration Statement on Form S-4 (No. 333-164632) shall hereafter become effective in accordance with the provisions of Section 8(c) of the Securities Act of 1933, as amended.

SCHEDULE A

SUBSIDIARY GUARANTORS

| Registrant | State of Incorporation or Organization | I.R.S. Employer Identification Number | Address of Registrant's Principal Executive Offices | Address of Agent for Service |
|---|---|--|---|--|
| Celeron Corporation | Delaware | 51-0269149 | 1144 East Market Street Akron, Ohio 44316 (330) 796-2121 | Corporation Service Company 2711 Centerville Road Suite 400 Wilmington, Delaware 19808 (800) 927-9800 |
| Dapper Tire Co., Inc. | California | 95-2012142 | 4025 Lockridge Street San Diego, California 92102 (714) 375-6146 | Corporation Service Company Lawyers Incorporating Service 2730 Gateway Oaks Drive Suite 100 Sacramento, California 95833 (800) 927-9800 |
| Divested Companies Holding Company | Delaware | 51-0304855 | 2711 Centerville Road Suite 400 Wilmington, Delaware 19808 (800) 927-9800 | Corporation Service Company 2711 Centerville Road Suite 400 Wilmington, Delaware 19808 (800) 927-9800 |
| Divested Litchfield Park Properties, Inc. | Arizona | 51-0304856 | 2338 W. Royal Palm Road Suite J Phoenix, Arizona 85021 (800) 927-9800 | Corporation Service Company 2338 W. Royal Palm Road Suite J Phoenix, Arizona 85021 (800) 927-9800 |
| Goodyear Canada Inc. | Ontario | Not applicable | 450 Kipling Avenue Toronto Ontario M8Z 5E1 Canada (416) 201-4300 | Secretary 450 Kipling Avenue Toronto Ontario M8Z 5F1 Canada (416) 201-4300 |
| Goodyear Export Inc. | Delaware | 26-2890770 | 1144 East Market Street Akron, Ohio 44316 (330) 796-2121 | Corporation Service Company 2711 Centerville Road Suite 400 Wilmington, Delaware 19808 (800) 927-9800 |

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| | | | | |
|--|----------|------------|---|--|
| Goodyear Farms, Inc. | Arizona | 86-0056985 | 2338 W. Royal Palm Road Suite J Phoenix, Arizona 85021 (800) 927-9800 | Corporation Service Company 2338 W. Royal Palm Road Suite J Phoenix, Arizona 85021 (800) 927-9800 |
| Goodyear International Corporation | Delaware | 34-0253255 | 2711 Centerville Road Suite 400 Wilmington, Delaware 19808 (800) 927-9800 | Corporation Service Company 2711 Centerville Road Suite 400 Wilmington, Delaware 19808 (800) 927-9800 |
| Goodyear Western Hemisphere Corporation | Delaware | 34-0736571 | 2711 Centerville Road Suite 400 Wilmington, Delaware 19808 (800) 927-9800 | Corporation Service Company 2711 Centerville Road Suite 400 Wilmington, Delaware 19808 (800) 927-9800 |
| Wheel Assemblies Inc. | Delaware | 34-1879550 | 2711 Centerville Road Suite 400 Wilmington, Delaware 19808 (800) 927-9800 | Corporation Service Company 2711 Centerville Road Suite 400 Wilmington, Delaware 19808 (800) 927-9800 |
| Wingfoot Commercial Tire Systems, LLC | Ohio | 31-1735402 | 1144 East Market Street Akron, Ohio 44316 (330) 796-2121 | Corporation Service Company 50 West Broad Street Suite 1800 Columbus, Ohio 43215 (800) 927-9800 |
| Wingfoot Ventures Eight Inc. | Delaware | 51-0319223 | 2711 Centerville Road Suite 400 Wilmington, Delaware 19808 (800) 927-9800 | Corporation Service Company 2711 Centerville Road Suite 400 Wilmington, Delaware 19808 (800) 927-9800 |

EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES

The Goodyear Tire & Rubber Company (Goodyear) and the other registrants identified herein (the Subsidiary Guarantors) are filing this Post-Effective Amendment No. 1 in accordance with the undertaking of Goodyear and the Subsidiary Guarantors set forth in the registration statement on Form S-4 (File No. 333-164632) declared effective by the U.S. Securities and Exchange Commission on March 2, 2010 (the Registration Statement). Pursuant to the Registration Statement, \$702,000,000 in aggregate principal amount of Goodyear s 8.75% Notes due 2020 (the New Notes) and guarantees of the New Notes by the Subsidiary Guarantors (the Guarantees) were registered under the Securities Act of 1933, as amended, in connection with Goodyear s offer to exchange (the Exchange Offer) any and all of its outstanding 7.857% Notes due 2011 (the Old Notes) for New Notes and Guarantees.

Upon the consummation of the Exchange Offer on March 5, 2010, \$282,387,000 in aggregate principal amount of New Notes and related Guarantees were issued to holders who tendered their Old Notes pursuant to the Exchange Offer. In accordance with the undertaking mentioned above, Goodyear and the Subsidiary Guarantors hereby deregister the remaining \$419,613,000 in aggregate principal amount of New Notes and related Guarantees previously registered pursuant to the Registration Statement that were not exchanged for Old Notes in the Exchange Offer.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Akron, State of Ohio, on March 29, 2010.

The Goodyear Tire & Rubber Company

By: /s/ Darren R. Wells

Name: Darren R. Wells

Title: Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|-----------------------|--|----------------|
| * | Director, Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer) | |
| Robert J. Keegan | | |
| /s/ Darren R. Wells | Executive Vice President and Chief Financial Officer | March 29, 2010 |
| Darren R. Wells | (Principal Financial Officer) | |
| /s/ Thomas A. Connell | Vice President and Controller | March 29, 2010 |
| Thomas A. Connell | (Principal Accounting Officer) | |
| * | Director | |
| James C. Boland | | |
| * | Director | |
| James A. Firestone | | |
| * | Director | |
| W. Alan McCollough | | |
| * | Director | |
| Denise M. Morrison | | |
| * | Director | |

Rodney O Neal

*

Director

Shirley D. Peterson

*

Director

Stephanie A. Streeter

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| Signature | Title | Date |
|----------------------|--------------|----------------|
| * | Director | |
| G. Craig Sullivan | | |
| * | Director | |
| Thomas H. Weidemeyer | | |
| * | Director | |
| Michael R. Wessel | | |
| *By: | | March 29, 2010 |
| /s/ Darren R. Wells | | |
| Darren R. Wells | | |

* *Attorney-in-fact for each of the persons indicated*

Signatures

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Akron, State of Ohio, on March 29, 2010.

Celeron Corporation

By: /s/ Damon J. Audia
Name: Damon J. Audia
Title: Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|----------------|
| * Richard J. Kramer | Director and President (Principal Executive Officer) | |
| /s/ Damon J. Audia Damon J. Audia | Director, Vice President and Treasurer (Principal Financial Officer) | March 29, 2010 |
| * Richard J. Noechel | Director, Vice President and Controller (Principal Accounting Officer) | |
| *By: /s/ Damon J. Audia Damon J. Audia | | March 29, 2010 |

* *Attorney-in-fact for each of the persons indicated*

Signatures

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Akron, State of Ohio, on March 29, 2010.

Dapper Tire Co., Inc.

By: /s/ Damon J. Audia

Name: Damon J. Audia

Title: Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|----------------------------|--|----------------|
| * Steven T. Hale | President (Principal Executive Officer) | |
| * Ryan G. Patterson | Director, Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | |
| * Michael R. Rickman | Director | |
| * Darren R. Wells | Director | |
| * John F. Winterton | Director | |
| *By: /s/ Damon J. Audia | | March 29, 2010 |
| Damon J. Audia | | |

* *Attorney-in-fact for each of the persons indicated*

Signatures

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Smith, State of Arkansas, on March 29, 2010.

Divested Companies Holding Company

Name: Todd M. Tyler
By: /s/ Todd M. Tyler
Title: Vice President, Treasurer and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|----------------|
| * D. Brent Copeland | Director and President (Principal Executive Officer) | |
| * Todd M. Tyler | Director, Vice President, Treasurer and Secretary (Principal Financial Officer and Principal Accounting Officer) | |
| * Randall M. Loyd | Director | |
| *By: /s/ Damon J. Audia Damon J. Audia | | March 29, 2010 |

* *Attorney-in-fact for each of the persons indicated*

Signatures

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Smith, State of Arkansas, on March 29, 2010.

Divested Litchfield Park Properties, Inc.

By: /s/ Todd M. Tyler

Name: Todd M. Tyler

Title: Vice President, Treasurer and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|----------------------------|---|----------------|
| * D. Brent Copeland | Director and President (Principal Executive Officer) | |
| * Todd M. Tyler | Director, Vice President, Treasurer and Secretary (Principal Financial Officer and Principal Accounting Officer) | |
| * Randall M. Loyd | Director | |
| *By: /s/ Damon J. Audia | | March 29, 2010 |
| Damon J. Audia | | |

* *Attorney-in-fact for each of the persons indicated*

Signatures

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toronto, Province of Ontario, on March 29, 2010.

Goodyear Canada Inc.

Name: Douglas S. Hamilton
By: /s/ Douglas S. Hamilton
Title: President

Name: Robin M. Hunter
By: /s/ Robin M. Hunter
Title: Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|----------------------------|--|----------------|
| * Douglas S. Hamilton | Director and President (Principal Executive Officer) | |
| * Caroline A. Pajot | Comptroller (Principal Financial Officer and Principal Accounting Officer) | |
| * Charles L. Mick | Director | |
| * Richard J. Noechel | Director | |
| * Marc O. Voorhees | Director | |
| *By: /s/ Damon J. Audia | | March 29, 2010 |
| Damon J. Audia | | |

* *Attorney-in-fact for each of the persons indicated*

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Signatures

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Akron, State of Ohio, on March 29, 2010.

Goodyear Export Inc.

By: /s/ Darren R. Wells

Name: Darren R. Wells

Title: Chairman of the Board and President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|----------------|
| /s/ Darren R. Wells Darren R. Wells | Director, Chairman of the Board and President (Principal Executive Officer) | March 29, 2010 |
| /s/ Damon J. Audia Damon J. Audia | Vice President and Treasurer (Principal Financial Officer) | March 29, 2010 |
| * | Vice President and Controller (Principal Accounting Officer) | |
| Richard J. Noechel | | |
| * | Director | |
| Bertram Bell | | |
| * | Director | |
| Anthony E. Miller | | |
| *By: | | March 29, 2010 |
| /s/ Damon J. Audia Damon J. Audia | | |

* *Attorney-in-fact for each of the persons indicated*

Signatures

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Akron, State of Ohio, on March 29, 2010.

Goodyear Farms, Inc.

By: /s/ Damon J. Audia

Name: Damon J. Audia

Title: Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------|---|----------------|
| * | Director and President (Principal Executive Officer) | |
| Richard J. Kramer | | |
| /s/ Damon J. Audia | Vice President and Treasurer (Principal Financial Officer) | March 29, 2010 |
| Damon J. Audia | | |
| * | Director, Vice President and Controller (Principal Accounting Officer) | |
| Thomas A. Connell | | |
| * | Director | |
| Bertram Bell | | |
| * | Director | |
| Anthony E. Miller | | |
| * | Director | |
| Darren R. Wells | | |
| *By: | | March 29, 2010 |
| /s/ Damon J. Audia | | |
| Damon J. Audia | | |

* *Attorney-in-fact for each of the persons indicated*

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Signatures

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Akron, State of Ohio, on March 29, 2010.

Goodyear International Corporation

By: /s/ Damon J. Audia

Name: Damon J. Audia

Title: Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------|---|----------------|
| * | Director, Chairman of the Board and President (Principal Executive Officer) | |
| Robert J. Keegan | | |
| /s/ Damon J. Audia | Vice President and Treasurer (Principal Financial Officer) | March 29, 2010 |
| Damon J. Audia | | |
| * | Director, Vice President and Controller (Principal Accounting Officer) | |
| Richard J. Noechel | | |
| * | Director | |
| Bertram Bell | | |
| * | Director | |
| John D. Fish | | |
| * | Director | |
| Richard J. Kramer | | |
| * | Director | |
| Darren R. Wells | | |
| *By: | | March 29, 2010 |
| /s/ Damon J. Audia | | |

Damon J. Audia

* *Attorney-in-fact for each of the persons indicated*

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Signatures

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Akron, State of Ohio, on March 29, 2010.

Goodyear Western Hemisphere Corporation

By: /s/ Damon J. Audia

Name: Damon J. Audia

Title: Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------|---|----------------|
| * | Director and Chairman of the Board | |
| Robert J. Keegan | | |
| * | Director and President (Principal Executive Officer) | |
| Richard J. Kramer | | |
| /s/ Damon J. Audia | Vice President and Treasurer (Principal Financial Officer) | March 29, 2010 |
| Damon J. Audia | | |
| * | Director, Vice President and Controller (Principal Accounting Officer) | |
| Thomas A. Connell | | |
| * | Director | |
| Bertram Bell | | |
| * | Director | |
| Darren R. Wells | | |
| *By: | | March 29, 2010 |
| /s/ Damon J. Audia | | |
| Damon J. Audia | | |

* *Attorney-in-fact for each of the persons indicated*

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Signatures

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Akron, State of Ohio, on March 29, 2010.

Wheel Assemblies Inc.

By: /s/ Damon J. Audia

Name: Damon J. Audia

Title: Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------|---|----------------|
| * | Director, President and Chief Executive Officer (Principal Executive Officer) | |
| Richard J. Kramer | | |
| /s/ Damon J. Audia | Director, Vice President and Treasurer (Principal Financial Officer and Principal Accounting Officer) | March 29, 2010 |
| Damon J. Audia | | |
| * | Director | |
| Michael R. Rickman | | |
| *By: | | March 29, 2010 |
| /s/ Damon J. Audia | | |
| Damon J. Audia | | |

* *Attorney-in-fact for each of the persons indicated*

Signatures

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Akron, State of Ohio, on March 29, 2010.

Wingfoot Commercial Tire Systems, LLC

By: /s/ Damon J. Audia

Name: Damon J. Audia

Title: Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|-----------------------|
| <p style="text-align: center;">*</p> <p>D. Brent Copeland</p> | <p>President and Chief Operating Officer (Principal Executive Officer)</p> | |
| <p style="text-align: center;">*</p> <p>Todd M. Tyler</p> | <p>Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)</p> | |
| <p style="text-align: center;">*</p> <p>Thomas A. Connell</p> | <p>Director</p> | |
| <p style="text-align: center;">*</p> <p>Evan M. Scocos</p> | <p>Director</p> | |
| <p style="text-align: center;">*</p> <p>M. Joseph Copeland</p> | <p>Director</p> | |
| <p style="text-align: center;">*</p> <p>Richard J. Kramer</p> | <p>Director</p> | |
| <p style="text-align: center;">*</p> <p>Michael R. Rickman</p> | <p>Director</p> | |
| <p>/s/ Damon J. Audia</p> | <p>Director</p> | <p>March 29, 2010</p> |

Damon J. Audia

*

Director

Richard J. Noechel

*By:
/s/ Damon J. Audia

March 29, 2010

Damon J. Audia

* *Attorney-in-fact for each of the persons indicated*

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Signatures

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Smith, State of Arkansas, on March 29, 2010.

Wingfoot Ventures Eight Inc.

By: /s/ Todd M. Tyler

Name: Todd M. Tyler

Title: Vice President, Treasurer and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|----------------------------|---|----------------|
| * D. Brent Copeland | Director and President (Principal Executive Officer) | |
| * Todd M. Tyler | Director, Vice President, Treasurer and Secretary (Principal Financial Officer and Principal Accounting Officer) | |
| * Randall M. Loyd | Director | |
| *By: /s/ Damon J. Audia | | March 29, 2010 |
| Damon J. Audia | | |

* *Attorney-in-fact for each of the persons indicated*