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

FORM 10-K

(Mark one)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2013

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 000-54305

COOPER-STANDARD HOLDINGS INC.
(Exact name of registrant as specified in its charter)

Delaware **(State or other jurisdiction of incorporation or organization)**	**20-1945088** **(I.R.S. Employer Identification No.)**

39550 Orchard Hill Place Drive
Novi, Michigan 48375
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: (248) 596-5900

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Exchange on Which Registered
Common Stock, par value $0.001 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ☒ No ☐

The aggregate market value of voting and non-voting common stock held by non-affiliates as of June 30, 2013 was $247,938,605.

The number of the registrant's shares of common stock, $0.001 par value per share, outstanding as of February 17, 2014 was 16,750,459 shares.

Documents Incorporated by Reference

Certain portions, as expressly described in this report, of the Registrant's Proxy Statement for the 2014 Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K.

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PART I

Item 1. Business

Cooper-Standard Holdings Inc. (together with its consolidated subsidiaries, the “Company,” “Cooper Standard,” “we,” “our” or “us”) is a leading manufacturer of sealing and trim, fuel and brake delivery, fluid transfer, thermal and emissions and anti-vibration systems (“AVS”) components, systems, subsystems, and modules. Our products are primarily for use in passenger vehicles and light trucks that are manufactured by global automotive original equipment manufacturers (“OEMs”) and replacement markets. We conduct substantially all of our activities through our subsidiaries.

Cooper Standard is a New York Stock Exchange (“NYSE”) listed company under the ticker symbol “CPS”. The Company has approximately 25,300 employees with 84 facilities in 19 countries. We believe we are the largest global producer of body sealing systems, the second largest global producer of the types of fuel and brake delivery products that we manufacture and one of the largest North American producers of fluid transfer systems (*IRN 2012 Market Position Study*). We design and manufacture our products in each major region of the world through a disciplined and sustained approach to engineering and operational excellence. We operate in 74 manufacturing locations and 10 design, engineering, and administrative locations.

Approximately 77% of our sales in 2013 were to OEMs, including Ford Motor Company (“Ford”), General Motors Company (“GM”), Fiat Chrysler Automobiles (“FCA”), PSA Peugeot Citroën, Volkswagen Group, Daimler, Renault/Nissan, BMW, Toyota, Volvo, Jaguar/Land Rover and Honda. The remaining 23% of our 2013 sales were primarily to Tier I and Tier II automotive suppliers and non-automotive manufacturers. In 2013, our products were found in 18 of the 20 top-selling models in North America and in 18 of the 20 top-selling models in Europe. Our principal executive offices are located at 39550 Orchard Hill Place Drive, Novi, Michigan 48375, and our telephone number is (248) 596-5900. Additional information is available at our website at www.cooperstandard.com, which is not a part of this Annual Report on Form 10-K.

Corporate History and Business Developments

Cooper-Standard Holdings Inc. was established in 2004 as a Delaware corporation and began operating on December 23, 2004 when it acquired the automotive segment of Cooper Tire & Rubber Company (the “2004 Acquisition”). Cooper-Standard Holdings Inc. operates the business primarily through its principal operating subsidiary, Cooper-Standard Automotive Inc. (“CSA U.S.”). Since the 2004 Acquisition, the Company has expanded and diversified its customer base through a combination of organic growth and strategic acquisitions.

In February 2006, the Company acquired fluid handling systems operations in North America, Europe and China (collectively, “FHS”) from ITT Industries, Inc. In August 2007, we acquired certain Metzeler Automotive Profile Systems sealing systems operations in Europe (“MAPS”) together with a MAPS joint venture interest in China from Automotive Sealing Systems S.A. We completed a related acquisition of a MAPS joint venture interest in India (“MAP India”) in December 2007. In addition to these transactions, we acquired a hose manufacturing operation in Mexico from the Gates Corporation and a fuel rail manufacturing operation in Mexico from Automotive Component Holdings, LLC, in 2005 and 2007, respectively.

In August 2009, following the onset of the financial crisis and economic downturn that severely impacted the global automotive industry, Cooper-Standard Holdings Inc. and its wholly-owned subsidiaries in the United States and Canada commenced reorganization proceedings in the United States (the “Chapter 11 proceedings”) and Canada. In May 2010, the Company consummated its reorganization pursuant to a court-confirmed plan of reorganization (the “Plan of Reorganization”) and emerged from the Chapter 11 proceedings and the Canadian proceedings.

In March 2011, the Company acquired USi, Inc., a supplier of coatings for plastic injection molding products, from Ikyuo Co. Ltd. of Japan. In May 2011, we established a joint venture with Fonds de Modernisation des Equipementiers Automobiles (“FMEA”) that combined the Company’s body sealing operations in France with the operations of Société des Polymères Barre-Thomas (“SPBT”), a French supplier of

automotive anti-vibration systems and low pressure hoses, as well as body sealing products. In the fourth quarter of 2011, we acquired the automotive sealing business of Sigit S.p.A. that we integrated with our operations in Italy and Poland. In the third quarter of 2013, we acquired the Jyco Sealing Technologies business ("Jyco") which supplies automotive sealing systems and components to the automotive industry from facilities in Canada, Mexico and China.

The Company has four operating segments: North America, Europe, South America and Asia Pacific. This operating structure allows us to offer our full portfolio of products and support our regional and global customers with complete engineering and manufacturing expertise in all major regions of the world. We have implemented a number of operational restructuring initiatives in recent years, including the global reorganization of our operating structure in 2009, the closure or consolidation of facilities in North America, Europe, South America, Australia and Asia, the reorganization of our French body sealing operations pursuant to our joint venture agreement with FMEA, and the consolidation of certain functions into a centralized shared services group in Europe. See Note 4. "Restructuring" to the consolidated financial statements for additional information.

In May 2013, the Company completed the purchase of approximately 26.1% of its then outstanding shares of its common stock for an aggregate cost of approximately $200 million pursuant to a cash tender offer. The Company repurchased additional shares of its common stock and 7% cumulative participating convertible preferred stock ("7% preferred stock") in 2012 and 2013 on the open market or through private transactions. In November 2013, the Company completed the conversion, at its election, of all of its outstanding shares of 7% preferred stock that had been issued upon the Company's emergence from the Chapter 11 proceedings for 3,518,366 shares of the Company's common stock.

In October 2013, Cooper Standard's common stock was listed on the NYSE and began trading under the ticker symbol "CPS." Prior to the NYSE listing, the Company's common stock was traded on the Over-the-Counter ("OTC") Bulletin Board under the symbol "COSH."

Business Strategy

In 2013, following an extensive strategic review, Cooper Standard re-articulated its corporate vision: to drive for profitable growth and become one of the thirty largest global automotive suppliers in terms of sales, and among the top 5% in terms of return on invested capital (Top 30 / Top 5). The Company's strategic plan is geared to realize this vision by matching our priorities and strengths to the emerging global industry environment. We will continue to invest:

- to expand our global footprint to serve customers in emerging (as well as the mature) markets, and to ensure we are well positioned to fully participate on large global vehicle platforms;
- to drive innovation and development of new technologies that meet the industry's future needs;
- to build upon our expertise and offerings in our core product platforms; and
- to maintain strong business partnerships with key global customers positioned for growth.

The Company has identified three product lines of core importance to its growth strategy: Sealing and Trim Systems, Fuel and Brake Delivery Systems and Fluid Transfer Systems (including hose, transmission oil cooling and air conditioning lines). By focusing resources and levering our leading positions in these segments, we believe we will be able to realize currently untapped growth potential, both in new business and technology innovation. The Company will continue to serve customers of its highly capable AVS and Thermal and Emissions businesses while strategies relating to these businesses are evaluated.

Operational and Strategic Initiatives

As part of its growth strategy, the Company implemented the Cooper Standard Operating System ("CSOS") to fully position the Company for growth and ensure global consistency in engineering design, program management, manufacturing process, purchasing and IT systems. Standardization across all regions is especially critical in support of customers' global platforms that require the same design, quality and delivery everywhere in the world.

The CSOS consists of the following functional areas. Each area has a strategic focus that aligns with the Company's growth strategy.

CSOS Function	Strategic Focus
Global Purchasing	Develop an advantaged supply base to effectively leverage scale and optimize supplier quality.
Global Program Management	Ensure consistent and flawless product launch process across all regions.
IT Systems	Implement common systems to effectively communicate information throughout the business.
World-Class Safety	Implement globally consistent measurement system with zero incident goal.
Continuous Improvement	Implement full capabilities across all facilities to achieve cost savings and increased performance.
Innovation Management	Focus innovation processes to create breakthrough technologies for market differentiation.

Leverage Technology for Innovative Solutions

We utilize our technical expertise to provide customers with innovative solutions. Our engineers combine product design with a broad understanding of material characteristics for enhanced vehicle performance. We believe our reputation for successful innovation in product design and various materials is the reason our customers consult us early in their vehicle development and design process of their next generation vehicles.

Cooper Standard has evolved and further energized its approach to innovation with its Imagine, Initiate, Innovate ("i^3") process. This approach is used as a mechanism to capture ideas from across our Company and our supply partners while promoting a culture of innovation.

Ideas are carefully evaluated by a Global Technology Council and those that are selected are put on an accelerated development cycle with a dedicated innovation team focused on skip generation ideas.

Continued emphasis on global platforms and emerging markets

We believe that by focusing on global platforms and emerging markets, we will be able to solidify and expand our global leadership position.

- *Global platforms*. Our global presence and technological capabilities makes us one of the select few manufacturers in our product areas who can take advantage of the many business opportunities that are becoming available worldwide as a result of the OEMs expanding emphasis on global platforms. Ten of the top twenty vehicles on which we had the most content in 2013 were based on global platforms, which is evidence that customers look to us for support on their key global platforms. Going forward, it is predicted that the top ten global platforms produced by automakers will account for about 20% of the world's light vehicle volume by 2020, which further highlights the importance of being well positioned to participate in global platforms.
- *Emerging markets.* According to the December 2013 IHS Global Vehicle Production, global vehicle sales will grow to 105 million vehicles by 2020. The largest growth will be in China which will make up 30% of the world market, followed by India which will produce five million units annually by 2020. We have strong positions in both countries with plans to expand to meet the demand.

Developing systems solutions and other value-added products

We believe that significant opportunities exist to grow by providing complete systems and modules across our core product groups. As a design leader with a culture focused on providing innovative solutions through our i^3 process, we offer unique, innovative designs which focus on improving performance and/or enhancing appearance. Our systems approach enables us to utilize our vertical integration and design expertise to provide system solutions across our core products. One example in the Sealing and Trim Systems product group is the

Premium Automotive Suppliers' Contribution to Excellence Award ("PACE Award") winning for our Daylight Opening (DLO) module which reduces the number of purchased parts, while also reducing operator installation efforts all while providing a system with increased sealing performance and improved aesthetics. This same methodology carries to our Fluid Transfer and Fuel and Brake Delivery Systems' products. The PACE Award winning coolant and hose assembly, highlights a Fluid Transfer product in which we were able to utilize a patented innovation, our design expertise and vertical integration (of hose, tube and electromechanical products) to provide a complete module reducing the number of purchased components from 25 to 1 and suppliers from 6 to 1. Possibly the best representative product to highlight the blend of vertical integration and innovative design is the diesel supply and return system supplied to Ford. This system includes multiple products we produce: metallic and nylon tube and quick connects. Seeing an opportunity to improve the performance of the purchased sensor, we opted to redesign the sensor. The new design, built on our existing quick connects, improves performance of the sensor and eases assembly. These as well as many other products highlight the benefit we offer in providing systems and modules with our expertise in design and vertical product integration.

Pursue acquisitions and alliances to enhance capabilities and accelerate growth

We intend to continue to selectively pursue complementary acquisitions and joint ventures to enhance our customer base, geographic penetration, scale and technology. Consolidation is an industry trend and is encouraged by the OEMs desire for fewer supplier relationships. We believe we have a strong platform for growth through acquisitions based on our past integration successes, experienced management team, global presence and operational excellence. We believe joint ventures allow us to penetrate new markets with less risk and capital investments than acquisitions. We currently operate through several successful joint ventures. Key joint venture partners include Nishikawa Rubber Company (Thailand and North America), Huayu-Cooper Standard Sealing Systems Co. Ltd. ("Huayu") an affiliate of Shanghai Automotive Industrial Corporation (China) and FMEA (France and Poland).

Overview of Our Business

Markets Served

The passenger car and light truck market, better known as the light vehicle market is our largest market accounting for approximately 95% of our global sales.

Light Vehicle:	The focus of this market is on passenger cars and light trucks up to and including Class 3 Full Size Full Frame trucks.

In addition to the global team focused on the light vehicle market we also established dedicated sales and engineering teams in North America and Europe to leverage core product technology into adjacent markets to profitably grow Cooper Standard and generate discretionary cash. The adjacent markets are tightly defined as:

Commercial Vehicle (On-Highway):	The focus of this market is on Class 4-8 On-Highway trucks as well as buses. This segment includes customers such as Daimler, MAN, Navistar, PACCAR, Scandia, TATA, and Volvo.
Commercial Vehicle (Off-Highway):	The focus of this market is on construction and agricultural vehicles. This segment includes customers such as Case New Holland, CAT, Cummins, John Deere, and Volvo Industrial Company.
Specialty Markets:	Consisting of two distinct customer channels. The first of which is a small number of customers who are neither light vehicle or commercial vehicle market customers. These customers, such as Tesla and Polaris, offer growth opportunities as they require and value the innovative engineered products we supply to the light vehicle market. The second customer group is our catalog business in which we utilize our core competency in sealing products to provide a wide range of standard profiles for various customers across multiple industries.

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Technical Rubber:	This market is split into aviation flooring and technical sheeting. We are differentiated as the only one of three global suppliers for Non-Textile flooring (NTF) providing a rubber solution versus PVC. Examples of aviation customers include Boeing, Airbus, and British Airways. Technical sheeting is a consolidation of a number of industries which utilize rubber products for various applications. Examples of major customers include 3M for road markings and Firestone for rubber roofs.

Products

We have five distinct product groups, three of which we view as core given their importance to the industries we serve as well as our market leadership position in each of these three. These products are produced and supplied globally to a broad range of customers in multiple markets. For the years ended December 31, 2011, 2012 and 2013, sealing and trim systems products accounted for 49%, 49% and 51%, respectively, of our sales. For the years ended December 31, 2011, 2012 and 2013, fuel and brake delivery systems products accounted for 23%, 22% and 23%, respectively, of our sales. For the years ended December 31, 2011, 2012 and 2013, fluid transfer systems products accounted for 13%, 14% and 13%, respectively, of our sales. For the years ended December 31, 2011, 2012 and 2013, anti-vibration systems products accounted for 9%, 10% and 9%, respectively, of our sales.

Product Groups		Market Position*
SEALING & TRIM SYSTEMS	Protect vehicle interiors from weather, dust and noise intrusion for improved driving experience; provide aesthetic and functional class-A exterior surface treatment Products: – Dynamic seals – Static seals – Exterior trim	Global leader
FUEL & BRAKE DELIVERY SYSTEMS	Sense, deliver and control fluids to fuel and brake systems Products: – Chassis and tank fuel lines and bundles – Metallic brake lines and bundles – Direct injection & port fuel rails – Quick connects	Top 2 globally
FLUID TRANSFER SYSTEMS	Sense, deliver and control fluid and vapors for optimal powertrain & HVAC operation Products: – Coolant hoses (with quick connects) – Powertrain lines – Transmission hose, hose and tube assemblies	North America Leader
THERMAL AND EMISSIONS	Manage and control vapors and coolant to increase powertrain performance & passenger comfort enabling increased emissions performance to aid in meeting increasing regulations Products: – Electromechanical devices (pumps, valves & wastegate actuators) – Thermal devices (heat exchangers & passive thermostats) – Emissions devices (EGR valves, EGR coolers, EGR modules)	Top 10 globally for Emissions and emerging as a leader globally for Thermal
ANTI-VIBRATION SYSTEMS	Control and isolate noise and vibration in the vehicle to improve ride and handling Products: – Engine (elastomeric, conventional hydraulic & multi-state) – Body mounts (conventional & hydraulic) – Dampers, isolators and springs	Top 5 globally

** Market position study conducted by IRN, Inc. February, 2012*

Supplies and Raw Materials

The principal raw materials for our business include synthetic rubber, components manufactured from carbon steel, plastic resins and components, carbon black, process oils, components manufactured from aluminum and natural rubber. Raw material prices have fluctuated greatly in recent years. We have implemented strategies with both our suppliers and our customers to help manage increases in raw material prices. These actions include material substitutions and leveraging global purchases. Global supply chain optimization includes using benchmarks and selective sourcing from low cost regions. We have also made process improvements to ensure the efficient use of materials through scrap reduction, as well as standardization of material specifications to maximize leverage over higher volume purchases. With some customers on certain raw materials we have implemented indexes that allow price changes as underlying material costs move.

Patents and Trademarks

We believe one of our competitive advantages is our application of technological innovation to customer challenges. We hold approximately 560 patents in key product technologies, such as Daylight Opening Modules, Engineered Stretched Plastics, Low Fuel Permeation Nylon Tubing and Quick Connect Fluid Couplings, as well as core process methods, such as molding, joining, and coating. Our patents are grouped into two major categories: (1) products, which relate to specific product invention claims for products which can be produced, and (2) processes, which relate to specific manufacturing processes that are used for producing products. The vast majority of our patents fall within the products category. We consider these patents to be of value and seek to protect our rights throughout the world against infringement. While in the aggregate these patents are important to our business, we do not believe that the loss or termination of any one patent would materially affect our company. We continue to seek patent protection for our new products. Additionally, we develop significant technologies that we treat as trade secrets and choose not to disclose to the public through the patent process, but which nonetheless provide significant competitive advantages and contribute to our global leadership position in various markets.

We also have technology sharing and licensing agreements with various third parties, including Nishikawa Rubber Company, one of our joint venture partners in body sealing products. We have mutual agreements with Nishikawa Rubber Company for sales, marketing and engineering services on certain body sealing products we sell. Under those agreements, each party pays for services provided by the other and royalties on certain products for which the other party provides design or development services.

We own or have licensed several trademarks that are registered in many countries, enabling us to protect and market our products worldwide. Key trademarks include StanPro® (aftermarket trim seals), SafeSeal™ (obstacle detection sensors), and Stratlink™ (proprietary TPV polymer).

Seasonality

Historically, sales to automotive customers are lowest during the months prior to model changeovers and during assembly plant shutdowns. However, economic conditions and consumer demand may change the traditional seasonality of the industry and lower production may prevail without the impact of seasonality. Historically, model changeover periods have typically resulted in lower sales volumes during July, August and December. During these periods of lower sales volumes, profit performance is reduced but working capital often improves due to the continued collection of accounts receivable.

Competition

We believe that the principal competitive factors in our industry are price, quality, service, performance, design and engineering capabilities, innovation, timely delivery and financial stability. We believe that our capabilities in these core competencies are integral to our position as a market leader in each of our product lines. Our sealing and trim products compete with Toyoda Gosei, Trelleborg/Vibracoustic, Tokai, Paulstra, Hutchinson, Henniges and Standard Profil, among others. Our fluid handling products compete with TI Automotive, Martinrea, Hutchinson, Conti-Tech, Pierburg and Gustav Wahler, along with numerous smaller companies in this competitive market.

Industry

The automotive industry is one of the world's largest and most competitive. Consumer demand for new vehicles largely determines sales and production volumes of global OEMs.

The automotive supplier industry is generally characterized by high barriers to entry, significant start-up costs and long-standing customer relationships. The criteria by which OEMs judge automotive suppliers include price, quality, service, performance, design and engineering capabilities, innovation, timely delivery and financial stability. Over the last decade, suppliers that have been able to achieve manufacturing scale, reduce structural costs, diversify their customer base and establish a global manufacturing footprint have been successful.

The severe decline in vehicle sales and production in 2009 led to major restructuring activity in the industry, particularly in North America. GM and Chrysler reorganized through Chapter 11 bankruptcy proceedings and undertook other strategic actions, including the divestiture or discontinuance of non-core businesses and brands and the acceleration or broadening of operational and financial restructuring activities. A number of significant automotive suppliers, including us, restructured through Chapter 11 bankruptcy proceedings or through other means.

Several significant trends and developments have contributed to improvement in the automotive supplier industry. These include increased light vehicle sales of approximately 7% and light vehicle production increase of approximately 5% in North America in 2013 compared to 2012, a more positive credit environment, the continued growth of new markets in Asia, particularly China, and increased emphasis on "green" and other innovative technologies. These favorable trends, however, have been offset in part by recent difficulties in the European market resulting in decreased light vehicle sales of approximately 2% in Europe in 2013 compared to 2012.

Customers

We are a leading supplier to the following manufacturers in each of our product categories and are increasing our presence with all major OEMs throughout the world. The following table shows approximate percentage of sales to our top customers for the years ended December 31, 2012 and 2013:

Customer	2012	2013
Ford	25%	25%
GM	13%	12%
FCA	12%	12%
PSA Peugeot Citroën	7%	7%
Volkswagen Group	6%	6%

Our other major customers include OEMs such as Renault/Nissan, Daimler, BMW and various Indian and Chinese OEMs. We also sell products to Visteon, Toyota, and through Nishikawa Standard Company ("NISCO"), Honda. Our business with any given customer is typically split among several contracts for different parts on a number of platforms.

Backlog

Our OEM sales are generally based upon purchase orders issued by the OEMs, with updated releases for volume adjustments, and as such we do not have a backlog of orders at any point in time. Once selected to supply products for a particular platform, we typically supply those products for the platform life, which is normally three to five years, although there is no guarantee that this will occur. In addition, when we are the incumbent supplier to a given platform, we believe we have a competitive advantage in winning the redesign or replacement platform.

Research and Development

We operate 10 design, engineering, and administration facilities throughout the world and employ 695 research and development personnel, some of whom are located at our customers' facilities. We utilize Design for Six Sigma and other methodologies that emphasize manufacturability and quality. We are aggressively pursuing innovations which assist in resource conservation with particular attention to developing materials that are lighter weight and made of recyclable materials. Our development teams are also working closely with our customers to design and deliver thermal management solutions for cooling electric motors and batteries for new hybrids. Our highly experienced AVS engineering teams work closely with our customers to provide high value state of the art solutions. These activities are applied not only in our AVS product lines, but also in vehicle sealing (noise transmission isolation and abatement via vehicle windows and doors), fuel delivery systems (isolation of fuel injectors on fuel rails) and thermal management (noise and vibration free coolant pumps and valves). We spend significantly each year to maintain and enhance our technical centers, enabling us to quickly and effectively respond to customer demands. We spent $83.9 million, $94.2 million, and $103.5 million in 2011, 2012, and 2013, respectively, on engineering, research and development.

Joint Ventures and Strategic Alliances

Joint ventures represent an important part of our business, both operationally and strategically. We have used joint ventures to enter into new geographic markets such as China, Korea, India and Thailand, to acquire new customers and to develop new technologies. In entering new geographic markets, teaming with a local partner can reduce capital investment by leveraging pre-existing infrastructure. In addition, local partners in these markets can provide knowledge and insight into local practices and access to local suppliers of raw materials and components.

The following table shows our significant unconsolidated joint ventures:

Country	Name	Ownership Percentage
China	Huayu-Cooper Standard Sealing Systems Co. Ltd.	47.5%
India	Sujan Barre Thomas AVS Private Limited	50%
Thailand	Nishikawa Tachaplalert Cooper Ltd.	20%
United States	Nishikawa Cooper LLC	40%

Geographic Information

In 2013, we generated approximately 52% of our sales in North America, 35% in Europe, 6% in South America and 7% in Asia Pacific. Approximately 27% of our sales were generated from our United States operations and approximately 73% of our sales were generated from our operations in all other countries, including 16%, 10%, 9% and 8% generated from our Mexican, French, Canadian and German operations, respectively.

In 2012, we generated approximately 52% of our sales in North America, 35% in Europe, 5% in South America and 8% in Asia Pacific. Approximately 28% of our sales were generated from our United States operations and approximately 72% of our sales were generated from our operations in all other countries, including 15%, 11%, 10% and 9% generated from our Mexican, French, Canadian and German operations, respectively.

In 2011, we generated approximately 50% of our sales in North America, 38% in Europe, 5% in South America and 7% in Asia Pacific. Approximately 26% of our sales were generated from our United States operations and approximately 74% of our sales were generated from our operations in all other countries, including 13%, 11%, 10% and 10% generated from our Mexican, French, German and Canadian operations, respectively.

See Note 19. "Business Segments" to the consolidated financial statements for additional geographic information.

Employees

As of December 31, 2013, we had approximately 25,300 full-time and temporary employees. We maintain good relations with both our union and non-union employees and, in the past ten years, have not experienced any major work stoppages. We renegotiated some of our domestic and non-domestic union agreements in 2013 and have several contracts set to expire in the next twelve months. As of December 31, 2013, approximately 32% of our employees were represented by unions and approximately 7% of the unionized employees were located in the United States.

Environmental

We are subject to a broad range of federal, state, and local environmental and occupational safety and health laws and regulations in the United States and other countries, including regulations governing: emissions to air, discharges to water, noise and odor emissions; the generation, handling, storage, transportation, treatment, reclamation and disposal of chemicals and waste materials; the cleanup of contaminated properties; and human health and safety. We have made and will continue to make expenditures to comply with environmental requirements. While our costs to defend and settle known claims arising under environmental laws are not currently estimated to be material, such costs may be material in the future.

Market Data

Some market data and other statistical information used throughout this Annual Report on Form 10-K is based on data available from IHS Automotive, an independent market research firm. Other data is based on good faith estimates, which are derived from our review of internal surveys, as well as third party sources. Although we believe these third party sources are reliable, we have not independently verified the information and cannot guarantee its accuracy and completeness. To the extent that we have been unable to obtain information from third party sources, we have expressed our belief on the basis of our own internal analyses of our products and capabilities in comparison to our competitors.

Available Information

We make available free of charge on or through our Internet website (www.cooperstandard.com) our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, (the “Exchange Act”), as soon as reasonably practicable after we electronically file such material with, or furnish it to, the U.S. Securities and Exchange Commission (“SEC”).

Executive Officers

Set forth below is certain information with respect to the current executive officers of the Company.

Name	Age	Position
Jeffrey S. Edwards	51	Chairman and Chief Executive Officer
Allen J. Campbell	56	Executive Vice President and Chief Financial Officer
Keith D. Stephenson	53	Executive Vice President and Chief Operating Officer
Juan Fernando de Miguel Posada	55	Corporate Senior Vice President and President, Europe
Song Min Lee	54	Corporate Senior Vice President and President, Asia Pacific
D. William Pumphrey, Jr.	55	Corporate Senior Vice President and President, North America
Aleksandra A. Miziolek	57	Senior Vice President, General Counsel and Secretary
Larry E. Ott	54	Senior Vice President and Chief Human Resources Officer
Helen T. Yantz	53	Senior Vice President, Chief Accounting Officer and Assistant Secretary

Jeffrey S. Edwards is our Chairman and Chief Executive Officer, a position he has held since May 2013, previously serving as Chief Executive Officer and member of the Board of Directors of the Company since October 2012. Prior to joining the Company, Mr. Edwards gained more than 28 years of automotive industry

experience through various positions of increasing responsibility at Johnson Controls, Inc. He led the Automotive Experience Asia Group, serving as Corporate Vice President, Group Vice President and General Manager from 2004 to 2012. Prior to this, he served as Group Vice President and General Manager for Automotive Experience North America from 2002 to 2004. Mr. Edwards completed an executive training program at INSEAD and earned a BS from Clarion University.

Allen J. Campbell is our Executive Vice President and Chief Financial Officer, a position he has held since March 17, 2011, previously having served as Vice President and Chief Financial Officer since the 2004 Acquisition. He was Vice President, Asian Operations of the Cooper Standard Automotive division of Cooper Tire & Rubber Company from 2003 until the 2004 Acquisition and served as Vice President, Finance of the division from 1999 to 2003. Prior to joining Cooper Tire, Mr. Campbell was with The Dow Chemical Company for 18 years and held executive finance positions for both U.S. and Canadian operations. Mr. Campbell is a certified public accountant and received his MBA in Finance from Xavier University and a Bachelor of Arts from Ball State University.

Keith D. Stephenson is our Executive Vice President and Chief Operating Officer, a position he has held since January 2014, previously serving as Chief Operating Officer since December 2010. He served as President, International from March 2009 to December 2010. He served as President, Global Body & Chassis Systems from June 2007 to March 2009. Mr. Stephenson was Chief Development Officer at Boler Company from January 2004 until October 2006. From 1985 to January 2004, he held various senior positions at Hendrickson, a division of Boler Company, including President of International Operations, Senior Vice President of Global Business Operations and President of the Truck Systems Group.

Juan Fernando de Miguel Posada is our Corporate Senior Vice President and President, Europe, a position he has held since January 2014, previously serving as President, Europe since March 2013. Mr. de Miguel served as western European Chief Executive Officer of Avincis Emergency Services from September 2012 until joining the Company. From May 2011 to September 2012, he served as Consulting President for Europe for Argo Consulting. Mr. de Miguel served as managing director of the Paper Division of SAICA in Spain from 2009 to 2011. From 2007 to 2009, he served as President of the Protective Packaging division of Pregis in Belgium. Mr. de Miguel served as Senior Vice President of Northern Europe for Alstom Transport in France from 2006 to 2007. Previously, Mr. de Miguel held numerous senior level positions at Johnson Controls, Inc., beginning in 1988, ultimately serving as Group Vice President and General Manager, Electronics, Europe and International. Mr. de Miguel received an electrical engineering degree and a Master’s Degree in industrial engineering from Universidad Politecnica de Barcelona, as well as an Executive Master’s degree in Business Administration from the IESE Business School – University of Navarra in Spain.

Song Min Lee is our Corporate Senior Vice President and President, Asia Pacific, a position he has held since January 2014, previously serving as President, Asia Pacific since January 2013. Prior to joining the Company, Mr. Lee served as Vice President and General Manager of Johnson Controls, Inc. from 2007 to 2012. From 2006 to 2007, Mr. Lee served as Vice President and President, Korea, for Autoliv, Inc. Mr. Lee served as Plant Manager for Lear Corporation from 2004 to 2006 and held various engineering positions at Ford Motor Company from 1994 to 2004. Mr. Lee completed the Advanced Management Program at Seoul National University. Mr. Lee also earned a Masters of Science in Management Technology from Rensselaer Polytechnic Institute and a Bachelor of Science in Chemistry from Washburn University.

D. William Pumphrey, Jr. is our Corporate Senior Vice President and President, North America, a position he has held since January 2014, previously serving as President, North America since August 2011. Mr. Pumphrey served as President, Americas for Tower Automotive from 2008 through August 2011. From 2005 to 2008, he served as President of Tower’s North America operations. From 1999 to 2004, Mr. Pumphrey held various positions at Lear Corporation in Southfield, Michigan, most recently, serving as President of the company’s Asia Pacific operations. Mr. Pumphrey earned an MBA from the University of Michigan and a Bachelor of Arts from Kenyon College.

Aleksandra A. Miziolek is our Senior Vice President, General Counsel and Secretary, a position she has held since February 2014. Previously, Ms. Miziolek was the Director of the Automotive Industry Group of Dykema Gossett, PLLC, a national law firm, from 2010. From 2003 to 2010, Ms. Miziolek served on Dykema's Executive Board and as the Director of its Business Services Department. She joined Dykema in 1982 after serving as a law clerk for a Federal Court Judge in the Eastern District of Michigan, Southern Division. Ms. Miziolek received her JD from Wayne State University Law School.

Larry E. Ott is our Senior Vice President and Chief Human Resources Officer, a position he has held since January 2014, previously serving as Vice President, Global Human Resources since August 2013. Prior to joining the Company, Mr. Ott served as Senior Vice President, Human Resources for Meritor, Inc. from 2010 until 2013. Prior to this, he held a similar position at Ally Financial Inc. from 2006 until July 2010. Mr. Ott spent 20 years at General Motors in a variety of progressive human resources functions. Mr. Ott earned an MBA with a concentration in Organizational Behavior and Industrial Relations from the University of Michigan in Ann Arbor and a Bachelor of Science degree in Business Administration and English from the University of Wisconsin at Stevens Point.

Helen T. Yantz is our Senior Vice President, Chief Accounting Officer and Assistant Secretary, a position she has held since January 2014, previously serving as the Vice President, Corporate Controller and Assistant Secretary, a position she has held since January 2005. Previously, Ms. Yantz held the position of Director of Accounting and Assistant Vice President from 2001 to 2005. Prior to joining the Company, Ms. Yantz was Manager of Financial Reporting at Trinity Health Systems from 2000 to 2001. Previously, Ms. Yantz held various positions in finance at CMS Generations Co., a subsidiary of CMS Energy, from 1990 to 2000, ultimately serving as the Director of Accounting. Ms. Yantz is a certified public accountant and has a BS from Arizona State University.

Forward-Looking Statements

This Annual Report on Form 10-K includes "forward-looking statements" within the meaning of U.S. federal securities laws, and we intend that such forward-looking statements be subject to the safe harbor created thereby. We make forward-looking statements in this Annual Report on Form 10-K and may make such statements in future filings with the SEC. We may also make forward-looking statements in our press releases or other public or stockholder communications. These forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenue or performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, business trends, and other information that is not historical information and, in particular, appear under "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Risk Factors" and "Business." When used in this report, the words "estimates," "expects," "anticipates," "projects," "plans," "intends," "believes," "forecasts," or future or conditional verbs, such as "will," "should," "could," or "may," and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements, including, without limitation, management's examination of historical operating trends and data are based upon our current expectations and various assumptions. Our expectations, beliefs, and projections are expressed in good faith and we believe there is a reasonable basis for them. However, no assurances can be made that these expectations, beliefs and projections will be achieved. Forward-looking statements are not guarantees of future performance and are subject to significant risks and uncertainties that may cause actual results or achievements to be materially different from the future results or achievements expressed or implied by the forward-looking statements.

There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in this Annual Report on Form 10-K. Important factors that could cause our actual results to differ materially from the forward-looking statements we make in this report are set forth in this Annual Report on Form 10-K, including under Item 1A. "Risk Factors."

There may be other factors beyond the factors listed above and those set forth in this Annual Report on Form 10-K, including under Item 1A. "Risk Factors," that may cause our actual results to differ materially from

the forward-looking statements. All forward-looking statements attributable to us or persons acting on our behalf apply only as of the date of this Annual Report on Form 10-K and other reports we file with the SEC, and are expressly qualified in their entirety by the cautionary statements included herein and therein. We undertake no obligation to update or revise forward-looking statements to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events.

Item 1A. Risk Factors

Our business and financial condition can be impacted by a number of factors, including the risks described below and elsewhere in this Annual Report on Form 10-K. Any of these risks could cause our actual results to vary materially from recent or anticipated results and could materially and adversely affect our business, results of operations and financial condition.

We are highly dependent on the automotive industry. A prolonged or material contraction in automotive sales and production volumes could materially adversely affect our liquidity, the viability of our supply base and the financial conditions of our customers and could have a material adverse effect on our business, results of operations and financial condition.

Automotive sales and production are highly cyclical and depend, among other things, on general economic conditions and consumer spending, vehicle demand and preferences (which can be affected by a number of factors, including fuel costs, employment levels and the availability of consumer financing). As the volume of automotive production fluctuates, the demand for our products also fluctuates. Prolonged or material contraction in automotive sales and production volume, especially in Europe and North America, which accounted for approximately 35% and 52%, respectively of our 2013 sales, could have a material adverse effect on our results of operations and liquidity.

Our supply base has also been adversely affected by the industry environment. Volatile global automotive production, turmoil in the credit markets and extreme volatility over the past several years in raw material, energy and commodity costs have resulted in financial distress within our supply base and an increase in the risk of supply disruption. In addition, several automotive suppliers filed for bankruptcy protection or have ceased operations. If a significant supplier's viability was to become impaired, it could impact the supplier's ability to perform as we expect and consequently our ability to meet our own commitments. While we have developed and implemented strategies to mitigate the negative effects of these factors, these strategies may offset only a portion of the adverse impact. The continuation or worsening of these industry conditions could adversely affect our financial condition, operating results and cash flows, thereby making it more difficult for us to make payments under our indebtedness.

In addition, if our suppliers were to reduce normal trade credit terms, our liquidity could be adversely impacted. Likewise, our liquidity could be adversely impacted if our customers were to extend their normal payment terms, whether or not permitted under our contracts. If either of these situations occurs, we may need to rely on other sources of funding to bridge the additional gap between the time we pay our suppliers and the time we receive corresponding payments from our customers.

Global economic uncertainty, particularly in Europe, sovereign debt issues and over capacity at certain OEMs may adversely affect our results of operations and financial condition.

Lower global production levels, particularly in Europe, overcapacity issues, economic and financial turmoil related to sovereign debt issues in certain countries, especially in Europe and tightened liquidity have combined to cause severe financial distress among many of our customers and have forced those companies to implement various forms of restructuring actions. In some cases, these actions have involved significant capacity reductions, the discontinuation of entire vehicle brands or even closure of manufacturing facilities. As a result, the Company has experienced and may continue to experience a decrease of production levels in the affected regions. Continued overcapacity and instability could adversely affect our results of operations and financial condition.

Our business could be materially adversely affected if we lost any of our largest customers or significant platforms.

While we provide parts to virtually every major global OEM for use on a multitude of different platforms, sales to our three largest customers, Ford, GM and FCA, on a worldwide basis represented approximately 49% of our sales. Although business with each customer is typically split among numerous contracts, loss of a major customer, significant reduction in purchases of our products by such customer, or any discontinuance or resourcing of a significant platform (whether as a result of a decline in such customer's market share due to increased competition from successful vertical integration by other OEMs or otherwise) could have a materially adverse effect on our business, results of operations and financial condition.

Our capital structure includes a substantial amount of indebtedness, which impose demands on our liquidity that could have a material adverse effect on our financial condition or on our ability to obtain financing in the future.

We have a substantial amount of debt outstanding, including our 8 1/2% Senior Notes due 2018 ("Senior Notes"), 7 3/8% Senior PIK Toggle Notes ("Senior PIK Toggle Notes") and the debt of certain foreign subsidiaries, aggregating approximately $684.4 million that requires significant principal and interest payments. We are permitted by the terms of the Senior Notes, Senior PIK Toggle Notes and our $150 million senior asset-based revolving credit facility ("Senior ABL Facility") to incur substantial additional indebtedness, subject to the restrictions therein, which could:

- make it more difficult for us to satisfy our obligations under the Senior Notes, Senior PIK Toggle Notes and the Senior ABL facility;
- increase our vulnerability to adverse economic and general industry conditions, including interest rate fluctuations, since a portion of our borrowings are at variable rates of interest;
- require us to dedicate a substantial portion of our cash flow from operations to principal and interest payments on our debt, which would reduce the availability of our cash flow from operations to service additional debt or to fund working capital, capital expenditures or other general corporate purposes; and
- increase our cost of borrowing.

We may not be able to generate sufficient cash to service all of our indebtedness.

Our ability to make scheduled payments on our debt or to refinance these obligations depends on our financial condition and operating performance. If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay investments and capital expenditures, sell material assets, seek additional capital or restructure or refinance our indebtedness, which could have a material adverse effect on our business, results of operations and financial condition.

The indentures governing the Senior Notes and the Senior PIK Toggle Notes and the credit agreement governing our Senior ABL Facility impose significant operating and financial restrictions on us and our subsidiaries, which may prevent us from capitalizing on business opportunities.

The indentures governing the Senior Notes and the Senior PIK Toggle Notes and the credit agreement governing our Senior ABL Facility impose significant operating and financial restrictions on us. These restrictions limit our ability, among other things, to:

- incur additional indebtedness or issue certain disqualified stock and preferred stock;
- pay dividends or certain other distributions on our capital stock or repurchase our capital stock;
- make certain investments or other restricted payments;
- place restrictions on the ability of our restricted subsidiaries to pay dividends or make other payments to us;
- engage in transactions with affiliates;

- sell certain assets or merge with or into other companies;
- guarantee indebtedness; and
- create liens.

There are limitations on our ability to incur the full $150 million of commitments under our Senior ABL Facility. Borrowings under our Senior ABL Facility are limited by a specified borrowing base consisting of a percentage of eligible accounts receivable and eligible inventory, less customary reserves imposed by the agent under our Senior ABL Facility. In addition, under our Senior ABL Facility, a monthly fixed charge maintenance covenant would become applicable if excess availability under our Senior ABL Facility is at any time less than a specified percentage (or amount) of the total revolving loan commitments. If the covenant trigger were to occur, Cooper-Standard Holdings Inc. would be required to satisfy and maintain, on a consolidated basis, on the last day of each month a fixed charge coverage ratio of at least 1.0 to 1.0. Our ability to meet the required fixed charge coverage ratio can be affected by events beyond our control, and we cannot assure that we will meet this ratio. A breach of any of these covenants could result in a default under our Senior ABL Facility.

Moreover, our Senior ABL Facility provides the lenders considerable discretion to impose reserves, which could materially reduce the amount of borrowings that would otherwise be available to us. There can be no assurance that the lenders under our Senior ABL Facility will not impose such reserves during the term of our Senior ABL Facility and further, were they to do so, the resulting impact of this action could materially and adversely impair our ability to make interest payments on the Senior Notes and the Senior PIK Toggle Notes. Also, when (and for as long as) the availability under our Senior ABL Facility is less than a specified amount for a certain period of time, the agent under our Senior ABL Facility would exercise cash dominion.

As a result of these covenants and restrictions, we are limited in how we conduct our business and we may be unable to raise additional debt or equity financing to compete effectively or to take advantage of new business opportunities. The terms of any future indebtedness we may incur could include more restrictive covenants. We cannot assure that we will be able to maintain compliance with these covenants in the future and, if we fail to do so, that we will be able to obtain waivers from the lenders or holders of the Senior Notes and the Senior PIK Toggle Notes and/or amend the covenants.

Our pension plans are currently underfunded and we may have to make cash payments to the plans, reducing the cash available for our business.

We sponsor various pension plans worldwide that are underfunded and will require cash payments. Additionally, if the performance of the assets in our pension plans does not meet our expectations, or if other actuarial assumptions are modified, our required contributions may be higher than we expect. If our cash flow from operations is insufficient to fund our worldwide pension liabilities, we may be forced to reduce or delay capital expenditures, seek additional capital or seek to restructure or refinance our indebtedness or sell assets.

As of December 31, 2013, our $293.5 million projected benefit obligation (“PBO”), for U.S. pension benefit obligations exceeded the fair value of the relevant plans’ assets, which totaled $269.6 million, by $23.9 million. Additionally, the international employees’ plans’ PBO exceeded plan assets by approximately $125.6 million as of December 31, 2013. The PBO for other postretirement benefits (“OPEB”), was $52.7 million as of December 31, 2013. Our estimated funding requirement for pensions and OPEB during 2014 is approximately $17.6 million. Net periodic benefit costs for U.S. and international plans, including pension benefits and OPEB, were $8.4 million and $9.7 million for the years ended December 31, 2012 and 2013, respectively. See Note 8. “Pensions,” and Note 9. “Postretirement Benefits Other Than Pensions,” to the consolidated financial statements for additional information.

We could be adversely affected by any shortage of supplies.

In the event of a rapid increase in production demands, either we or our customers or other suppliers may experience supply shortages of raw materials or components. This could be caused by a number of factors, including a lack of production line capacity or manpower or working capital constraints. In order to manage and

reduce the cost of purchased goods and services, we and others within our industry have been rationalizing and consolidating our supply base. In addition, due to the turbulence in the automotive industry, several suppliers have restructured or ceased operations. As a result, there is greater dependence on fewer sources of supply for certain components and materials, which could increase the possibility of a supply shortage of any particular component. If any of our customers experience a material supply shortage, either directly or as a result of a supply shortage at another supplier, that customer may halt or limit the purchase of our products. Similarly, if we or one of our own suppliers experience a supply shortage, we may become unable to produce the affected products if we cannot procure the components from another source. Such production interruptions could impede a ramp-up in vehicle production and could have a material adverse effect on our business, results of operations and financial condition.

Escalating pricing pressures and decline of volume requirements from our customers may adversely affect our business.

Pricing pressure in the automotive supply industry has been substantial and is likely to continue. Virtually all vehicle manufacturers seek price reductions in both the initial bidding process and during the term of the contract. Price reductions have adversely impacted our sales and profit margins and are expected to do so in the future. If we are not able to offset continued price reductions through improved operating efficiencies and reduced expenditures, those price reductions may have a material adverse effect on our results of operations. Our agreements with our customers are generally requirements contracts and a decline in volume for our customers could adversely impact our revenues and profitability.

We may be at risk of not being able to meet significant increases in demand.

If demand continues to increase significantly from what has been a historical low for production in recent years, we may have difficulty meeting such demand, particularly if such increase in demand occurs rapidly. This difficulty may include not having sufficient manpower or relying on suppliers who may not be able to respond quickly to a changed environment when demand significantly increases. Our inability to meet significant increases in demand could require us to delay delivery dates and could result in customers cancelling their orders, requesting discounts or ceasing to do business with us. In addition, as demand and volumes increase, we will need to purchase more inventory, which will increase our working capital needs. If our working capital needs exceed our cash flows from operations, we will be required to use our cash balances and available borrowings, as well as potential sources of additional capital, which may not be available on satisfactory terms and in adequate amounts, if at all, to satisfy those needs.

Increasing costs for, or reduced availability of, manufactured components and raw materials may adversely affect our profitability.

The principal raw materials we purchase include synthetic rubber, components manufactured from carbon steel, plastic resins and components, carbon black, process oils, components manufactured from aluminum and natural rubber. Raw materials comprise the largest component of our costs, representing approximately 49% of our total cost of products in 2013. A significant increase in the price of these items could materially increase our operating costs and materially and adversely affect our profit margins because it is generally difficult to pass through these increased costs to our customers. Raw material costs remain volatile and could have an adverse impact on our profitability in the foreseeable future.

We consider the production capacities and financial condition of suppliers in our selection process and expect that they will meet our delivery requirements. However, there can be no assurance that strong demand, capacity limitations, shortages of raw materials or other problems will not result in any shortages or delays in the supply of components to us.

Some of our raw materials and other supplies used in our operations are not normally available from a variety of suppliers, therefore leaving our business vulnerable to increasing costs. In addition, our need to maintain a continuing supply of raw materials and components has made it difficult, in some cases, to resist price increases and surcharges imposed by our suppliers.

We could be materially adversely affected if we are unable to continue to compete successfully in the highly competitive automotive parts industry.

The automotive parts industry is highly competitive. We face numerous competitors in each of the product lines we serve. In general, there are three or more significant competitors and numerous smaller competitors for most of the products we offer. We also face increased competition for certain of our products from suppliers producing in lower-cost regions such as Asia and Eastern Europe. We may not be able to continue to compete favorably with such competitors, and increased competition in our markets may have a material adverse effect on our business.

We are subject to other risks associated with our non-U.S. operations.

We have significant manufacturing operations outside the United States, including joint ventures and other alliances. Our operations are located in 19 countries, and we export to several other countries. In 2013, approximately 73% of our sales were attributable to products manufactured outside the United States. Risks are inherent in international operations, including:

- exchange controls and currency restrictions;
- currency fluctuations and devaluations;
- changes in local economic conditions;
- repatriation restrictions (including the imposition or increase of withholding and other taxes on remittances and other payments by foreign subsidiaries);
- global sovereign uncertainty and hyperinflation in certain foreign countries, including the sovereign debt crisis in certain European countries;
- changes in laws and regulations, including export and import restrictions and the imposition of embargos;
- exposure to possible expropriation or other government actions; and
- exposure to local political or social unrest including resultant acts of war, terrorism, drug related violence or similar events.

These and other factors may have a material adverse effect on our international operations and on our business, results of operations and financial condition. For example, we are faced with potential difficulties in staffing and managing local operations and we have to design local solutions to manage credit risks of local customers and distributors. In certain areas, such as Mexico, drug related violence and social unrest may directly affect our employees and may cause them to relocate out of the region or may otherwise present risks to our business operations in the region. Also, the cost and complexity of streamlining operations in certain European countries is greater than would be the case in the United States, due primarily to labor laws in those countries that can make reducing employment levels more time-consuming and expensive than in the United States. Our flexibility in our foreign operations can also be somewhat limited by agreements we have entered into with our foreign joint venture partners.

Foreign currency exchange rate fluctuations could materially impact our results from operations.

Our sales outside the United States expose us to currency risks. Our sales and earnings denominated in foreign currencies are translated into U.S. dollars for our consolidated financial statements. This translation is calculated based on average exchange rates during the reporting period. Our reported international sales and earnings could be adversely impacted in periods of a strengthening U.S. dollar.

We generally produce in the same geographic region as our products are sold. Some of our commodities are purchased in or pegged to the U.S. dollar therefore; our earnings could be adversely impacted during the periods of a strengthening U.S. dollar to other foreign currencies. We employ financial instruments to hedge certain portions of our foreign currency exposures however this will not completely insulate us from the effects of currency fluctuation.

A portion of our operations are conducted by joint ventures that cannot be operated for our sole benefit.

Many of our operations are carried on by joint ventures. In joint ventures we share the management of the company with one or more owners who may not have the same goals, resources or priorities as we do. Joint

ventures require attention to be paid to the relationships with our co-owners which influences each owner's decisions. Joint ventures are intended to operate for the benefit of all owners and therefore we do not receive all the benefits from our joint ventures.

Our continuous improvement program and other cost savings plans may not be effective.

Our operations strategy includes cutting costs by reducing production errors, inventory levels, operator motion, overproduction and operator waiting while fostering the increased flow of material, information and communication. The cost savings that we anticipate from these initiatives may not be achieved on schedule or at the level anticipated by management. If we are unable to realize these anticipated savings, our operating results and financial condition may be materially adversely affected. Moreover, the implementation of cost saving plans and facilities integration may disrupt our operations and performance.

We may incur material losses and costs as a result of product liability and warranty and recall claims that may be brought against us.

We may be exposed to product liability and warranty claims in the event that our products actually or allegedly fail to perform as expected or the use of our products results, or is alleged to result, in bodily injury and/or property damage. Accordingly, we could experience material warranty or product liability expenses in the future and incur significant costs to defend against these claims. In addition, if any of our products are, or are alleged to be, defective, we may be required to participate in a recall of that product if the defect or the alleged defect relates to automotive safety. Product recalls could cause us to incur material costs and could harm our reputation or cause us to lose customers, particularly if any such recall causes customers to question the safety or reliability of our products. As suppliers become more integrally involved in the vehicle design process and assume more of the vehicle assembly functions, customers are increasingly seeking to change contract terms and conditions concerning warranty and recall participation. Also, while we possess considerable historical warranty and recall data with respect to the products we currently produce, we do not have such data relating to new products, assembly programs or technologies, including any new fuel and emissions technology and systems being brought into production to allow us to accurately estimate future warranty or recall costs. In addition, the increased focus on systems integration platforms utilizing fuel and emissions technology with more sophisticated components from multiple sources could result in an increased risk of component warranty costs over which we have little or no control and for which we may be subject to an increasing share of liability to the extent any of the other component suppliers are in financial distress or are otherwise incapable of fulfilling their warranty or product recall obligations. Our costs associated with providing product warranties and responding to product recall claims could be material and we do not have insurance covering product recalls. Product liability, warranty and recall costs may have a material adverse effect on our business, results of operations and financial condition.

Work stoppages or similar difficulties could disrupt our operations.

We may be subject to work stoppages and may be affected by other labor disputes. A number of our collective bargaining agreements expire in any given year, including several in 2014. There is no certainty that we will be successful in negotiating new agreements with these unions that extend beyond the current expiration dates, or that these new agreements will be on terms as favorable to us as past labor agreements. Failure to renew these agreements when they expire or to establish new collective bargaining agreements on terms acceptable to us and the unions could result in work stoppages or other labor disruptions which may have a material adverse effect on customer relationships and our business and results of operations. Additionally, a work stoppage at one or more of our suppliers, our customers or our customers' suppliers could materially adversely affect our operations if an alternative source of supply were not readily available. Work stoppages by employees of our customers also could result in reduced demand for our products and could have a material adverse effect on our business. As of December 31, 2013, approximately 32% of our employees were represented by unions, approximately 7% of the unionized employees were located in the United States. It is possible that our workforce will become more unionized in the future. A work stoppage at one or more of our plants may have a material adverse effect on our business. Unionization activities could also increase our costs, which could have a material adverse effect on our profitability.

Certain natural disasters may adversely affect our business.

Natural disasters such as earthquakes, tsunamis and coastal flooding or other adverse climate conditions, whether occurring in the U.S. or abroad, and the consequences and effects thereof, including energy shortages and public health issues, may adversely affect our business. Such natural disasters could cause damage or disruption to our business operations or the operations of our customers, suppliers or joint venture affiliates or result in economic instability.

Our success depends in part on our development of improved products, and our efforts may fail to meet the needs of customers on a timely or cost-effective basis.

Our continued success depends on our ability to maintain advanced technological capabilities, machinery and knowledge necessary to adapt to changing market demands as well as to develop and commercialize innovative products. We may be unable to develop new products as successfully as in the past or to keep pace with technological developments by our competitors and the industry generally. In addition, we may develop specific technologies and capabilities in anticipation of customers' demands for new innovations and technologies. If such demand does not materialize, we may be unable to recover the costs incurred in such programs. If we are unable to recover these costs or if any such programs do not progress as expected, our business, results of operations and financial condition could be materially adversely affected.

If our acquisition strategy is not successful, we may not achieve our growth and profit objectives.

We may selectively pursue complementary acquisitions in the future as part of our growth strategy. While we will evaluate business opportunities on a regular basis, we may not be successful in identifying any attractive acquisitions. We may not have, or be able to raise on acceptable terms, sufficient financial resources to make acquisitions. Our ability to make investments may also be limited by the terms of our existing or future financing arrangements. In addition, any acquisitions we make will be subject to all of the risks inherent in an acquisition strategy, including integrating financial and operational reporting systems, establishing satisfactory budgetary and other financial controls, funding increased capital needs and overhead expenses, obtaining management personnel required for expanded operations and funding cash flow shortages that may occur if anticipated sales are not realized or are delayed, whether by general economic or market conditions or unforeseen internal difficulties.

Our intellectual property portfolio is subject to legal challenges and considerable uncertainty.

We have developed and actively pursue the development of proprietary technology in the automotive industry and rely on intellectual property laws and a number of patents in many jurisdictions to protect such technology. There can be no assurances that the protections we have available for our proprietary technology in the United States and other countries will be available to us in many places we sell our products. Therefore, we may be unable to prevent third parties from using our intellectual property without authorization. Any infringement or misappropriation of our technology that we cannot control could have a material adverse effect on our business and results of operations. If we had to litigate to protect our intellectual property rights, any proceedings could be costly, and we may not prevail. We also face increasing exposure to the claims of others for infringement of intellectual property rights. We may have material intellectual property claims asserted against us in the future and could incur significant costs or losses related to such claims. These claims, regardless of their merit or resolution, are frequently costly to prosecute, defend or settle and divert the efforts and attention of our management and employees. Claims of this sort also could harm our reputation and our relationships with our customers and might deter future customers from doing business with us. If any such claim were to result in an adverse outcome, we could be required to take actions which may include: cease the manufacture, use or sale of the infringing products; pay substantial damages to third parties, including to customers to compensate them for the discontinued use of a product or to replace infringing technology with non-infringing technology; or expend significant resources to develop or license non-infringing products.

We are subject to a broad range of environmental, health and safety laws and regulations, which could adversely affect our business and results of operations.

We are subject to a broad range of federal, state and local environmental and occupational safety and health laws and regulations in the United States and other countries, including those governing: emissions to air;

discharges to water; noise and odor emissions; the generation, handling, storage, transportation, treatment, reclamation and disposal of chemicals and waste materials; the cleanup of contaminated properties; and human health and safety. We may incur substantial costs associated with hazardous substance contamination or exposure, including cleanup costs, fines and civil or criminal sanctions, third party property or natural resource damage, personal injury claims or costs to upgrade or replace existing equipment as a result of violations of or liabilities under environmental laws or the failure to maintain or comply with environmental permits required at our locations. In addition, many of our current and former facilities are located on properties with long histories of industrial or commercial operations and some of these properties have been subject to certain environmental investigations and remediation activities. We maintain environmental reserves for certain of these sites. As of December 31, 2013, we have $7.7 million reserved in accrued liabilities and other liabilities on the consolidated balance sheet on an undiscounted basis which we believe are adequate. Because some environmental laws (such as the Comprehensive Environmental Response, Compensation and Liability Act and analogous state laws) can impose joint and several liability retroactively and regardless of fault on potentially responsible parties for the entire cost of cleanup at currently or formerly owned or operated facilities, as well as sites at which such parties disposed or arranged for disposal of hazardous waste, we could become liable for investigating or remediating contamination at our current or former properties or other properties (including offsite waste disposal locations). We may not always be in complete compliance with all applicable requirements of environmental law or regulation, and we may receive notices of violation or become subject to enforcement actions or incur material costs or liabilities in connection with such requirements. In addition, new environmental requirements or changes to interpretations of existing requirements, or in their enforcement, could have a material adverse effect on our business, results of operations and financial condition. We have made and will continue to make expenditures to comply with environmental requirements. While our costs to defend and settle known claims arising under environmental laws have not been material in the past and are not currently estimated to be material, such costs may be material in the future.

Our expected annual effective tax rate could be volatile and could materially change as a result of changes in many items including mix of earnings, debt and capital structure and other factors.

Many items could impact our effective tax rate including changes in our debt and capital structure, mix of earnings and many other factors. Our overall effective tax rate is based upon the consolidated tax expense as a percentage of consolidated earnings before tax. However, tax expenses and benefits are not recognized on a consolidated or global basis, but rather on a jurisdictional, legal entity basis. Further, certain jurisdictions in which we operate generate losses where no current financial statement benefit is realized. In addition, certain jurisdictions have statutory rates greater than or less than the United States statutory rate. As such, changes in the mix and source of earnings between jurisdictions could have a significant impact on our overall effective tax rate in future years. Changes in rules related to accounting for income taxes, changes in tax laws and rates or adverse outcomes from tax audits that occur regularly in any of our jurisdictions could also have a significant impact on our overall effective tax rate in future periods.

Significant changes in discount rates, the actual return on pension assets and other factors could adversely affect our liquidity, results of operations and financial condition.

Our earnings may be positively or negatively impacted by the amount of income or expense recorded related to our qualified pension plans. Accounting principles generally accepted in the United States ("U.S. GAAP") require that income or expense related to the pension plans be calculated at the annual measurement date using actuarial calculations, which reflect certain assumptions. The most significant of these assumptions relate to interest rates, the capital markets and other economic conditions. Changes in key economic indicators can change these assumptions. These assumptions, as well as the actual value of pension assets at the measurement date, will impact the calculation of pension expense for the year. Although U.S. GAAP expense and pension contributions are not directly related, the key economic indicators that affect U.S. GAAP expense also affect the amount of cash that we will contribute to our pension plans. Because the values of these pension assets have fluctuated and will continue to fluctuate in response to changing market conditions, the amount of gains or losses that will be recognized in subsequent periods, the impact on the funded status of the pension plans

and the future minimum required contributions, if any, could adversely affect our liquidity, results of operations and financial condition.

Impairment charges relating to our goodwill and long-lived assets could adversely affect our results of operations.

We regularly monitor our goodwill and long-lived assets for impairment indicators. In conducting our goodwill impairment testing, we compare the fair value of each of our reporting units to the related net book value. In conducting our impairment analysis of long-lived assets, we compare the undiscounted cash flows expected to be generated from the long-lived assets to the related net book values. Changes in economic or operating conditions impacting our estimates and assumptions could result in the impairment of our goodwill or long-lived assets. In the event that we determine that our goodwill or long-lived assets are impaired, we may be required to record a significant charge to earnings, which could adversely affect our results of operations.

The ownership of our stock is concentrated, with a few owners who may, individually or collectively, exert significant control over us.

Certain stockholders own a substantial portion of our outstanding common stock. As long as such major stockholders (whether or not acting in a coordinated manner) and any other substantial stockholder own, directly or indirectly, a substantial portion of our outstanding shares, they will be able to exert significant influence over matters requiring stockholder approval, including the composition of our Board of Directors. Further, to the extent that the substantial stockholders were to act in concert, they could potentially control any action taken by our stockholders.

The concentration of ownership of our outstanding equity in such major stockholders may make some transactions more difficult or impossible without the support of such stockholders or more likely with the support of such stockholders. The interests of any of such stockholders, any other substantial stockholder or any of their respective affiliates could conflict with or differ from the interests of our other stockholders or the interests of holders of the Senior Notes and Senior PIK Toggle Notes.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties

As of December 31, 2013, our operations were conducted through 84 facilities in 19 countries, of which 74 are manufacturing facilities and 10 are used for multiple purposes, including design, engineering and administration. Our corporate headquarters is located in Novi, Michigan. Our manufacturing facilities are located in North America, Europe, Asia, South America and Australia. We believe that substantially all of our properties are in generally good condition and that we have sufficient capacity to meet our current and projected manufacturing and design needs. The following table summarizes our key property holdings by geographic region:

Region	Type	Total Facilities	Owned Facilities
North America	Manufacturing(a)	29	23
	Other(a)	4	—
Asia	Manufacturing	20	9
	Other(a)	2	—
Europe	Manufacturing	20	18
	Other(a)	3	—
South America	Manufacturing	4	1
	Other(a)	1	—
Australia	Manufacturing	1	1

(a) Includes design, engineering or administrative locations.

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Our principal owned and leased properties, and the number of facilities in each location with more than one facility is set forth below.

Location	Principal Products	Owned/Leased
North America		
United States		
Auburn, Indiana	Anti-Vibration Systems	Owned
Auburn Hills, Michigan(2)	Design, engineering and administration	Leased
Bowling Green, Ohio	Body Sealing and Fluid Handling	Owned
Bremen, Indiana(a)	Body Sealing	Owned
East Tawas, Michigan	Fluid Handling	Owned
Fairview, Michigan	Fluid Handling	Owned
Farmington Hills, Michigan	Design, engineering and administration	Leased
Gaylord, Michigan	Body Sealing	Owned
Goldsboro, North Carolina(2)	Body Sealing	Owned
Leonard, Michigan	Fluid Handling	Owned
Mt. Sterling, Kentucky	Fluid Handling	Owned
New Lexington, Ohio	Fluid Handling	Owned
Novi, Michigan	Design, engineering and administration	Leased
Oscoda, Michigan	Fluid Handling	Owned
Rockford, Tennessee	Body Sealing	Owned
Spartanburg, South Carolina	Body Sealing	Owned
Surgoinsville, Tennessee	Fluid Handling	Leased
Topeka, Indiana(a)	Body Sealing	Owned
Canada		
Georgetown, Ontario	Body Sealing	Owned
Glencoe, Ontario	Fluid Handling	Owned
Mitchell, Ontario	Anti-Vibration Systems	Owned
Sherbrooke, Quebec	Body Sealing	Leased
Stratford, Ontario(2)	Body Sealing	Owned
Mexico		
Aguascalientes	Body Sealing	Leased
Atlacomulco	Fluid Handling	Owned
Guaymas(2)	Body Sealing and Fluid Handling	Leased
Juarez	Fluid Handling	Owned
Saltillo	Fluid Handling	Leased
Torreon	Fluid Handling	Owned
South America		
Brazil		
Atibaia	Body Sealing	Leased
Camaçari	Fluid Handling	Leased
Sao Bernardo	Sales & Administration	Leased
Varginha(2)	Body Sealing and Fluid Handling	Owned/Leased
Europe		
Czech Republic		
Zdar	Fluid Handling	Owned
France		
Creutzwald	Fluid Handling	Owned
Lillebonne(a)	Body Sealing	Owned
Rennes(a)	Body Sealing	Owned
Vitré(a)	Body Sealing	Owned

Location	Principal Products	Owned/Leased
Germany		
Grünberg	Fluid Handling	Owned
Hockenheim	Fluid Handling	Owned
Lindau	Body Sealing	Owned
Mannheim	Body Sealing	Owned
Schelklingen	Fluid Handling	Owned
Italy		
Battipaglia	Body Sealing	Owned
Ciriè	Body Sealing	Owned
Netherlands		
Amsterdam	Administration	Leased
Poland		
Bielsko-Biala	Body Sealing	Owned
Bielsko-Biala	Administration	Leased
Czestochowa(a)	Anti-Vibration and Body Sealing	Owned
Dzierzoniow(2)	Body Sealing	Owned
Myslenice	Body Sealing	Leased
Piotrkow	Body Sealing	Owned
Romania		
Craiova	Body Sealing and Fluid Handling	Leased
Serbia		
Sremska Mitrovica	Body Sealing	Owned
United Kingdom		
Coventry	Design, engineering and administration	Leased
Asia Pacific		
Australia		
Adelaide	Industrial Products	Owned
China		
Chongqing	Fluid Handling	Owned
Huai-an(a)	Body Sealing	Leased
Jingzhou(a)	Fluid Handling	Owned
Kunshan	Anti-Vibration, Body Sealing and Fluid Handling	Owned
Panyu(a)	Body Sealing	Leased
Shanghai(a)(2)	Body Sealing	Owned/Leased
Wuhu	Body Sealing	Owned
India		
Bawal	Body Sealing	Leased
Chennai	Body Sealing and Fluid Handling	Owned
Dharuhera(a)	Body Sealing	Leased
Mumbai(a)	Anti-Vibration	Leased
Sahibabad(a)	Body Sealing	Leased
Manesar(a)	Body Sealing	Leased
Pune	Fluid Handling	Leased
Japan		
Hiroshima	Design, engineering and administration	Leased
Nagoya	Design, engineering and administration	Leased
South Korea		
CheongJu(b)	Body Sealing	Owned
Gimhae	Body Sealing	Leased
Gunsan	Body Sealing and Fluid Handling	Leased
SeoCheon Gun	Body Sealing	Owned
Thailand		
Nakon Ratchasma(a)	Body Sealing	Owned

(a) Denotes a joint venture facility.
(b) Under contract of sale.

Item 3. Legal Proceedings

We are periodically involved in claims, litigation and various legal matters that arise in the ordinary course of business. In addition, we conduct and monitor environmental investigations and remedial actions at certain locations. Each of these matters is subject to various uncertainties, and some of these matters may be resolved unfavorably for us. If appropriate we establish a reserve estimate for each matter and update our estimate as additional information becomes available. We do not believe that the ultimate resolution of any of these matters will have a material adverse effect on our business, financial condition or results of operations.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities

Market Information

Our common stock is quoted on the NYSE since October 17, 2013, under the symbol "CPS" and our warrants are quoted on the OTC Bulletin Board since June 4, 2010, under the symbol "COSHW." Prior to the NYSE listing, our common stock was traded on the OTC Bulletin Board under the symbol "COSH."

The following chart lists the high and low sale prices for shares of our common stock and warrants for the calendar quarters indicated through December 31, 2012 and 2013. These prices are between dealers and do not include retail markups, markdowns or other fees and commissions and may not represent actual transactions:

	Common Stock		Warrants	
2012	**High**	**Low**	**High**	**Low**
March 31, 2012	$ 50.00	$ 34.00	$ 24.99	$ 14.25
June 30, 2012	43.48	34.00	21.25	11.00
September 30, 2012	37.75	34.00	14.74	12.30
December 31, 2012	38.50	32.00	13.25	11.37

	Common Stock		Warrants	
2013	**High**	**Low**	**High**	**Low**
March 31, 2013	$ 41.64	$ 36.00	$ 16.47	$ 12.00
June 30, 2013	47.25	41.40	21.34	16.25
September 30, 2013	52.50	46.25	28.43	20.50
December 31, 2013	55.01	46.52	30.00	22.55

Holders of Common Stock

As of January 28, 2014 we had approximately 1,533 holders of record of our common stock, based on information provided by our transfer agent.

Dividends

Cooper-Standard Holdings Inc. has never paid or declared a dividend on its common stock. The declaration of any prospective dividends is at the discretion of the Board of Directors and would be dependent upon sufficient earnings, capital requirements, financial position, general economic conditions, state law requirements, and other relevant factors. Additionally, our credit agreement governing our Senior ABL Facility and the indenture governing our Senior Notes and Senior PIK Toggle Notes contain covenants that among other things restrict our ability to pay certain dividends and distributions subject to certain qualifications and limitations. We do not anticipate paying any dividends on our common stock in the foreseeable future.

Securities Repurchase

On May 24, 2013, the Company announced that its Board of Directors approved a securities repurchase program (the "Program") authorizing the Company to repurchase, in the aggregate, up to $50 million of its outstanding common stock or warrants to purchase common stock. Under the Program, repurchases may be made on the open market or through private transactions, as determined by the Company's management and in accordance with prevailing market conditions and federal securities laws and regulations. The Company expects to fund all repurchases from cash on hand and future cash flows from operations. The Company is not obligated to acquire a particular amount of securities, and the program may be discontinued at any time at the Company's discretion. This program was not affected by our May 2013 tender offer pursuant to which we purchased approximately $200 million of our common stock.

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The following table presents repurchases of common stock during the quarterly period ended December 31, 2013:

2013	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet be Purchased Under the Program (in millions)
October 1 - October 31	-	$ -	-	$ 45.4
November 1 - November 30	-	$ -	-	$ 45.4
December 1 - December 31	-	$ -	-	$ 45.4
Total	-	$ -	-	$ 45.4

Converted Securities

On October 18, 2013, the Company gave notice to the holders of its 7% preferred stock that the Company had elected to cause the mandatory conversion of all 810,382 shares of issued and outstanding 7% preferred stock on November 15, 2013. The 7% preferred stock was converted at the rate of 4.34164 shares of the Company's common stock for each share of 7% preferred stock, or into an aggregate of 3,518,366 shares of common stock. On the conversion date, the Company's common shares were issued and the shares of 7% preferred stock were cancelled and all rights of holders of 7% preferred stock were terminated. Shares of 7% preferred stock that were converted and cancelled were restored to the status of authorized but unissued preferred stock of the Company.

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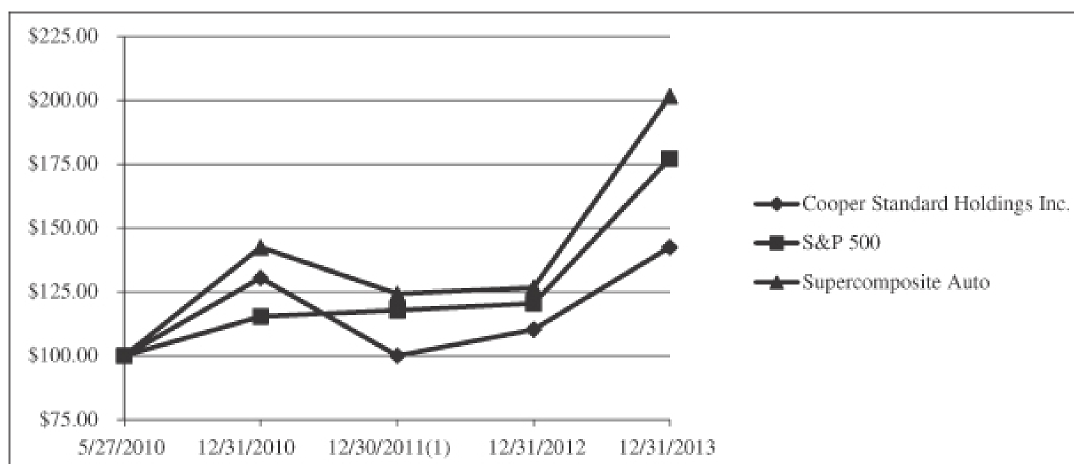
Performance Graph

The following graph compares the cumulative total stockholder return from May 27, 2010, the date of our emergence from Chapter 11 bankruptcy proceedings, through December 31, 2013, for Cooper-Standard Holdings Inc. existing common stock, the Standard & Poor's 500 Index and the Standard & Poor's Supercomposite Auto Parts & Equipment Index based on currently available data. The graph assumes an initial investment of $100 on May 27, 2010 and reflects the cumulative total return on that investment, including the reinvestment of all dividends where applicable, through December 31, 2013.

Comparison of Cumulative Return



	Ticker	5/27/2010	12/31/2010	12/30/2011 (1)	12/31/2012	12/31/2013
Cooper-Standard Holdings Inc.	CPS	$ 100.00	$ 130.43	$ 100.00	$ 110.14	$ 142.35
S&P 500	SPX	$ 100.00	$ 115.24	$ 117.63	$ 120.46	$ 177.17
S&P Supercomposite Auto Parts & Equipment Index	S15AUTP	$ 100.00	$ 142.48	$ 124.22	$ 126.52	$ 201.69

(1) Represents last trading day of the year

Item 6. Selected Financial Data

The selected financial data for the year ended December 31, 2009, the five months ended May 31, 2010, the seven months ended December 31, 2010 and the years ended December 31, 2011, 2012 and 2013 have been derived from our consolidated financial statements, which have been audited by Ernst & Young LLP, our Independent Registered Public Accounting Firm.

The audited consolidated statements of net income, statements of comprehensive income, statements of changes in equity and statements of cash flows for the years ended December 31, 2011, 2012 and 2013 are included elsewhere in this Annual Report on Form 10-K. The audited consolidated balance sheets as of December 31, 2012 and 2013 are included elsewhere in this Annual Report on Form 10-K. See Item 8. "Financial Statements and Supplementary Data."

In accordance with the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 852, "*Reorganizations*," we adopted fresh-start accounting upon our emergence from Chapter 11 bankruptcy proceedings and became a new entity for financial reporting purposes as of June 1, 2010. Accordingly, the consolidated financial statements for the reporting entity subsequent to emergence from Chapter 11 bankruptcy proceedings (the "Successor") are not comparable to the consolidated financial statements

for the reporting entity prior to emergence from Chapter 11 bankruptcy proceedings (the "Predecessor"). The "Company," when used in reference to the period subsequent to emergence from Chapter 11 bankruptcy proceedings, refers to the Successor, and when used in reference to periods prior to emergence from Chapter 11 bankruptcy proceedings, refers to the Predecessor.

You should read the following data in conjunction with Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and the notes thereto included elsewhere in this Annual Report on Form 10-K.

	Predecessor		Successor			
				Year Ended December 31,		
	Year Ended December 31, 2009	Five Months Ended May 31, 2010	Seven Months Ended December 31, 2010	2011	2012	2013
	(dollar amounts in millions, except per share amounts)					
Statement of operations:						
Sales	$ 1,945.3	$ 1,009.1	$ 1,405.0	$2,853.5	$2,880.9	$3,090.5
Cost of products sold	1,679.0	832.2	1,172.4	2,402.9	2,442.0	2,617.8
Gross profit	266.3	176.9	232.6	450.6	438.9	472.7
Selling, administration, & engineering expenses	199.5	92.1	159.5	257.6	281.3	293.5
Amortization of intangibles	15.0	0.3	9.0	15.6	15.4	15.4
Impairment charges	363.5	-	-	-	10.1	-
Restructuring	32.4	5.9	0.5	52.2	28.8	21.7
Operating profit (loss)	(344.1)	78.6	63.6	125.2	103.3	142.1
Interest expense, net of interest income	(64.3)	(44.5)	(25.0)	(40.5)	(44.8)	(54.9)
Equity earnings	4.0	3.6	3.4	5.4	8.8	11.0
Reorganization items and fresh-start accounting adjustments, net	(17.4)	303.4	-	-	-	-
Other income (expense), net	9.9	(21.2)	4.2	7.2	-	(7.4)
Income (loss) before income taxes	(411.9)	319.9	46.2	97.3	67.3	90.8
Income tax expense (benefit)	(55.7)	39.9	5.1	20.8	(31.5)	45.6
Net income (loss)	(356.2)	280.0	41.1	76.5	98.8	45.2
Net (income) loss attributable to noncontrolling interests	0.1	(0.3)	(0.5)	26.3	4.0	2.7
Net income (loss) attributable to Cooper-Standard Holdings Inc.	$ (356.1)	$ 279.7	$ 40.6	$ 102.8	$ 102.8	$ 47.9
Net income available to Cooper-Standard Holdings Inc. common stockholders			$ 28.7	$ 75.3	$ 76.7	$ 35.1
Earnings per share:						
Basic			$ 1.64	$ 4.27	$ 4.40	$ 2.39
Diluted			$ 1.55	$ 3.93	$ 4.14	$ 2.24
Balance sheet data (at end of period):						
Cash and cash equivalents	$ 380.3		$ 294.5	$ 361.7	$ 270.6	$ 184.4
Net working capital [(1)]	240.8		175.3	193.9	265.6	269.1
Total assets	1,737.4		1,853.8	2,003.8	2,026.0	2,102.8
Total non-current liabilities	263.9		745.7	779.3	774.0	911.9
Total debt [(2)]	204.3		476.7	488.7	483.4	684.4
Liabilities subject to compromise	1,261.9		-	-	-	-
Preferred stock	-		130.3	125.9	121.6	-
Total equity/(deficit)	(306.5)		563.1	601.2	629.2	615.6
Statement of cash flows data:						
Net cash provided (used) by:						
Operating activities	$ 130.0	$ (75.4)	$ 170.6	$ 172.3	$ 84.4	$ 133.3
Investing activities	(45.5)	(19.1)	(51.8)	(73.8)	(117.6)	(191.1)
Financing activities	166.1	(112.6)	(1.4)	(24.6)	(58.1)	(23.0)
Other financial data:						
Capital expenditures, including other intangible assets	$ 46.1	$ 22.9	$ 54.4	$ 108.3	$ 131.1	$ 183.3

(1) Net working capital is defined as current assets (excluding cash and cash equivalents) less current liabilities (excluding debt payable within one year).
(2) Includes $450.0 million of our Senior Notes, $196.5 million of our Senior PIK Toggle Notes, $0.1 million in capital leases, and $37.8 million of other third-party debt at December 31, 2013.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

This management's discussion and analysis of financial condition and results of operations is intended to assist in understanding and assessing the trends and significant changes in our results of operations and financial condition. Our historical results may not indicate, and should not be relied upon as an indication of, our future performance. Our forward-looking statements reflect our current views about future events, are based on assumptions and are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those contemplated by these statements. See Item 1. "Business—Forward-Looking Statements" for a discussion of risks associated with reliance on forward-looking statements. Factors that may cause differences between actual results and those contemplated by forward-looking statements include, but are not limited to, those discussed below and elsewhere in this Annual Report on Form 10-K, particularly in Item 1A. "Risk Factors." Management's discussion and analysis of financial condition and results of operations should be read in conjunction with Item 6." Selected Financial Data" and our consolidated financial statements and the notes to those statements included elsewhere in this Annual Report on Form 10-K.

Company Overview

We design, manufacture and sell sealing and trim, fuel and brake delivery, fluid transfer, thermal and emissions and anti-vibration systems, subsystems and modules for use in passenger vehicles and light trucks manufactured by global OEMs. In 2013, approximately 77% of our sales consisted of original equipment sold directly to OEMs for installation on new vehicles. The remaining 23% of our sales were primarily to Tier I and Tier II suppliers and non-automotive manufacturers. Accordingly, sales of our products are directly affected by the annual vehicle production of OEMs and, in particular, the production levels of the vehicles for which we provide specific parts. Most of our products are custom designed and engineered for a specific vehicle platform which are increasingly larger and more global. Our sales and product development personnel frequently work directly with the OEMs engineering departments in the design and development of our various products.

Although each OEM may emphasize different requirements as the primary criteria for judging its suppliers, we believe success as an automotive supplier generally requires outstanding performance with respect to price, quality, service, performance, design and engineering capabilities, innovation, timely delivery and an extensive global footprint. Also, we believe our continued commitment to invest in global common processes is an important factor in servicing global customers with the same quality and consistency of product wherever we produce in the world. This is especially important when supplying products for global platforms.

We believe in our continued commitment to investment in global common process solutions. In addition, in order to remain competitive we must also consistently achieve and sustain cost savings. In an ongoing effort to reduce our cost structure, we run a global continuous improvement program which includes training for Kaizen project teams, as well as implementation of lean tools, structured problem solving, best business practices, standardized processes and change management. We also evaluate opportunities to consolidate facilities and to relocate certain operations to lower cost countries. We believe we will continue to be successful in our efforts to improve our design and engineering capability and manufacturing processes while achieving cost savings, including through our lean initiatives.

Our OEM sales are principally generated from purchase orders issued by OEMs and as a result we have no order backlog. Once selected by an OEM to supply products for a particular platform, we typically supply those products for the life of the platform, which is normally three to five years; although there is no guarantee that this will occur. In addition, when we are the incumbent supplier to a given platform, we believe we have a competitive advantage in winning the redesign or replacement platform.

In the year ended December 31, 2013, approximately 52% of our sales were generated in North America and approximately 48% of our sales were generated outside of North America. Because of our significant international operations, we are subject to the risks associated with doing business in other countries. Historically, our operations in Canada and Western Europe have not presented materially different risks or problems from those we have encountered in the United States, although the cost and complexity of streamlining operations in certain European countries is greater than would be the case in the United States. This is due

primarily to labor laws in those countries that can make reducing employment levels more time-consuming and expensive than in the United States. We believe the risks of conducting business in less developed markets, including Brazil, Mexico, Poland, Czech Republic, China, Korea and India are sometimes greater than in the United States, Canadian and Western European markets. This is due to the potential for currency volatility, high interest and inflation rates, and the general political and economic instability that are associated with some of these markets.

Business Environment and Outlook

According to the fourth quarter 2013 outlook from the forecasting firm IHS, global light vehicle sales will hit a new record of nearly 82 million vehicles this year, despite economic challenges in several key markets, and will grow steadily through 2020 to approximately 105 million vehicles.

Much of this growth will be driven by emerging markets in China, India, Russia, Brazil and Eastern Europe, as well as Indonesia, Thailand and Turkey.

Other important changes include:

- North American vehicle sales are expected to remain strong over the next few years with strong growth in compact and mid-size vehicles;
- a slow recovery is beginning in Western Europe with vehicle sales expected to return to the 15 million vehicles level by 2018;
- the biggest growth area between 2015 and 2020 will be China, followed by India;
- China will account for nearly 30% of global light vehicle sales by 2020 and will become the world's #1 light vehicle market, followed by the United States and India;
- more than $70 billion of capital investments will be made in the BRIC countries (Brazil, Russia, India and China) in the next couple of years to expand auto production capacity, with more than half of that being spent by the OEMs in China alone; and
- the share of global light vehicles sales for the mature markets (North America, Western Europe and Japan/Korea) will fall from approximately 43% in 2012 to 36 % in 2020, while the share for emerging markets will grow to approximately 64% by 2020.

Several factors will present significant opportunities for automotive suppliers who are positioned for the changing environment such as:

- continued shift to global platforms (same vehicle that is built around the world);
- consolidation of suppliers;
- increased government regulation; and
- intensified consumer demand for high technology features in vehicles.

Our business is directly affected by the automotive build rates in North America and Europe. It is also becoming increasingly impacted by build rates in Brazil and Asia Pacific. New vehicle demand is driven by macro-economic and other factors, such as interest rates, manufacturer and dealer sales incentives, fuel prices, consumer confidence, employment levels, income growth trends and government and tax incentives.

Details on light vehicle production in certain regions for 2012 and 2013 are provided in the following table:

(In millions of units)	2012[1,2]	2013[1]	% Change
North America	15.4	16.2	4.8%
Europe	19.3	19.3	(0.1)%
South America	4.3	4.5	4.1%
Asia Pacific	40.8	42.6	4.5%

(1) Production data based on IHS Automotive, December 2013.

(2) Production data for 2012 has been updated to reflect actual production levels.

The expected annualized vehicle production volumes for 2014 are provided in the following table:

(In millions of units)	2014(1)
North America	16.8
Europe	19.6
South America	4.7
Asia Pacific	44.1

(1) Production data based on IHS Automotive, December 2013.

Competition in the automotive supplier industry is intense and has increased in recent years as OEMs have demonstrated a preference for stronger relationships with fewer suppliers. There are typically three or more significant competitors and numerous smaller competitors for most of the products we produce. Globalization and the importance to service customers around the world will continue to shape the success of suppliers going forward.

OEMs have shifted some research and development, design and testing responsibility to suppliers, while at the same time shortening new product cycle times. To remain competitive, suppliers must have state-of-the-art engineering and design capabilities and must be able to continuously improve their engineering, design and manufacturing processes to effectively service the customer. Suppliers are increasingly expected to collaborate on, or assume the product design and development of, key automotive components and to provide innovative solutions to meet evolving technologies aimed at improved emissions and fuel economy.

Pricing pressure has continued as competition for market share has reduced the overall profitability of the industry and resulted in continued pressure on suppliers for price concessions. Consolidations and market share shifts among vehicle manufacturers continues to put additional pressures on the supply chain. These pricing and market pressures, along with the reduced production volumes, will continue to drive our focus on reducing our overall cost structure through lean initiatives, capital redeployment, restructuring and other cost management processes.

Results of Operations

	Year Ended December 31,		
	2011	**2012**	**2013**
	(dollar amounts in thousands)		
Sales	$ 2,853,509	$ 2,880,902	$ 3,090,542
Cost of products sold	2,402,920	2,442,014	2,617,804
Gross profit	450,589	438,888	472,738
Selling, administration & engineering expenses	257,559	281,268	293,446
Amortization of intangibles	15,601	15,456	15,431
Impairment charges	—	10,069	—
Restructuring	52,206	28,763	21,720
Operating profit	125,223	103,332	142,141
Interest expense, net of interest income	(40,559)	(44,762)	(54,921)
Equity earnings	5,425	8,778	11,070
Other income (expense), net	7,174	(63)	(7,437)
Income before income taxes	97,263	67,285	90,853
Income tax expense (benefit)	20,765	(31,531)	45,599
Net income	76,498	98,816	45,254
Net loss attributable to noncontrolling interests	26,346	3,988	2,687
Net income attributable to Cooper-Standard Holdings Inc.	$ 102,844	$ 102,804	$ 47,941

Year ended December 31, 2013 Compared to Year ended December 31, 2012.

Sales. Sales were $3,090.5 million for the year ended December 31, 2013, compared to $2,880.9 million for the year ended December 31, 2012, an increase of $209.6 million, or 7.3%. Sales were favorably impacted by an increase in volumes in all segments, and favorable foreign exchange of $7.6 million. In addition, the Jyco acquisition provided $32.7 million of incremental sales. These items were partially offset by customer price concessions.

Cost of Products Sold. Cost of products sold is primarily comprised of material, labor, manufacturing overhead, depreciation and amortization and other direct operating expenses. Cost of products sold was $2,617.8 million for the year ended December 31, 2013, compared to $2,442 million for the year ended December 31, 2012, an increase of $175.8 million or 7.2%. Raw materials comprise the largest component of our cost of products sold and represented 49% and 51% of total cost of products sold for the years ended December 31, 2013 and 2012, respectively. The period was impacted by increased volumes in all segments, higher staffing costs and other operating expenses. In addition, cost of products sold for the year ended December 31, 2013 was impacted by the Jyco acquisition, which was completed July 31, 2013. These items were partially offset by lean savings.

Gross Profit. Gross profit for the year ended December 31, 2013 was $472.7 million compared to $438.9 million for the year ended December 31, 2012. As a percentage of sales, gross profit was 15.3% and 15.2% of sales for the years ended December 31, 2013 and 2012, respectively. The increase was driven by the favorable impact of lean savings and increased volumes in all segments, partially offset by customer price concessions, higher staffing costs and other operating expenses.

Selling, Administration and Engineering. Selling, administration and engineering expense for the year ended December 31, 2013 was $293.4 million or 9.5% of sales compared to $281.3 million or 9.8% of sales for the year ended December 31, 2012. Selling, administration and engineering expense for the year ended December 31, 2013 was impacted by increased staffing and compensation expenses as we increase our research and development and engineering resources to support our growth initiatives around the world. In addition, the year ended December 31, 2013 was impacted by the Jyco acquisition, which was completed July 31, 2013.

Restructuring. Restructuring charges of $21.7 million for the year ended December 31, 2013 consisted primarily of $5.3 million of costs associated with initiatives announced prior to 2013 and $16.4 million of costs associated with initiatives announced in 2013, primarily relating to an initiative in Europe to change our manufacturing footprint. Restructuring charges of $28.8 million for the year ended December 31, 2012 consisted primarily of costs associated with European initiatives announced during 2012 and additional costs associated with the reorganization of our French body sealing operations in relation to the joint venture with FMEA.

Interest Expense, Net. Net interest expense of $54.9 million for the year ended December 31, 2013 resulted primarily from interest and debt issuance amortization recorded on the Senior Notes and Senior PIK Toggle Notes. Net interest expense of $44.8 million for the year ended December 31, 2012 resulted primarily from interest and debt issuance amortization recorded on the Senior Notes.

Other Income (Expense), Net. Other expense for the year ended December 31, 2013 was $7.4 million, which consisted of $9.4 million of foreign currency losses and $1.7 million of loss on sale of receivables, which were partially offset by $3.7 million of other miscellaneous income. Other expense for the year ended December 31, 2012 was $0.1 million, which consisted of $6.8 million of foreign currency losses and $1.0 million of loss on sale of receivables, which were partially offset by $4.4 million of gains related to forward contracts and $3.3 million of other miscellaneous income.

Income Tax Expense (Benefit). Income taxes for the year ended December 31, 2013 included an expense of $45.6 million on earnings before taxes of $90.9 million. This compares to a benefit of $31.5 million on $67.3 million of earnings before taxes for the year ended December 31, 2012. Tax expense in 2013 differs from the statutory rate due to the incremental valuation allowance recorded on tax losses and credits generated in certain foreign jurisdictions, the distribution of income between the United States and foreign sources, tax credits and incentives, and other non-recurring discrete items.

Year ended December 31, 2012 Compared to Year ended December 31, 2011.

Sales. Sales were $2,880.9 million for the year ended December 31, 2012, compared to $2,853.5 million for the year ended December 31, 2011, an increase of $27.4 million, or 1%. Sales were favorably impacted by an increase in volumes in North America as well as the USi acquisition and the joint venture with FMEA which were completed March, 2011 and May, 2011, respectively. These favorable items were partially offset by unfavorable foreign exchange of $129.4 million and decreased volumes in the Europe segment.

Cost of Products Sold. Cost of products sold is primarily comprised of material, labor, manufacturing overhead, depreciation and amortization and other direct operating expenses. Cost of products sold was $2,442 million for the year ended December 31, 2012, compared to $2,402.9 million for the year ended December 31, 2011, an increase of $39.1 million or 1.6%. Raw materials comprise the largest component of our cost of products sold and represented 51% of total cost of products sold for the years ended December 31, 2012 and 2011. The period was impacted by higher material costs, increases in other fixed and variable costs as a result of improved North American production volumes, and higher labor costs due to the additional hires to support the increased volumes. In addition, the period was impacted by the USi acquisition and the joint venture with FMEA, which were completed March, 2011 and May, 2011, respectively. These items were partially offset by lean savings and favorable foreign exchange.

Gross Profit. Gross profit for the year ended December 31, 2012 was $438.9 million compared to $450.6 million for the year ended December 31, 2011. As a percentage of sales, gross profit was 15.2% and 15.8% of sales for the years ended December 31, 2012 and 2011, respectively. The decrease was driven primarily by higher material costs, increases in other expenses associated with launch and expansion activities and unfavorable foreign exchange. In addition, the gross profit margins associated with our 2011 acquisitions are lagging behind our base business. These items were partially offset by the favorable impact of increased volumes in North America and lean savings.

Selling, Administration and Engineering. Selling, administration and engineering expense for the year ended December 31, 2012 was $281.3 million or 9.8% of sales compared to $257.6 million or 9% of sales for the year ended December 31, 2011. Selling, administration and engineering expense for the year ended December 31, 2012 was impacted by increased staffing and compensation expenses as we increase our research and development and engineering resources to support our growth initiatives around the world. In addition, the year ended December 31, 2012 was impacted by the USi acquisition and the joint venture with FMEA, which were completed March, 2011 and May, 2011, respectively.

Impairment Charges. Due to launch activities and operational inefficiencies incurred in 2012 and that were expected to continue into the future as additional time would be needed to improve operational performance, a goodwill impairment charge of $2.8 million was recorded during the fourth quarter of 2012. In 2012, as a result of projected declines in vehicle production volumes and increased costs, the undiscounted cash flows at one of our European facilities did not exceed its book value resulting in an asset impairment charge of $7.3 million being recorded in the fourth quarter of 2012.

Restructuring. Restructuring charges of $28.8 million for the year ended December 31, 2012 consisted primarily of costs associated with European initiatives announced during 2012 and additional costs associated with the reorganization of our French body sealing operations in relation to the joint venture with FMEA. Restructuring charges of $52.2 million for the year ended December 31, 2011 consisted primarily of costs associated with the reorganization of our French body sealing operations in relation to the joint venture with FMEA, the closure of a facility in North America and the establishment of a centralized shared services function in Europe.

Interest Expense, net. Net interest expense of $44.8 million for the year ended December 31, 2012 resulted primarily from interest and debt issuance amortization recorded on the Senior Notes. Net interest expense of $40.6 million for the year ended December 31, 2011 consisted primarily of interest and debt issuance amortization recorded on the Senior Notes, which was partially offset by interest income of $4.9 million.

Other Income (Expense), net. Other expense for the year ended December 31, 2012 was $0.1 million, which consisted of $6.8 million of foreign currency losses and $1.0 million of loss on sale of receivables, which were largely offset by $4.4 million of gains related to forward contracts and $3.3 million of other miscellaneous income. Other income for the year ended December 31, 2011 was $7.2 million, which consisted of a gain on the partial sale of ownership in our NISCO joint venture of $11.4 million and foreign currency gains of $2.8 million, which were partially offset by unrealized losses related to forward contracts of $5.3 million and loss on factoring of receivables and miscellaneous expense of $1.7 million.

Income Tax Expense (Benefit). Income taxes for the year ended December 31, 2012 included a benefit of $31.5 million on earnings before taxes of $67.3 million. This compares to an expense of $20.8 million and $97.3 million on earnings before taxes for the year ended December 31, 2011. Tax expense in 2012 differs from the statutory rate due to the benefit resulting from the reversal of the valuation allowance on net deferred tax assets in the United States, income in jurisdictions with valuation allowances offset by incremental valuation allowance recorded on tax losses and credits generated in certain foreign jurisdictions, the distribution of income between the United States and foreign sources, tax credits and incentives, and other non-recurring discrete items.

Segment Results of Operations

The following table presents sales and segment profit (loss) for each of the reportable segments for the years ended December 31, 2011, 2012 and 2013:

	Year Ended December 31,		
	2011	2012	2013
	(dollar amounts in thousands)		
Sales to external customers			
North America	$ 1,417,281	$ 1,503,736	$ 1,617,981
Europe	1,078,165	1,016,576	1,076,122
South America	139,518	147,408	176,540
Asia Pacific	218,545	213,182	219,899
Consolidated	$ 2,853,509	$ 2,880,902	$ 3,090,542
Segment profit (loss)			
North America	$ 158,178	$ 136,456	$ 134,727
Europe	(70,062)	(56,626)	(40,046)
South America	5,676	(18,859)	(11,932)
Asia Pacific	3,471	6,314	8,104
Income before income taxes	$ 97,263	$ 67,285	$ 90,853

Year ended December 31, 2013 Compared to the Year Ended December 31, 2012.

North America. Sales for the year ended December 31, 2013 increased $114.2 million or 7.6%, compared to the year ended December 31, 2012, primarily due to an increase in sales volume, which was partially offset by customer price concessions and unfavorable foreign exchange of $5 million. In addition, sales were favorably impacted by the Jyco acquisition, which was completed July 31, 2013. Segment profit for the year ended December 31, 2013 decreased $1.7 million, primarily due to customer price concessions, higher staffing costs and other operating expenses, which were partially offset by the favorable impact of lean savings, increased sales volume and the Jyco acquisition.

Europe. Sales for the year ended December 31, 2013 increased $59.5 million, or 5.9%, compared to the year ended December 31, 2012, primarily due to an increase in sales volume and favorable foreign exchange of $33.2 million, which were partially offset by customer price concessions. Segment loss improved by $16.6 million, primarily due to the favorable impact of lean and restructuring savings and favorable material prices, which were partially offset by customer price concessions, higher staffing and other operating expenses. In addition, an asset impairment charge of $7.3 million was recorded in 2012.

South America. Sales for the year ended December 31, 2013 increased $29.1 million, or 19.8%, compared to the year ended December 31, 2012, primarily due to an increase in sales volumes, which was partially offset by unfavorable foreign exchange of $18.1 million. Segment loss improved by $6.9 million, primarily due to increased volumes and lean savings, which were partially offset by other operating expenses. In addition, a goodwill impairment charge of $2.8 million was recorded in 2012.

Asia Pacific. Sales for the year ended December 31, 2013 increased $6.7 million, or 3.2%, compared to the year ended December 31, 2012, primarily due to an increase in sales volume, which was partially offset by unfavorable foreign exchange of $2.5 million. In addition, sales were favorably impacted by the Jyco acquisition, which was completed July 31, 2013. Segment profit increased by $1.8 million, primarily due to increased volumes and lean savings, which were partially offset by higher staffing costs.

Year ended December 31, 2012 Compared to the Year Ended December 31, 2011.

North America. Sales for the year ended December 31, 2012 increased $86.5 million or 6.1%, compared to the year ended December 31, 2011, primarily due to an increase in sales volume, offset by unfavorable foreign exchange of $12.5 million. Segment profit for the year ended December 31, 2012 decreased $21.7 million, primarily due to higher raw material costs, increased staffing and a gain of $11.4 million recognized in 2011 for the partial sale of ownership in our NISCO joint venture, which were partially offset by the favorable impact of lean savings and increased sales volume.

Europe. Sales for the year ended December 31, 2012 decreased $61.6 million, or 5.7%, compared to the year ended December 31, 2011, primarily due to unfavorable foreign exchange of $86.1 million and decreased production volumes, which were partially offset by sales from our joint venture with FMEA. Segment loss decreased by $13.4 million, primarily due to restructuring costs that were recorded in 2011 for the joint venture agreement with FMEA and the favorable impact of lean savings, which were partially offset by impairment charges of fixed assets of $7.3 million, higher raw material costs, unfavorable foreign exchange and decreased volumes.

South America. Sales for the year ended December 31, 2012 increased $7.9 million, or 5.7%, compared to the year ended December 31, 2011, primarily due to increased production volumes, which was partially offset by unfavorable foreign exchange of $22 million. Segment profit decreased by $24.5 million, primarily due to new plant start-up costs, impairment charges of goodwill of $2.8 million, higher raw material costs and unfavorable foreign exchange, which were partially offset by the favorable impact of increased sales volume and lean savings.

Asia Pacific. Sales for the year ended December 31, 2012 decreased $5.4 million, or 2.5%, compared to the year ended December 31, 2011, primarily due to unfavorable foreign exchange of $8.7 million. Segment profit increased by $2.8 million, primarily due to the favorable impact of lean savings, which was partially offset by higher material costs.

Off-Balance Sheet Arrangements

As a part of our working capital management, we sell certain receivables through third party financial institutions without recourse. The amount sold varies each month based on the amount of underlying receivables and cash flow needs. At December 31, 2012 and 2013, we had $73.7 million and $94.5 million, respectively, of receivables outstanding under receivable transfer agreements entered into by various locations. For the years ended December 31, 2012 and 2013, total accounts receivables factored were $332 million, and $474.2 million, respectively. Costs incurred on the sale of receivables were $2 million, $2.2 million and $2.9 million for the years ended December 31, 2011, 2012 and 2013, respectively. These amounts are recorded in other income (expense), net and interest expense, net of interest income in the consolidated statements of net income. These are permitted transactions under our credit agreement governing our Senior ABL Facility and the indentures governing the Senior Notes and the Senior PIK Toggle Notes.

As of December 31, 2013, we had no other material off-balance sheet arrangements.

Liquidity and Capital Resources

Short and Long-Term Liquidity Considerations and Risks

We intend to fund our ongoing capital and working capital requirements through a combination of cash flows from operations, cash on hand and borrowings under our Senior ABL Facility, in addition to certain receivable factoring. We anticipate that funds generated by operations, cash on hand and funds available under our Senior ABL Facility will be sufficient to meet working capital requirements for the next 12 months. The Company utilizes intercompany loans and equity contributions to fund its worldwide operations. There may be country specific regulations which may restrict or result in increased costs in the repatriation of these funds. See Note 7. “Debt” to the consolidated financial statements for additional information.

Based on our current and anticipated levels of operations and the condition in our markets and industry, we believe that our cash on hand, cash flow from operations and availability under our Senior ABL Facility will enable us to meet our working capital, capital expenditures, debt service and other funding requirements for the next 12 months. However, our ability to fund our working capital needs, debt payments and other obligations, and to comply with the financial covenants, including borrowing base limitations, under our Senior ABL Facility, depends on our future operating performance and cash flow and many factors outside of our control, including the costs of raw materials, the state of the overall automotive industry and financial and economic conditions and other factors. Any future acquisitions, joint ventures or other similar transactions will likely require additional capital and there can be no assurance that any such capital will be available to us on acceptable terms, if at all.

Cash Flows

Operating activities. Net cash provided by operations was $133.3 million for the year ended December 31, 2013, which included $59.3 million of cash used that related to changes in operating assets and liabilities. The use of cash related to operating assets and liabilities was primarily a result of increased accounts and tooling receivables and inventories of $81.6 million, partially offset by increased accounts payable of $58.4 million, due primarily to increased demand for our products. In addition, pension contributions of $20.8 million were made during the year ended December 31, 2013. Net cash provided by operations was $84.4 million for the year ended December 31, 2012, which included $114.5 million of cash used that related to changes in operating assets and liabilities. The use of cash related to operating assets and liabilities was primarily a result of increased accounts and tooling receivables of $61.7 million and pension contributions of $33.5 million.

Investing activities. Net cash used in investing activities was $191.1 million for the year ended December 31, 2013, which consisted primarily of $183.3 million of capital spending and $13.5 million for the Jyco acquisition, offset by a $2.1 million return on equity investments and proceeds of $3.6 million for the sale of fixed assets and other. Net cash used in investing activities was $117.6 million for the year ended December 31, 2012, which consisted primarily of $131.1 million of capital spending, offset by proceeds of $14.6 million for the sale of fixed assets and other. We anticipate that we will spend approximately $195 million to $205 million on capital expenditures in 2014.

Financing activities. Net cash used in financing activities totaled $23 million for the year ended December 31, 2013, which consisted primarily of repurchase of common stock of $217.5 million, payment of cash dividends on our 7% preferred stock of $4.7 million and payments on long-term debt of $3.9 million, which were partially offset by proceeds of $194.4 million from the issuance of Senior PIK Toggle Notes, $11.3 million related to the exercise of stock warrants and an increase in long-term debt of $7.1 million. Net cash used in financing activities totaled $58.1 million for the year ended December 31, 2012, which consisted primarily of repurchases of 7% preferred stock of $6.8 million, repurchase of common stock of $36.9 million, a decrease in short-term debt and payments on long-term debt aggregating $5.5 million, and payment of cash dividends on our 7% preferred stock of $6.8 million.

On October 18, 2013, the Company gave notice to the holders of its 7% preferred stock that the Company had elected to cause the mandatory conversion of all 810,382 shares of issued and outstanding shares of 7% preferred stock on November 15, 2013. The 7% preferred stock was converted at the rate of 4.34164 shares of the

Company's common stock for each share of 7% preferred stock, or into an aggregate of 3,518,366 shares of common stock. On the conversion date, the shares of 7% preferred stock were cancelled and all rights of holders of 7% preferred stock were terminated (other than the right to receive shares of common stock issuable upon conversion). Shares of 7% preferred stock that were converted and cancelled were restored to the status of authorized but unissued preferred stock of the Company.

Financing Arrangements

As part of our Plan of Reorganization, we issued $450 million of our Senior Notes and entered into our Senior ABL Facility. On April 3, 2013, the Company issued its Senior PIK Toggle Notes as part of the financing for the purchase of shares of our common stock pursuant to the Equity Tender Offer. We intend to fund our ongoing capital and working capital requirements through a combination of cash flows from operations and borrowings under our Senior ABL Facility. We anticipate that funds generated by operations and funds available under our Senior ABL Facility will be sufficient to meet working capital requirements for the next 12 months. Our Senior Notes, Senior ABL Facility and Senior PIK Toggle Notes are described below. See Note 7. "Debt" to the consolidated financial statements for additional information.

Senior ABL Facility

On April 8, 2013, Cooper-Standard Holdings Inc. ("Parent"), CSA U.S. (the "Issuer" or the "US Borrower"), CSA Canada (the "Canadian Borrower"), Cooper-Standard Automotive International Holdings BV (the "European Borrower" and, together with the US Borrower and Canadian Borrower, the "Borrowers"), and certain subsidiaries of the US Borrower entered into an Amended and Restated Loan and Security Agreement in connection with its Senior ABL Facility, with certain lenders, Bank of America, N.A., as agent (the "Agent") for such lenders, Deutsche Bank Trust Company Americas, as syndication agent, and Banc of America Securities LLC, Deutsche Bank Securities Inc., and J.P. Morgan Securities LLC, as joint lead arrangers and bookrunners. A summary of our Senior ABL Facility is set forth below. This description is qualified in its entirety by reference to the credit agreement governing our Senior ABL Facility.

General. Our Senior ABL Facility provides for an aggregate revolving loan availability of up to $150 million, subject to borrowing base availability, including a $50 million letter of credit sub-facility and a $25 million swing line sub-facility. Our Senior ABL Facility also provides for an uncommitted $75 million incremental loan facility, for a potential total Senior ABL Facility of $225 million (if requested by the Borrowers and the lenders agree to fund such increase). No consent of any lender (other than those participating in the increase) is required to effect any such increase. On December 31, 2013, subject to borrowing base availability, the Company had $150 million in availability less outstanding letters of credit of $36.7 million.

Maturity. Any borrowings under our Senior ABL Facility will mature, and the commitments of the lenders under our Senior ABL Facility will terminate, on March 1, 2018.

Borrowing base. Loan (and letter of credit) availability under our Senior ABL Facility is subject to a borrowing base, which at any time is limited to the lesser of: (A) the maximum facility amount (subject to certain adjustments) and (B) (i) up to 85% of eligible accounts receivable; plus (ii) up to the lesser of 70% of eligible inventory or 85% of the appraised net orderly liquidation value of eligible inventory; minus reserves established by the Agent. The accounts receivable portion of the borrowing base is subject to certain formulaic limitations (including concentration limits). The inventory portion of the borrowing base is limited to eligible inventory, as determined by an independent appraisal. The borrowing base is also subject to certain reserves, which are established by the Agent (which may include changes to the advance rates indicated above). Loan availability under our Senior ABL Facility is apportioned as follows: $130 million to CSA U.S., which includes a $50 million sublimit to Cooper-Standard Automotive International Holdings B.V. and a $20 million sublimit to CSA Canada.

Guarantees; security. Obligations under our Senior ABL Facility and cash management arrangements and interest rate and foreign currency swaps, in each case with the lenders and their affiliates (collectively "Additional ABL Secured Obligations") entered into by CSA U.S. are guaranteed on a senior secured basis by

the Company and all of our U.S. subsidiaries (other than CS Automotive LLC). Obligations of CSA Canada under our Senior ABL Facility and Additional ABL Secured Obligations of CSA Canada and its Canadian subsidiaries are guaranteed on a senior secured basis by the Company, its U.S. subsidiaries and CSA Canada and Canadian subsidiaries. The obligations under our Senior ABL Facility and related guarantees are secured by a first priority lien on all of each Borrower's and each guarantor's existing and future personal property consisting of accounts receivable, payment intangibles, inventory, documents, instruments, chattel paper and investment property, certain money, deposit accounts, securities accounts, letters of credit, commercial tort claims and certain related assets and proceeds of the foregoing.

Interest. Borrowings under our Senior ABL Facility bear interest at a rate equal to, at the Borrowers' option:

- in the case of borrowings by the U.S. Borrower or European Borrower, LIBOR or the base rate plus, in each case, an applicable margin; or
- in the case of borrowings by the Canadian Borrower, bankers' acceptance ("BA") rate, Canadian prime rate or Canadian base rate plus, in each case, an applicable margin.

The applicable margin may vary between 1.50% and 2.00% with respect to the LIBOR or BA-based borrowings and between 0.50% and 1.00% with respect to base rate, Canadian prime rate and Canadian base rate borrowings. The applicable margin is subject, in each case, to quarterly pricing adjustments based on usage over the immediately preceding quarter.

In addition to paying interest on outstanding principal under our Senior ABL Facility, the Borrowers are required to pay a fee in respect of committed but unused commitments. The Borrowers are also required to pay a fee on outstanding letters of credit under our Senior ABL Facility together with customary issuance and other letter of credit fees. Our Senior ABL Facility also required the payment of customary agency and administrative fees.

The Borrowers are able to voluntarily reduce the unutilized portion of the commitment amount and repay outstanding loans, in each case, in whole or in part, at any time without premium or penalty (other than customary breakage and related reemployment costs with respect to repayments of any outstanding borrowings).

Covenants; Events of Default. Our Senior ABL Facility includes affirmative and negative covenants that impose substantial restrictions on our financial and business operations, including our ability to incur and secure debt, make investments, sell assets, pay dividends or make acquisitions. Our Senior ABL Facility also includes a requirement to maintain a monthly fixed charge coverage ratio of no less than 1.0 to 1.0 when availability under our Senior ABL Facility is less than specified levels. Our Senior ABL Facility also contains various events of default that are customary for comparable facilities.

Our current revenue forecast for 2014 is determined from specific platform volume projections consistent with a North American and European light vehicle production estimate of 16.8 million units and 19.6 million units, respectively. Adverse changes to the vehicle production levels could have a negative impact on our future sales, liquidity, results of operations and ability to comply with our debt covenants under our Senior ABL Facility or any future financing arrangements we enter into. In addition to the potential impact of changes on our sales, our current operating performance and future compliance with the covenants under our Senior ABL Facility or any future financing arrangements we enter into are dependent upon a number of other external and internal factors, such as changes in raw material costs, changes in foreign currency rates, our ability to execute our cost savings initiatives, our ability to implement and achieve the savings expected by the changes in our operating structure and other factors beyond our control.

8 1/2% Senior Notes due 2018

On May 11, 2010 as part of the Plan of Reorganization, CSA Escrow Corporation (the "escrow issuer"), an indirect wholly-owned non-Debtor subsidiary of the Issuer closed an offering of $450 million aggregate principal amount of its Senior Notes. Proceeds from the Senior Notes were used to pay certain claims in the Plan of

Reorganization. The Senior Notes were initially issued in a private placement exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"). In February 2011, we consummated a registered exchange offer pursuant to which we exchanged all of the outstanding privately placed Senior Notes, or "old notes," for new 8 $^{1}/_{2}$% Senior Notes due 2018, or "exchange notes." The exchange notes were issued under the same indenture as the old notes and are identical to the old notes, except that the new notes have been registered under the Securities Act. References herein to the "Senior Notes" refer to the old notes prior to the consummation of the exchange offer and to the exchange notes thereafter.

A summary description of the Senior Notes is set forth below. This description is qualified in its entirety by reference to the Senior Notes indenture.

General. The Senior Notes were issued pursuant to an indenture dated May 11, 2010 by and between the escrow issuer and the trustee thereunder. On the effective date of our Plan of Reorganization, the escrow issuer was merged with and into the Issuer, with the Issuer as the surviving entity, and upon the consummation of the merger, the Issuer assumed the obligations under the Senior Notes and the Senior Notes indenture and the guarantees by the guarantors described below became effective.

Guarantees. The Senior Notes are unconditionally guaranteed, jointly and severally, on a senior unsecured basis, by Parent and all of the Issuer's wholly-owned domestic restricted subsidiaries (collectively, the "guarantors" and, together with the Issuer, the "obligors"). If the Issuer or any of its domestic restricted subsidiaries acquires or creates another wholly-owned domestic restricted subsidiary that guarantees certain debt of the Issuer or a guarantor, such newly acquired or created subsidiary is also required to guarantee the Senior Notes.

Ranking. The Senior Notes and each guarantee constitute senior debt of the Issuer and each guarantor, respectively. The Senior Notes and each guarantee (1) rank equally in right of payment with all of the applicable obligor's existing and future senior debt, (2) rank senior in right of payment to all of the applicable obligor's existing and future subordinated debt, (3) are effectively subordinated in right of payment to all of the applicable obligor's existing and future secured indebtedness and secured obligations to the extent of the value of the collateral securing such indebtedness and obligations and (4) are structurally subordinated to all existing and future indebtedness and other liabilities of the Issuer's non-guarantor subsidiaries (other than indebtedness and liabilities owed to the Issuer or one of the guarantors).

Optional redemption. The Issuer has the right to redeem the Senior Notes at the redemption prices set forth below:

- on and after May 1, 2014, all or a portion of the Senior Notes may be redeemed at a redemption price of 104.250% of the principal amount thereof if redeemed during the twelve-month period beginning on May 1, 2014, 102.125% of the principal amount thereof if redeemed during the twelve-month period beginning on May 1, 2015, and 100% of the principal amount thereof if redeemed on or after May 1, 2016, in each case plus any accrued and unpaid interest to the redemption date;
- prior to May 1, 2014, all or a portion of the Senior Notes may be redeemed at a price equal to 100% of the principal amount thereof plus a make-whole premium, and any accrued and unpaid interest to the redemption date.

Change of control. If a change of control occurs with respect to Parent or the Issuer, unless the Issuer has exercised its right to redeem all of the outstanding Senior Notes, each noteholder shall have the right to require that the Issuer repurchase such noteholder's Senior Notes at a purchase price in cash equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of purchase, subject to the right of the noteholders of record on the relevant record date to receive interest due on the relevant interest payment date.

Covenants. The Senior Notes indenture limits, among other things, the ability of the Issuer and its restricted subsidiaries, (currently, all majority owned subsidiaries) to pay dividends or make distributions, repurchase equity, prepay subordinated debt or make certain investments, incur additional debt or issue certain disqualified stock or preferred stock, sell assets, incur liens, enter into transactions with affiliates and allow to

exist certain restrictions on the ability of a restricted subsidiary to pay dividends or to make other payments or loans to or transfer assets to the Issuer; in each case, subject to certain exclusions and other customary exceptions. The Senior Notes indenture also limits the ability of the Issuer, Parent and a subsidiary guarantor to merge or consolidate with another entity or sell all or substantially all of its assets. In addition, certain of these covenants will not be applicable during any period of time when the Senior Notes have an investment grade rating. The Senior Notes indenture contains customary events of default.

Senior PIK Toggle Notes

On April 3, 2013, the Company issued the Senior PIK Toggle Notes. The Senior PIK Toggle Notes bear an interest rate of 7.375% and mature on April 1, 2018. The Senior PIK Toggle Notes were issued pursuant to an indenture dated April 3, 2013. The Senior PIK Toggle Notes were issued at a discount of $3.9 million. On May 20, 2013, the Company issued an additional $25 million Senior PIK Toggle Notes pursuant to the indenture dated April 3, 2013. The additional Senior PIK Toggle Notes were issued at a discount of $0.2 million. The Company used the proceeds from the issuance of the Senior PIK Toggle Notes, together with cash on hand, to finance the purchase of shares of our common stock pursuant to the Equity Tender Offer.

The Company paid the first interest payment on the Senior PIK Toggle Notes in cash (“Cash Interest”). For each interest period thereafter (other than for the final interest period ending at stated maturity, which will be made in cash), the Company will be required to pay Cash Interest, unless the conditions described in the indenture are satisfied, in which case the Company will be entitled to pay, to the extent described in the indenture, interest by increasing the principal amount of the outstanding Senior PIK Toggle Notes or issuing new Senior PIK Toggle Notes (such increase or issuance, “PIK Interest”). Cash Interest will accrue on the Senior PIK Toggle Notes at a rate equal to 7.375% per annum. PIK Interest will accrue on the Senior PIK Toggle Notes at a rate equal to 8.125% per annum.

The Senior PIK Toggle Notes were not guaranteed as of the date of issuance. If any of the Company’s wholly-owned domestic restricted subsidiaries guarantees certain debt of the Company, such subsidiary will also be required to guarantee the Senior PIK Toggle Notes.

The Senior PIK Toggle Notes constitute senior debt of the Company and (1) rank equally in right of payment with all of the Company’s existing and future senior debt, (2) rank senior in right of payment to any future subordinated debt of the Company, (3) are effectively subordinated in right of payment to all of the Company’s existing and future secured indebtedness and secured obligations to the extent of the value of the collateral securing such indebtedness and obligations and (4) are structurally subordinated to all existing and future indebtedness and other liabilities of the Company’s subsidiaries (other than indebtedness and liabilities owed to the Company).

The Company has the right to redeem the Senior PIK Toggle Notes at the redemption prices set forth below:

- on and after April 1, 2014, all or a portion of the Senior PIK Toggle Notes may be redeemed at a redemption price of 102.000% of the principal amount thereof if redeemed during the twelve-month period beginning on April 1, 2014, 101.000% of the principal amount thereof if redeemed during the twelve-month period beginning on April 1, 2015, and 100.000% of the principal amount thereof if redeemed on or after April 1, 2016, in each case plus any accrued and unpaid interest to the redemption date;
- prior to April 1, 2014, all or a portion of the Senior PIK Toggle Notes may be redeemed with the proceeds from certain equity offerings at a redemption price of 102.000% of the principal amount thereof, plus any accrued and unpaid interest to the redemption date; and
- prior to April 1, 2014, all or a portion of the Senior PIK Toggle Notes may be redeemed at a price equal to 100.000% of the principal amount thereof plus a make-whole premium, plus any accrued and unpaid interest to the redemption date.

If a change of control occurs with respect to the Company, unless the Company has exercised its right to redeem all of the outstanding Senior PIK Toggle Notes, each noteholder shall have the right to require the Company to repurchase such noteholder's Senior PIK Toggle Notes at a purchase price in cash equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of purchase.

The Senior PIK Toggle Notes indenture contains covenants and events of default customary for an issuer of non-investment grade debt and substantially similar to the covenants and events of default in the indenture governing the Senior Notes.

Non-GAAP Financial Measures

In evaluating our business, management considers EBITDA and Adjusted EBITDA as key indicators of our operating performance. Our management also uses EBITDA and Adjusted EBITDA:

- because similar measures are utilized in the calculation of the financial covenants and ratios contained in our financing arrangements;
- in developing our internal budgets and forecasts;
- as a significant factor in evaluating our management for compensation purposes;
- in evaluating potential acquisitions;
- in comparing our current operating results with corresponding historical periods and with the operational performance of other companies in our industry; and
- in presentations to the members of our board of directors to enable our board of directors to have the same measurement basis of operating performance as is used by management in their assessments of performance and in forecasting and budgeting for our company.

In addition, we believe EBITDA and Adjusted EBITDA and similar measures are widely used by investors, securities analysts and other interested parties in evaluating our performance. We define Adjusted EBITDA as net income (loss) plus income tax expense (benefit), interest expense, net of interest income, depreciation and amortization or EBITDA, as adjusted for items that management does not consider to be reflective of our core operating performance. These adjustments include restructuring costs, impairment charges, non-cash fair value adjustments, acquisition related costs, non-cash stock based compensation and non-cash gains and losses from certain foreign currency transactions and translation.

We calculate EBITDA and Adjusted EBITDA by adjusting net income (loss) to eliminate the impact of a number of items we do not consider indicative of our ongoing operating performance. You are encouraged to evaluate each adjustment and the reasons we consider it appropriate for supplemental analysis. EBITDA and Adjusted EBITDA are not financial measurements recognized under U.S. GAAP, and when analyzing our operating performance, investors should use EBITDA and Adjusted EBITDA in addition to, and not as alternatives for, net income (loss), operating income, or any other performance measure derived in accordance with U.S. GAAP, nor as an alternative to cash flow from operating activities as a measure of our liquidity. EBITDA and Adjusted EBITDA have limitations as analytical tools, and they should not be considered in isolation or as substitutes for analysis of our results of operations as reported under U.S. GAAP. These limitations include:

- they do not reflect our cash expenditures or future requirements for capital expenditure or contractual commitments;
- they do not reflect changes in, or cash requirements for, our working capital needs;
- they do not reflect interest expense or cash requirements necessary to service interest or principal payments under our Senior Notes, Senior PIK Toggle Notes and Senior ABL Facility;
- they do not reflect certain tax payments that may represent a reduction in cash available to us;
- although depreciation and amortization are non-cash charges, the assets being depreciated or amortized may have to be replaced in the future, and EBITDA and Adjusted EBITDA do not reflect cash requirements for such replacements; and

- other companies, including companies in our industry, may calculate these measures differently and, as the number of differences in the way companies calculate these measures increases, the degree of their usefulness as a comparative measure correspondingly decreases.

In addition, in evaluating Adjusted EBITDA, it should be noted that in the future we may incur expenses similar to the adjustments in the below presentation. Our presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

The following table provides a reconciliation of EBITDA and Adjusted EBITDA to net income, which is the most comparable financial measure in accordance with U.S. GAAP:

	Year Ended December 31,		
	2011	2012	2013
	(dollar amounts in millions)		
Net income attributable to Cooper-Standard Holdings Inc.	$ 102.8	$ 102.8	$ 47.9
Income tax expense (benefit)	20.8	(31.5)	45.6
Interest expense, net of interest income	40.5	44.8	54.9
Depreciation and amortization	124.1	122.7	111.1
EBITDA	$ 288.2	$ 238.8	$ 259.5
Restructuring (1)	52.2	28.8	21.7
Noncontrolling interest (2)	(19.9)	(3.0)	(0.5)
Inventory write-up (3)	0.7	-	0.3
Net gain on partial sale of joint venture (4)	(11.4)	-	-
Acquistion costs (5)	2.2	-	0.9
Stock-based compensation (6)	10.8	9.8	5.2
Impairment charges (7)	-	10.1	-
Retirement obligation (8)	-	11.5	-
Noncontrolling interest deferred tax valuation reversal (9)	-	2.0	-
Other (10)	1.3	-	0.3
Adjusted EBITDA	$ 324.1	$ 298.0	$ 287.4

(1) Includes non-cash restructuring.
(2) Proportionate share of restructuring costs related to FMEA joint venture.
(3) Write-up of inventory to fair value for the USi, Inc. acquisition, the FMEA joint venture, net of noncontrolling interest and the Jyco acquisition.
(4) Net gain on partial sale of ownership percentage in joint venture.
(5) Costs incurred in relation to the FMEA joint venture agreement and the Jyco acquisition.
(6) Non-cash stock amortization expense and non-cash stock option expense for grants issued at emergence from bankruptcy.
(7) Impairment charges related to goodwill of $2.8 million and fixed assets of $7.3 million.
(8) Executive compensation for retired CEO and recruiting costs related to search for new CEO.
(9) Noncontrolling interest deferred tax valuation reversal related to FMEA joint venture.
(10) Costs related to corporate development activities.

Working capital

Historically, we have not generally experienced difficulties in collecting our accounts receivable, but the dynamics associated with the global economic downturn have impacted both the amount of our receivables and somewhat the stressed ability for our customers to pay within normal terms. We believe that we currently have a strong working capital position. As of December 31, 2013, we had net cash of $184.4 million.

Contractual Obligations

Our contractual cash obligations consist of legal commitments requiring us to make fixed or determinable cash payments, regardless of the contractual requirements of the vendor to provide future goods or services. Except as otherwise disclosed, this table does not include information on our recurring purchase of materials for use in production because our raw materials purchase contracts typically do not require fixed or minimum quantities.

The following table summarizes the total amounts due as of December 31, 2013 under all debt agreements, commitments and other contractual obligations.

	Payment due by period				
	Total	Less than 1 year	1-3 Years	3-5 years	More than 5 Years
	(dollars in millions)				
Debt obligations	$ 646.5	$ -	$ -	$ 646.5	$ -
Interest on debt obligations	238.5	53.0	106.0	79.5	-
Operating lease obligations	83.6	25.1	32.8	11.1	14.6
Other obligations[1]	103.4	93.8	4.3	2.7	2.6
Total	$ 1,072.0	$ 171.9	$ 143.1	$ 739.8	$ 17.2

(1) Noncancellable purchase order commitments for capital expenditures, other borrowings and capital lease obligations.

In addition to our contractual obligations and commitments set forth in the table above, we have employment arrangements with certain key executives that provide for continuity of management. These arrangements include payments of multiples of annual salary, certain incentives, and continuation of benefits upon the occurrence of specified events in a manner that is believed to be consistent with comparable companies.

We also have minimum funding requirements with respect to our pension obligations. We expect to make minimum cash contributions of approximately $13.2 million and discretionary cash contributions of approximately $1.3 million to our domestic and foreign pension plan asset portfolios in 2014. Our minimum funding requirements after 2014 will depend on several factors, including the investment performance of our retirement plans and prevailing interest rates. Our funding obligations may also be affected by changes in applicable legal requirements. We also have payments due with respect to our postretirement benefit obligations. We do not prefund our postretirement benefit obligations. Rather, payments are made as costs are incurred by covered retirees. We expect other postretirement benefit net payments to be approximately $3.1 million in 2014.

We may be required to make significant cash outlays due to our unrecognized tax benefits. However, due to the uncertainty of the timing of future cash flows associated with our unrecognized tax benefits, we are unable to make reasonably reliable estimates of the period of cash settlement, if any, with the respective taxing authorities. Accordingly, unrecognized tax benefits of $7.0 million as of December 31, 2013 have been excluded from the contractual obligations table above. See Note 10. “Income Taxes” to the consolidated financial statements for additional information.

In addition, excluded from the contractual obligation table are open purchase orders at December 31, 2013 for raw materials and supplies used in the normal course of business, supply contracts with customers, distribution agreements, joint venture agreements and other contracts without express funding requirements.

Raw Materials and Manufactured Components

The principal raw materials for our business include synthetic rubber, components manufactured from carbon steel, plastic resins and components, carbon black, process oils, components manufactured from aluminum and natural rubber. We manage the procurement of our raw materials to assure supply and to obtain

the most favorable total cost of ownership. Procurement arrangements include short-term and long-term supply agreements that may contain formula-based pricing based on commodity indices. These arrangements provide quantities needed to satisfy normal manufacturing demands.

We believe we have adequate sources for the supply of raw materials and components for our products with suppliers located around the world. We often use offshore suppliers for machined components, die castings and other labor-intensive, economically freighted products in our North American and European facilities.

Extreme fluctuations in material pricing have occurred in recent years adding challenges in forecasting supply costs. Our inability generally to recover higher than anticipated material costs from our customers could impact our profitability.

Seasonal Trends

Historically, sales to automotive customers are lowest during the months prior to model changeovers and during assembly plant shutdowns. However, economic conditions and consumer demand may change the traditional seasonality of the industry and lower production may prevail without the impact of seasonality. Historically, model changeover periods have typically resulted in lower sales volumes during July, August and December. During these periods of lower sales volumes, profit performance is reduced but working capital often improves due to the continued collection of accounts receivable.

Critical Accounting Policies and Estimates

Our accounting policies are more fully described in Note 2. “Significant Accounting Policies,” to the consolidated financial statements. Application of these accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses during the reporting period. Management bases its estimates and judgments on historical experience and on other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. We believe that of our significant accounting policies, the following may involve a higher degree of judgment or estimation than other accounting policies.

Pre-Production Costs Related to Long Term Supply Arrangements. Costs for molds, dies, and other tools owned by us to produce products under long-term supply arrangements are recorded at cost in property, plant, and equipment and amortized over the lesser of three years or the term of the related supply agreement. We expense all pre-production tooling costs related to customer-owned tools for which reimbursement is not contractually guaranteed by the customer.

Goodwill. As of December 31, 2012 and 2013, we had recorded goodwill of approximately $133.7 million and $139.7 million, respectively. Goodwill is not amortized but is tested for impairment, either annually or when events or circumstances indicate that impairment may exist. We evaluate each reporting unit’s fair value versus its carrying value annually or more frequently if events or changes in circumstances indicate that the carrying value may exceed the fair value of the reporting unit. Estimated fair values are based on the cash flows projected in the reporting units’ strategic plans and long-range planning forecasts discounted at a risk-adjusted rate of return. We assess the reasonableness of these estimated fair values using market based multiples of comparable companies. If the carrying value exceeds the fair value, an impairment loss is measured and recognized. Goodwill fair value measurements are classified within Level 3 of the fair value hierarchy, which are generally determined using unobservable inputs. We conduct our annual goodwill impairment as of October 1st of each year.

Our 2012 annual goodwill impairment analysis, completed as of the first day of the fourth quarter, resulted in an impairment charge of $2.8 million in our South America reporting unit. This charge was due to changes in the forecast for this reporting unit resulting from launch activities and operational inefficiencies incurred in 2012 that were expected to continue into the future as additional time would be required to improve operational performance.

Our 2013 annual goodwill impairment analysis, completed as of the first day of the fourth quarter, resulted in no impairment. The fair value of our Europe reporting unit did not substantially exceed its corresponding carrying amount and if future growth assumptions are not achieved, the Company could incur a future goodwill impairment charge.

Long-Lived Assets. We monitor our long-lived assets for impairment indicators on an ongoing basis in accordance with ASC 360, "*Property, Plant, and Equipment*." If impairment indicators exist, we perform the required analysis by comparing the undiscounted cash flows expected to be generated from the long-lived assets to the related net book values. If the net book value exceeds the undiscounted cash flows, an impairment loss is measured and recognized. An impairment loss is measured as the difference between the net book value and the fair value of the long-lived assets. Fair value is estimated based upon either discounted cash flow analyses or estimated salvage values. Cash flows are estimated using internal budgets based on recent sales data, independent automotive production volume estimates and customer commitments, as well as assumptions related to discount rates. Change in economic or operating conditions impacting these estimates and assumptions could result in the impairment of long-lived assets. During 2012, we impaired property, plant and equipment at one of our European facilities with a carrying value of $16.7 million to its fair value of $9.4 million, resulting in an impairment charge of $7.3 million. Fair value was determined using discounted cash flows, revenue growth of 2% and a discount rate of 15%.

Restructuring-Related Reserves. Specific accruals have been recorded in connection with restructuring initiatives, as well as the integration of acquired businesses. These accruals include estimates principally related to employee separation costs, the closure and/or consolidation of facilities, contractual obligations, and the valuation of certain assets. Actual amounts recognized could differ from the original estimates. Restructuring-related reserves are reviewed on a quarterly basis and changes to plans are appropriately recognized when identified. Changes to plans associated with the restructuring of existing businesses are generally recognized as employee separation and plant phase-out costs in the period the change occurs. See Note 4. "Restructuring" to the consolidated financial statements for additional information.

Revenue Recognition and Sales Commitments. We generally enter into agreements with our customers to produce products at the beginning of a vehicle's life. Although such agreements do not generally provide for minimum quantities, once we enter into such agreements, fulfillment of our customers' purchasing requirements can be our obligation for an extended period or the entire production life of the vehicle. These agreements generally may be terminated by our customer at any time. Historically, terminations of these agreements have been minimal. In certain limited instances, we may be committed under existing agreements to supply products to our customers at selling prices which are not sufficient to cover the direct cost to produce such products. In such situations, we recognize losses as they are incurred.

We receive blanket purchase orders from many of our customers on an annual basis. Generally, such purchase orders and related documents set forth the annual terms, including pricing, related to a particular vehicle model. Such purchase orders generally do not specify quantities. We recognize revenue based on the pricing terms included in our annual purchase orders as our products are shipped to our customers. As part of certain agreements, we are asked to provide our customers with annual cost reductions. We accrue for such amounts as a reduction of revenue as our products are shipped to our customers. In addition, we generally have ongoing adjustments to our pricing arrangements with our customers based on the related content and cost of our products. Such pricing accruals are adjusted as they are settled with our customers.

Amounts billed to customers related to shipping and handling are included in sales in our consolidated statements of net income. Shipping and handling costs are included in cost of sales in our consolidated statements of net income.

Income Taxes. In determining the provision for income taxes for financial statement purposes, we make estimates and judgments which affect our evaluation of the carrying value of our deferred tax assets as well as our calculation of certain tax liabilities. In accordance with ASC Topic 740, *Accounting for Income Taxes*, we evaluate the carrying value of our deferred tax assets on a quarterly basis. In completing this evaluation, we

consider all available positive and negative evidence. Such evidence includes historical operating results, the existence of cumulative losses in the most recent fiscal years, expectations for future pretax operating income, the time period over which our temporary differences will reverse, and the implementation of feasible and prudent tax planning strategies. Deferred tax assets are reduced by a valuation allowance if, based on the weight of this evidence, it is more likely than not that all or a portion of the recorded deferred tax assets will not be realized in future periods.

Concluding that a valuation allowance is not required is difficult when there is significant negative evidence which is objective and verifiable, such as cumulative losses in recent years. The Company utilizes three years cumulative pre-tax book results adjusted for significant permanent book to tax differences as a measure of cumulative results in recent years. In certain foreign jurisdictions, our analysis indicates that we have cumulative three-year historical losses on this basis. This is considered significant negative evidence which is difficult to overcome. However, the three year loss position is not solely determinative and, accordingly, management considers all other available positive and negative evidence in its analysis. Based upon this analysis, management concluded that it is more likely than not that the net deferred tax assets in certain foreign jurisdictions may not be realized in the future. Accordingly, the Company continues to maintain a valuation allowance related to those net deferred tax assets.

We continue to maintain a valuation allowance related to our net deferred tax assets in several foreign jurisdictions. As of December 31, 2013, we had valuation allowances of $122.8 million related to tax loss and credit carryforwards and other deferred tax assets in several foreign jurisdictions. Our valuation allowance increased in 2013 primarily as a result of recording a valuation allowance against our net deferred tax asset in Brazil and current year losses with no benefit in certain foreign jurisdictions. Our current and future provision for income taxes is significantly impacted by the initial recognition of and changes in valuation allowances in certain countries. We intend to maintain these allowances until it is more likely than not that the deferred tax assets will be realized. Our future provision for income taxes will include no tax benefit with respect to losses incurred and no tax expense with respect to income generated in these countries until the respective valuation allowance is eliminated.

In addition, the calculation of our tax benefits and liabilities includes uncertainties in the application of complex tax regulations in a multitude of jurisdictions across our global operations. We recognize tax benefits and liabilities based on our estimate of whether, and the extent to which additional taxes will be due. We adjust these liabilities based on changing facts and circumstances; however, due to the complexity of some of these uncertainties and the impact of any tax audits, the ultimate resolutions may be materially different from our estimated liabilities. See Note 10. “Income Taxes” to the consolidated financial statements for additional information.

Pensions and Postretirement Benefits Other Than Pensions. Included in our results of operations are significant pension and postretirement benefit costs, which are measured using actuarial valuations. Inherent in these valuations are key assumptions, including assumptions about discount rates and expected returns on plan assets. These assumptions are updated at the beginning of each fiscal year. We are required to consider current market conditions, including changes in interest rates, in making these assumptions. Changes in pension and postretirement benefit costs may occur in the future due to changes in these assumptions. Our net pension and postretirement benefit costs were approximately $7.3 million and $2.4 million, respectively, for the year ended December 31, 2013.

To develop the discount rate for each plan, the expected cash flows underlying the plan’s benefit obligations were discounted using a December 31, 2013 pension index to determine a single equivalent rate. To develop our expected return on plan assets, we considered historical long-term asset return experience, the expected investment portfolio mix of plan assets and an estimate of long-term investment returns. To develop our expected portfolio mix of plan assets, we considered the duration of the plan liabilities and gave more weight to equity positions, including both public and private equity investments, than to fixed-income securities. Holding all other assumptions constant, a 1% increase or decrease in the discount rate would have increased the fiscal 2014 net periodic benefit cost expense by approximately $0.4 million or $1.6 million, respectively. Likewise, a

1% increase or decrease in the expected return on plan assets would have decreased or increased the fiscal 2014 net periodic benefit cost by approximately $3.4 million. Decreasing or increasing the discount rate by 1% would have increased or decreased the projected benefit obligations by approximately $70.6 million or $57.9 million, respectively. Aggregate pension net periodic benefit cost is forecasted to be approximately $3.1 million in 2014.

The expected annual rate of increase in health care costs is approximately 7% for 2013 (6.92% for the United States, 8% for Canada) grading down to 5% in 2018, and was held constant at 5% for years past 2018. These trend rates were assumed to reflect market trend, actual experience and future expectations. The health care cost trend rate assumption has a significant effect on the amounts reported. Only certain employees hired are eligible to participate in our subsidized postretirement plan. A 1% change in the assumed health care cost trend rate would have increased or decreased the fiscal 2014 service and interest cost components by $0.3 million or $0.2 million, respectively and the projected benefit obligations would have increased or decreased by $3.0 million or $2.4 million, respectively. Aggregate other postretirement net periodic benefit cost is forecasted to be approximately $1.2 million in 2014.

The general funding policy is to contribute amounts deductible for United States federal income tax purposes or amounts required by local statute.

Recent Accounting Pronouncements

See Note 2. “Significant Accounting Policies,” to the consolidated financial statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to fluctuations in interest rates, currency exchange rates and commodity prices. We actively monitor our exposure to risk from changes in foreign currency exchange rates and interest rates through the use of derivative financial instruments in accordance with management’s guidelines. We do not enter into derivative instruments for trading purposes. See Item 8. “Financial Statements and Supplementary Data,” especially Note 20. “Fair Value of Financial Instruments” to the consolidated financial statements.

Foreign Currency Exchange Rate Risk. We use forward foreign exchange contracts to reduce the effect of fluctuations in foreign exchange rates on a portion of forecasted material purchases and operating expenses. As of December 31, 2013 there were no forward foreign exchange contracts outstanding.

In addition to transactional exposures, our operating results are impacted by the translation of our foreign operating income into U.S. dollars. In 2013, net sales outside of the United States accounted for 73% of our consolidated net sales, although certain non-U.S. sales are U.S. dollar denominated. We do not enter into foreign exchange contracts to mitigate this exposure.

Interest Rates. We use interest rate swap contracts to mitigate our exposure to variable interest rates on outstanding variable rate debt instruments. These contracts converted certain variable rate debt obligations to fixed rate. These contracts were accounted for as cash flow hedges. All interest rate swap contracts were settled as of December 31, 2013.

Commodity Prices. We have commodity price risk with respect to purchases of certain raw materials, including natural gas and carbon black. Raw material, energy and commodity costs have been extremely volatile over the past several years. Historically, we used derivative instruments to reduce our exposure to fluctuations in certain commodity prices. We did not enter into any derivative instruments in 2013. We will continue to evaluate, and may use, derivative financial instruments to manage our exposure to higher raw material, energy and commodity prices in the future.

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Cooper-Standard Holdings Inc.

We have audited the accompanying consolidated balance sheets of Cooper-Standard Holdings Inc. (the “Company”) as of December 31, 2013 and 2012, and the related consolidated statements of net income, comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2013. Our audits also included the financial statement schedule listed in the index at Item 15(a) 2. These financial statements and schedule are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Cooper-Standard Holdings Inc. at December 31, 2013 and 2012, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2013, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Cooper-Standard Holdings Inc.’s internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 Framework) and our report dated February 28, 2014, expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Detroit, Michigan
February 28, 2014

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Cooper-Standard Holdings Inc.

We have audited Cooper-Standard Holdings Inc.'s internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 Framework) (the COSO criteria). Cooper-Standard Holdings Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Cooper-Standard Holdings Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Cooper-Standard Holdings Inc. as of December 31, 2013 and 2012, and the related consolidated statements of net income, comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2013, and our report dated February 28, 2014, expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Detroit, Michigan
February 28, 2014

COOPER-STANDARD HOLDINGS INC.
CONSOLIDATED STATEMENTS OF NET INCOME
(Dollar amounts in thousands except per share amounts)

	Year Ended December 31,		
	2011	2012	2013
Sales	$2,853,509	$2,880,902	$3,090,542
Cost of products sold	2,402,920	2,442,014	2,617,804
Gross profit	450,589	438,888	472,738
Selling, administration & engineering expenses	257,559	281,268	293,446
Amortization of intangibles	15,601	15,456	15,431
Impairment charges	-	10,069	-
Restructuring	52,206	28,763	21,720
Operating profit	125,223	103,332	142,141
Interest expense, net of interest income	(40,559)	(44,762)	(54,921)
Equity earnings	5,425	8,778	11,070
Other income (expense), net	7,174	(63)	(7,437)
Income before income taxes	97,263	67,285	90,853
Income tax expense (benefit)	20,765	(31,531)	45,599
Net income	76,498	98,816	45,254
Net loss attributable to noncontrolling interests	26,346	3,988	2,687
Net income attributable to Cooper-Standard Holdings Inc.	$ 102,844	$ 102,804	$ 47,941
Net income available to Cooper-Standard Holdings Inc. common stockholders	$ 75,260	$ 76,730	$ 35,054
Earnings per share			
Basic	$ 4.27	$ 4.40	$ 2.39
Diluted	$ 3.93	$ 4.14	$ 2.24

The accompanying notes are an integral part of these consolidated financial statements.

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COOPER-STANDARD HOLDINGS INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Dollar amounts in thousands)

	Year Ended December 31,		
	2011	**2012**	**2013**
Net income	$ 76,498	$ 98,816	$ 45,254
Other comprehensive income (loss):			
Currency translation adjustment	(28,967)	2,051	(12,550)
Benefit plan liability, net of tax [1]	(32,620)	(36,360)	30,612
Fair value change of derivatives, net of tax [2]	80	79	(250)
Other comprehensive income (loss), net of tax	(61,507)	(34,230)	17,812
Comprehensive income	14,991	64,586	63,066
Comprehensive loss attributable to noncontrolling interests	29,503	5,239	2,629
Comprehensive income attributable to Cooper-Standard Holdings Inc.	$ 44,494	$ 69,825	$ 65,695

(1) Other comprehensive income (loss) related to the benefit plan liability is net of a tax effect of $2,303, $10,055 and ($17,224) for the years ended December 31, 2011, 2012 and 2013, respectively.

(2) Other comprehensive income (loss) related to the fair value change of derivatives is net of a tax effect of ($34), ($29) and $99 for the years ended December 31, 2011, 2012 and 2013, respectively.

The accompanying notes are an integral part of these consolidated financial statements.

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COOPER-STANDARD HOLDINGS INC.
CONSOLIDATED BALANCE SHEETS
December 31, 2012 and 2013
(Dollar amounts in thousands except share amounts)

	December 31,	
	2012	**2013**
Assets		
Current assets:		
Cash and cash equivalents	$ 270,555	$ 184,370
Accounts receivable, net	350,013	365,750
Tooling receivable	116,947	156,205
Inventories	143,253	179,766
Prepaid expenses	21,902	26,940
Other	87,802	82,301
Total current assets	990,472	995,332
Property, plant and equipment, net	628,608	732,902
Goodwill	133,716	139,701
Intangibles, net	116,724	101,436
Deferred tax assets	72,718	34,235
Other assets	83,739	99,148
	$2,025,977	$2,102,754
Liabilities and Equity		
Current liabilities:		
Debt payable within one year	$ 32,556	$ 28,329
Accounts payable	271,355	355,394
Payroll liabilities	102,857	97,146
Accrued liabilities	80,148	89,302
Total current liabilities	486,916	570,171
Long-term debt	450,809	656,095
Pension benefits	201,104	151,113
Postretirement benefits other than pensions	69,142	57,224
Deferred tax liabilities	10,801	11,146
Other liabilities	42,131	36,280
Total liabilities	1,260,903	1,482,029
Redeemable noncontrolling interests	14,194	5,153
7% Cumulative participating convertible preferred stock, $0.001 par value, 10,000,000 shares authorized at December 31, 2012, and December 31, 2013; 964,247 shares issued and 958,333 outstanding at December 31, 2012 and 0 shares issued and outstanding at December 31, 2013	121,649	-
Equity:		
Common stock, $0.001 par value, 190,000,000 shares authorized at December 31, 2012 and December 31, 2013; 18,426,831 shares issued and 17,275,852 outstanding at December 31, 2012 and 18,226,223 shares issued and 16,676,539 outstanding at December 31, 2013	16	17
Additional paid-in capital	471,851	489,052
Retained earnings	201,907	156,775
Accumulated other comprehensive loss	(45,448)	(27,694)
Total Cooper-Standard Holdings Inc. equity	628,326	618,150
Noncontrolling interests	905	(2,578)
Total equity	629,231	615,572
Total liabilities and equity	$2,025,977	$2,102,754

The accompanying notes are an integral part of these consolidated financial statements.

COOPER-STANDARD HOLDINGS INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Dollar amounts in thousands except share amounts)

		Total Equity							
	Redeemable Noncontrolling Interests	Common Shares	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Cooper-Standard Holdings Inc. Equity	Noncontrolling Interest	Total Equity
Balance at December 31, 2010	$ 6,215	18,376,112	$ 17	$ 478,706	$ 35,842	$ 45,881	$ 560,446	$ 2,607	$ 563,053
Shares issued under stock option plans		14,945		(388)			(388)		(388)
Preferred stock redemption premium					(1,710)		(1,710)		(1,710)
Stock based compensation, net		(67,614)		8,975	(953)		8,022		8,022
Preferred stock dividends					(7,278)		(7,278)		(7,278)
FMEA joint venture transaction	34,298			(1,656)			(1,656)		(1,656)
Accretion of redeemable noncontrolling interest	4,071				(4,071)		(4,071)		(4,071)
Net income (loss) for 2011	(27,045)				102,844		102,844	699	103,543
Other comprehensive income (loss)	(3,195)					(58,350)	(58,350)	38	(58,312)
Balance at December 31, 2011	14,344	18,323,443	17	485,637	124,674	(12,469)	597,859	3,344	601,203
Shares issued under stock option plans		21,356		(346)			(346)		(346)
Preferred stock redemption premium					(1,376)		(1,376)		(1,376)
Repurchase of common stock		(1,030,319)	(1)	(24,933)	(11,961)		(36,895)		(36,895)
Converted preferred stock shares		2,278		68			68		68
Stock based compensation, net		(40,906)		11,277	(672)		10,605		10,605
Preferred stock dividends					(6,764)		(6,764)		(6,764)
Accretion of redeemable noncontrolling interest	4,798				(4,798)		(4,798)		(4,798)
Purchase of noncontrolling interest				148			148	(2,148)	(2,000)
Net income (loss) for 2012	(3,688)				102,804		102,804	(300)	102,504
Other comprehensive income (loss)	(1,260)					(32,979)	(32,979)	9	(32,970)
Balance at December 31, 2012	14,194	17,275,852	16	471,851	201,907	(45,448)	628,326	905	629,231
Shares issued under stock option plans		32,176		(702)			(702)		(702)
Repurchase of common stock		(5,044,109)	(5)	(122,067)	(95,477)		(217,549)		(217,549)
Converted preferred stock shares		4,130,742	4	121,908			121,912		121,912
Warrant exercise		419,124	1	11,252			11,253		11,253
Stock based compensation, net		(137,246)	1	7,695	(2,011)		5,685		5,685
Preferred stock dividends					(4,454)		(4,454)		(4,454)
Remeasurement of redeemable noncontrolling interest	(8,249)				8,869		8,869	(620)	8,249
Purchase of noncontrolling interest				(885)			(885)	(1,026)	(1,911)
Net income (loss) for 2013	(126)				47,941		47,941	(2,561)	45,380
Other comprehensive income (loss)	(666)					17,754	17,754	724	18,478
Balance at December 31, 2013	$ 5,153	16,676,539	$ 17	$ 489,052	$ 156,775	$ (27,694)	$ 618,150	$ (2,578)	$ 615,572

The accompanying notes are an integral part of these consolidated financial statements.

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COOPER-STANDARD HOLDINGS INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollar amounts in thousands)

	Year Ended December 31,		
	2011	2012	2013
Operating Activities:			
Net income	$ 76,498	$ 98,816	$ 45,254
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation	108,473	107,275	95,597
Amortization of intangibles	15,601	15,456	15,431
Impairment charges	-	10,069	-
Stock-based compensation expense	12,096	15,306	11,576
Equity earnings, net of dividends related to earnings	1,115	(5,377)	(5,723)
Gain on partial sale of joint venture	(11,423)	-	-
Deferred income taxes	(525)	(41,386)	27,479
Other	1,636	(1,269)	2,902
Changes in operating assets and liabilities:			
Accounts and tooling receivable	(27,246)	(61,735)	(49,786)
Inventories	(4,641)	(2,237)	(31,823)
Prepaid expenses	(7,356)	2,969	(5,981)
Accounts payable	54,883	14,581	58,369
Accrued liabilities	(38,228)	(15,750)	(7,939)
Other	(8,544)	(52,317)	(22,099)
Net cash provided by operating activities	172,339	84,401	133,257
Investing activities:			
Capital expenditures, including other intangible assets	(108,339)	(131,067)	(183,336)
Acquisition of businesses, net of cash acquired	28,487	(1,084)	(13,504)
Return on equity investments	-	-	2,120
Investment in affiliate	(10,500)	-	-
Proceeds from sale of joint venture	16,000	-	-
Proceeds from sale of fixed assets and other	599	14,581	3,636
Net cash used in investing activities	(73,753)	(117,570)	(191,084)
Financing activities:			
Proceeds from issuance of Senior PIK Toggle Notes, net of debt issuance costs	-	-	194,357
Decrease in short term debt, net	(5,815)	(428)	(486)
Principal payments on long-term debt	(4,047)	(5,110)	(3,930)
Increase in long-term debt	-	-	7,073
Preferred stock cash dividends paid	(7,116)	(6,784)	(4,747)
Purchase of noncontrolling interest	-	(2,000)	(1,911)
Repurchase of preferred stock	(7,470)	(6,838)	-
Repurchase of common stock	-	(36,895)	(217,549)
Proceeds from exercise of warrants	-	-	11,253
Other	(136)	(21)	(7,107)
Net cash used in financing activities	(24,584)	(58,076)	(23,047)
Effects of exchange rate changes on cash and cash equivalents	(6,707)	55	(5,311)
Changes in cash and cash equivalents	67,295	(91,190)	(86,185)
Cash and cash equivalents at beginning of period	294,450	361,745	270,555
Cash and cash equivalents at end of period	$ 361,745	$ 270,555	$ 184,370

The accompanying notes are an integral part of these consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollar amounts in thousands except note 22, per share and share amounts)

1. Description of Business

Description of business

Cooper-Standard Holdings Inc. (together with its consolidated subsidiaries, the "Company," "Cooper Standard," "we," "our" or "us"), through its wholly-owned subsidiary CSA U.S., is a leading manufacturer of sealing and trim, fuel and brake delivery, fluid transfer, thermal and emissions, and anti-vibration systems ("AVS") components, systems, subsystems and modules. The Company's products are primarily for use in passenger vehicles and light trucks that are manufactured by global automotive original equipment manufacturers ("OEMs") and replacement markets. The Company conducts substantially all of its activities through its subsidiaries.

The Company believes that they are the largest global producer of body sealing systems, the second largest global producer of the types of fuel and brake delivery products that they manufacture and one of the largest North American producers of fluid transfer systems. They design and manufacture their products in each major region of the world through a disciplined and sustained approach to engineering and operational excellence. The Company operates in 74 manufacturing locations and 10 design, engineering, and administrative locations in 19 countries around the world.

2. Significant Accounting Policies

Principles of combination and consolidation – The consolidated financial statements include the accounts of the Company and the wholly-owned and less than wholly-owned subsidiaries controlled by the Company. All material intercompany accounts and transactions have been eliminated. Acquired businesses are included in the consolidated financial statements from the dates of acquisition.

The equity method of accounting is followed for investments in which the Company does not have control, but does have the ability to exercise significant influence over operating and financial policies. Generally this occurs when ownership is between 20% to 50%. The cost method is followed in those situations where the Company's ownership is less than 20% and the Company does not have the ability to exercise significant influence.

The Company's investment in Nishikawa Standard Company ("NISCO"), a 40% owned joint venture in the United States, is accounted for under the equity method. This investment is in the Company's North America segment. This investment totaled $17,424 and $17,162 at December 31, 2012 and 2013, respectively, and is included in other assets in the accompanying consolidated balance sheets. In 2012, the Company received from NISCO a dividend of $800, all of which was related to earnings. In 2013, the Company received from NISCO a dividend of $4,000, consisting of $1,880 related to earnings and a $2,120 return of capital.

The Company's investment in Guyoung, a 17% owned joint venture in Korea, is accounted for under the cost method. This investment is in the Company's Asia Pacific segment. This investment totaled $2,014 and $1,886 at December 31, 2012 and 2013, respectively, and is included in other assets in the accompanying consolidated balance sheets. During 2013, the Company sold shares of its investment in Guyoung which decreased the ownership percentage from 20% to 17%.

The Company's investment in Huayu-Cooper Standard Sealing Systems Co. Ltd. ("Huayu"), a 47.5% owned joint venture in China, is accounted for under the equity method. This investment is in the Company's Asia Pacific segment. This investment totaled $26,815 and $29,270 at December 31, 2012 and 2013, respectively, and is included in other assets in the accompanying consolidated balance sheets. In 2012, the Company received from Huayu a dividend of $2,519 all of which was related to earnings. In 2013, the Company received from Huayu a dividend of $2,094, all of which was related to earnings.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

The Company's investment in NISCO Thailand, a 20% owned joint venture in Thailand, is accounted for under the equity method. This investment is in the Company's Asia Pacific segment. This investment totaled $13,056 and $14,839 at December 31, 2012 and 2013, respectively, and is included in other assets in the accompanying consolidated balance sheets. In 2012, the Company received from NISCO Thailand a dividend of $82, all of which was related to earnings. In 2013, the Company received from NISCO Thailand a dividend of $1,374, all of which was related to earnings.

The Company's investment in Sujan Barre Thomas AVS Private Limited, a 50% owned joint venture in India, is accounted for under the equity method. This investment is in the Company's Europe segment. This investment totaled $2,944 and $3,329 at December 31, 2012 and 2013, respectively, and is included in other assets in the accompanying consolidated balance sheets.

Foreign currency – The financial statements of foreign subsidiaries are translated to U.S. dollars at the end-of-period exchange rates for assets and liabilities and at a weighted average exchange rate for each period for revenues and expenses. Translation adjustments for those subsidiaries whose local currency is their functional currency are recorded as a component of accumulated other comprehensive income (loss) in stockholders' equity. Transaction related gains and losses arising from fluctuations in currency exchange rates on transactions denominated in currencies other than the functional currency are recognized in earnings as incurred, except for those intercompany balances which are designated as long-term.

Cash and cash equivalents – The Company considers highly liquid investments with an original maturity of three months or less to be cash equivalents.

Accounts receivable – The Company records trade accounts receivable when revenue is recorded in accordance with its revenue recognition policy and relieves accounts receivable when payments are received from customers. Generally the Company does not require collateral for its accounts receivable.

Allowance for doubtful accounts – The allowance for doubtful accounts is established through charges to the provision for bad debts when it is probable that the outstanding receivable will not be collected. The Company evaluates the adequacy of the allowance for doubtful accounts on a periodic basis. The evaluation includes historical trends in collections and write-offs, management's judgment of the probability of collecting accounts and management's evaluation of business risk. This evaluation is inherently subjective, as it requires estimates that are susceptible to revision as more information becomes available. The allowance for doubtful accounts was $3,727 and $6,317 at December 31, 2012 and 2013, respectively.

Advertising expense – Expenses incurred for advertising are generally expensed when incurred. Advertising expense was $1,463 for 2011, $1,839 for 2012 and $3,059 for 2013.

Inventories – Inventories are valued at lower of cost or market. Cost is determined using the first-in, first-out method. Finished goods and work-in-process inventories include material, labor and manufacturing overhead costs. The Company records inventory reserves for inventory in excess of production and/or forecasted requirements and for obsolete inventory in production. As of December 31, 2012 and 2013, inventories are reflected net of reserves of $20,987 and $19,954, respectively.

	December 31,	
	2012	2013
Finished goods	$ 37,415	$ 48,787
Work in process	32,383	38,929
Raw materials and supplies	73,455	92,050
	$ 143,253	$ 179,766

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

Derivative financial instruments – Derivative financial instruments are utilized by the Company to reduce foreign currency exchange and interest rate risks. The Company has established policies and procedures for risk assessment and the approval, reporting, and monitoring of derivative financial instrument activities. On the date the derivative is established, the Company designates the derivative as either a fair value hedge, a cash flow hedge, or a net investment hedge in accordance with its established policy. The Company does not enter into financial instruments for trading or speculative purposes.

Income taxes – Income tax expense in the consolidated statements of net income is calculated in accordance with ASC Topic 740, *Accounting for Income Taxes*, which requires the recognition of deferred income taxes using the liability method.

Deferred tax assets or liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using enacted tax laws and rates. A valuation allowance is provided on deferred tax assets if the Company determines that it is more likely than not that the asset will not be realized.

Long-lived assets – Property, plant, and equipment are recorded at cost and depreciated using primarily the straight-line method over their estimated useful lives. Leasehold improvements are amortized over the expected life of the asset or term of the lease, whichever is shorter. Intangibles with finite lives, which include technology and customer relationships, are amortized over their estimated useful lives. The Company evaluates the recoverability of long-lived assets when events and circumstances indicate that the assets may be impaired and the undiscounted net cash flows estimated to be generated by those assets are less than their carrying value. If the net carrying value exceeds the fair value, an impairment loss exists and is calculated based on a discounted cash flow analysis or estimated salvage value. Discounted cash flows are estimated using internal budgets and assumptions regarding discount rates and other factors.

Pre-Production Costs Related to Long Term Supply Arrangements – Costs for molds, dies, and other tools owned by the Company to produce products under long-term supply arrangements are recorded at cost in property, plant, and equipment and amortized over the lesser of three years or the term of the related supply agreement. The amounts capitalized were $2,593 and $2,026 at December 31, 2012 and 2013, respectively. The Company expenses all pre-production tooling costs related to customer-owned tools for which reimbursement is not contractually guaranteed by the customer. Reimbursable tooling costs included in other assets in the accompanying consolidated balance sheets were $3,877 and $13,786 at December 31, 2012 and 2013, respectively. Reimbursable tooling costs are recorded in tooling receivable in the accompanying consolidated balance sheets if considered a receivable in the next twelve months. Tooling receivable for customer-owned tooling for the years ended December 31, 2012 and 2013 was $116,947 and $156,205, respectively, of which $78,403 and $99,687, respectively, was not yet invoiced to the customer.

Goodwill – Goodwill is not amortized but is tested for impairment, either annually or when events or circumstances indicate that impairment may exist, by reporting unit which is determined in accordance with ASC 350 "*Intangibles-Goodwill and Other.*" The Company utilizes an income approach to estimate the fair value of each of its reporting units. The income approach is based on projected debt-free cash flow which is discounted to the present value using discount factors that consider the timing and risk of cash flows. The Company believes that this approach is appropriate because it provides a fair value estimate based upon the reporting unit's expected long-term operating cash flow performance. Fair value is estimated using recent automotive industry and specific platform production volume projections, which are based on both third-party and internally-developed forecasts, as well as commercial, wage and benefit, inflation and discount rate assumptions. Other significant assumptions include the weighted average cost of capital, terminal value growth rate, terminal value margin rates, future capital expenditures and changes in future working capital requirements. While there are inherent uncertainties related to the assumptions used and to management's application of these assumptions to this analysis, the Company believes that the income approach provides a reasonable estimate of the fair value of

its reporting units. The guideline public company method, a form of the market approach, was used to corroborate the results of the Company's income approach conclusions. The Company conducts its annual goodwill impairment analysis as of October 1st of each year.

The Company may first assess qualitative factors to determine if it is necessary to perform the two-step goodwill impairment test. The Company also has the option to bypass the qualitative assessment and proceed directly to the first step of the goodwill test. For 2013, the Company decided to bypass the qualitative assessment and proceed directly to the first step of the goodwill impairment test. The first step of the goodwill impairment test compares the fair value of a reporting unit with its carrying amount, including goodwill. If the fair value exceeds the carrying value, then the Company concludes that no goodwill impairment has occurred. If the carrying value of the reporting unit exceeds its fair value, a second step is required to measure possible goodwill impairment loss. The second step includes hypothetically valuing the tangible and intangible assets and liabilities of the reporting unit as if the reporting unit had been acquired in a business combination. Then, the implied fair value of the reporting unit's goodwill is compared to the carrying value of that goodwill. If the carrying value of the reporting unit's goodwill exceeds the implied fair value of the goodwill, the Company would recognize an impairment loss in an amount equal to the excess, not to exceed the carrying value. The 2013 annual goodwill impairment analysis resulted in no impairment.

Revenue Recognition and Sales Commitments – Revenue is recognized when there is evidence of a sales agreement, the delivery of the goods has occurred, the sales price is fixed and deliverable and collectability is reasonably assured. The Company generally enters into agreements with their customers to produce products at the beginning of a vehicle's life. Although such agreements do not generally provide for minimum quantities, once they enter into such agreements, fulfillment of their customers' purchasing requirements can be their obligation for an extended period or the entire production life of the vehicle. These agreements generally may be terminated by their customer at any time. Historically, terminations of these agreements have been minimal. In certain limited instances, the Company may be committed under existing agreements to supply products to their customers at selling prices which are not sufficient to cover the direct cost to produce such products. In such situations, they recognize losses as they are incurred.

The Company receives blanket purchase orders from many of its customers on an annual basis. Generally, such purchase orders and related documents set forth the annual terms, including pricing, related to a particular vehicle model. Such purchase orders generally do not specify quantities. The Company recognizes revenue based on the pricing terms included in the annual purchase orders as products are shipped to the customers. As part of certain agreements, the Company is asked to provide its customers with annual cost reductions. The Company accrues for such amounts as a reduction of revenue as products are shipped to the customers. In addition, the Company generally has ongoing adjustments to pricing arrangements with its customers based on the related content and cost of the products. Such pricing accruals are adjusted as they are settled with the customers.

Amounts billed to customers related to shipping and handling are included in sales in the Company's consolidated statements of net income. Shipping and handling costs are included in cost of sales in the Company's consolidated statements of net income.

Research and development – Costs are charged to selling, administration and engineering expenses as incurred and totaled $83,906 for 2011, $94,171 for 2012 and $103,475 for 2013.

Stock-based compensation – The Company measures stock-based compensation expense at fair value in accordance with U.S. GAAP and recognizes such expenses over the vesting period of the stock-based employee awards. See Note 18. "Stock-Based Compensation" for additional information.

Use of estimates – The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect reported amounts of (1) revenues and expenses

during the reporting period and (2) assets and liabilities, as well as disclosure of contingent assets and liabilities, at the date of the financial statements. Actual results could differ from those estimates.

Reclassifications – Certain amounts in prior periods' financial statements have been reclassified to conform to the current year presentation. In the Company's balance sheet as of December 31, 2012, $32,616 was reclassified from accounts receivable, net to other current assets to conform to the current period presentation.

Recent accounting pronouncements

In July 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2013-11, *Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*. This ASU requires that a liability related to an unrecognized tax benefit be offset against a deferred tax asset for a net operating loss carryforward, a similar tax loss or a tax credit carryforward if certain criteria are met. The guidance is effective for fiscal years beginning after December 15, 2013. The adoption of this ASU is not expected to have a material impact on the consolidated financial statements.

In July 2013, the FASB issued ASU 2013-10, *Derivatives and Hedging (Topic 815): Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes*. This ASU permits use of the Fed Funds Effective Swap Rate (OIS) as a U.S. benchmark interest rate for hedge accounting purposes and removes the restriction on using different benchmark rates for similar hedges. The guidance is effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The adoption of this ASU had no impact on the consolidated financial statements.

In February 2013, the FASB issued ASU 2013-02, *Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*. This ASU requires companies to present the effects on the line items of net income of significant amounts reclassified out of accumulated other comprehensive income, but only if the item reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. The guidance is effective for fiscal years beginning after December 15, 2012. The Company adopted this guidance effective January 1, 2013. The effects of adoption were not significant and the additional required disclosures are included in Note 12. "Accumulated Other Comprehensive Income (Loss)."

In July 2012, the FASB issued ASU 2012-02, *Intangibles-Goodwill and Other (Topic 350): Testing Indefinite-lived Intangible Assets for Impairment*. This ASU permits companies to assess qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired before performing the quantitative impairment test. This ASU is effective for fiscal years beginning after September 15, 2012. The Company adopted this guidance effective January 1, 2013. The impact of the adoption of this ASU did not have a material impact on the consolidated financial statements.

In December 2011, the FASB issued ASU 2011-11, *Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities*, which requires additional disclosures regarding offsetting and related arrangements. The issuance of ASU 2013-01, *Balance Sheet (Topic 210): Clarifying the scope of Disclosures about Offsetting Assets and Liabilities*, limited the scope of ASU 2011-11 to derivatives, repurchase agreements and securities lending transactions to the extent that they are offset in the financial statements or subject to an enforceable master netting or similar agreement. The provisions of these updates were effective as of January 1, 2013. The adoption of this ASU had no impact on the consolidated financial statements.

3. Acquisitions

On July 31, 2013, the Company completed the acquisition of Jyco Sealing Technologies ("Jyco") for cash consideration of $14,382. The business acquired in the transaction is operated from Jyco's manufacturing

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

locations in Canada, Mexico and China. Jyco provides Thermoplastic Vulcanizate ("TPV") sealing technology and primarily supplies sealing systems and components to the automotive industry. This directly aligns with the Company's growth strategy by strengthening important customer relationships in the automotive sealing systems. This acquisition was accounted for under ASC 805, "*Business Combinations*," and the results of operations of Jyco are included in the Company's consolidated financial statements from the date of acquisition.

The following table summarizes the estimated fair value of Jyco assets acquired and liabilities assumed at the date of acquisition:

Cash and cash equivalents	$ 878
Accounts receivable	8,596
Tooling receivable	1,870
Inventories	6,053
Property, plant, and equipment	7,428
Goodwill and intangibles	8,986
Other assets	838
Total assets acquired	34,649
Accounts payable	11,167
Other current liabilities	7,085
Other long-term liabilities	2,015
Total liabilities assumed	20,267
Net assets acquired	$ 14,382

Cash and cash equivalents, accounts receivable, accounts payable, and other current liabilities were stated at historical carrying values which management believes approximates fair value given the short-term nature of these assets and liabilities. Inventories were recorded at fair value which is estimated for finished goods and work-in-process based upon the expected selling price less costs to complete, selling, and disposal costs, and a normal profit to the buyer. Raw material inventory was recorded at carrying value as such value approximates the replacement cost. Management has estimated the fair value of property, plant and equipment, intangibles and other long-lived assets based upon financial estimates and projections prepared in conjunction with the transaction. The value assigned to all assets and liabilities did not exceed the acquisition price, therefore goodwill and intangibles were recorded related to this transaction as of December 31, 2013.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

4. Restructuring

The following table summarizes the activity for all restructuring initiatives for the years ended December 31, 2012 and 2013:

	Employee Separation Costs	Other Exit Costs	Asset Impairments	Total
Balance at December 31, 2011	$ 28,622	$ 1,295	$ -	$ 29,917
Expense	19,935	4,673	4,155	28,763
Cash payments and foreign exchange translation	(32,996)	(5,907)	-	(38,903)
Utilization of reserve	-	-	(4,155)	(4,155)
Balance at December 31, 2012	$ 15,561	$ 61	$ -	$ 15,622
Expense	17,182	3,169	1,369	21,720
Cash payments and foreign exchange translation	(18,033)	(3,214)	-	(21,247)
Utilization of reserve	-	-	(1,369)	(1,369)
Balance at December 31, 2013	$ 14,710	$ 16	$ -	$ 14,726

Restructuring activities initiated prior to 2012

The Company implemented several restructuring initiatives in prior years including the closure or consolidation of facilities throughout the world, the establishment of a centralized shared services function in Europe and the reorganization of the Company's operating structure. The Company commenced these initiatives prior to January 1, 2012 and continued to execute these initiatives during 2013. The majority of the costs associated with these initiatives were incurred shortly after the original implementation. However, the Company continues to incur costs on some of the initiatives related principally to the disposal of the respective facilities.

The following table summarizes the restructuring expense for these initiatives for the years ended December 31, 2011, 2012 and 2013:

	Year Ended December 31,		
	2011	2012	2013
Employee separation costs	$ 38,089	$ 444	$ (371)
Other exit costs	13,734	4,952	1,724
Asset Impairments	383	3,993	1,280
Postretirement benefit curtailment gain	-	(1,539)	-
	$ 52,206	$ 7,850	$ 2,633

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

The following table summarizes the activity in the restructuring liability for these initiatives for the years ended December 31, 2012 and 2013:

	Employee Separation Costs	Other Exit Costs	Asset Impairments	Total
Balance at December 31, 2011	$ 28,622	$ 1,295	$ -	$ 29,917
Expense	444	3,413	3,993	7,850
Cash payments and foreign exchange translation	(27,012)	(4,647)	-	(31,659)
Utilization of reserve	-	-	(3,993)	(3,993)
Balance at December 31, 2012	$ 2,054	$ 61	$ -	$ 2,115
Expense	(371)	1,724	1,280	2,633
Cash payments and foreign exchange translation	(1,274)	(1,769)	-	(3,043)
Utilization of reserve	-	-	(1,280)	(1,280)
Balance at December 31, 2013	$ 409	$ 16	$ -	$ 425

Restructuring activities initiated in 2012

During 2012, the Company initiated the restructuring of certain facilities in Europe to change the Company's European footprint to improve operating performance. The majority of the costs have been recognized. The Company has recognized $23,410 of costs related to these initiatives.

The following table summarizes the restructuring expense for these initiatives for the years ended December 31, 2012 and 2013:

	Year Ended December 31,	
	2012	2013
Employee separation costs	$ 19,330	$ 2,020
Other exit costs	1,260	638
Asset Impairments	162	-
	$ 20,752	$ 2,658

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

The following table summarizes the activity in the restructuring liability for these initiatives for the years ended December 31, 2012 and 2013:

	Employee Separation Costs	Other Exit Costs	Asset Impairments	Total
Expense	$ 19,330	$ 1,260	$ 162	$ 20,752
Cash payments and foreign exchange translation	(5,823)	(1,260)	-	(7,083)
Utilization of reserve	-	-	(162)	(162)
Balance at December 31, 2012	$ 13,507	$ -	$ -	$ 13,507
Expense	2,020	638	-	2,658
Cash payments and foreign exchange translation	(15,117)	(638)	-	(15,755)
Utilization of reserve	-	-	-	-
Balance at December 31, 2013	$ 410	$ -	$ -	$ 410

In the first quarter of 2012, the Company initiated the closure of a facility in North America and a restructuring liability of $4,886 was recorded. During the second quarter of 2012, the Company was able to negotiate a new contract with the union, therefore enabling the facility to remain open. As a result, $4,725 of restructuring expense was reversed in the year ended December 31, 2012.

Restructuring activities initiated in 2013

In the first quarter of 2013, the Company eliminated certain positions within the organization that resulted in restructuring expense of $1,621, all of which is paid. No additional expense is expected to be incurred related to this initiative.

In the third quarter of 2013, the Company initiated the closure of a facility in Korea and the transfer of equipment to another facility in Korea. The estimated cost of this initiative is $1,000 and is expected to be completed in 2014. For the year ended December 31, 2013, the Company recorded $622 of employee separation costs and other exit costs related to this initiative. As of December 31, 2013, the liability associated with this initiative is $390.

In the fourth quarter of 2013, the Company initiated the restructure of a facility in Europe. The estimated cost of this initiative is $21,100 and is expected to be completed in 2016. The following table summarizes the activity in the restructuring liability for this initiative for the year ended December 31, 2013:

	Employee Separation Costs	Other Exit Costs	Asset Impairments	Total
Expense	$ 13,474	$ 623	$ 89	$14,186
Cash payments and foreign exchange translation	27	(623)	-	(596)
Utilization of reserve	-	-	(89)	(89)
Balance at December 31, 2013	$ 13,501	$ -	$ -	$13,501

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

5. Property, Plant and Equipment

Property, plant and equipment is comprised of the following:

	December 31, 2012	December 31, 2013	Estimated Useful Lives
Land and improvements	$ 91,456	$ 92,605	10 to 25 years
Buildings and improvements	197,330	210,944	10 to 40 years
Machinery and equipment	511,753	633,126	5 to 10 years
Construction in progress	95,414	168,861	
	895,953	1,105,536	
Accumulated depreciation	(267,345)	(372,634)	
Property, plant and equipment, net	$ 628,608	$ 732,902	

During 2012, the Company impaired property, plant and equipment at one of its European facilities with a carrying value of approximately $16,700 to the fair value of approximately $9,400, resulting in an impairment charge of approximately $7,300. Fair value was determined using discounted cash flows, revenue growth of 2% and a discount rate of 15%.

Depreciation expense totaled $108,473, $107,275 and $95,597 for the years ended December 31, 2011, 2012 and 2013, respectively.

6. Goodwill and Intangibles

Goodwill

Effective April 1, 2013, the Company changed its basis of presentation from two to four reportable segments. See Note 19. “Business Segments” for additional information. The changes in the carrying amount of goodwill by reportable operating segment for the years ended December 31, 2012 and 2013 are summarized as follows:

	North America	Europe	South America	Asia Pacific	Total
Balance at December 31, 2011	$ 115,298	$13,596	$ 3,102	$ 4,410	$ 136,406
Foreign exchange translation	122	240	(315)	50	97
Impairment charges	-	-	(2,787)	-	(2,787)
Balance at December 31, 2012	$ 115,420	$13,836	$ -	$ 4,460	$ 133,716
Acquisition of Jyco	4,736	-	-	781	5,517
Foreign exchange translation	(286)	624	-	130	468
Balance at December 31, 2013	$ 119,870	$14,460	$ -	$ 5,371	$ 139,701

Goodwill is not amortized but is tested for impairment, either annually or when events or circumstances indicate that impairment may exist, by reporting units determined in accordance with ASC 350, *“Goodwill and Other Intangible Assets.”* During the fourth quarter of 2012, the Company recorded a goodwill impairment charge of $2,787 in its South America reporting segment. This charge was due to changes in the forecast for this reporting unit resulting from launch activities and operating inefficiencies incurred in 2012 that were expected to continue into the future as additional time would be required to improve operational performance. The 2013 annual goodwill impairment analysis, completed as of the first day of the fourth quarter, resulted in no impairment. The fair value of the Europe reporting unit did not substantially exceed its corresponding carrying amount and if future growth assumptions are not achieved, the Company could incur a future goodwill impairment charge.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

Other Intangible Assets

The following table presents intangible assets and accumulated amortization balances of the Company as of December 31, 2012 and 2013, respectively:

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Useful Life (Years)
Customer relationships	$ 135,741	$ (34,184)	$ 101,557	10.2
Developed technology	9,574	(4,143)	5,431	6.3
Other	10,337	(601)	9,736	
Balance at December 31, 2012	$ 155,652	$ (38,928)	$ 116,724	9.7
Customer relationships	$ 135,483	$ (46,466)	$ 89,017	10.1
Developed technology	9,757	(5,817)	3,940	6.2
Other	9,530	(1,051)	8,479	
Balance at December 31, 2013	$ 154,770	$ (53,334)	$ 101,436	9.7

Amortization expense totaled $15,601, $15,456 and $15,431 for the years ended December 31, 2011, 2012 and 2013, respectively.

Estimated amortization expense for the next five years is shown in the table below:

Year	Expense
2014	$ 15,189
2015	15,063
2016	14,654
2017	13,919
2018	13,517

7. Debt

Outstanding debt consisted of the following at December 31, 2012 and 2013:

	December 31,	
	2012	2013
Senior notes	$ 450,000	$ 450,000
Senior PIK toggle notes	-	196,484
Other borrowings	33,365	37,940
Total debt	$ 483,365	$ 684,424
Less current portion	(32,556)	(28,329)
Total long-term debt	$ 450,809	$ 656,095

8 $^1/_2$% Senior Notes due 2018 ("Senior Notes")

On May 11, 2010, the Company sold $450,000 aggregate principal amount of the Senior Notes. The Senior Notes are unconditionally guaranteed, jointly and severally, on a senior unsecured basis, by Cooper-Standard Holdings Inc. and all of CSA U.S.'s wholly-owned domestic restricted subsidiaries (collectively, the

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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"guarantors" and together with CSA U.S., the "obligors"). If CSA U.S. or any of its domestic restricted subsidiaries acquires or creates another wholly-owned domestic restricted subsidiary that guarantees certain debt of CSA U.S. or a guarantor, such newly acquired or created subsidiary is also required to guarantee the Senior Notes. The Senior Notes bear an interest rate of 8 $^{1}/_{2}$% and mature on May 1, 2018. Interest is payable semi-annually on May 1 and November 1.

The Senior Notes and each guarantee constitute senior debt of CSA U.S. and each guarantor, respectively. The Senior Notes and each guarantee (1) rank equally in right of payment with all of the applicable obligor's existing and future senior debt, (2) rank senior in right of payment to all of the applicable obligor's existing and future subordinated debt, (3) are effectively subordinated in right of payment to all of the applicable obligor's existing and future secured indebtedness and secured obligations to the extent of the value of the collateral securing such indebtedness and obligations and (4) are structurally subordinated to all existing and future indebtedness and other liabilities of CSA U.S.'s non-guarantor subsidiaries (other than indebtedness and liabilities owed to CSA U.S. or one of the guarantors).

CSA U.S. has the right to redeem the Senior Notes at the redemption prices set forth below:

- on and after May 1, 2014, all or a portion of the Senior Notes may be redeemed at a redemption price of 104.250% of the principal amount thereof if redeemed during the twelve-month period beginning on May 1, 2014, 102.125% of the principal amount thereof if redeemed during the twelve-month period beginning on May 1, 2015, and 100% of the principal amount thereof if redeemed on or after May 1, 2016, in each case plus any accrued and unpaid interest to the redemption date;
- prior to May 1, 2014, all or a portion of the Senior Notes may be redeemed at a price equal to 100% of the principal amount thereof, plus a make-whole premium, and any accrued and unpaid interest to the redemption date.

If a change of control occurs with respect to Cooper-Standard Holdings Inc. or CSA U.S., unless CSA U.S. has exercised its right to redeem all of the outstanding Senior Notes, each noteholder shall have the right to require that CSA U.S. repurchase such noteholder's Senior Notes at a purchase price in cash equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of purchase, subject to the right of the noteholders of record on the relevant record date to receive interest due on the relevant interest payment date.

The Senior Notes indenture limits, among other things, the ability of CSA U.S. and its restricted subsidiaries (currently, all majority owned subsidiaries) to pay dividends or make distributions, repurchase equity, prepay subordinated debt or make certain investments, incur additional debt or issue certain disqualified stock or preferred stock, sell assets, incur liens, enter into transactions with affiliates and allow to exist certain restrictions on the ability of a restricted subsidiary to pay dividends or to make other payments or loans to or transfer assets to CSA U.S. in each case, subject to certain exclusions and other customary exceptions. The Senior Notes indenture also limits the ability of CSA U.S., Cooper-Standard Holdings Inc. and a subsidiary guarantor to merge or consolidate with another entity or sell all or substantially all of its assets. In addition, certain of these covenants will not be applicable during any period of time when the Senior Notes have an investment grade rating. The Senior Notes indenture contains customary events of default.

Senior PIK Toggle Notes

On April 3, 2013, the Company issued $175,000 aggregate principal amount of its 7 $^{3}/_{8}$% Senior PIK Toggle Notes due 2018 (the "Senior PIK Toggle Notes"). The Senior PIK Toggle Notes bear an interest rate of 7.375%, mature on April 1, 2018 and were issued at an aggregate discount of $3,938. On May 20, 2013, the Company issued an additional $25,000 Senior PIK Toggle Notes. These additional Senior PIK Toggle Notes were issued at an aggregate discount of $188. All of the Senior PIK Toggle Notes were issued pursuant to an indenture dated April 3, 2013. The Company used the proceeds from the issuance of the Senior PIK Toggle

Notes, together with cash on hand, to finance the purchase of shares pursuant to the Company's cash tender offer ("Equity Tender Offer") to purchase up to 4,651,162 shares of its common stock at a price of $43.00 per share, which settled on May 2, 2013. See Note 17. "Equity and 7% Preferred Stock" for additional information.

The Company paid the first interest payment on the Senior PIK Toggle Notes in cash ("Cash Interest"). For each interest period thereafter (other than for the final interest period ending at stated maturity, which will be made in cash), the Company will be required to pay Cash Interest, unless the conditions described in the indenture are satisfied, in which case the Company will be entitled to pay, to the extent described in the indenture, interest by increasing the principal amount of the outstanding Senior PIK Toggle Notes or issuing new Senior PIK Toggle Notes (such increase or issuance, "PIK Interest"). Cash Interest will accrue on the Senior PIK Toggle Notes at a rate equal to 7.375% per annum. PIK Interest will accrue on the Senior PIK Toggle Notes at a rate equal to 8.125% per annum. Interest is payable semi-annually on April 1 and October 1.

The Senior PIK Toggle Notes were not guaranteed as of the date of issuance. If any of the Company's wholly-owned domestic restricted subsidiaries guarantees certain debt of the Company, such subsidiary will also be required to guarantee the Senior PIK Toggle Notes.

The Senior PIK Toggle Notes constitute senior debt of the Company and (1) rank equally in right of payment with all of the Company's existing and future senior debt, (2) rank senior in right of payment to any future subordinated debt of the Company, (3) are effectively subordinated in right of payment to all of the Company's existing and future secured indebtedness and secured obligations to the extent of the value of the collateral securing such indebtedness and obligations and (4) are structurally subordinated to all existing and future indebtedness and other liabilities of the Company's subsidiaries (other than indebtedness and liabilities owed to the Company).

The Company has the right to redeem the Senior PIK Toggle Notes at the redemption prices set forth below:

- on and after April 1, 2014, all or a portion of the Senior PIK Toggle Notes may be redeemed at a redemption price of 102.000% of the principal amount thereof if redeemed during the twelve-month period beginning on April 1, 2014, 101.000% of the principal amount thereof if redeemed during the twelve-month period beginning on April 1, 2015, and 100.000% of the principal amount thereof if redeemed on or after April 1, 2016, in each case plus any accrued and unpaid interest to the redemption date;
- prior to April 1, 2014, all or a portion of the Senior PIK Toggle Notes may be redeemed with the proceeds from certain equity offerings at a redemption price of 102.000% of the principal amount thereof, plus any accrued and unpaid interest to the redemption date; and
- prior to April 1, 2014, all or a portion of the Senior PIK Toggle Notes may be redeemed at a price equal to 100% of the principal amount thereof plus a make-whole premium, plus any accrued and unpaid interest to the redemption date.

If a change of control occurs with respect to the Company, unless the Company has exercised its right to redeem all of the outstanding Senior PIK Toggle Notes, each noteholder shall have the right to require the Company to repurchase such noteholder's Senior PIK Toggle Notes at a purchase price in cash equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of purchase.

The Senior PIK Toggle Notes indenture contains covenants and events of default customary for an issuer of non-investment grade debt and substantially similar to the covenants and events of default in the indenture governing the Senior Notes.

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Senior ABL Facility

On April 8, 2013, the Company and certain of its subsidiaries entered into the Amended and Restated Loan and Security Agreement, in connection with its Senior ABL Facility, with certain lenders, which amended and restated the then-existing credit facility. The Senior ABL Facility provides for an aggregate revolving loan availability of up to $150,000, subject to borrowing base availability, including a $50,000 letter of credit sub-facility and a $25,000 swing line sub-facility. The Senior ABL Facility also provides for an uncommitted $75,000 incremental loan facility, for a potential total Senior ABL Facility of $225,000 (if requested by the Borrowers and the lenders agree to fund such increase). No consent of any lender (other than those participating in the increase) is required to effect any such increase. As of December 31, 2013, subject to borrowing base availability, the Company had $150,000 in availability less outstanding letters of credit of $36,739.

Any borrowings under the Senior ABL Facility will mature, and the commitments of the lenders under the Senior ABL Facility will terminate, on March 1, 2018. Proceeds of the Senior ABL Facility may be used to issue commercial and standby letters of credit, to finance ongoing working capital needs and for general corporate purposes. Loan (and letter of credit) availability under the Senior ABL Facility is subject to a borrowing base, which at any time is limited to the lesser of: (A) the maximum facility amount (subject to certain adjustments) and (B) (i) up to 85% of eligible accounts receivable; plus (ii) up to the lesser of 70% of eligible inventory or 85% of the appraised net orderly liquidation value of eligible inventory; minus reserves established by the Agent. The accounts receivable portion of the borrowing base is subject to certain formulaic limitations (including concentration limits). The inventory portion of the borrowing base is limited to eligible inventory, as determined by an independent appraisal. The borrowing base is also subject to certain reserves, which are established by the Agent (which may include changes to the advance rates indicated above). Loan availability under the Senior ABL Facility is apportioned to the Borrowers as follows: $130,000 to CSA U.S. which includes a $50,000 sublimit to Cooper-Standard Automotive International Holdings B.V. and a $20,000 sublimit to CSA Canada.

Obligations under the Senior ABL Facility and cash management arrangements and interest rate and foreign currency swaps, in each case with the lenders and their affiliates (collectively “Additional ABL Secured Obligations”) entered into by CSA U.S. are guaranteed on a senior secured basis by the Company and all of our U.S. subsidiaries (other than CS Automotive LLC). Obligations of CSA Canada under the Senior ABL Facility and Additional ABL Secured Obligations of CSA Canada and its Canadian subsidiaries are guaranteed on a senior secured basis by the Company, its U.S. subsidiaries and CSA Canada and Canadian subsidiaries. Obligations of Cooper-Standard International Holdings BV under the Senior ABL Facility are guaranteed on a secured basis by the Company and all of our US subsidiaries (other than CS Automotive LLC). The obligations under the Senior ABL Facility and related guarantees are secured by a first priority lien on all of each Borrower’s (other than Cooper-Standard International Holdings BV and each guarantor’s existing and future personal property consisting of accounts receivable, payment intangibles, inventory, documents, instruments, chattel paper and investment property, certain money, deposit accounts and securities accounts and certain related assets and proceeds of the foregoing.

Borrowings under the Senior ABL Facility bear interest at a rate equal to, at the Borrowers’ option:

- in the case of borrowings by the U.S. Borrower or European Borrower, LIBOR or the base rate plus, in each case, an applicable margin; or
- in the case of borrowings by the Canadian Borrower, BA rate, Canadian prime rate or Canadian base rate plus, in each case, an applicable margin.

The applicable margin may vary between 1.50% and 2.00% with respect to the LIBOR or BA-based borrowings and between 0.50% and 1.00% with respect to base rate, Canadian prime rate and Canadian base rate borrowings. The applicable margin is subject, in each case, to quarterly pricing adjustments based on usage over the immediately preceding quarter.

In addition to paying interest on outstanding principal under the Senior ABL Facility, the Borrowers are required to pay a fee in respect of committed but unutilized commitments. The Borrowers are also required to pay a fee on outstanding letters of credit under the Senior ABL Facility, together with customary issuance and other letter of credit fees. The Senior ABL Facility also requires the payment of customary agency and administrative fees.

The Borrowers are able to voluntarily reduce the unutilized portion of the commitment amount and repay outstanding loans, in each case, in whole or in part, at any time without premium or penalty (other than customary breakage and related reemployment costs with respect to repayments of outstanding borrowings).

The Senior ABL Facility includes affirmative and negative covenants that impose substantial restrictions on the Company's financial and business operations, including their ability to incur and secure debt, make investments, sell assets, pay dividends or make acquisitions. The Senior ABL Facility also includes a requirement to maintain a monthly fixed charge coverage ratio of no less than 1.0 to 1.0 when availability under the Senior ABL Facility is less than specified levels. The Senior ABL Facility also contains various events of default that are customary for comparable facilities.

The Company was in compliance with all covenants as of December 31, 2013.

Other borrowings at December 31, 2012 and 2013 reflect borrowings under capital leases, local bank lines and accounts receivable factoring sold with recourse classified in debt payable within one year on the consolidated balance sheet.

The maturities of debt at December 31, 2013 are as follows:

2014	$	28,329
2015		932
2016		3,343
2017		1,455
2018		647,777
Thereafter		2,588
	$	684,424

Interest paid on third party debt was $44,038, $45,752 and $52,925 for the years ended December 31, 2011, 2012 and 2013, respectively.

8. Pensions

The Company maintains defined benefit pension plans covering employees located in the United States. The majority of these plans are frozen and all are closed to new employees. Benefits generally are based on compensation, length of service and age for salaried employees and on length of service for hourly employees. The Company's policy is to fund pension plans such that sufficient assets will be available to meet future benefit requirements. The Company also sponsors defined benefit pension plans for employees in some of its international locations.

The Company also sponsors defined contribution pension plans for certain salaried and hourly U.S. employees of the Company. Participation is voluntary. The Company matches contributions of participants, up to various limits based on its profitability, in substantially all plans. The Company also sponsors a retirement plan that includes Company non-elective contributions. Non-elective and matching contributions under these plans totaled $12,565, $12,851 and $13,609 for the years ended December 31, 2011, 2012 and 2013, respectively.

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The following tables disclose information related to the Company's defined benefit pension plans:

	Year Ended December 31,			
	2012		2013	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Change in projected benefit obligation:				
Projected benefit obligations at beginning of period	$ 308,132	$ 162,759	$ 325,755	$ 196,071
Service cost	1,150	3,126	1,221	3,544
Interest cost	13,902	7,793	12,207	6,816
Actuarial loss (gain)	26,832	27,647	(24,197)	(6,861)
Amendments	236	-	-	2,478
Benefits paid	(24,577)	(7,516)	(21,498)	(8,209)
Foreign currency exchange rate effect	-	4,653	-	1,758
Curtailment/Settlements	-	(2,435)	-	(271)
Other	80	44	-	1,169
Projected benefit obligations at end of period	$ 325,755	$ 196,071	$ 293,488	$ 196,495
Change in plans' assets:				
Fair value of plans' assets at beginning of period	$ 213,927	$ 62,689	$ 246,529	$ 68,139
Actual return on plans' assets	26,117	3,990	22,422	5,299
Employer contributions	31,062	9,291	22,148	9,301
Benefits paid	(24,577)	(7,516)	(21,498)	(8,209)
Foreign currency exchange rate effect	-	2,120	-	(3,159)
Settlements	-	(2,435)	-	(442)
Fair value of plans' assets at end of period	$ 246,529	$ 68,139	$ 269,601	$ 70,929
Funded status of the plans	$ (79,226)	$ (127,932)	$ (23,887)	$ (125,566)

	Year Ended December 31,			
	2012		2013	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Amounts recognized in the balance sheets:				
Accrued liabilities (current)	$ (4,218)	$ (4,176)	$ (956)	$ (4,497)
Pension benefits (long term)	(75,008)	(126,265)	(22,931)	(128,182)
Other assets	-	2,509	-	7,113
Net amount recognized at December 31	$ (79,226)	$ (127,932)	$ (23,887)	$ (125,566)

Included in cumulative other comprehensive loss at December 31, 2013 are the following amounts that have not yet been recognized in net periodic benefit cost: unrecognized prior service costs of $2,706 ($2,546 net of tax) and unrecognized actuarial losses of $47,020 ($51,579 net of tax). The amounts included in cumulative other comprehensive loss and expected to be recognized in net periodic benefit cost during the fiscal year-ended December 31, 2014 are $295 and $699, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

The accumulated benefit obligation for all domestic and international defined benefit pension plans was $325,755 and $187,065 at December 31, 2012 and $293,488 and $186,798 at December 31, 2013, respectively. As of December 31, 2012, the fair value of plan assets for one of the Company's defined benefit plans exceeded the projected benefit obligation of $13,171 by $2,509. As of December 31, 2013, the fair value of plan assets for two of the Company's defined benefit plans exceeded the projected benefit obligation of $63,719 by $7,113.

Weighted average assumptions used to determine benefit obligations at December 31, 2012 and 2013:

	2012		2013	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Discount rate	3.88%	3.59%	4.74%	3.79%
Rate of compensation increase	0.00%	3.21%	0.00%	3.17%

The following table provides the components of net periodic benefit cost for the plans:

	Year Ended December 31,					
	2011		2012		2013	
	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S.	Non-U.S.
Service cost	$ 1,868	$ 3,088	$ 1,150	$ 3,126	$ 1,221	$ 3,544
Interest cost	14,746	7,865	13,902	7,793	12,207	6,816
Expected return on plan assets	(16,207)	(4,036)	(15,471)	(4,027)	(17,368)	(3,741)
Amortization of prior service cost and recognized actuarial loss	19	40	496	377	1,375	1,315
Curtailment (gain) settlement	(387)	50	80	473	783	121
Other	180	-	-	-	-	1,018
Net periodic benefit cost (income)	$ 219	$ 7,007	$ 157	$ 7,742	$ (1,782)	$ 9,073

The following table provides weighted average assumptions used to determine net periodic benefit costs for the years ended December 31, 2011, 2012 and 2013:

	2011		2012		2013	
	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S.	Non-U.S.
Discount rate	5.18%	5.30%	4.63%	5.26%	3.80%	3.55%
Expected return on plan assets	7.80%	7.54%	7.25%	6.62%	7.00%	5.73%
Rate of compensation increase	3.25%	3.77%	0.00%	3.69%	0.00%	3.59%

Plan Assets

To develop the expected return on assets assumption, the Company considered the historical returns and the future expectations for returns for each asset class, as well as the target asset allocation of the pension portfolio.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

The weighted average asset allocations for the Company's pension plans at December 31, 2012 and 2013 by asset category are approximately as follows:

	2012		2013	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Equity securities	36%	42%	28%	44%
Debt securities	26%	57%	30%	55%
Real estate	4%	0%	4%	0%
Balanced funds[1]	34%	0%	38%	0%
Cash and cash equivalents	0%	1%	0%	1%
	100%	100%	100%	100%

(1) Invested primarily in equity, fixed income and cash instruments.

Equity security investments are structured to achieve an equal balance between growth and value stocks. The Company determines the annual rate of return on pension assets by first analyzing the composition of its asset portfolio. Historical rates of return are applied to the portfolio. This computed rate of return is reviewed by the Company's investment advisors and actuaries. Industry comparables and other outside guidance is also considered in the annual selection of the expected rates of return on pension assets.

Investments in equity securities and debt securities are valued at fair value using a market approach and observable inputs, such as quoted market prices in active markets (Level 1 input based on the U.S. GAAP fair value hierarchy). Investments in equity securities and balanced funds in which the Company holds participation units in a fund, the Net Asset Value of which is based on the underlying assets and liabilities of the respective fund, are considered an unobservable input (Level 3 input based on the U.S. GAAP fair value hierarchy). Investments in Balanced Funds are valued at fair value using a market approach and inputs that are primarily directly or indirectly observable (Level 2 input based on the U.S. GAAP fair value hierarchy). Investments in Real Estate funds are primarily valued at Net Asset Value depending on the investment. See Note 20. "Fair Value of Financial Instruments" for additional information on the U.S. GAAP fair value hierarchy.

The following table sets forth by level, within the fair value hierarchy established by FASB ASC 820, the Company's pension plan assets at fair value as of December 31, 2012:

	Level One	Level Two	Level Three	Total
Investments				
Equity securities	$ 45,168	$ 56,128	$ 15,459	$ 116,755
Debt securities	22,718	82,295	-	105,013
Real Estate	-	9,080	-	9,080
Balanced funds	25,066	54,526	3,949	83,541
Cash and cash equivalents	279	-	-	279
Total	$ 93,231	$ 202,029	$ 19,408	$ 314,668

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

The following table sets forth by level, within the fair value hierarchy established by FASB ASC 820, the Company's pension plan assets at fair value as of December 31, 2013:

	Level One	Level Two	Level Three	Total
Investments				
Equity securities	$ 43,860	$ 50,281	$ 13,548	$ 107,689
Debt securities	34,438	84,327	-	118,765
Real Estate	-	10,321	-	10,321
Balanced funds	37,572	62,393	3,585	103,550
Cash and cash equivalents	205	-	-	205
Total	$ 116,075	$ 207,322	$ 17,133	$ 340,530

The following is a reconciliation for which Level 3 inputs were used in determining fair value:

Beginning balance of assets classified as Level 3 as of January 1, 2012	$ 13,539
Net purchases	6,417
Total gains	1,352
Transfer to Level 2	(1,900)
Ending balance of assets classified as Level 3 as of December 31, 2012	$ 19,408
Net purchases	21
Total losses	(1,511)
Transfer to Level 2	(785)
Ending balance of assets classified as Level 3 as of December 31, 2013	$ 17,133

Transfers from Level 3 to Level 2 were accounts mainly in commercial real estate and includes mortgage loans which are backed by the associated properties. It has been determined that the Company has the ability to redeem these investments at Net Asset Value as of the measurement date, therefore the investment is categorized as a Level 2 fair value measurement.

The Company estimates its benefit payments for its domestic and foreign pension plans during the next ten years to be as follows:

	U.S	Non-U.S	Total
2014	$ 17,829	$ 7,192	$ 25,021
2015	17,216	7,357	24,573
2016	17,876	9,340	27,216
2017	17,937	10,487	28,424
2018	18,371	10,580	28,951
2019-2023	96,272	63,253	159,525

The Company estimates it will make minimum funding cash contributions of approximately $13,200 and discretionary cash contributions of approximately $1,300 to its pension plans in 2014.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

9. Postretirement Benefits Other Than Pensions

The Company provides certain retiree health care and life insurance benefits covering substantially all U.S. salaried and certain hourly employees and employees in Canada. Employees are generally eligible for benefits upon retirement and completion of a specified number of years of creditable service. Independent actuaries determine postretirement benefit costs for each applicable subsidiary of the Company. The Company's policy is to fund the cost of these postretirement benefits as these benefits become payable.

The following table discloses information related to the Company's postretirement benefit plans:

	Year Ended December 31,			
	2012		2013	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Change in benefit obligation:				
Benefit obligations at beginning of year	$ 43,447	$ 20,068	$ 44,063	$ 20,450
Service cost	542	650	586	659
Interest cost	1,795	822	1,626	738
Actuarial loss (gain)	4,605	1,217	(7,659)	(2,276)
Benefits paid	(2,408)	(692)	(2,856)	(659)
Curtailment gain	(1,541)	-	-	-
Plan change	(2,452)	(2,198)	-	(715)
Other	75	-	25	-
Foreign currency exchange rate effect	-	583	-	(1,292)
Benefit obligation at end of year	$ 44,063	$ 20,450	$ 35,785	$ 16,905
Funded status of the plans	$ (44,063)	$ (20,450)	$ (35,785)	$ (16,905)
Net amount recognized at December 31	$ (44,063)	$ (20,450)	$ (35,785)	$ (16,905)

Included in cumulative other comprehensive loss at December 31, 2013 are the following amounts that have not yet been recognized in net periodic benefit cost: unrecognized prior service credits of $4,072 ($3,441 net of tax) and unrecognized actuarial gains of $17,603 ($17,277 net of tax). The amounts included in cumulative other comprehensive loss and expected to be recognized in net periodic benefit cost during the fiscal year ended December 31, 2014 is ($2,223).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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The following table provides the components of net periodic benefit costs for the plans:

	Year Ended December 31,					
	2011		2012		2013	
	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S.	Non-U.S.
Service cost	$ 1,196	$ 635	$ 542	$ 650	$ 586	$ 659
Interest cost	3,004	917	1,795	822	1,626	738
Amortization of prior service cost (credit) and recognized actuarial loss (gain)	2	-	(1,777)	(54)	(1,125)	(139)
Curtailment gain	(384)	-	(1,539)	-	-	-
Other	85	-	75	-	25	-
Net periodic benefit cost (income)	$ 3,903	$ 1,552	$ (904)	$ 1,418	$ 1,112	$ 1,258

The curtailment gain for the years ended December 31, 2011 and 2012 in the table above were recorded as a reduction to restructuring expense.

The following table provides weighted average assumptions used to determine benefit obligations at December 31, 2012 and 2013:

	2012		2013	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Discount rate	3.80%	3.95%	4.60%	4.70%

The following table provides weighted average assumptions used to determine net periodic benefit costs for the years ended December 31, 2011, 2012 and 2013:

	2011		2012		2013	
	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S.	Non-U.S.
Discount rate	5.35%	5.25%	4.70%	4.25%	3.80%	3.95%

At December 31, 2013, the weighted average assumed annual rate of increase in the cost of health care benefits (health care cost trend rate) for 2014 was 6.92% for the U.S. and 8.00% for Non-U.S. with both grading down over time to 5.00% in 2018. A one-percentage point change in the assumed health care cost trend rate would have had the following effects:

	Increase	Decrease
Effect on service and interest cost components	$ 299	$ (235)
Effect on projected benefit obligations	3,021	(2,438)

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

The Company estimates its benefit payments for its postretirement benefit plans during the next ten years to be as follows:

	U.S.	Non-U.S.	Total
2014	$ 2,478	$ 582	$ 3,060
2015	2,489	584	3,073
2016	2,500	603	3,103
2017	2,516	622	3,138
2018	2,504	638	3,142
2019 - 2023	12,177	3,793	15,970

Other post retirement benefits recorded in the Company’s consolidated balance sheets include $7,767 and $7,526 as of December 31, 2012 and 2013, respectively, for termination indemnity plans for two of the Company’s European locations.

10. Income Taxes

Components of the Company’s income (loss) before income taxes and adjustment for noncontrolling interests are as follows:

	Year Ended December 31,		
	2011	2012	2013
Domestic	$ 111,884	$ 69,914	$ 72,720
Foreign	(14,621)	(2,629)	18,133
	$ 97,263	$ 67,285	$ 90,853

The Company’s income tax expense (benefit) consists of the following:

	Year Ended December 31,		
	2011	2012	2013
Current			
Federal	$ 5,030	$ 2,558	$ 1,980
State	695	480	400
Foreign	15,565	6,817	15,740
Deferred			
Federal	-	(35,883)	18,706
State	-	(4,279)	1,559
Foreign	(525)	(1,224)	7,214
	$20,765	$(31,531)	$45,599

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

The following schedule reconciles the United States statutory federal rate to the income tax provision:

	Year Ended December 31,		
	2011	2012	2013
Tax at U.S. statutory rate	$ 34,042	$ 23,550	$31,798
State and local taxes	860	1,469	3,196
Tax credits	(4,464)	(2,875)	(8,269)
US-Canada APA settlement	2,658	-	-
Foreign withholding taxes	2,290	242	196
Effect of foreign tax rates	(7,739)	(6,147)	(4,536)
Tax audits & assessments	260	2,541	243
Valuation allowance	(10,839)	(57,652)	20,386
Other, net	3,697	7,341	2,585
Income tax provision	$ 20,765	$(31,531)	$45,599
Effective income tax rate	21.3%	(46.9%)	50.2%

Payments, net of refunds, for income taxes for the years ended December 31, 2011, 2012 and 2013 were $20,643, $17,555 and $7,110, respectively. These amounts do not include any payments or refunds of income taxes related to the US-Canada Advanced Pricing Agreement settlement.

Deferred tax assets and liabilities reflect the estimated tax effect of accumulated temporary differences between the basis of assets and liabilities for tax and financial reporting purposes, as well as net operating losses, tax credit and other carryforwards. Significant components of the Company's deferred tax assets and liabilities at December 31 are as follows:

	2012	2013
Deferred tax assets:		
Postretirement and other benefits	$ 75,927	$ 52,097
Capitalized expenditures	5,365	3,563
Net operating loss and tax credit carryforwards	138,905	143,182
All other items	42,418	48,302
Total deferred tax assets	262,615	247,144
Deferred tax liabilities:		
Property, plant and equipment	(47,480)	(56,200)
Intangibles	(37,015)	(32,130)
All other items	(2,662)	(3,864)
Total deferred tax liabilities	(87,157)	(92,194)
Valuation allowances	(97,285)	(122,771)
Net deferred tax assets	$ 78,173	$ 32,179

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Net deferred taxes in the consolidated balance sheets at December 31 are as follows:

	2012	2013
Current assets	$ 16,562	$ 12,570
Non-current assets	72,718	34,235
Current liabilities	(306)	(3,480)
Non-current liabilities	(10,801)	(11,146)
	$ 78,173	$ 32,179

At December 31, 2013, certain of the Company's foreign subsidiaries, primarily in France, Brazil, and Germany, have operating loss carryforwards aggregating $207,000 with indefinite expiration periods. Other foreign subsidiaries in China, Mexico, Italy, Netherlands, Poland, Spain, India and Korea have operating losses aggregating $107,000, with expiration dates beginning in 2014. The Company has tax credit carryforwards totaling $35,600 in Poland and the United States with expiration dates beginning in 2017. The deferred tax asset related to foreign tax credit carryforwards is lower than the actual amount reported on the Company's domestic tax returns by approximately $3,100. This difference is the result of tax deductions in excess of financial statement amounts for stock-based compensation. When these amounts are realized, the Company will record the tax benefit as an increase to additional paid-in capital. The Company and its domestic subsidiaries have anticipated tax benefits of state net operating losses and credit carryforwards of $17,500 with expiration dates beginning in 2014.

The Company continues to maintain a valuation allowance related to their net deferred tax assets in several foreign jurisdictions. As of December 31, 2013, the Company had valuation allowances of $122,771 related to tax loss and credit carryforwards and other deferred tax assets in several foreign jurisdictions. The Company's valuation allowance increased in 2013 primarily as a result of recording a valuation allowance against their net deferred tax asset in Brazil and current year losses with no benefit in certain foreign jurisdictions. The Company's current and future provision for income taxes is significantly impacted by the initial recognition of and changes in valuation allowances in certain countries. The Company intends to maintain these allowances until it is more likely than not that the deferred tax assets will be realized. The Company's future provision for income taxes will include no tax benefit with respect to losses incurred and no tax expense with respect to income generated in these countries until the respective valuation allowance is eliminated.

Deferred income taxes have not been provided on approximately $450,000 of undistributed earnings of foreign subsidiaries as such amounts are considered permanently reinvested. It is not practical to estimate any additional income taxes and applicable withholding taxes that would be payable on remittance of such undistributed earnings.

At December 31, 2013, the Company has $7,012 ($7,073 including interest and penalties) of total unrecognized tax benefits. Of this total, $6,797 represents the amount of unrecognized tax benefits that, if recognized, would affect the effective income tax rate. The total unrecognized tax benefits differ from the amount which would affect the effective tax rate due primarily to the impact of the valuation allowance.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	Year Ended December 31,		
	2011	2012	2013
Balance at beginning of period	$2,758	$3,303	$4,900
Tax positions related to the current period			
Gross additions	951	2,294	908
Gross reductions	-	-	-
Tax positions related to prior years			
Gross additions	1,629	110	1,896
Gross reductions	-	(396)	(692)
Settlements	(1,630)	(411)	-
Lapses on statutes of limitations	(405)	-	-
Balance at end of period	$3,303	$4,900	$7,012

The Company, or one of its subsidiaries, files income tax returns in the United States and other foreign jurisdictions. The Internal Revenue Service completed an examination of the Company’s U.S. income tax returns through 2008. The Company is nearly complete with the examination for tax years ended December 31, 2010 and 2011. U.S. state and local jurisdictions tax claims for any taxable year prior to 2009 are generally limited to the amount of any claims they filed in the Bankruptcy Court by February 3, 2010. The Company’s major foreign jurisdictions are Brazil, Canada, France, Germany, Italy, Mexico, and Poland. The Company is no longer subject to income tax examinations in major foreign jurisdictions for years prior to 2007.

During the next twelve months, it is reasonably possible that, as a result of audit settlements, the conclusion of current examinations and the expiration of the statute of limitations in certain jurisdictions, the Company may decrease the amount of its gross unrecognized tax benefits by approximately $1,955, of which an immaterial amount, if recognized, could impact the effective tax rate.

The Company classifies all tax related interest and penalties as income tax expense. The Company has recorded in liabilities for the years ended December 31, 2012 and 2013, $46 and $61 respectively, for tax related interest and penalties on its consolidated balance sheets.

11. Lease Commitments

The Company leases certain manufacturing facilities and equipment under long-term leases expiring at various dates. Rental expense for operating leases was $24,064, $24,340 and $26,853 for the years ended December 31, 2011, 2012 and 2013, respectively.

Future minimum payments for all non-cancelable operating leases are as follows:

2014	$25,073
2015	20,258
2016	12,571
2017	6,244
2018	4,865
Thereafter	14,607

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

12. Accumulated Other Comprehensive Income (Loss)

The changes in accumulated other comprehensive income (loss) by component, net of related tax, are as follows:

	Cumulative currency translation adjustment	Benefit plan liability	Fair value change of derivatives	Accumulated other comprehensive loss
Balance at December 31, 2010	$ 40,828	$ 4,962	$ 91	$ 45,881
Other comprehensive loss before reclassifications	(25,810)	(32,672)	(1,050)	(59,532)
Amounts reclassified from accumulated other comprehensive income (loss)	-	52	1,130	1,182
Net current period other comprehensive income (loss)[1]	(25,810)	(32,620)	80	(58,350)
Balance at December 31, 2011	$ 15,018	$ (27,658)	$ 171	$ (12,469)
Other comprehensive income (loss) before reclassifications	3,302	(35,811)	69	(32,440)
Amounts reclassified from accumulated other comprehensive income (loss)	-	(549)	10	(539)
Net current period other comprehensive income (loss)[1]	3,302	(36,360)	79	(32,979)
Balance at December 31, 2012	$ 18,320	$ (64,018)	$ 250	$ (45,448)
Other comprehensive income (loss) before reclassifications	(12,608)	29,559	47	16,998
Amounts reclassified from accumulated other comprehensive income (loss)	-	1,053	(297)	756
Net current period other comprehensive income (loss)[1]	(12,608)	30,612	(250)	17,754
Balance at December 31, 2013	$ 5,712	$ (33,406)	-	$ (27,694)

Amounts in parentheses indicate debits.

(1) Other comprehensive income (loss) related to the benefit plan liability is net of a tax effect of $2,303, $10,055, and ($17,224) for the years ended December 31, 2011, 2012 and 2013. Other comprehensive income (loss) related to the fair value change of derivatives is net of a tax effect of ($34), ($29) and $99 for the years ended December 31, 2011, 2012 and 2013.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

The reclassifications out of accumulated other comprehensive income (loss) for the year ended December 31, 2013 are as follows:

Details about accumulated other comprehensive income (loss) components	Gain (loss) reclassified	Location of gain (loss) reclassified into income
Fair value change of derivatives		
Interest rate contracts	$ 209	Interest expense, net of interest income
Foreign exchange contracts	204	Cost of products sold
	413	Income before income taxes
	(116)	Income tax expense
	$ 297	Consolidated net income
Amortization of defined benefit and other postretirement benefit plans		
Prior service credits	$ 628[(1)]	
Actuarial losses	(2,054)[(1)]	
	(1,426)	Income before income taxes
	373	Income tax benefit
	$ (1,053)	Consolidated net income
Total reclassifications for the period	$ (756)	

(1) These accumulated other comprehensive income components are included in the computation of net periodic benefit cost. (See Note 8. “Pensions” and Note 9. “Postretirement Benefits other than Pensions” for additional details.)

13. Contingent Liabilities

Employment Contracts

The Company has employment arrangements with certain key executives that provide for continuity of management. These arrangements include payments of multiples of annual salary, certain incentives, and continuation of benefits upon the occurrence of specified events in a manner that is believed to be consistent with comparable companies.

Unconditional Purchase Orders

Noncancellable purchase order commitments for capital expenditures made in the ordinary course of business were $36,119 and $65,459 at December 31, 2012 and 2013, respectively.

Legal and Other Claims

The Company is periodically involved in claims, litigation, and various legal matters that arise in the ordinary course of business. Each of these matters is subject to various uncertainties, and some of these matters may be resolved unfavorably with respect to the Company. If appropriate, the Company establishes a reserve estimate for each matter and updates such estimate as additional information becomes available. Based on the information currently known to the Company, they do not believe that the ultimate resolution of any of these matters will have a material adverse effect on their financial condition, results of operations, or cash flows.

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Environmental

The Company is subject to a broad range of federal, state, and local environmental and occupational safety and health laws and regulations in the United States and other countries, including those governing: emissions to air, discharges to water, noise and odor emissions; the generation, handling, storage, transportation, treatment, reclamation and disposal of chemicals and waste materials; the cleanup of contaminated properties; and human health and safety. The Company may incur substantial costs associated with hazardous substance contamination or exposure, including cleanup costs, fines, and civil or criminal sanctions, third party property or natural resource damage, personal injury claims or costs to upgrade or replace existing equipment as a result of violations of or liabilities under environmental laws or the failure to maintain or comply with environmental permits required at their locations. In addition, many of the Company's current and former facilities are located on properties with long histories of industrial or commercial operations and some of these properties have been subject to certain environmental investigations and remediation activities. The Company maintains environmental reserves for certain of these sites. As of December 31, 2013, the Company has $7,656 reserved in accrued liabilities and other liabilities on the consolidated balance sheet on an undiscounted basis, which they believe are adequate. Because some environmental laws (such as the Comprehensive Environmental Response, Compensation and Liability Act and analogous state laws) can impose liability retroactively and regardless of fault on potentially responsible parties for the entire cost of cleanup at currently or formerly owned or operated facilities, as well as sites at which such parties disposed or arranged for disposal of hazardous waste, the Company could become liable for investigating or remediating contamination at their current or former properties or other properties (including offsite waste disposal locations). The Company may not always be in complete compliance with all applicable requirements of environmental laws or regulation, and the Company may receive notices of violation or become subject to enforcement actions or incur material costs or liabilities in connection with such requirements. In addition, new environmental requirements or changes to interpretations of existing requirements, or in their enforcement, could have a material adverse effect on the Company's business, results of operations, and financial condition. The Company has made and will continue to make expenditures to comply with environmental requirements. While the Company's costs to defend and settle known claims arising under environmental laws have not been material in the past and are not currently estimated to be material, such costs may be material in the future.

14. Other Income (Expense), net

The components of other income (expense), net consists of:

	Year Ended December 31,		
	2011	**2012**	**2013**
Foreign currency gains (losses)	$ 2,757	$(6,824)	$(9,415)
Unrealized gains (losses) related to forward contracts	(5,280)	4,392	80
Loss on sale of receivables	(1,656)	(947)	(1,702)
Gain on partial sale of joint venture	11,423	-	-
Miscellaneous income (expense)	(70)	3,316	3,600
Other income (expense), net	$ 7,174	$ (63)	$(7,437)

15. Related Party Transactions

Sales to NISCO, a 40% owned joint venture, totaled $28,933, $44,620 and $47,175 for the years ended December 31, 2011, 2012 and 2013, respectively. In March 2011 and 2012, the Company received from NISCO a dividend of $4,750 and $800, respectively, all of which was related to earnings. In March 2013, the Company received from NISCO a dividend of $4,000, consisting of $1,880 related to earnings and a $2,120 return of capital.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Purchases of materials from Guyoung Technology Co. Ltd., a Korean Corporation of which the Company owns approximately 17% of the common stock, totaled $2,984, $3,133 and $2,493 for the years ended December 31, 2011, 2012 and 2013, respectively. During 2013, the Company sold shares of Guyoung which decreased the ownership percentage from 20% to 17%.

16. Net Income Per Share Attributable to Cooper-Standard Holdings Inc.

Basic net income per share attributable to Cooper-Standard Holdings Inc. was computed using the two-class method by dividing net income attributable to Cooper-Standard Holdings Inc., after deducting dividends on the Company's 7% cumulative participating convertible preferred stock ("7% preferred stock"), premium paid for redemption of 7% preferred stock and undistributed earnings allocated to participating securities, by the weighted average number of shares of common stock outstanding during the period excluding unvested restricted shares. The Company's shares of 7% preferred stock outstanding are considered participating securities. Diluted net income per share attributable to Cooper-Standard Holdings Inc. was computed using the treasury stock method by dividing diluted net income available to Cooper-Standard Holdings Inc. by the weighted average number of shares of common stock outstanding, including the dilutive effect of common stock equivalents, using the average share price during the period. Diluted net income per share attributable to Cooper-Standard Holdings Inc. computed using the two-class method was antidilutive. A summary of information used to compute basic and diluted net income per share attributable to Cooper-Standard Holdings Inc. is shown below:

	Year Ended December 31,		
	2011	2012	2013
Net income attributable to Cooper-Standard Holdings Inc.	$ 102,844	$ 102,804	$ 47,941
Less: 7% Preferred stock dividends (paid or unpaid)	(7,278)	(6,764)	(5,163)
Less: Premium paid for redemption of 7% preferred stock	(1,710)	(1,376)	-
Less: Undistributed earnings allocated to participating securities	(18,596)	(17,934)	(7,724)
Basic net income available to Cooper-Standard Holdings Inc.common stockholders	$ 75,260	$ 76,730	$ 35,054
Increase in fair value of share-based awards	-	-	205
Diluted net income available to Cooper-Standard Holdings Inc.common stockholders	$ 75,260	$ 76,730	$ 35,259
Basic weighted average shares of common stock outstanding	17,610,614	17,444,980	14,679,369
Dilutive effect of:			
Restricted common stock	373,804	260,150	199,083
Restricted 7% preferred stock	83,507	42,888	16,374
Warrants	918,537	666,546	832,353
Options	184,032	106,121	10,385
Diluted weighted average shares of common stock outstanding	19,170,494	18,520,685	15,737,564
Basic net income per share attributable to Cooper-Standard Holdings Inc.	$ 4.27	$ 4.40	$ 2.39
Diluted net income per share attributable to Cooper-Standard Holdings Inc.	$ 3.93	$ 4.14	$ 2.24

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

The effect of certain common stock equivalents, including the 7% preferred stock and options, were excluded from the computation of weighted average diluted shares outstanding for years ended December 31, 2011, 2012 and 2013, as inclusion would have resulted in antidilution. A summary of these 7% preferred shares (as if converted) and options are shown below:

	Year Ended December 31,		
	2011	2012	2013
Number of options	144,000	519,100	537,543
Exercise price	$ 43.50-46.75	$ 43.50-52.50	$ 25.52-52.50
7% Preferred stock, as if converted	4,351,476	4,077,284	3,234,449
7% Preferred stock dividends, undistributed earnings and premium allocated to participating securities that would be added back in the diluted calculation	$ 27,584	$ 26,074	$ 12,887

17. Equity and 7% Preferred Stock

Common Stock

The Company is authorized to issue up to 190,000,000 shares of common stock, par value $0.001 per share. As of December 31, 2013, an aggregate of 18,226,223 shares of its common stock were issued and 16,676,539 were outstanding.

Holders of shares of common stock are entitled to one vote for each share on each matter on which holders of common stock are entitled to vote. Holders of common stock are entitled to receive ratably dividends and other distributions when, as and if declared by the Company’s board of directors out of assets or funds legally available therefore. The Senior Notes, the Senior PIK Toggle Notes and the Senior ABL Facility each contain covenants that restrict the Company’s ability to pay dividends or make distributions on the common stock, subject to certain exceptions.

In the event of the liquidation, dissolution or winding up of the Company, holders of common stock are entitled to share ratably in the Company assets, if any, remaining after the payment of all the Company’s debts and liabilities.

Warrants

An aggregate of 2,419,753 warrants have been issued and 2,419,753 shares of common stock are issuable upon exercise of the warrants. The warrants are exercisable into shares of common stock at an exercise price of $27.33 per share or on a cashless (net share settlement) basis and are subject to certain customary anti-dilution protections. The warrants may be exercised at any time prior to the close of business on November 27, 2017. The warrants are not redeemable. Warrant holders do not have any rights or privileges of holders of common stock until they exercise their warrants and receive shares of common stock. As of December 31, 2013, 419,124 warrants had been exercised.

7% Preferred Stock

On October 18, 2013, the Company gave notice to the holders of its 7% preferred stock that the Company had elected to cause the mandatory conversion of all 810,382 shares of issued and outstanding shares of 7% preferred stock on November 15, 2013. The 7% preferred stock was converted at the rate of 4.34164 shares of the Company’s common stock for each share of 7% preferred stock, or into an aggregate of 3,518,366 shares of common stock. On the conversion date, the shares of common stock were issued and the shares of 7% preferred

stock were cancelled and all rights of holders of 7% preferred stock were terminated. Shares of 7% preferred stock that were converted and cancelled were restored to the status of authorized but unissued preferred stock of the Company.

The following table summarizes the Company's 7% preferred stock activity for the years ended December 31, 2012 and 2013:

	Preferred Shares	Preferred Stock
Balance at December 31, 2011	1,003,108	$ 125,916
Stock-based compensation	-	1,464
Converted preferred stock shares	(531)	(68)
Repurchased preferred stock shares	(44,244)	(5,663)
Balance at December 31, 2012	958,333	$ 121,649
Stock-based compensation	-	824
Converted preferred stock shares	(952,972)	(121,912)
Repurchased preferred stock shares	(4,363)	(561)
Forfeited shares	(998)	-
Balance at December 31, 2013	-	$ -

Equity Tender Offer

On May 2, 2013, the Company purchased 4,651,162 shares of its common stock pursuant to the Equity Tender Offer at a purchase price of $43.00 per share for an aggregate purchase price of approximately $200,000. The Company used the proceeds from the issuance of the Senior PIK Toggle Notes (see Note 7. "Debt"), together with cash on hand, to finance the purchase of shares of common stock pursuant to the Equity Tender Offer.

18. Stock-Based Compensation

The Company measures stock-based compensation expense at fair value in accordance with the provisions of U.S. GAAP and recognizes such expense over the vesting period of the stock-based employee awards.

In 2010, the Company adopted the 2010 Cooper-Standard Holdings Inc. Management Incentive Plan (the "Management Incentive Plan"). In 2011, the Company's Board of Directors approved adoption of the 2011 Cooper-Standard Holdings Inc. Omnibus Incentive Plan (the "Omnibus Plan"). The Omnibus Plan replaces the Management Incentive Plan and provides for the grant of stock options, stock appreciation rights, shares of common stock, restricted stock, restricted stock units, restricted preferred stock, incentive awards and certain other types of awards to key employees and directors of the Company and its affiliates.

In accordance with the Management Incentive Plan and the Omnibus Plan, stock based compensation awards that settle in shares of Company stock may be delivered on a gross settlement basis or a net settlement basis, as determined by the recipient.

The compensation expense related to stock options and restricted stock granted to key employees and directors of the Company, which is quantified below, does not represent payments actually made to these employees. Rather, the amounts represent the non-cash compensation expense recognized by the Company in connection with these awards for financial reporting purposes. The actual value of these awards to the recipients will depend on the trading price of the Company's stock when the awards vest.

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Stock Options. Stock option awards are granted at the fair market value of the Company's stock price at the date of the grant and have a 7 or 10 year term. The stock option grants vest over three, four or five years from the date of grant.

A summary of stock option transactions and related information for the year ended December 31, 2013 is presented below:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding at January 1, 2013	1,083,773	$ 35.81		
Granted	191,090	$ 39.15		
Exercised	(113,124)	$ 26.23		
Forfeited	(139,506)	$ 38.84		
Expired	(2,500)	$ 25.52		
Outstanding at December 31, 2013	1,019,733	$ 37.10	7.0	$ 12,242
Exercisable at December 31, 2013	317,271	$ 30.13	6.4	$ 6,023

The weighted-average grant date fair value of stock options granted during the years ended December 31, 2011, 2012 and 2013 was $20.53, $19.45 and $13.95, respectively. The total intrinsic value of stock options exercised during the years ended December 31, 2011, 2012 and 2013 was $599, $1,326 and $2,588, respectively.

The aggregate intrinsic value in the table above represents the total excess of the $49.11 closing price of Cooper-Standard Holdings Inc. common stock on the last trading day of 2013 over the price of the stock option, multiplied by the related number of options exercised, outstanding and exercisable. The aggregate intrinsic value is not recognized for financial accounting purposes and the value changes based on the daily changes in fair market value of the Company's common stock.

Total compensation expense recognized for stock options amounted to $3,198, $4,097 and $3,815 for the years ended December 31, 2011, 2012 and 2013, respectively. As of December 31, 2013, unrecognized compensation expense for stock options amounted to $6,577. Such cost is expected to be recognized over a weighted average period of approximately 2.5 years.

For the years 2011 and 2012, the Company used expected volatility of similar entities to develop the expected volatility. For 2013, expected volatility was based on the historical volatility of the Company's stock. The expected option life was calculated using the simplified method. The risk-free rate is based on the U.S. Treasury zero-coupon issues with a term equal to the expected option life on the date the stock options were granted. Fair value of the shares that are accounted for under ASC 718 was estimated at the date of the grant using the Black-Scholes option pricing model and the following assumptions were used for the 2011, 2012 and 2013 grants:

	2011	2012	2013
Expected volatility	45.83%	53.6% - 58.74%	28.43% - 29.03%
Dividend yield	0.00%	0.00%	0.00%
Expected option life - years	6.0	5.0 - 6.25	6.00
Risk-free rate	1.9% - 2.9%	1.0% - 1.6%	0.9% - 1.8%

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Restricted Shares of Common Stock and Units. The fair value of the restricted shares of common stock and units is determined based on the closing price of the common stock on the date of grant. The restricted shares of common stock and units vest over three or four years.

A summary of restricted common stock and units transactions and related information for the year ended December 31, 2013 is presented below:

	Restricted Common Stock and Units	Weighted Average Grant Date Fair Value
Non-vested at January 1, 2013	536,224	$ 30.37
Granted	202,103	$ 43.46
Vested	(267,870)	$ 27.41
Forfeited	(88,176)	$ 31.47
Non-vested at December 31, 2013	382,281	$ 39.13

The weighted-average grant date fair value of restricted shares of common stock and units granted during the years ended December 31, 2011, 2012 and 2013 was $44.20, $41.93 and $43.46, respectively. The total fair value of restricted shares of common stock and units vested during the years ended December 31, 2011, 2012 and 2013 was $5,960, $5,734 and $7,343, respectively.

Total compensation expense recognized for restricted shares of common stock and units amounted to $7,062, $8,245 and $6,967 for the years ended December 31, 2011, 2012 and 2013, respectively. As of December 31, 2013, unrecognized compensation expense for restricted shares of common stock and units amounted to $8,533. Such cost is expected to be recognized over a weighted-average period of approximately 1.6 years.

Restricted Preferred Stock. Restricted preferred stock vest over three or four years from the date of grant. The fair value of the restricted preferred stock is determined based on the fair market value of the 7% preferred stock on the date of grant. In the fourth quarter of 2013, all non-vested restricted shares of preferred stock were converted to non-vested restricted shares of common stock.

A summary of restricted preferred stock transactions and related information for the year ended December 31, 2013 is presented below:

	Restricted Preferred Stock	Weighted Average Grant Date Fair Value
Non-vested at January 1, 2013	15,632	$ 127.77
Granted	-	$ -
Vested	(11,443)	$ 127.77
Converted	(3,191)	$ 127.77
Forfeited	(998)	$ 127.77
Non-vested at December 31, 2013	-	$ -

There were no restricted shares of preferred stock granted during the years ended December 31, 2011, 2012 and 2013. The total fair value of restricted preferred stock vested during the years ended December 31, 2011, 2012 and 2013 was $1,576, $1,463 and $1,462, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Total compensation expense recognized for restricted preferred stock totaled $1,573, $1,471 and $794 for the years ended December 31, 2011, 2012 and 2013, respectively. As of December 31, 2013, there was no unrecognized compensation expense for restricted preferred stock.

19. Business Segments

ASC 280, "*Segment Reporting*," establishes the standards for reporting information about operating segments in financial statements. The Company organized, managed and reported its global business operations through two geographic segments in the first quarter of 2013. In April 2013, the Company implemented organizational and management changes of its global business operations resulting in four reportable segments associated with geographic regions. In applying the criteria set forth in ASC 280, the Company revised its segment disclosures beginning with the second quarter of 2013 from the two reportable segments, North America and International, to four reportable segments, North America, Europe, South America and Asia Pacific. The Company's principal products within each of these segments are sealing and trim systems, fuel and brake delivery systems, fluid transfer systems, thermal and emissions systems, and anti-vibration systems. The Company evaluates segment performance based on segment profit before tax. The results of each segment include certain allocations for general, administrative, interest, and other shared costs. Prior periods have been revised to conform to the current period presentation. Due to this segment revision, the Company has also revised the previously reported amounts in Note 6. "Goodwill and Intangibles" to conform to the new segment presentation. The accounting policies of the Company's business segments are consistent with those described in Note 2. "Significant Accounting Policies."

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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The following table details information on the Company's business segments:

	Year Ended December 31,		
	2011	2012	2013
Sales to external customers			
North America	$ 1,417,281	$ 1,503,736	$ 1,617,981
Europe	1,078,165	1,016,576	1,076,122
South America	139,518	147,408	176,540
Asia Pacific	218,545	213,182	219,899
Consolidated	$ 2,853,509	$ 2,880,902	$ 3,090,542
Intersegment sales			
North America	$ 7,939	$ 8,157	$ 11,674
Europe	10,490	9,003	8,916
South America	123	187	-
Asia Pacific	4,760	7,699	9,457
Eliminations and other	(23,312)	(25,046)	(30,047)
Consolidated	$ -	$ -	$ -
Segment profit (loss)			
North America	$ 158,178	$ 136,456	$ 134,727
Europe	(70,062)	(56,626)	(40,046)
South America	5,676	(18,859)	(11,932)
Asia Pacific	3,471	6,314	8,104
Income before income taxes	$ 97,263	$ 67,285	$ 90,853
Restructuring cost included in segment profit (loss)			
North America	$ 6,250	$ 856	$ 2,033
Europe	45,036	27,582	19,061
South America	-	-	-
Asia Pacific	920	325	626
Consolidated	$ 52,206	$ 28,763	$ 21,720
Net interest expense included in segment profit			
North America	$ 17,142	$ 17,011	$ 21,239
Europe	17,431	18,273	20,089
South America	(262)	2,685	5,702
Asia Pacific	6,248	6,793	7,891
Consolidated	$ 40,559	$ 44,762	$ 54,921
Depreciation and amortization expense			
North America	$ 60,898	$ 59,375	$ 56,302
Europe	49,261	49,216	39,447
South America	7,079	6,879	7,380
Asia Pacific	6,836	7,261	7,899
Consolidated	$ 124,074	$ 122,731	$ 111,028
Capital expenditures			
North America	$ 41,822	$ 58,326	$ 71,616
Europe	37,595	41,351	72,900
South America	10,412	17,350	13,084
Asia Pacific	9,220	7,130	20,309
Eliminations and other	9,290	3,910	5,427
Consolidated	$ 108,339	$ 128,067	$ 183,336
Segment assets			
North America		$ 772,269	$ 866,847
Europe		593,340	680,920
South America		145,257	138,469
Asia Pacific		223,801	243,736
Eliminations and other		291,310	172,782
Consolidated		$ 2,025,977	$ 2,102,754

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Geographic information for revenues, based on country of origin, and long-lived assets is as follows:

	Year Ended December 31,		
	2011	2012	2013
Revenues			
United States	$ 752,627	$ 802,079	$ 841,781
Canada	281,560	275,386	291,984
Mexico	383,094	426,272	484,216
Germany	293,293	243,853	243,388
France	303,925	322,499	320,626
Other	839,010	810,813	908,547
Consolidated	$ 2,853,509	$ 2,880,902	$ 3,090,542
Tangible long-lived assets			
United States		$ 137,418	$ 157,788
Canada		47,978	61,396
Mexico		55,722	61,618
Germany		110,937	124,449
France		65,775	66,903
Other		210,778	260,748
Consolidated		$ 628,608	$ 732,902

Sales to customers of the Company which contributed 10% or more of its total consolidated sales and the related percentage of consolidated Company sales for 2011, 2012 and 2013 are as follows:

Customer	2011 Percentage of Net Sales	2012 Percentage of Net Sales	2013 Percentage of Net Sales
Ford	26%	25%	25%
General Motors	14%	13%	12%
Fiat Chrysler Automobiles	11%	12%	12%

20. Fair Value of Financial Instruments

Fair values of the Senior Notes approximated $480,938 and $477,000 at December 31, 2012 and 2013, respectively, based on quoted market prices, compared to the recorded value of $450,000. This fair value measurement is classified within Level 1 of the fair value hierarchy.

Fair values of the Senior PIK Toggle Notes approximated $197,466 at December 31, 2013 based on quoted market prices, compared to the recorded value of $196,484. This fair value measurement is classified within Level 1 of the fair value hierarchy.

Fair values of the 7% preferred stock approximated $169,193 at December 31, 2012, compared to the recorded values of $121,649 at December 31, 2012. The fair values were determined based on the contingent claims valuation methodology utilizing the principles of option pricing theory. This fair value measurement is classified within Level 3 of the fair value hierarchy. All outstanding 7% preferred stock was converted to common stock in November 2013, see Note 17. “Equity and 7% Preferred Stock” for additional information.

The Company completed an agreement with Fonds de Modernisation des Equipementiers Automobiles ("FMEA") on May 2, 2011, to establish a joint venture that combined the Company's French body sealing operations and the operations of Société des Polymères Barre-Thomas ("SPBT"). SPBT was a French supplier of anti-vibration systems and low pressure hoses, as well as body sealing products, which FMEA acquired as a preliminary step to the joint venture transaction. SPBT changed its name to Cooper Standard France SAS ("CS France") subsequent to the transaction. The Company has 51% ownership and FMEA has 49% ownership in CS France. In connection with the investment in CS France, the noncontrolling shareholders have the option, which is embedded in the noncontrolling interest, to require the Company to purchase the remaining 49% noncontrolling share at a formula price designed to approximate fair value based on operating results of the entity.

The noncontrolling interest is redeemable at other than fair value as the put value is determined based on a formula. The Company records the noncontrolling interests in CS France at the greater of 1) the initial carrying amount, increased or decreased for the noncontrolling shareholders' share of net income or loss and its share of other comprehensive income or loss and dividends ("carrying amount") or 2) the cumulative amount required to accrete the initial carrying amount to the redemption value. According to authoritative accounting guidance, the redeemable noncontrolling interest was classified outside of permanent equity, in mezzanine equity, on the Company's consolidated balance sheets.

Prior to December 31, 2013, the Company was accreting the carrying amount of the redeemable noncontrolling interest in CS France to redemption value. At December 31, 2013, the estimated redemption value of the put option relating to the noncontrolling interest in CS France is $0. As such, the prior period accretion amounts were reversed resulting in the balance in redeemable noncontrolling interest being recorded at zero related to CS France. The initial carrying amount of FMEA's interest in CS France, decreased for their interest in CS France's net loss since inception, at December 31, 2013 is $2,420. This balance is recorded in noncontrolling interest in equity which decreases total equity. This reclassification reflects the fact that the redemption value of the put is $0. The redemption amount, if any, related to the put option is guaranteed by the Company and secured with the CS France shares held by a subsidiary of the Company. The Company has determined that the non-recurring fair value measurement related to this calculation relies primarily on Company-specific inputs and the Company's assumptions, as observable inputs are not available. As such, the Company has determined that this fair value measurement resides within Level 3 of the fair value hierarchy. To determine the fair value of the put option, the Company utilizes the projected cash flows expected to be generated by the joint venture, then discounts the future cash flows by using a risk-adjusted rate for the Company.

According to authoritative accounting guidance for redeemable noncontrolling shareholders' interests, to the extent the noncontrolling shareholders have a contractual right to receive an amount upon exercise of a put option that is other than fair value, and such amount is greater than carrying value, then the noncontrolling shareholder has, in substance, received a dividend distribution that is different than other common stockholders. Therefore the redemption amount in excess of fair value should be reflected in the computation of earnings per share available to the Company's common stockholders. At December 31, 2013 there was no difference between redemption value and fair value.

Derivative Instruments and Hedging Activities

The Company uses derivative financial instruments, including forwards and swap contracts, to manage its exposures to fluctuations in foreign exchange and interest rates. For a fair value hedge, both the effective and ineffective, if significant, portions are recorded in earnings and reflected in the consolidated statements of net income. For a cash flow hedge, the effective portion of the change in the fair value of the derivative is recorded in accumulated other comprehensive loss in the consolidated balance sheet. The ineffective portion, if significant, is recorded in other income or expense. When the underlying hedged transaction is realized or the hedged

transaction is no longer probable, the gain or loss included in accumulated other comprehensive loss is recorded in earnings and reflected in the consolidated statements of net income on the same line as the gain or loss on the hedged item attributable to the hedged risk.

The Company formally documents its hedge relationships, including the identification of the hedging instruments and the hedged items, as well as its risk management objectives and strategies for undertaking the cash flow hedges. The Company also formally assesses whether a cash flow hedge is highly effective in offsetting changes in the cash flows of the hedged item. Derivatives are recorded at fair value in other current assets, accrued liabilities and other long-term liabilities.

Cash Flow Hedges

Forward foreign exchange contracts – The Company enters into forward contracts to hedge currency risk of the U.S. Dollar against the Mexican Peso, the Romanian Leu against the Euro and the Euro against the Polish Zloty and the U.S. Dollar. The forward contracts are used to mitigate the potential volatility to earnings and cash flow arising from changes in currency exchange rates that impact the Company's foreign currency transactions. The gains or losses on the forward contracts are reported as a component of accumulated other comprehensive loss and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. The amount reclassified from accumulated other comprehensive loss into cost of products sold was ($204) for the year ended December 31, 2013. At December 31, 2013 all forward foreign exchange contracts were settled.

Interest rate swaps – The Company had an interest rate swap contract to manage cash flow fluctuations of variable rate debt due to changes in market interest rates. This contract, which fixed the interest payment of a certain variable rate debt instrument, was accounted for as a cash flow hedge. The amount reclassified from accumulated other comprehensive loss into interest expense for this swap was $103 and ($209) for the years ended December 31, 2012 and 2013, respectively. The interest rate swap contract was settled as of September 30, 2013.

Undesignated Derivatives

As part of the FMEA joint venture, SPBT had undesignated derivative forward contracts to hedge currency risk of the Euro against the Polish Zloty which are included in the Company's consolidated financial statements. The forward contracts are used to mitigate the potential volatility of cash flows arising from changes in currency exchange rates that impact the Company's foreign currency transactions. These foreign currency derivative contracts relate to hedge transactions through April 2014. As of December 31, 2013, the notional amount of these contracts was $6,203. At December 31, 2013, the fair value of the Company's undesignated derivative forward contracts was a net asset of $35 and is recorded in other current assets and accrued liabilities in the Company's consolidated balance sheet. The unrealized gain or loss on the forward contracts is reported as a component of other income (expense), net. The unrealized gain for the years ended December 31, 2012 and 2013 was $4,392 and $80, respectively.

Fair Value Measurements

ASC 820 clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based upon assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1: Observable inputs such as quoted prices in active markets;

Level 2: Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and

Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

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Estimates of the fair value of foreign currency and interest rate derivative instruments are determined using exchange traded prices and rates. The Company also considers the risk of non-performance in the estimation of fair value, and includes an adjustment for non-performance risk in the measure of fair value of derivative instruments. In certain instances where market data is not available, the Company uses management judgment to develop assumptions that are used to determine fair value. Fair value measurements and the fair value hierarchy level for the Company's liabilities measured or disclosed at fair value on a recurring basis as of December 31, 2012 and 2013, are shown below:

	December 31, 2012			
Contract	**Asset (Liability)**	**Level 1**	**Level 2**	**Level 3**
Interest rate swap	$ (68)	$ -	$ (68)	$ -
Forward foreign exchange contracts	(29)	-	(29)	-
Total	$ (97)	$ -	$ (97)	$ -

	December 31, 2013			
Contract	**Asset (Liability)**	**Level 1**	**Level 2**	**Level 3**
Interest rate swap	$ -	$ -	$ -	$ -
Forward foreign exchange contracts	35	-	35	-
Total	$ 35	$ -	$ 35	$ -

Items measured at fair value on a non-recurring basis

In addition to items that are measured at fair value on a recurring basis, the Company measures certain assets and liabilities at fair value on a non-recurring basis, which are not included in the table above. As these non-recurring fair value measurements are generally determined using unobservable inputs, these fair value measurements are classified within Level 3 of the fair value hierarchy. For further information on assets and liabilities measured at fair value on a non-recurring basis see Note 2. "Significant Accounting Policies," Note 3. "Acquisitions," Note 4. "Restructuring," Note 5. "Property, Plant and Equipment," and Note 6. "Goodwill and Intangibles."

21. Selected Quarterly Information (Unaudited)

2012	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Sales	$765,264	$734,501	$ 684,029	$697,108
Gross profit	121,658	114,447	103,073	99,710
Net income (loss)	24,146	75,782	10,358	(11,470)
Net income (loss) attributable to Cooper-Standard Holdings Inc.	23,787	77,316	11,624	(9,923)
Net income (loss) available to Cooper-Standard Holdings Inc. common stockholders	17,186	61,315	8,037	(12,002)
Basic net income (loss) per share attributable to Cooper-Standard Holdings Inc.	$ 0.97	$ 3.49	$ 0.46	$ (0.70)
Diluted net income (loss) per share attributable to Cooper-Standard Holdings Inc.	$ 0.90	$ 3.28	$ 0.44	$ (0.70)

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2013	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Sales	$747,577	$784,707	$764,057	$794,201
Gross profit	120,313	132,264	115,029	105,132
Net income (loss)	19,873	26,146	20,286	(21,051)
Net income (loss) attributable to Cooper-Standard Holdings Inc.	20,701	27,432	20,596	(20,788)
Net income (loss) available to Cooper-Standard Holdings Inc. common stockholders	15,300	20,552	15,144	(21,381)
Basic net income (loss) per share attributable to Cooper-Standard Holdings Inc.	$ 0.92	$ 1.45	$ 1.16	$ (1.44)
Diluted net income (loss) per share attributable to Cooper-Standard Holdings Inc.	$ 0.86	$ 1.34	$ 1.08	$ (1.44)

22. Guarantor and Non-Guarantor Subsidiaries

On May 27, 2010, Cooper-Standard Automotive Inc. (the “Issuer”), a wholly-owned subsidiary of Cooper-Standard Holdings Inc., issued 8 1/2% senior notes due 2018 (the “Senior Notes”) with a total principal amount of $450,000. Cooper-Standard Holdings Inc. and all wholly-owned domestic subsidiaries of Cooper-Standard Automotive Inc. (the “Guarantors”) unconditionally guarantee the Senior Notes. The following condensed consolidated financial data provides information regarding the financial position, results of operations, and cash flows of the Guarantors. The Guarantors account for their investments in the non-guarantor subsidiaries on the equity method. The principal elimination entries are to eliminate the investments in subsidiaries and intercompany balances and transactions.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME (LOSS)
For the Year Ended December 31, 2011

	Parent	Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated Totals
				(dollars in millions)		
Sales	$ -	$ 498.4	$ 607.5	$ 1,888.2	$ (140.6)	$ 2,853.5
Cost of products sold	-	407.8	495.1	1,640.6	(140.6)	2,402.9
Selling, administration, & engineering expenses	-	109.8	0.6	147.2	-	257.6
Amortization of intangibles	-	11.1	-	4.5	-	15.6
Restructuring	-	0.4	5.9	45.9	-	52.2
Operating profit (loss)	-	(30.7)	105.9	50.0	-	125.2
Interest expense, net of interest income	-	(28.5)	-	(12.0)	-	(40.5)
Equity earnings	-	1.2	1.0	3.2	-	5.4
Other income (expense), net	-	44.1	13.0	(49.9)	-	7.2
Income (loss) before income taxes	-	(13.9)	119.9	(8.7)	-	97.3
Income tax expense (benefit)	-	(0.8)	6.1	15.5	-	20.8
Income (loss) before equity in income of subsidiaries	-	(13.1)	113.8	(24.2)	-	76.5
Equity in net income of subsidiaries	102.8	115.9	-	-	(218.7)	-
Net income (loss)	102.8	102.8	113.8	(24.2)	(218.7)	76.5
Net loss attributable to noncontrolling interest	-	-	-	26.3	-	26.3
Net income attributable to Cooper-Standard Holdings Inc.	$102.8	$ 102.8	$ 113.8	$ 2.1	$ (218.7)	$ 102.8
Comprehensive income (loss)	$ 44.5	$ 44.5	$ 113.8	$ (61.0)	$ (126.8)	$ 15.0
Add: Comprehensive loss attributable to noncontrolling interests	-	-	-	29.5	-	29.5
Comprehensive income (loss) attributable to Cooper-Standard Holdings Inc.	$ 44.5	$ 44.5	$ 113.8	$ (31.5)	$ (126.8)	$ 44.5

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME (LOSS)
For the Year Ended December 31, 2012

	Parent	Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated Totals
				(dollars in millions)		
Sales	$ -	$ 564.4	$ 629.1	$ 1,871.8	$ (184.4)	$ 2,880.9
Cost of products sold	-	470.0	526.6	1,629.8	(184.4)	2,442.0
Selling, administration, & engineering expenses	-	127.6	4.9	148.8	-	281.3
Amortization of intangibles	-	11.4	-	4.0	-	15.4
Impairment charges	-	-	-	10.1	-	10.1
Restructuring	-	0.3	0.4	28.1	-	28.8
Operating profit (loss)	-	(44.9)	97.2	51.0	-	103.3
Interest expense, net of interest income	-	(33.4)	-	(11.4)	-	(44.8)
Equity earnings	-	1.8	3.7	3.3	-	8.8
Other income (expense), net	-	34.5	1.4	(35.9)	-	-
Income (loss) before income taxes	-	(42.0)	102.3	7.0	-	67.3
Income tax expense (benefit)	-	19.5	(48.1)	(2.9)	-	(31.5)
Income (loss) before equity in income (loss) subsidiaries	-	(61.5)	150.4	9.9	-	98.8
Equity in net income of subsidiaries	102.8	164.3	-	-	(267.1)	-
Net income	102.8	102.8	150.4	9.9	(267.1)	98.8
Net loss attributable to noncontrolling interest	-	-	-	4.0	-	4.0
Net income attributable to Cooper-Standard Holdings Inc.	$ 102.8	$ 102.8	$ 150.4	$ 13.9	$ (267.1)	$ 102.8
Comprehensive income (loss)	$ 69.8	$ 69.8	$ 150.4	$ (12.2)	$ (213.2)	$ 64.6
Add: Comprehensive loss attributable to noncontrolling interests	-	-	-	5.2	-	5.2
Comprehensive income (loss) attributable to Cooper-Standard Holdings Inc.	$ 69.8	$ 69.8	$ 150.4	$ (7.0)	$ (213.2)	$ 69.8

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME (LOSS)
For the Year Ended December 31, 2013

	Parent	Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated Totals
	(dollar amounts in millions)					
Sales	$ -	$584.8	$ 680.7	$ 2,025.4	$ (200.4)	$ 3,090.5
Cost of products sold	-	502.4	536.8	1,779.0	(200.4)	2,617.8
Selling, administration, & engineering expenses	-	121.1	10.8	161.6	-	293.5
Amortization of intangibles	-	11.4	-	4.0	-	15.4
Restructuring	-	1.8	0.2	19.7	-	21.7
Operating profit (loss)	-	(51.9)	132.9	61.1	-	142.1
Interest expense, net of interest income	(11.6)	(30.6)	-	(12.7)	-	(54.9)
Equity earnings	-	3.2	3.8	4.0	-	11.0
Other income (expense), net	-	17.8	0.8	(26.0)	-	(7.4)
Income (loss) before income taxes	(11.6)	(61.5)	137.5	26.4	-	90.8
Income tax expense (benefit)	(3.5)	(18.5)	41.3	26.3	-	45.6
Income (loss) before equity in income (loss) subsidiaries	(8.1)	(43.0)	96.2	0.1	-	45.2
Equity in net income of subsidiaries	56.0	99.0	-	-	(155.0)	-
Net income (loss)	47.9	56.0	96.2	0.1	(155.0)	45.2
Net loss attributable to noncontrolling interest	-	-	-	2.7	-	2.7
Net income (loss) attributable to Cooper-Standard Holdings Inc.	$ 47.9	$ 56.0	$ 96.2	$ 2.8	$ (155.0)	$ 47.9
Comprehensive income (loss)	$ 65.7	$ 73.8	$ 96.2	$ (10.3)	$ (162.3)	$ 63.1
Add: Comprehensive loss attributable to noncontrolling interests	-	-	-	2.6	-	2.6
Comprehensive income (loss) attributable to Cooper-Standard Holdings Inc.	$ 65.7	$ 73.8	$ 96.2	$ (7.7)	$ (162.3)	$ 65.7

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

CONDENSED CONSOLIDATING BALANCE SHEET
December 31, 2012

	Parent	Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated Totals
			(dollar amounts in millions)			
ASSETS						
Current assets:						
Cash and cash equivalents	$ -	$ 177.5	$ 4.4	$ 88.7	$ -	$ 270.6
Accounts receivable, net	-	54.8	72.6	222.7	-	350.1
Tooling receivable	-	13.4	12.1	91.4	-	116.9
Inventories	-	18.8	28.5	96.0	-	143.3
Prepaid expenses	-	5.9	0.3	15.7	-	21.9
Other	-	35.5	0.6	51.7	-	87.8
Total current assets	-	305.9	118.5	566.2	-	990.6
Investments in affiliates and intercompany accounts, net	628.3	339.7	998.7	(52.9)	(1,851.6)	62.2
Property, plant, and equipment, net	-	88.2	56.5	483.9	-	628.6
Goodwill	-	111.1	-	22.6	-	133.7
Other assets	-	80.9	48.2	81.8	-	210.9
	$ 628.3	$ 925.8	$ 1,221.9	$ 1,101.6	$ (1,851.6)	$ 2,026.0
LIABILITIES & EQUITY						
Current liabilities:						
Debt payable within one year	$ -	$ -	$ -	$ 32.6	$ -	$ 32.6
Accounts payable	-	45.4	41.3	184.7	-	271.4
Accrued liabilities	-	59.1	5.4	118.5	-	183.0
Total current liabilities	-	104.5	46.7	335.8	-	487.0
Long-term debt	-	450.0	-	0.8	-	450.8
Other liabilities	-	167.4	(0.2)	156.0	-	323.2
Total liabilities	-	721.9	46.5	492.6	-	1,261.0
Redeemable noncontrolling interests	-	-	-	14.2	-	14.2
Preferred stock	-	121.6	-	-	-	121.6
Total Cooper-Standard Holdings Inc. equity	628.3	82.3	1,175.4	593.9	(1,851.6)	628.3
Noncontrolling interests	-	-	-	0.9	-	0.9
Total equity	628.3	82.3	1,175.4	594.8	(1,851.6)	629.2
Total liabilities and equity	$ 628.3	$ 925.8	$ 1,221.9	$ 1,101.6	$ (1,851.6)	$ 2,026.0

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

CONDENSED CONSOLIDATING BALANCE SHEET
December 31, 2013

	Parent	Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated Totals
			(dollar amounts in millions)			
ASSETS						
Current assets:						
Cash and cash equivalents	$ 13.1	$ 83.0	$ -	$ 88.3	$ -	$ 184.4
Accounts receivable, net	-	55.5	70.9	239.4	-	365.8
Tooling receivable	-	27.1	15.7	113.4	-	156.2
Inventories	-	24.6	32.3	122.9	-	179.8
Prepaid expenses	-	6.2	0.6	20.1	-	26.9
Other	-	26.4	0.7	55.2	-	82.3
Total current assets	13.1	222.8	120.2	639.3	-	995.4
Investments in affiliates and intercompany accounts, net	800.5	231.8	1,191.6	(110.2)	(2,047.2)	66.5
Property, plant, and equipment, net	-	103.6	58.6	570.7	-	732.9
Goodwill	-	111.1	-	28.6	-	139.7
Other assets	4.8	150.1	(40.8)	54.2	-	168.3
	$ 818.4	$ 819.4	$ 1,329.6	$ 1,182.6	$ (2,047.2)	$ 2,102.8
LIABILITIES & EQUITY						
Current liabilities:						
Debt payable within one year	$ -	$ -	$ -	$ 28.3	$ -	$ 28.3
Accounts payable	-	53.8	54.6	247.0	-	355.4
Accrued liabilities	3.7	40.8	3.7	138.3	-	186.5
Total current liabilities	3.7	94.6	58.3	413.6	-	570.2
Long-term debt	196.5	450.0	-	9.6	-	656.1
Other liabilities	-	115.3	(0.1)	140.5	-	255.7
Total liabilities	200.2	659.9	58.2	563.7	-	1,482.0
Redeemable noncontrolling interests	-	-	-	5.2	-	5.2
Preferred stock	-	-	-	-	-	-
Total Cooper-Standard Holdings Inc. equity	618.2	159.5	1,271.4	616.3	(2,047.2)	618.2
Noncontrolling interests	-	-	-	(2.6)	-	(2.6)
Total equity	618.2	159.5	1,271.4	613.7	(2,047.2)	615.6
Total liabilities and equity	$ 818.4	$ 819.4	$ 1,329.6	$ 1,182.6	$ (2,047.2)	$ 2,102.8

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
For the Year Ended December 31, 2011

	Parent	Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated Totals
				(dollars in millions)		
OPERATING ACTIVITIES						
Net cash provided by (used in) operating activities	$ 7.1	$ 31.7	$ (2.3)	$ 135.8	$ -	$ 172.3
INVESTING ACTIVITIES						
Capital expenditures, including other intangible assets	-	(23.1)	(13.4)	(71.8)	-	(108.3)
Acquisition of businesses, net of cash acquired	-	-	-	28.4	-	28.4
Investment in affiliates	-	(10.5)	-	-	-	(10.5)
Proceeds from partial sale of joint venture	-	-	16.0	-	-	16.0
Proceeds from the sale of fixed assets	-	-	0.5	0.1	-	0.6
Net cash provided by (used in) investing activities	-	(33.6)	3.1	(43.3)	-	(73.8)
FINANCING ACTIVITIES						
Decrease in short-term debt	-	-	-	(5.8)	-	(5.8)
Principal payments on long-term debt	-	-	-	(4.0)	-	(4.0)
Repurchase of preferred stock	-	(7.5)	-	-	-	(7.5)
Other	(7.1)	36.0	(0.8)	(35.4)	-	(7.3)
Net cash provided by (used in) financing activities	(7.1)	28.5	(0.8)	(45.2)	-	(24.6)
Effects of exchange rate changes on cash	-	-	-	(6.7)	-	(6.7)
Changes in cash and cash equivalents	-	26.6	-	40.6	-	67.2
Cash and cash equivalents at beginning of period	-	163.0	-	131.5	-	294.5
Cash and cash equivalents at end of period	$ -	$ 189.6	$ -	$ 172.1	$ -	$ 361.7
Depreciation and amortization	$ -	$ 28.5	$ 16.3	$ 79.3	$ -	$ 124.1

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
For the Year Ended December 31, 2012

	Parent	Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated Totals
				(dollars in millions)		
OPERATING ACTIVITIES						
Net cash provided by (used in) operating activities	$ 6.8	$ (1.0)	$ 17.0	$ 61.6	$ -	$ 84.4
INVESTING ACTIVITIES						
Capital expenditures, including other intangible assets	-	(28.9)	(16.7)	(85.5)	-	(131.1)
Acquisition of businesses, net of cash acquired	-	-	-	(1.1)	-	(1.1)
Proceeds from the sale of fixed assets	-	(0.1)	4.1	10.6	-	14.6
Net cash used in investing activities	-	(29.0)	(12.6)	(76.0)	-	(117.6)
FINANCING ACTIVITIES						
Decrease in short-term debt	-	-	-	(0.4)	-	(0.4)
Principal payments on long-term debt	-	-	-	(5.1)	-	(5.1)
Purchase of noncontrolling interest	-	-	-	(2.0)	-	(2.0)
Repurchase of preferred and common stock	-	(43.7)	-	-	-	(43.7)
Other	(6.8)	61.6	-	(61.6)	-	(6.8)
Net cash provided by (used in) financing activities	(6.8)	17.9	-	(69.1)	-	(58.0)
Effects of exchange rate changes on cash	-	-	-	0.1	-	0.1
Changes in cash and cash equivalents	-	(12.1)	4.4	(83.4)	-	(91.1)
Cash and cash equivalents at beginning of period	-	189.6	-	172.1	-	361.7
Cash and cash equivalents at end of period	$ -	$ 177.5	$ 4.4	$ 88.7	$ -	$ 270.6
Depreciation and amortization	$ -	$ 28.3	$ 14.5	$ 79.9	$ -	$ 122.7

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Dollar amounts in thousands except note 22, per share and share amounts)

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
For the Year Ended December 31, 2013

	Parent	Issuer	Guarantors	Non-Guarantors	Eliminations	Consolida Totals
			(dollar amounts in millions)			
OPERATING ACTIVITIES						
Net cash provided by (used in) operating activities	$ (2.1)	$ 17.0	$ 11.6	$ 106.8	$ -	$ 133.3
INVESTING ACTIVITIES						
Capital expenditures, including other intangible assets	-	(30.4)	(18.1)	(134.8)	-	(183.3)
Acquisition of businesses, net of cash acquired	-	4.0	-	(17.5)	-	(13.5)
Return on equity investments	-	-	2.1	-	-	2.1
Proceeds from the sale of fixed assets and other	-	-	-	3.6	-	3.6
Net cash used in investing activities	-	(26.4)	(16.0)	(148.7)	-	(191.1)
FINANCING ACTIVITIES						
Proceeds from issuance of senior PIK toggle notes, net of debt issuance costs	194.4	-	-	-	-	194.4
Decrease in short-term debt, net	-	-	-	(0.5)	-	(0.5)
Principal payments on long-term debt				(3.9)		(3.9)
Increase in long-term debt	-	-	-	7.1	-	7.1
Purchase of noncontrolling interest	-	-	-	(1.9)	-	(1.9)
Repurchase of common stock	(174.4)	(43.1)	-	-	-	(217.5)
Proceeds from exercise of warrants	-	11.3	-	-	-	11.3
Other	(4.8)	(53.3)	-	46.1	-	(12.0)
Net cash provided by (used in) financing activities	15.2	(85.1)	-	46.9	-	(23.0)
Effects of exchange rate changes on cash and cash equivalents	-	-	-	(5.4)	-	(5.4)
Changes in cash and cash equivalents	13.1	(94.5)	(4.4)	(0.4)	-	(86.2)
Cash and cash equivalents at beginning of period	-	177.5	4.4	88.7	-	270.6
Cash and cash equivalents at end of period	$ 13.1	$ 83.0	$ -	$ 88.3	$ -	$ 184.4
Depreciation and amortization	$ -	$ 28.2	$ 12.1	$ 70.7	$ -	$ 111.0

23. Accounts Receivable Factoring

As a part of its working capital management, the Company sells certain receivables through third party financial institutions with and without recourse. The amount sold varies each month based on the amount of underlying receivables and cash flow needs of the Company. The Company continues to service the receivables. These are permitted transactions under the Company's credit agreement governing the Senior ABL Facility and the indentures governing the Senior Notes and the Senior PIK Toggle Notes.

At December 31, 2012 and 2013, the Company had $73,686 and $94,546, respectively, outstanding under receivable transfer agreements without recourse entered into by various locations. The total amount of accounts receivable factored were $332,004 and $474,233 for the years ended December 31, 2012 and 2013. Costs incurred on the sale of receivables were $2,047, $2,216 and $2,876 for the years ended December 31, 2011, 2012 and 2013, respectively. These amounts are recorded in other income (expense), net and interest expense, net of interest income in the consolidated statements of net income.

At December 31, 2012 and 2013, the Company had $13,708 and $9,159, respectively, outstanding under receivable transfer agreements with recourse. The secured borrowings are recorded in debt payable within one year and receivables are pledged equal to the balance of the borrowings. The total amount of accounts receivable factored was $81,596 and $89,642 for the years ended December 31, 2012 and 2013, respectively. Costs incurred on the sale of receivables were $363, $340 and $432 for the years ended December 31, 2011, 2012 and 2013, respectively. These amounts are recorded in other income (expense), net and interest expense, net of interest income in the consolidated statements of net income.

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SCHEDULE II

Valuation and Qualifying Accounts
(dollars in millions)

Description	Balance at beginning of period	Charged to Expenses	Charged (credited) to other accounts (a)	Deductions	Balance at end of period
Allowance for doubtful accounts deducted from accounts receivable					
Year ended December 31, 2011	$ 1.0	3.8	(0.9)	(0.9)	$ 3.0
Year ended December 31, 2012	$ 3.0	0.8	0.6	(0.7)	$ 3.7
Year ended December 31, 2013	$ 3.7	3.9	(0.3)	(1.0)	$ 6.3

(a) Primarily foreign currency translation.

Description	Balance at beginning of period	Additions		Deductions	Balance at end of period
		Charged to Income	Charged to Equity		
Tax valuation allowance					
Year ended December 31, 2011	$ 155.4	(10.8)	7.8	-	$ 152.4
Year ended December 31, 2012	$ 152.4	(57.7)	2.6	-	$ 97.3
Year ended December 31, 2013	$ 97.3	20.4	5.1	-	$ 122.8

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Not applicable.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company has evaluated, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act, as amended (the "Exchange Act")) as of December 31, 2013. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. However, based on that evaluation, the Company's Chief Executive Officer along with the Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of December 31, 2013.

Management's Report on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, the Company conducted an evaluation of the effectiveness of internal control over financial reporting based on the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 1992. Based on the evaluation under the framework in Internal Control—Integrated Framework, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2013.

The attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting is set forth in item 8. "Consolidated Financial Statements and Supplementary Data," under the caption "Report of Independent Registered Public Accounting Firm on Internal control over Financial Reporting" and incorporated herein by reference.

There was no change in the Company's internal control over financial reporting that occurred during the fourth quarter ended December 31, 2013 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Information concerning the Company's directors, corporate governance guidelines, Compensation Committee and Governance Committee appears in the Company's definitive Proxy Statement for its 2014 Annual Meeting of Stockholders under the headings "The Board's Committees and Their Functions" and "Corporate Governance" and is incorporated herein by reference. Information concerning the Company's executive officers is contained at the end of Part I of this Annual Report on Form 10-K under the heading "Executive Officers."

Audit Committee

Information regarding the Audit Committee, including the identification of the Audit Committee members and the "audit committee financial expert," appears in the Company's definitive Proxy Statement for its 2014 Annual Meeting of Stockholders under the headings "The Board's Committees and Their Functions" and "Corporate Governance" and is incorporated herein by reference.

Compliance with Section 16(a) of The Exchange Act

Information regarding compliance with Section 16(a) of the Exchange Act appears in the Company's definitive Proxy Statement for its 2014 Annual Meeting of Stockholders under the headings "Section 16(a) Beneficial Ownership Reporting Compliance" and is incorporated herein by reference.

Code of Ethics

The Company's Code of Business Ethics and Conduct applies to all of the Company's officers, directors and employees and is available on the Company's website at www.cooperstandard.com. To access this information, first click on "Investors" and then click on "Code of Conduct" of the Company's website.

Item 11. Executive Compensation

Information regarding executive and director compensation, Compensation Committee Interlocks and Insider Participation, and the Compensation Committee Report appears in the Company's definitive Proxy Statement for its 2014 Annual Meeting of Stockholders under the headings "Compensation Discussion & Analysis," "Executive Compensation" and "Director Compensation" and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information concerning the security ownership of certain beneficial owners and management of the Company's voting securities and equity securities appears in the Company's definitive Proxy Statement for its 2014 Annual Meeting of Stockholders, under the heading "Stock Ownership" and is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Information regarding transactions with related persons appears in the Company's definitive Proxy Statement for its 2014 Annual Meeting of Stockholders under the heading "The Board's Committee and Their Functions" and is incorporated herein by reference.

Information regarding the independence of the Company's directors appears in the Company's definitive Proxy Statement for its 2014 Annual Meeting of Stockholders under the heading "Corporate Governance" and is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services

Information regarding the Company's independent auditor appears in the Company's definitive Proxy Statement for its 2014 Annual Meeting of Stockholders under the heading "Certain Relationships and Related Transactions" and is incorporated herein by reference.

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PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Documents Filed as Part of this Annual Report on Form 10-K:

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1. Financial Statements:	
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2. Financial Statement Schedules:

Schedule II—Valuation and Qualifying Accounts	104

All other financial statement schedules are not required under the related instructions or are inapplicable and therefore have been omitted.

3. The Exhibits listed on the “Index to Exhibits” are filed herewith or are incorporated by reference as indicated below.

Index to Exhibits

Exhibit No.	Description of Exhibit
2.1*	Debtors' Second Amended Joint Chapter 11 Plan of Reorganization, dated March 26, 2010 (incorporated by reference to Exhibit 2.1 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed May 24, 2010).
3.1*	Third Amended and Restated Certificate of Incorporation of Cooper-Standard Holdings Inc., dated May 27, 2010 (incorporated by reference to Exhibit 3.1 to Cooper-Standard Holdings Inc.'s Registration Statement on Form S-1 (File No. 333-168316)).
3.2*	Amended and Restated Bylaws of Cooper-Standard Holdings Inc. (incorporated by reference to Exhibit 3.2 to Cooper-Standard Holdings Inc.'s Registration Statement on Form S-1 (File No. 333-168316)).
3.3*	Cooper-Standard Holdings Inc. Certificate of Designations 7% Cumulative Participating Convertible Preferred Stock (incorporated by reference to Exhibit 3.3 to Cooper-Standard Holdings Inc.'s Registration Statement on Form S-1 (File No. 333-168316)).
4.1*	Indenture, 8 1/2% Senior Notes due 2018, dated as of May 11, 2010, between CSA Escrow Corporation and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to Cooper-Standard Holdings Inc.'s Registration Statement on Form S-1 (File No. 333-168316)).
4.2*	Supplemental Indenture, Senior Notes due 2018, dated as of May 27, 2010, among Cooper-Standard Automotive Inc., Cooper-Standard Holdings Inc., the subsidiaries of Cooper-Standard Automotive Inc. set forth on the signature page thereto and U.S. Bank National Association, as trustee under the indenture (incorporated by reference to Exhibit 4.1 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed June 3, 2010).
4.3*	Registration Rights Agreement, dated as of May 11, 2010, by and among CSA Escrow Corporation and Deutsche Bank Securities Inc. (incorporated by reference to Exhibit 4.3 to Cooper-Standard Holdings Inc.'s Registration Statement on Form S-1 (File No. 333-168316)).
4.4*	Joinder to Registration Rights Agreement, dated May 27, 2010 (incorporated by reference to Exhibit 4.2 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed June 3, 2010).
4.5*	Registration Rights Agreement, dated as of May 27, 2010, by and among Cooper-Standard Holdings Inc., the Backstop Purchasers and the other holders party thereto (incorporated by reference to Exhibit 4.3 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed June 3, 2010).
4.6*	Warrant Agreement, dated as of May 27, 2010, between Cooper-Standard Holdings Inc. and Computershare Inc. and Computershare Trust Company, N.A., collectively as Warrant Agent (incorporated by reference to Exhibit 4.4 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed June 3, 2010).
4.7*	Form of 8 1/2% Senior Notes due 2018 (included in Exhibit 4.1).
4.8*	Indenture, dated as of April 3, 2013, by and among Cooper-Standard Holdings Inc. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed with the Commission on April 4, 2013).
4.9*	Forms of Senior PIK Toggle Notes due 2018 (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed with the Commission on May 23, 2013).

Exhibit No.	Description of Exhibit
10.1*	Amended and Restated Loan and Security Agreement, dated April 8, 2013, by and among Cooper-Standard Holdings Inc., Cooper-Standard Automotive Inc., Cooper-Standard Automotive International Holdings B.V., Cooper-Standard Automotive Canada Limited and Bank of America, N.A., individually and as agent (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Commission on April 10, 2013).
10.2*†	Employment Agreement, dated as of January 1, 2009, by and among Cooper-Standard Automotive Inc. and Allen J. Campbell (incorporated by reference to Exhibit 10.23 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2008).
10.3*†	Employment Agreement, dated as of January 1, 2009, by and among Cooper-Standard Automotive Inc. and Keith D. Stephenson (incorporated by reference to Exhibit 10.25 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2008).
10.4*†	Cooper-Standard Automotive Inc. Executive Severance Pay Plan effective January 1, 2011 (incorporated by reference to Exhibit 10.7 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2010).
10.5*†	Cooper-Standard Automotive Inc. Deferred Compensation Plan, effective January 1, 2005 with Amendments through December 31, 2008 (incorporated by reference to Exhibit 10.33 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2008).
10.6*†	Cooper-Standard Automotive Inc. Supplemental Executive Retirement Plan, effective January 1, 2011 (incorporated by reference to Exhibit 10.10 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2010).
10.7*†	Cooper-Standard Automotive Inc. Nonqualified Supplementary Benefit Plan, Amended and Restated as of January 1, 2011 (incorporated by reference to Exhibit 10.12 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2010).
10.8*†	Cooper-Standard Automotive Inc. Long-Term Incentive Plan (incorporated by reference to Exhibit 10.13 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2010).
10.9*†	Form of Amendment to Employment Agreement, effective January 1, 2011 (incorporated by reference to Exhibit 10.16 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2010).
10.10*†	2011 Cooper-Standard Automotive Inc. Annual Incentive Plan (incorporated by reference to Exhibit 10.17 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2010).
10.11*†	2011 Cooper-Standard Holdings Inc. Omnibus Incentive Plan (incorporated by reference to Exhibit 10.12 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2010).
10.12**†	Amended and Restated 2011 Cooper-Standard Holdings Inc. Omnibus Incentive Plan.
10.13*†	Form of Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan Stock Award Agreement for key employees (incorporated by reference to Exhibit 10.23 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2010).

Exhibit No.	Description of Exhibit
10.14*†	Form of Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan Nonqualified Stock Option Agreement for key employees (incorporated by reference to Exhibit 10.24 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2010).
10.15*†	Form of Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan Restricted Stock Unit Award Agreement for key employees (incorporated by reference to Exhibit 10.25 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2010).
10.16*†	Form of 2012 Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan Nonqualified Stock Option Agreement (incorporated by reference to Exhibit 10.21 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2012).
10.17*†	Form of 2012 Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.22 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2012).
10.18*†	2010 Cooper-Standard Holdings Inc. Management Incentive Plan (incorporated by reference to Exhibit 10.6 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed June 3, 2010).
10.19*†	Form of 2010 Cooper-Standard Holdings Inc. Management Incentive Plan Nonqualified Stock Option Agreement for key employees (incorporated by reference to Exhibit 10.7 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed June 3, 2010).
10.20*†	Form of 2010 Cooper-Standard Holdings Inc. Management Incentive Plan Restricted Stock Award Agreement for key employees (incorporated by reference to Exhibit 10.8 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed June 3, 2010).
10.21*†	Form of 2010 Cooper-Standard Holdings Inc. Management Incentive Plan Nonqualified Stock Option Agreement for directors (incorporated by reference to Exhibit 10.9 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed June 3, 2010).
10.22*†	Form of 2010 Cooper-Standard Holdings Inc. Management Incentive Plan Restricted Stock Award Agreement for directors (incorporated by reference to Exhibit 10.10 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed June 3, 2010).
10.23*†	Letter Agreement between Jeffrey S. Edwards, Cooper-Standard Holdings Inc., Cooper-Standard Automotive Inc. dated October 1, 2012 (incorporated by reference to Exhibit 10.2 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2012).
10.24*†	Letter Agreement between D. William Pumphrey, Jr., Cooper-Standard Holdings Inc. and Cooper-Standard Automotive Inc. dated August 16, 2011 (incorporated by reference to Exhibit 10.30 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2012).
10.25*†	Form of 2012 Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan Restricted Stock Unit Award Agreement (Non-Management Directors) (incorporated by reference to Exhibit 10.31 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2012).
10.26**†	Service Contract between CSA Germany Verwaltungs GmbH and Juan Fernando de Miguel Posada dated March 1, 2013.
10.27**†	International Assignment Agreement between Song Min Lee and Cooper-Standard Automotive Inc. dated December 31, 2012.

Exhibit No.	Description of Exhibit
10.28**†	Cooper-Standard Automotive Inc. Long-Term Incentive Plan, Amended and Restated effective as of January 1, 2014.
10.29**†	Cooper-Standard Automotive Inc. Annual Incentive Plan, Amended and Restated effected as of January 1, 2014.
21.1**	List of Subsidiaries.
23.1**	Consent of Independent Registered Public Accounting Firm.
31.1**	Certification of Principal Executive Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a) (Section 302 of the Sarbanes-Oxley Act of 2002).
31.2**	Certification of Principal Financial Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a) (Section 302 of the Sarbanes-Oxley Act of 2002).
32.1**	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 (Section 906 of the Sarbanes-Oxley Act of 2002).
32.2**	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 (Section 906 of the Sarbanes-OxleyAct of 2002).
101.INS***	XBRL Instance Document
101.SCH***	XBRL Taxonomy Extension Schema Document
101.CAL***	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF***	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB***	XBRL Taxonomy Label Linkbase Document
101.PRE***	XBRL Taxonomy Extension Presentation Linkbase Document

*	Previously filed.
**	Filed herewith.
***	Submitted electronically with the Report.
†	Management contracts and compensation plans or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

COOPER-STANDARD HOLDINGS INC.

Date: February 28, 2014

/s/ Jeffrey S. Edwards

Jeffrey S. Edwards
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below on February 28, 2014 by the following persons on behalf of the Registrant in the capacities indicated.

Signature	Title
/s/ Jeffrey S. Edwards Jeffrey S. Edwards	Chairman and Chief Executive Officer
/s/ Allen J. Campbell Allen J. Campbell	Chief Financial Officer (Principal Financial Officer)
/s/ Helen T. Yantz Helen T. Yantz	Chief Accounting Officer (Principal Accounting Officer)
/s/ Larry J. Jutte Larry J. Jutte	Director
/s/ Jeffrey E. Kirt Jeffrey E. Kirt	Director
/s/ David J. Mastrocola David J. Mastrocola	Director
/s/ Thomas W. Sidlik Thomas W. Sidlik	Director
/s/ Stephen A. Van Oss Stephen A. Van Oss	Director
/s/ Kenneth L. Way Kenneth L. Way	Director

Exhibit 10.12

COOPER-STANDARD HOLDINGS INC.
2011 OMNIBUS INCENTIVE PLAN
(as amended and restated)

1. Purposes; History

(a) The purpose of the Plan is to aid the Company and its Affiliates in recruiting and retaining key employees and directors of outstanding ability and to motivate such key employees and directors to exert their best efforts on behalf of the Company and its Affiliates by providing incentives through the granting of Awards. The Company expects that it will benefit from the added interest which such key employees and directors will have in the welfare of the Company as a result of their proprietary interest in the Company's success.

(b) Prior to the Effective Date, the Company had in effect the Amended and Restated 2010 Cooper-Standard Holdings Inc. Management Incentive Plan (the "Prior Plan"). Upon the Effective Date, this Plan amended, restated and replaced the Prior Plan in full. Awards outstanding under the Prior Plan continued to be outstanding but, upon the Effective Date, became subject to the terms and conditions of this Plan.

2. Definitions

The following capitalized terms used in the Plan have the respective meanings set forth in this Section:

<u>Act</u>: The Securities Exchange Act of 1934, as amended, or any successor thereto.

<u>Affiliate</u>: With respect to an entity, any entity directly or indirectly controlling, controlled by, or under common control with, such first entity.

<u>Agreement</u>: The written or electronic agreement between the Company and a Participant evidencing the grant of an Award and setting forth the terms and conditions thereof.

<u>Award</u>: A grant of Options, Stock Appreciation Rights, Shares of Common Stock, Restricted Stock, Restricted Stock Units, an Incentive Award or any other type of award permitted under and granted pursuant to the Plan.

<u>Board</u>: The Board of Directors of the Company.

<u>Cause</u>: Except as otherwise provided for in an Agreement, Cause means (i) in the case of a Participant whose employment with the Company or an Affiliate is subject to the terms of an employment agreement between such Participant and the Company or such Affiliate which includes a definition of "Cause", shall have the meaning set forth in such

employment agreement during the period that such employment agreement remains in effect; and (ii) in all other cases, shall mean (1) the Participant's willful failure to perform duties or directives which is not cured following written notice, (2) the Participant's commission of a (x) felony or (y) crime involving moral turpitude, (3) the Participant's willful malfeasance or misconduct which is demonstrably injurious to the Company or its Affiliates, or (4) material breach by the Participant of the restrictive covenants, including, without limitation, any non-compete, non-solicitation or confidentiality provisions to which the Participant is bound.

Change of Control: The occurrence of any of the following events after the Effective Date: (i) the sale or disposition, in one or a series of related transactions, of all or substantially all of the assets of the Company to any "person" or "group" (as such terms are defined in Sections 13(d)(3) and 14(d)(2) of the Act); (ii) any person or group is or becomes the "beneficial owner" (as defined in Rules 13d-3 and 13d-5 under the Act), directly or indirectly, of greater than or equal to 50% of the total voting power of the voting stock of the Company, including by way of merger, consolidation or otherwise; (iii) individuals who, as of the Restatement Effective Date, constitute the Board (the "Incumbent Board") cease for any reason to constitute at least a majority of such Board; provided that any individual who becomes a director of the Company subsequent to the date hereof whose election, or nomination for election by the Company's shareholders, was approved by the vote of at least a majority of the directors then comprising the Incumbent Board shall be deemed a member of the Incumbent Board; provided further, that any individual who was initially elected as a director of the Company as a result of an actual or threatened solicitation by a Person other than the Board for the purpose of opposing a solicitation by any other Person with respect to the election or removal of directors, or any other actual or threatened solicitation of proxies or consents by or on behalf of any Person other than the Board shall not be deemed a member of the Incumbent Board; or (iv) the consummation of a plan of complete liquidation or dissolution of the Company; provided, however, clauses (iii) and (iv) of this definition shall only apply to Awards granted on or after the Restatement Effective Date.

Notwithstanding anything in the Plan or an applicable Agreement, if an Award is considered deferred compensation subject to the provisions of Code Section 409A, and if the payment of compensation under such Award would be triggered upon an event that otherwise would constitute a "Change of Control" but that would not constitute a change of control for purposes of Code Section 409A, then such event shall not constitute a "Change of Control" for purposes of the payment provisions of such Award.

Code: The Internal Revenue Code of 1986, as amended, and any successor thereto. Reference in the Plan to any section of the Code shall be deemed to include any regulations or other interpretive guidance under such section, and any amendments or successor provisions to such section, regulations or guidance.

Committee: The Board or any committee to which the Board delegates duties and powers hereunder; such committee shall be comprised solely of at least two directors, each of whom must qualify as an “outside director” within the meaning of Code Section 162(m), and as a “non-employee” director within the meaning of Rule 16b-3 promulgated under the Act.

Common Stock: The shares of common stock, par value $0.001 per share, of the Company.

Company: Cooper-Standard Holdings Inc., a Delaware corporation.

Director: A non-employee member of the Board.

Disability: Except as otherwise provided for in an Agreement, Disability means (i) in the case of a Participant whose employment with the Company or an Affiliate is subject to the terms of an employment agreement between such Participant and the Company or such Affiliate, which employment agreement includes a definition of “Disability”, the term “Disability” as used in this Plan or any Agreement shall have the meaning set forth in such employment agreement during the period that such employment agreement remains in effect; and (ii) in all other cases, the Participant becomes physically or mentally incapacitated and is therefore unable for a period of six (6) consecutive months or for an aggregate of nine (9) months in any twenty-four (24) consecutive month period to perform the Participant’s duties (such incapacity is hereinafter referred to as “Disability”). Any question as to the existence of the Disability of the Participant as to which the Participant and the Company cannot agree shall be determined in writing by a qualified independent physician mutually acceptable to the Participant and the Company. If the Participant and the Company cannot agree as to a qualified independent physician, each shall appoint such a physician and those two physicians shall select a third who shall make such determination in writing. The determination of Disability made in writing to the Company and the Participant shall be final and conclusive for all purposes of the Agreement.

Effective Date: The original effective date of the Plan was January 1, 2011. The “Restatement Effective Date” of this amendment and restatement means the date of the 2013 annual meeting of the stockholders of the Company.

Employment: The term “Employment” as used herein shall be deemed to refer to a Participant’s employment if the Participant is an employee of the Company or any of its Affiliates or to a Participant’s services as a non-employee director, if the Participant is a non-employee member of the Board. For the avoidance of doubt, a Participant’s Employment shall be deemed to remain in effect so long as the Participant is either an employee of the Company or any of its Affiliates or a non-employee member of the Board.

Fair Market Value: On a given date, (i) the closing price of a Share on the date in question (or, if there is no reported sale on such date, on the last preceding date on

which any reported sale occurred) on the principal stock market or exchange on which the Shares are quoted or traded, (ii) if the Shares are traded in an over-the-counter market, the last sales price (or, if there is no last sales price reported, the average of the closing bid and asked prices) for the Shares on the particular date, or on the last preceding date on which there was a sale of Shares on that market, or (iii) if the Shares are not quoted or traded on a stock market, exchange, or over-the-counter market, the Fair Market Value of the Shares will be as determined in good faith by the Committee.

Good Reason: Except as otherwise provided for in an Agreement, Good Reason means (i) in the case of a Participant whose employment with the Company or an Affiliate is subject to the terms of an employment agreement between such Participant and the Company or such Affiliate which employment includes a definition of "Good Reason", shall have the meaning set forth in such employment agreement during the period that such employment agreement remains in effect; and (ii) in all other cases, shall mean (1) a substantial diminution in the Participant's position or duties; adverse change of reporting lines; or assignment of duties materially inconsistent with the Participant's position; (2) any reduction in the Participant's base salary or annual bonus opportunity other than a reduction which is applied generally to other similarly-situated employees in a similar manner; (3) any reduction in the Participant's long-term cash incentive compensation opportunities, other than reductions generally affecting other employees participating in the applicable long-term incentive compensation programs or arrangements; (4) the failure of the Company or an Affiliate to pay the Participant any compensation or benefits when due under any employment agreement between the Participant and the Company or such Affiliate; (5) relocation of the Participant's principal place of work in excess of fifty (50) miles from the Participant's then principal place of work; or (6) any material breach by the Company or an Affiliate, as applicable, of the terms of any employment agreement between the Participant and the Company or such Affiliate; provided that none of the events described in (1) through (6), above, shall constitute Good Reason unless the Company or its Affiliate, as applicable, fails to cure such event within 10 calendar days after receipt from the Participant of written notice of the event which constitutes Good Reason.

Incentive Award: The right to receive a cash payment to the extent Performance Goals are achieved, including "Annual Incentive Awards" as described in Section 10 and "Long-Term Incentive Awards" as described in Section 11.

Option: A non-qualified stock option granted pursuant to Section 6.

Option Price: The purchase price per Share of an Option, as determined pursuant to Section 6(a).

Participant: A key employee or director of the Company or its Affiliates who is selected by the Committee to participate in the Plan.

Performance Goals: Any goals the Committee establishes that relate to one or more of the following with respect to the Company or any one or more Affiliates or other business units: net income; operating income; income from continuing operations; net sales; cost of sales; revenue; gross income; earnings (including before taxes, and/or interest and/or depreciation and amortization); net earnings per share (including diluted earnings per share); price per share; cash flow; net cash provided by operating activities; net cash provided by operating activities less net cash used in investing activities; net operating profit; pre-tax profit; ratio of debt to debt plus equity; return on stockholder equity; total stockholder return; return on capital; return on assets; return on equity; return on investment; return on revenues; operating working capital; working capital as a percentage of net sales; cost of capital; average accounts receivable; economic value added; performance value added; customer satisfaction; customer loyalty and/or retention; employee safety; employee engagement; market share; system reliability; cost structure reduction; regulatory outcomes; diversity; cost savings; operating goals; operating margin; profit margin; sales performance; and internal revenue growth. As to each Performance Goal, the Committee, in its discretion, may exclude or include the effects of the following: (i) charges for reorganizing and restructuring; (ii) discontinued operations; (iii) asset write-downs; (iv) gains or losses on the disposition of a business or asset; (v) changes in tax or accounting principles, regulations or laws; (vi) currency fluctuations; (vii) mergers, acquisitions or dispositions; (viii) extraordinary, unusual and/or non-recurring items of gain or loss that the Company identifies in its audited financial statements, including notes to the financial statements, or Management's Discussion and Analysis section of the Company's annual report; and (ix) any other excluded item that the Committee designates either at the time an Award is made or thereafter to the extent permitted by Code Section 162(m). In addition, in the case of Awards that the Committee determines at the date of grant will not be considered "performance-based compensation" under Code Section 162(m), the Committee may establish other Performance Goals not listed in this Plan and may make any adjustments to such Performance Goals as the Committee determines. Where applicable, the Performance Goals may be expressed, without limitation, in terms of attaining a specified level of the particular criterion or the attainment of an increase or decrease (expressed as absolute numbers or a percentage) in the particular criterion or achievement in relation to a peer group or other index. The Performance Goals may include a threshold level of performance below which no payment will be made (or no vesting will occur), levels of performance at which specified payments will be paid (or specified vesting will occur), and a maximum level of performance above which no additional payment will be made (or at which full vesting will occur).

Person: A "person", as such term is used for purposes of Section 13(d) or 14(d) of the Act (or any successor section thereto).

Plan: The Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan.

Restricted Stock: The shares of Common Stock granted pursuant to the Restricted Stock Awards.

Restricted Stock Awards: Awards of Restricted Stock granted pursuant to Section 8.

Restricted Stock Unit: The right to receive cash and/or Shares of Common Stock the value of which is equal to the Fair Market Value of one Share of Common Stock, granted pursuant to Section 8.

Retirement: Except as otherwise provided for in an Agreement, termination of employment with the Company and its Affiliates (without Cause) on or after (1) attainment of age 65 or (2) attainment of age 60 with five (5) years of service. For purposes hereof, "years of service" means the employee's total years of employment with the Company and any Affiliate, including years of employment with an entity that is acquired by the Company prior to such acquisition.

Rule 16b-3: Rule 16b-3 as promulgated by the United States Securities and Exchange Commission under the Act.

Section 16 Participants: Participants who are subject to the provisions of Section 16 of the Act.

Share: A share of Common Stock.

Stock Appreciation Right or SAR: The right of a Participant to receive cash, and/or Shares with a Fair Market Value equal to the appreciation of the Fair Market Value of a Share during a specified period of time, granted pursuant to Section 7.

Subsidiary: Any corporation, limited liability company, partnership, joint venture or similar entity in which the Company owns, directly or indirectly, an equity interest possessing more than 50% of the combined voting power of the total outstanding equity interests of such entity.

Substitute Award: An Award granted under this Plan upon the assumption of, or in substitution for, outstanding equity awards previously granted by a company or other entity in connection with a corporate transaction, including a merger, combination, consolidation or acquisition of property or stock; provided, however, that in no event shall the term "Substitute Award" be construed to refer to an award made in connection with the cancellation and repricing of an option or SAR.

3. Shares Subject to the Plan

3.1 Number of Shares. (a) Subject to adjustment as provided in Section 12, a total of 3,450,000 Shares shall be authorized for Awards granted under the Plan as of the Restatement Effective Date, reduced by one (1) Share for every one (1) Share that was subject to

an Option or Stock Appreciation Right granted under the Plan after December 31, 2012 and two and one-half (2.25) Shares for every one (1) Share that was subject to an Award other than an Option or Stock Appreciation Right granted under the Plan after December 31, 2012.

(b) If after December 31, 2012, (i) any Shares subject to an Award are forfeited, an Award expires or an Award is settled for cash (in whole or in part) or (ii) any Shares subject to an award granted under the Prior Plan are forfeited, or an award granted under the Prior Plan expires or is settled for cash (in whole or in part), then in each such case the Shares subject to such Award or award granted under the Prior Plan shall, to the extent of such forfeiture, expiration or cash settlement, be added to the Shares available for Awards under the Plan, in accordance with Section 3.1(d) below. In the event that after December 31, 2012 withholding tax liabilities arising from an Award other than an Option or Stock Appreciation Right, or an award other than an option or stock appreciation right granted under the Prior Plan, are satisfied by the tendering of Shares (either actually or by attestation) or by the withholding of Shares by the Company, the Shares so tendered or withheld shall be added to the Shares available for Awards under the Plan in accordance with Section 3.1(d) below. Notwithstanding anything to the contrary contained herein, after December 31, 2012 the following Shares shall not be added to the Shares authorized for grant under paragraph (a) of this Section: (i) Shares tendered by the Participant or withheld by the Company in payment of an Option Price or the purchase price of an option granted under the Prior Plan, (ii) Shares tendered by the Participant or withheld by the Company to satisfy any tax withholding obligation with respect to Options or Stock Appreciation Rights or options or stock appreciation rights granted under the Prior Plan, (iii) Shares subject to a Stock Appreciation Right or a stock appreciation right granted under the Prior Plan that are not issued in connection with its stock settlement on exercise thereof, and (iv) Shares reacquired by the Company on the open market or otherwise using cash proceeds from the exercise of Options or option granted under the Prior Plan.

(c) The number of Shares available for awards under this Plan shall not be reduced by (i) the number of Shares subject to Substitute Awards or (ii) available shares under a shareholder approved plan of a company or other entity which was a party to a corporate transaction with the Company (as appropriately adjusted to reflect such corporate transaction) which become subject to awards granted under this Plan (subject to applicable stock exchange requirements).

(d) Any Shares that again become available for Awards under the Plan pursuant to this Section shall be added as (i) one (1) Share for every one (1) Share subject to Options or Stock Appreciation Rights granted under the Plan or options or stock appreciation rights granted under the Prior Plan, and (ii) as two and one-quarter (2.25) Shares for every one (1) Share subject to Awards other than Options or Stock Appreciation Rights granted under the Plan or options or stock appreciation rights granted under the Prior Plan.

3.2 Limit on Awards. Subject to adjustment as provided in Section 12, to the extent necessary for an award to be qualified performance-based compensation under Section 162(m) of the Code and the regulations thereunder, no Participant may be granted Awards that could result in such Participant:

(a) receiving, during any fiscal year of the Company, Options for, and/or SARs with respect to, more than 400,000 Shares;

(b) receiving, during any fiscal year of the Company, Awards of Restricted Stock and/or Restricted Stock Units relating to more than 200,000 Shares;

(c) receiving, with respect to Annual Incentive Award(s) granted in respect of any single fiscal year of the Company, a cash payment (or a grant of Shares of Common Stock, Restricted Stock or Restricted Stock Units having a Fair Market Value at the time of grant) of more than $10,000,000;

(d) receiving, with respect to Long-Term Incentive Award(s) granted in respect of any period greater than one year, for each 12-month period during a performance period, a cash payment (or a grant of Shares of Common Stock, Restricted Stock or Restricted Stock Units having a Fair Market Value at the time of grant) of more than $10,000,000.

In all cases, to the extent Code Section 162(m) is applicable, determinations under this Section 3 should be made in a manner that is consistent with the exemption for performance-based compensation that Code Section 162(m) provides. In addition, the aggregate grant date fair value of Common Stock that may be granted during any fiscal year of the Company to any Director shall not exceed $300,000.

4. Administration

(a) The Plan shall be administered by the Committee, which may delegate its duties and powers in whole or in part to any subcommittee thereof; provided, however, that, on and after the first day on which a registration statement registering the Common Stock under Section 12 of the Act becomes effective, no such delegation is permitted with respect to Awards made to Section 16 Participants at the time any such delegated authority or responsibility is exercised unless the delegation is to another committee of the Board consisting entirely of two or more "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Exchange Act or does not relate to awards intended to qualify as performance-based compensation under Code Section 162(m). The Committee is authorized to interpret the Plan, to establish, amend and rescind any rules and regulations relating to the Plan, and to make any other determinations that it deems necessary or desirable for the administration of the Plan. The Committee may correct any defect or supply any omission or reconcile any inconsistency in the Plan in the manner and to the extent the Committee deems necessary or desirable. The Committee shall have the full power and authority to establish the terms and conditions of any Award consistent with the provisions of the Plan and to waive any such terms and conditions at any time (including, without limitation, accelerating or waiving any vesting conditions). Notwithstanding the foregoing, no outstanding Award may be amended pursuant to this Section 4 without compliance with Section 16(b).

(b) The Committee shall require payment of any amount it may determine to be necessary to withhold for federal, state, local or other taxes as a result of the exercise, grant or vesting of an Award, and the Company shall have no obligation

to deliver Shares under an Award unless and until such amount is so paid. Unless the Committee specifies in an Agreement or otherwise, the Participant may elect to pay a portion or all of the minimum statutory required withholding taxes by (a) delivery in Shares or (b) having Shares withheld by the Company from any Shares that would have otherwise been received by the Participant, in each case having a Fair Market Value equal to such withholding tax amount.

5. Limitations

No Award may be granted under the Plan after the tenth anniversary of the Restatement Effective Date, but Awards theretofore granted may extend beyond that date.

6. Terms and Conditions of Options

The Committee may grant Options to any Participant it selects. Options granted under the Plan shall be subject to the following terms and conditions and to such other terms and conditions, not inconsistent therewith, as the Committee shall determine and set forth in an Agreement between the Company and the Participant:

(a) Option Price.

The Option Price shall be determined by the Committee, but shall not be less than 100% of the Fair Market Value of a Share on the date the applicable Option is granted. Notwithstanding the foregoing, in the case of an Option that is a Substitute Award, the purchase price per share of the Shares subject to such option may be less than 100% of the Fair Market Value per share on the date of grant, provided, that the excess of: (a) the aggregate Fair Market Value (as of the date such Substitute Award is granted) of the shares subject to the Substitute Award, over (b) the aggregate purchase price thereof does not exceed the excess of: (x) the aggregate fair market value (as of the time immediately preceding the transaction giving rise to the Substitute Award, such fair market value to be determined by the Committee) of the shares of the predecessor company or other entity that were subject to the grant assumed or substituted for by the Company, over (y) the aggregate purchase price of such shares.

Subject to Section 12, the Committee shall not without the approval of the shareholders of the Company, (i) reduce the Option Price of any previously granted Option, (ii) cancel any previously granted Option in exchange for another Option with a lower Option Price or (iii) cancel any previously granted Option in exchange for cash or another award if the Option Price of such Option exceeds the Fair Market Value of a share of Common Stock on the date of such cancellation, in each case other than in connection with a Change of Control.

(b) Vesting. Subject to Section 12(b), each Option shall become vested at such times as may be designated by the Committee and set forth in the applicable Agreement.

(c) Exercisability. Options shall be exercisable at such time and upon such terms and conditions as may be determined by the Committee and set forth in the applicable Agreement, but in no event shall an Option be exercisable more than ten years after the date it is granted.

(d) Exercise of Options. Except as otherwise provided in the Plan or in an Agreement, an Option may be exercised for all, or from time to time, any part, of the Shares for which it is then exercisable. For purposes of this Section 6, the exercise date of an Option shall be the later of the date a notice of exercise is received by the Company and, if applicable, the date payment is received by the Company pursuant to clauses (i), (ii), (iii), (iv) or (v) of the following sentence. Except as otherwise provided for in the Agreement, the Option Price for the Shares as to which an Option is exercised shall be paid to the Company in full at the time of exercise at the election of the Participant (i) in cash or its equivalent (e.g., by check), (ii) in Shares having a Fair Market Value equal to the aggregate Option Price for the Shares being purchased and satisfying such other requirements as may be imposed by the Committee; provided, that such Shares are not subject to a security interest or pledge, (iii) partly in cash and partly in such Shares, (iv) subject to such rules as the Committee prescribes, by having the Company withhold a number of Shares otherwise deliverable upon exercise of the Option having a Fair Market Value equal to the aggregate Option Price for the Shares being purchased, or (v) if there is a public market for the Shares at such time and if the Committee has authorized or established any required plan or program, through the delivery of irrevocable instructions to a broker to sell Shares obtained upon the exercise of the Option and to deliver promptly to the Company an amount out of the proceeds of such sale equal to the aggregate Option Price for the Shares being purchased. No Participant shall have any rights to dividends or other rights of a shareholder with respect to Shares subject to an Option until the Participant has given written notice of exercise of the Option, paid in full for such Shares and, if applicable, has satisfied any other conditions imposed by the Committee pursuant to the Plan.

(e) Attestation. Wherever in this Plan or any Agreement a Participant is permitted to pay the Option Price of an Option or taxes relating to the exercise of an Option by delivering Shares, the Participant may, subject to procedures satisfactory to the Committee, satisfy such delivery requirement by presenting proof of beneficial ownership of such Shares, in which case the Company shall treat the Option as exercised without further payment and shall withhold such number of Shares from the Shares acquired by the exercise of the Option.

7. Stock Appreciation Rights.

The Committee may grant SARs to any Participant it selects. Subject to the terms of this Plan, the Committee will determine all terms and conditions of each SAR, including but not limited to: (a) whether the SAR is granted independently of an Option or relates to an Option; (b) the grant date, which may not be any day prior to the date that the Committee approves the grant; (c) the number of Shares to which the SAR relates; (d) the grant price, which (i) for an SAR granted independently of an Option may never be less than the Fair Market Value of the Shares subject to the SAR as determined on the date of grant and (ii) for an SAR granted

in relation to an Option shall be the Option Price of the related Option; (e) the terms and conditions of exercise or maturity, including vesting; (f) the term, provided that an SAR must terminate no later than ten (10) years after the date of grant; and (g) whether the SAR will be settled in cash, Shares or a combination thereof. If an SAR is granted in relation to an Option, then unless otherwise determined by the Committee, the SAR shall be exercisable or shall mature at the same time or times, on the same conditions and to the extent and in the proportion, that the related Option is exercisable and may be exercised or mature for all or part of the Shares subject to the related Option. Upon exercise of any number of SARs, the number of Shares subject to the related Option shall be reduced accordingly and such Option may not be exercised with respect to that number of Shares. The exercise of any number of Options that relate to an SAR shall likewise result in an equivalent reduction in the number of Shares covered by the related SAR.

Notwithstanding the foregoing, in the case of an SAR that is a Substitute Award, the grant price per share of the shares subject to such SAR may be less than 100% of the Fair Market Value per share on the date of grant, provided, that the excess of: (a) the aggregate Fair Market Value (as of the date such Substitute Award is granted) of the shares subject to the Substitute Award, over (b) the aggregate grant price thereof does not exceed the excess of: (x) the aggregate fair market value (as of the time immediately preceding the transaction giving rise to the Substitute Award, such fair market value to be determined by the Committee) of the shares of the predecessor company or other entity that were subject to the grant assumed or substituted for by the Company, over (y) the aggregate grant price of such shares.

Subject to Section 12, the Committee shall not without the approval of the shareholders of the Company, (i) reduce the grant price of any previously granted SAR, (ii) cancel any previously granted SAR in exchange for another SAR with a lower grant price or (iii) cancel any previously granted SAR in exchange for cash or another award if the grant price of such SAR exceeds the Fair Market Value of a share of Common Stock on the date of such cancellation, in each case other than in connection with a Change of Control.

8. Restricted Stock Awards and Restricted Stock Units

(a) Grant. The Committee shall grant Restricted Stock Awards and Restricted Stock Unit Awards to any Participant it selects, which shall be evidenced by an Agreement between the Company and the Participant. Each Agreement shall contain such restrictions, terms and conditions as the Committee may, in its discretion, determine and (without limiting the generality of the foregoing) such Agreement may require that an appropriate legend be placed on Share certificates. Awards of Restricted Stock and Restricted Stock Units shall be subject to the terms and provisions set forth below in this Section 8.

(b) Rights of Participant. A stock certificate or certificates with respect to the Shares of Restricted Stock shall be issued in the name of the Participant as soon as reasonably practicable after the Award is granted provided that the Participant has executed an Agreement evidencing the Award, the appropriate blank stock powers and, in the discretion of the Committee, an escrow agreement and any other documents which the Committee may require as a condition to the issuance of such Shares; provided that the Committee may determine instead that such

Shares shall be evidenced by book-entry registration. If a Restricted Stock Unit is settled in Shares, a stock certificate or certificates with respect to such Shares shall be issued in the name of the Participant as soon as reasonably practicable after, and to the extent of, such settlement. If a Participant shall fail to execute the Agreement evidencing a Restricted Stock Award or Restricted Stock Unit, or any documents which the Committee may require within the time period prescribed by the Committee at the time the Award is granted, the Award shall be null and void. At the discretion of the Committee, any certificates issued in connection with a Restricted Stock Award or settlement of a Restricted Stock Unit shall be deposited together with the stock powers with an escrow agent (which may be the Company) designated by the Committee. Unless the Committee determines otherwise and as set forth in the applicable Agreement, upon delivery of the certificates to the escrow agent or the book-entry registration, as applicable, the Participant shall have all of the rights of a shareholder with respect to such Shares, including the right to vote the Shares and subject to Section 8(e), to receive all dividends or other distributions paid or made with respect to such Shares.

(c) Non-transferability. Until all restrictions upon the Shares of Restricted Stock or Restricted Stock Units awarded to a Participant shall have lapsed in the manner set forth in Section 8(d), such Shares or such Restricted Stock Unit, as applicable, shall not be sold, transferred or otherwise disposed of and shall not be pledged or otherwise hypothecated.

(d) Lapse of Restrictions. Except as set forth in Section 12(b), restrictions upon Shares of Restricted Stock or upon Restricted Stock Units awarded hereunder shall lapse at such time or times and on such terms and conditions as the Committee may determine. The applicable Agreement shall set forth any such restrictions.

(e) Treatment of Dividends. The payment to the Participant of any dividends or distributions declared or paid on such Shares of Restricted Stock or on Shares underlying a Restricted Stock Unit, awarded to the Participant shall be deferred until the lapsing of the restrictions imposed upon such Shares or the settlement of such Restricted Stock Unit, as applicable. Any such deferred dividends or distributions may be credited during the deferral period with interest at a rate per annum as the Committee, in its discretion, may determine. Payment of any such deferred dividends or distributions, together with any interest accrued thereon, shall be made upon the lapsing of the restrictions imposed on such Shares or the settlement of such Restricted Stock Units and any such deferred dividends or distributions (together with any interest accrued thereon) shall be forfeited upon the forfeiture of such Shares or such Restricted Stock Units.

9. Other Stock-Based Awards.

Subject to the terms of this Plan, the Committee may grant to Participants other types of Awards, which may be denominated or payable in, valued in whole or in part by reference to, or otherwise based on, Shares, either alone or in addition to or in conjunction with

other Awards, and payable in Shares or in cash. Without limitation, such Award may include the issuance of unrestricted Shares, which may be awarded in payment of director fees, in lieu of cash compensation, in exchange for cancellation of a compensation right, as a bonus, or upon the attainment of Performance Goals or otherwise, or rights to acquire Shares from the Company. The Committee shall determine all terms and conditions of the Award, including but not limited to, the time or times at which such Awards shall be made, and the number of Shares to be granted pursuant to such Awards or to which such Award shall relate; provided that any Award that provides for purchase rights shall be priced at no less than 100% of the Fair Market Value of the underlying Shares on the grant date of the Award. Notwithstanding the provisions of this Section, dividends and dividend equivalents with respect to the Shares covered by an Award under this Section that vests based on achievement of performance goals shall be subject to restrictions and risk of forfeiture to the same extent as the Shares covered by the Award with respect to which such dividends and dividend equivalents were payable or credited.

10. Annual Incentive Awards

Subject to the terms of this Plan, the Committee will determine all terms and conditions of an Annual Incentive Award, including but not limited to the Performance Goals, performance period, the potential amount payable, the type of payment, and the timing of payment, subject to the following: (a) the Committee must require that payment of all or any portion of the amount subject to the Annual Incentive Award is contingent on the achievement or partial achievement of one or more Performance Goals during the period the Committee specifies, although the Committee may specify that all or a portion of the Performance Goals subject to an Award are deemed achieved upon a Participant’s death, Disability or a Change of Control or, in the case of Awards that at the date of grant the Committee determines will not be considered performance-based compensation under Code Section 162(m) or to which the Committee determines Code Section 162(m) is inapplicable, retirement (as defined by the Committee) or such other circumstances as the Committee may specify; and (b) payment will be in cash except to the extent that the Committee determines that payment will be made in the form of a grant of Shares of Common Stock, Restricted Stock or Restricted Stock Units, either on a mandatory basis or at the election of the Participant, having a Fair Market Value at the time of grant equal to the amount payable with respect to the Annual Incentive Award; provided, that any such determination by the Committee or election by the Participant must be made in accordance with the requirements of Code Section 409A.

11. Long-Term Incentive Awards

Subject to the terms of this Plan, the Committee will determine all terms and conditions of a Long-Term Incentive Award, including but not limited to the Performance Goals, performance period, the potential amount payable, the type of payment, and the timing of payment, subject to the following: (a) the Committee must require that payment of all or any portion of the amount subject to the Long-Term Incentive Award is contingent on the achievement or partial achievement of one or more Performance Goals during the period the Committee specifies, although the Committee may specify that all or a portion of the Performance Goals subject to an Award are deemed achieved upon a Participant’s death, Disability or a Change of Control or, in the case of Awards that at the date of grant the Committee determines will not be considered performance-based compensation under Code Section 162(m) or to which the Committee determines Code Section 162(m) is inapplicable,

retirement (as defined by the Committee) or such other circumstances as the Committee may specify; (b) the performance period must relate to a period of more than one fiscal year of the Company except that, if the Award is made at the time of commencement of employment with the Company or on the occasion of a promotion, then the Award may relate to a shorter period; and (c) payment will be in cash except to the extent that the Committee determines that payment will be made in the form of a grant of Shares of Common Stock, Restricted Stock or Restricted Stock Units, either on a mandatory basis or at the election of the Participant, having a Fair Market Value at the time of grant equal to the amount payable with respect to the Long-Term Incentive Award; provided, that any such determination by the Committee or election by the Participant must be made in accordance with the requirements of Code Section 409A. Notwithstanding the provisions of this Section, dividend equivalents with respect to the Shares covered by a Long-Term Incentive Award under that vests based on achievement of Performance Goals shall be subject to restrictions and risk of forfeiture to the same extent as the Shares covered by the Long-Term Incentive Award with respect to which such dividend equivalents were credited.

12. Adjustments Upon Certain Events

Notwithstanding any other provisions in the Plan to the contrary, the following provisions shall apply to all Awards granted under the Plan:

(a) Generally. In the event of any change in the outstanding Shares after the Effective Date by reason of any Share dividend or split, reorganization, recapitalization, merger, consolidation, spin-off, combination, combination or transaction or exchange of Shares or other corporate exchange, or any distribution to shareholders of Shares other than regular cash dividends, or any other transaction which in the judgment of the Board necessitates an adjustment to prevent dilution or enlargement of the benefits or potential benefits intended to be made under the Plan, the Committee shall make such substitution or adjustment, in such manner as it deems equitable, as to (i) the number or kind of Shares or other securities issued or reserved for issuance pursuant to the Plan or pursuant to outstanding Awards, (ii) the maximum number of Shares that may be subject to Awards as set forth in Sections 3.2 (a) and (b), (iii) the Option Price or grant price and/or (iv) any other affected terms of such Awards.

Unless the Committee determines otherwise, any such adjustment to an Award that is exempt from Code Section 409A shall be made in a manner that permits the Award to continue to be so exempt, and any adjustment to an Award that is subject to Code Section 409A shall be made in a manner that complies with the provisions thereof. Further, the number of Shares subject to any Award payable or denominated in Shares must always be a whole number. Notwithstanding the foregoing, in the case of a stock dividend (other than a stock dividend declared in lieu of an ordinary cash dividend) or subdivision or combination of the Shares (including a reverse stock split), if no action is taken by the Board or Committee, adjustments contemplated by this subsection that are proportionate shall nevertheless automatically be made as of the date of such stock dividend or subdivision or combination of the Shares.

(b) Change of Control.

(i) For all outstanding Awards, any acceleration in connection with a Change of Control shall be determined by the Committee and set forth in each Agreement. If and to the extent determined by the Committee in the applicable Agreement or otherwise, any outstanding Awards then held by Participants which are unexercisable or otherwise unvested or subject to lapse restrictions may be deemed exercisable or otherwise vested or no longer subject to lapse restrictions, as the case may be, as of immediately prior to a Change of Control and the Committee may, but shall not be obligated to, with respect to some or all of the outstanding Awards (A) cancel such Awards for fair value (as determined in the sole discretion of the Committee) which, in the case of Options, may equal the excess, if any, of the value of the consideration to be paid in the Change of Control transaction to holders of the same number of Shares subject to such Options (or, if no consideration is paid in any such transaction, the Fair Market Value of the Shares subject to such Options) over the aggregate exercise price of such Options or (B) provide for the issuance of substitute Awards that will substantially preserve the otherwise applicable terms of any affected Awards previously granted hereunder as determined by the Committee in its sole discretion or (C) provide that for a period of at least 15 days prior to the Change of Control, any such Options shall be exercisable as to all shares subject thereto and that upon the occurrence of the Change of Control, such Options shall terminate and be of no further force and effect.

13. No Right to Employment or Awards

The granting of an Award under the Plan shall impose no obligation on the Company or any Affiliate to continue the Employment of a Participant and shall not lessen or affect the Company's or Affiliate's right to terminate the Employment of such Participant. No Participant or other Person shall have any claim to be granted any Award, and there is no obligation for uniformity of treatment of Participants, or holders or beneficiaries of Awards. The terms and conditions of Awards and the Committee's determinations and interpretations with respect thereto need not be the same with respect to each Participant (whether or not such Participants are similarly situated).

14. Successors and Assigns

The Plan shall be binding on all successors and assigns of the Company and a Participant, including without limitation, the estate of such Participant and the executor, administrator, beneficiary or trustee of such estate, or any receiver or trustee in bankruptcy or representative of the Participant's creditors.

15. Nontransferability of Awards

No Award shall be transferable or assignable by the Participant other than by will, the laws of descent and distribution or pursuant to beneficiary designation procedures approved by the Company or, to the extent expressly permitted in the Agreement relating to such Award, to the holder's family members, a trust or entity established by the holder for estate planning

purposes or a charitable organization designated by the holder, in each case, without consideration. An Award exercisable after the death of a Participant may be exercised by the legatees, personal representatives or distributees of the Participant in accordance with the terms of such Award.

16. Amendments and Termination

(a) Authority to Amend or Terminate. The Board may amend, alter or discontinue the Plan, but no amendment, alteration or discontinuation shall be made, (i) without the approval of the shareholders of the Company, if such action would (except as is provided in Section 12 of the Plan), increase the total number of Shares reserved for the purposes of the Plan or (ii) without the consent of a Participant, if such action would diminish any of the rights of the Participant under any Award theretofore granted to such Participant under the Plan; provided, however, that the Board may amend the Plan in such manner as it deems necessary to permit the granting of Awards meeting the requirements of the Code or other applicable laws. Notwithstanding the foregoing, the Board may not amend the provisions of the last paragraph of Sections 6(a) and 7 that restrict the repricing of Options and SARs.

(b) Survival of Authority and Awards. To the extent provided in the Plan, the authority of (i) the Committee to amend, alter, adjust, suspend, discontinue or terminate any Award, waive any conditions or restrictions with respect to any Award, and otherwise administer the Plan and any Award and (ii) the Board or Committee to amend the Plan, shall extend beyond the date of the Plan's termination. Termination of the Plan shall not affect the rights of Participants with respect to Awards previously granted to them, and all unexpired Awards shall continue in force and effect after termination of the Plan except as they may lapse or be terminated by their own terms and conditions.

17. International Participants

With respect to Participants who reside or work outside the United States of America, the Committee may, in its sole discretion, amend the terms of the Plan or Awards (including granting restricted stock units payable in cash or stock, in lieu of restricted stock) with respect to such Participants in order to conform such terms to the requirements of local law or to address local tax, securities or legal concerns.

18. Choice of Law; Severability

The Plan shall be governed by and construed in accordance with the laws of the State of Delaware without regard to conflicts of laws.

If any provision of the Plan or any Agreement or any Award (a) is or becomes or is deemed to be invalid, illegal or unenforceable in any jurisdiction, or as to any Person or Award, or (b) would disqualify the Plan, any Agreement or any Award under any law deemed applicable by the Committee, then such provision shall be construed or deemed amended to conform to applicable laws, or if it cannot be so construed or deemed amended without, in the

determination of the Committee, materially altering the intent of the Plan, such Agreement or such Award, such provision shall be stricken as to such jurisdiction, Person or Award, and the remainder of the Plan, such Agreement and such Award shall remain in full force and effect.

19. No Guarantee of Tax Treatment

Notwithstanding any provisions of the Plan, the Company does not guarantee to any Participant or any other Person with an interest in an Award that (a) any Award intended to be exempt from Code Section 409A shall be so exempt, (b) any Award intended to comply with Code Section 409A shall so comply, (c) any Award shall otherwise receive a specific tax treatment under any other applicable tax law.

20. General Restrictions

Notwithstanding any other provision of the Plan, the granting of Awards under the Plan and the issuance of Shares in connection with such Awards, shall be subject to all applicable laws, rules and regulations, and to such approvals by any governmental agencies or national securities exchanges as may be required, and the Company shall have no liability to deliver any Shares under the Plan or make any payment unless such delivery or payment would comply with all applicable laws and the applicable requirements of any securities exchange or similar entity.

21. Committee

No member of the Committee shall be liable for any action, failure to act, determination or interpretation made in good faith with respect to the Plan or any transaction hereunder. The Company hereby agrees to indemnify each member of the Committee, and each officer or member of any other committee to whom a delegation under Section 4 has been made, for all costs and expenses and, to the extent permitted by applicable law, any liability incurred in connection with defending against, responding to, negotiating for the settlement of or otherwise dealing with any claim, cause of action or dispute of any kind arising in connection with any actions in administering the Plan or in authorizing or denying authorization to any transaction hereunder.

22. Effectiveness of the Amended and Restated Plan

The Plan as amended and restated shall be effective on the date of its approval by the stockholders of the Company at the 2013 annual meeting. This amendment and restatement of the Plan shall be null and void and of no effect if the foregoing condition is not fulfilled and in such event the Plan shall continue in effect without regard to this amendment and restatement.

Anstellungsvertrag	**Service Contract**
zwischen	between
CSA Germany Verwaltungs GmbH Fred-Joachim-Schoeps-Straße 55 68535 Edingen- Neckarhausen	CSA Germany Verwaltungs GmbH Fred-Joachim-Schoeps-Straße 55 68535 Edingen- Neckarhausen
– nachfolgend "**Gesellschaft**" –	– hereinafter referred to as the "**Company**" –
und	and
Herrn Juan Fernando de Miguel Posada Alba de Tormes, 37 28770 Colmenar Viejo Madrid, Spanien	Mr. Juan Fernando de Miguel Posada Alba de Tormes, 37 28770 Colmenar Viejo Madrid, Spain
– nachfolgend "**Herr de Miguel**" –	– hereinafter "**Mr. de Miguel** " –

§ 1 Beginn des Anstellungsverhältnisses

Das Anstellungsverhältnis beginnt am 1. März 2013.

§ 1 Commencement of the Employment Relationship

The employment relationship shall commence on March 1, 2013.

§ 2 Aufgabenbereich

1. Herr de Miguel übernimmt für Cooper Standard Automotive die Position als President-Europe. Er wird zum Geschäftsführer der Gesellschaft bestellt werden. Er hat die für diese Position jeweils anfallenden Aufgaben und Pflichten zu erfüllen. Er ist in Gemeinschaft mit den weiteren Mitgliedern der Geschäftsführung für die Leitung der Gesellschaft verantwortlich. Seine Rechte und Pflichten ergeben sich aus dem Gesetz, der Satzung der Gesellschaft und der Geschäftsordnung für die Geschäftsführung in ihrer jeweils geltenden Fassung sowie aus diesem Anstellungsvertrag und den Weisungen der Gesellschafter.

   Im Rahmen dieser Position ist Herr de Miguel auch verpflichtet, weitere Ämter, z.B. als Geschäftsführer, Vorstandsmitglied oder in Beiräten anderer verbundener Unternehmen zu übernehmen.

2. Das jeweilige Aufgabengebiet von Herrn de Miguel sowie seine Berichts- und Stellungsverhältnisse innerhalb der Cooper Standard Automotive können bei Bedarf durch die zuständigen Organe geändert und angepasst werden. Ihm können andere oder zusätzliche Aufgaben übertragen werden.

§ 2 Duties

1. Mr. de Miguel shall take up the position of President-Europe for Cooper Standard Automotive. He shall be appointed as managing director (*Geschäftsführer*) of the Company. He shall carry out all the tasks and obligations connected to this position. He shall share responsibility for managing the Company with the other members of the management. His rights and duties shall be as laid down by law, in the Company’s articles of association and rules of procedure for the management as amended, as set forth in this Service Contract and as per the instructions of the shareholders.

   Within the framework of this position, Mr. de Miguel is also obliged to take up further offices, such as managing director, executive officer or positions on advisory boards of other affiliated companies.

2. The tasks assigned to Mr. de Miguel as well as his reporting chains and status within Cooper Standard Automotive may, if necessary, be amended and adjusted by the competent corporate bodies. He may be assigned different or additional tasks.

3. Herr de Miguel wird zunächst in Mannheim eingesetzt. Er wird aber jederzeit auf Wunsch der Gesellschaft an einen anderen Arbeitsort wechseln.

3. Mr. de Miguel shall initially work in Mannheim. However, he shall move to another site at any time at the request of the company.

§ 3 Arbeitszeit

Herr de Miguel wird seine ganze Arbeitskraft Cooper Standard Automotive und der Gesellschaft widmen.

§ 3 Hours of Work

Mr. de Miguel shall devote all of his time and efforts to Cooper Standard Automotive and the Company.

§ 4 Vergütung

1. Herr de Miguel erhält für seine Tätigk-eit ein Jahres-Grundgehalt von EUR 400.000,00 brutto. Das Jahresgrundgehalt wird in zwölf gleichen Raten zum Ende eines jeden Kalendermonats gezahlt.
2. Das Gehalt unterliegt der Lohnsteuer und ggf. der Sozialversicherung.
3. Mit diesem Gehalt und der in § 5 vorgesehenen Bonusregelung sind alle Dienstleistungen von Herrn de Miguel einschließlich evtl. zusätzlich übertragener Geschäftsführerpositionen und/oder damit vergleichbarer Ämter, soweit hierüber keine gesonderte Vereinbarung getroffen wird, insbesondere auch evtl. Dienst-reisen, Überstunden, Mehr-, Sonn- und Feiertagsarbeit abgegolten.
4. Das Grundgehalt wird ab dem Jahr 2014 jährlich in Übereinstimmung mit den bei Cooper Standard geltenden Richtlinien für Führungskräfte überprüft werden.
5. Herr de Miguel wird über seine Bezüge Dritten gegenüber Stillschweigen bewahren.

§ 4 Remuneration

1. Mr. de Miguel shall receive for the performance of his duties an annual base salary of EUR 400,000.00 gross. The annual base salary shall be paid in twelve equal instalments at the end of each calendar month.
2. Wage tax and social insurance contributions, where applicable, shall be deducted from the salary.
3. This salary and the bonus scheme provided for in § 5 shall be deemed to cover all services carried out by Mr. de Miguel, including services carried out under any additional managing director positions and/or comparable offices taken up by him, insofar as these are not covered by a separate agreement, in particular also any business trips, overtime and extra work as well as work on Sundays and public holidays.
4. His basic salary shall, beginning in 2014, be reviewed annually in line with Cooper Standard’s practice for senior executives.
5. Mr. de Miguel shall maintain confidentiality vis-à-vis third parties with regard to his remuneration.

§ 5 Bonus

1. Herr de Miguel kann einen jährlichen Leistungsbonus erhalten, der nach Art und Höhe sowie Bedingungen dem Leistungsbonus entspricht, den andere mit ihm vergleichbare Führungskräfte („senior executives“) bei Cooper Standard Automotive aufgrund der jeweils geltenden Regelungen, die in jedem Jahr neu aufgesetzt werden können, jeweils erhalten können. Die Einzelheiten werden Herrn de Miguel jeweils separat mitgeteilt.

   Im Falle einer unterjährigen Beendigung des Anstellungsverhältnisses richten sich die Ansprüche von Herrn de Miguel hinsichtlich seines jährlichen Leistungsbonus für das jeweilige Jahr nach den Bedingungen für den jährlichen Leistungsbonus oder nach den Cooper Standard-Planunterlagen, die für diesen Bonus maßgeblich sind.

2. Daneben nimmt Herr de Miguel auch am Long-Term Incentive Plan (LTIP) von Cooper Standard Automotive in seiner jeweils geltenden Fassung bzw. an sonstigen Plänen teil, die den LTIP ergänzen oder ersetzen können.

§ 5 Bonus

1. Mr. de Miguel shall be eligible to receive an annual incentive bonus which corresponds in terms of type and amount and conditions to the incentive bonuses for which other senior executives at Cooper Standard Automotive comparable to him are eligible on the basis of the respective applicable provisions that can be amended each year. Mr. de Miguel shall, in each case, be separately informed as to the details.

   Should Mr. de Miguel’s service contract be terminated during the course of a year, Mr. de Miguel’s entitlements with respect to his annual bonus shall be governed by the terms of the annual incentive award or the Cooper Standard plan documents that govern such bonus.

2. Mr. de Miguel shall also participate in Cooper Standard Automotive’s Long-Term Incentive Plan (LTIP), in the version applicable, or any other plan that may amend or supersede it.

§ 6 Signing Bonus

Herr de Miguel erhält nach vertragsgemäßem Antritt mit der ersten monatlichen Rate seines Jahresgrundgehalts einen einmaligen garantierten Signing Bonus in Höhe von EUR 250.000,00 brutto ausgezahlt. Für den Fall, dass Herr de Miguel vor Ablauf des 31. Dezember 2013 auf eigenen Wunsch erklärt, die Gesellschaft verlassen zu wollen, ist er verpflichtet, den Signing Bonus vollständig an die Gesellschaft zurückzuzahlen.

§ 6 Signing Bonus

After having taken up his position in accordance with the Contract, Mr. de Miguel shall receive a guaranteed one-off signing bonus in the amount of EUR 250,000.00 gross with the first monthly instalment of his annual basic salary. Should Mr. de Miguel declare, before the end of 31 December 2013, at his own request that he wishes to leave the Company, he shall be obliged to pay back the full signing bonus to the Company.

§ 7 Reisekosten/Aufwendungsersatz

Reisekosten und sonstige Aufwendungen, die Herrn de Miguel in der Ausübung seiner Aufgaben im Rahmen dieses Vertrages entstehen, werden ihm nach den jeweils gültigen Richtlinien der Gesellschaft erstattet.

§ 7 Travel Expenses/Reimbursement of Costs

Travel expenses and other expenses incurred by Mr. de Miguel in the execution of his duties in connection with this Contract shall be reimbursed according to the applicable Company guidelines.

§ 8 Unterkunft/Mehrkosten für Auslandstätigkeit

1. Die Gesellschaft stellt Herrn de Miguel für die Dauer seiner Tätigkeit für die Gesellschaft eine für ihn geeignete Wohnung in der Nähe seines jeweiligen Arbeitsortes (zu Beginn seiner Tätigkeit zunächst im Raum Mannheim) zur Verfügung. Neben der Miete für die Wohnung übernimmt die Gesellschaft auch die entstehenden Nebenkosten und Steuern, einschließlich eventueller Einkommensteuer. Sollte die zur Verfügung gestellte Wohnung nicht möbliert sein, wird die Gesellschaft eine Grundmöblierung zur Verfügung stellen.

2. Zusätzlich zahlt die Gesellschaft an Herrn de Miguel einen Betrag von monatlich EUR 2.500,00 netto als Ausgleich für entstehende Mehrkosten, solange er in Deutschland arbeitet. Dieser Betrag gilt auch für Hotelkosten, die Herrn de Miguel nach seinem Dienstantritt entstehen, bis eine angemessene Unterkunft an oder in der Nähe seines Dienstortes gefunden ist.

§ 8 Accommodation/additional costs for work abroad

1. The Company shall provide Mr. de Miguel with an adequate apartment for him in the vicinity of his respective place of work (at the start of his work, initially in the Mannheim region) for the duration of his employment. In addition to paying the rent for such accommodation the Company shall also pay the resulting ancillary costs and taxes, including income taxes, if any. Should the apartment thus provided not be furnished, the Company shall provide the basic furniture.

2. The Company shall also pay Mr. de Miguel a monthly sum of EUR 2,500 net as compensation for additional expenses incurred for the duration of his employment in Germany. This amount shall also apply to the costs for hotel accommodation incurred by Mr. de Miguel between his commencement of service up until he has found adequate accommodation at the location or in the vicinity of his place of work.

§ 9 Altersversorgung

Die Gesellschaft wendet zu Gunsten von Herrn de Miguel jährlich einen Bruttobetrag von 15 % des in § 4 Ziff. 1 festgesetzten Jahresgrundgehalts für dessen betriebliche Altersversorgung auf. Besteht das Anstellungsverhältnis nicht während des gesamten Kalenderjahres, erfolgt die Zahlung anteilig. Die sich hieraus ergebenden Ansprüche auf eine betriebliche Altersversorgung sind sofort unverfallbar. Die Einzelheiten der Durchführung der betrieblichen Altersversorgung und Auszahlung dieses Betrags werden noch gesondert festgelegt.

§ 9 Pension Scheme

Each year, the Company shall pay a gross amount of 15% of the annual basic salary pursuant to § 4(1) for Mr. de Miguel’s company old age pension on his behalf. Such payment shall be made pro rata where the service relationship does not exist for the entire calendar year. The resulting claims to a company old age pension shall become immediately vested. The details as to the implementation of the pension and payment of this amount will be stipulated separately.

§ 10 Kranken- und Sozialversicherung

1. Herr de Miguel hat Anspruch auf Krankenversicherungsleistungen, deren Wert dem Wert der anderen, vergleichbaren Führungskräften gewährten Krankenversicherungsleistungen vergleichbar ist. Zusätzlich erhalten Herr de Miguel sowie seine Ehefrau und seine unterhaltsberechtigten Kinder eine zusätzliche Krankenversicherung, soweit dies notwendig ist, um eine umfassende Gesundheitsversorgung sicherzustellen.
2. Herr de Miguel bleibt im Übrigen nach den für seine Beschäftigung jeweils einschlägigen sozialversicherungsrechtlichen Bestimmungensozialversichert und erhält insoweit die danach jeweils nach den einschlägigen sozialversicherungsrechtlichen Bestimmungen anfallenden, vom Arbeitgeber zu tragenden Arbeitgeberbeiträge.

§10 Health and social insurance

1. Mr. de Miguel shall be entitled to health insurance comparable in value to that provided other senior executives in similar positions. Mr. de Miguel and his wife and dependent children shall also receive, to the extent necessary, supplementary health insurance in order to ensure comprehensive health care.
2. Mr. de Miguel shall otherwise remain covered in accordance with the respective applicable social security provisions relevant for his job and shall, in this respect, receive the employer contributions to be paid by the employer in accordance with the respective applicable social security provisions.

§ 11 Ausgleich von Steuernachteilen

Die Gesellschaft übernimmt die Kosten für eine steuerrechtliche Beratung durch Deloitte Tax LLP, während Herr de Miguel in Deutschland beschäftigt ist. Die Gesellschaft wird Herrn de Miguel steuerliche Nachteile, die er durch seine Auslandstätigkeit in Deutschland hat, für die Dauer seines Aufenthalts in Deutschland ausgleichen. Der von der Gesellschaft auszugleichende Betrag wird auf Basis der endgültig zu entrichtenden Einkommenssteuer im Heimatland von Herrn de Miguel, abzüglich aller zulässigen Abzüge, errechnet. Die Ermittlung des Betrags erfolgt durch die Steuerberater der Gesellschaft, Deloitte Tax LLP.

§ 11 Compensation for tax disadvantages

The Company shall assume the costs of tax advice provided by Deloitte Tax LLP during Mr. de Miguel’s services in Germany. The Company shall reimburse Mr. de Miguel for tax disadvantages suffered as a result of working in Germany. The amount paid by the Company as compensation shall be determined on the basis of the income tax ultimately payable in Mr. de Miguel’s home country, less all permissible deductions. The amount shall be calculated by the Company’s tax advisors, Deloitte Tax LLP.

§ 12 Firmenwagen

Die Gesellschaft stellt Herrn de Miguel für seine Tätigkeit im Rahmen dieses Vertrages einen Pkw gemäß den betrieblichen internen Richtlinien in ihrer jeweils gültigen Fassung zur Verfügung. Die Kosten der Benutzung des Fahrzeuges trägt die Gesellschaft. Herr de Miguel darf den Pkw auch privat nutzen. Soweit Herr De Miguel die Vorteile der Privatnutzung nach Maßgabe der hierfür geltenden deutschen steuerlichen Regelungen selbst versteuern muss, ist dies im Rahmen des Ausgleichs von Steuernachteilen gemäß § 11 zu berücksichtigen. Die Vorteile der Privatnutzung trägt Herr de Miguel nach Maßgabe der hierfür jeweils geltenden steuerlichen Regelungen.

§ 12 Company Car

The Company shall, in accordance with the Company’s applicable internal guidelines, provide Mr. de Miguel with a car for his duties in connection with this Contract. All costs incurred by virtue of the use of the said car shall be borne by the Company. Mr. de Miguel may also use the car for private purposes. Insofar as Mr. De Miguel must pay tax on the benefits arising from private use pursuant to the applicable German tax regulations, this shall be taken into account as part of the compensation for tax disadvantages in accordance with § 11. The benefits arising from the private use of the car shall be for the account of Mr. de Miguel in accordance with the applicable tax provisions.

§ 13 Urlaub

1. Herr de Miguel hat Anspruch auf einen Jahresurlaub von 30 Arbeitstagen.

   Im Jahr 2013 hat Herr de Miguel Anspruch auf 25 Tage Urlaub.

2. Der Urlaub ist unter Berücksichtigung der Belange der Gesellschaft im Einvernehmen mit dem Chief Executive Officer festzulegen.

§ 13 Holiday

1. Mr. de Miguel is entitled to 30 working days of holiday per year.

   Mr. de Miguel is entitled to 25 days of holiday in 2013.

2. The dates on which the days of holiday are to be taken shall be determined in agreement with the Chief Executive Officer, taking the Company's interests into account.

§ 14 Arbeitsverhinderung

1. Herr de Miguel ist verpflichtet, dem Unternehmen eine Arbeitsverhinderung unverzüglich anzuzeigen.

2. Bei einer krankheitsbedingten oder sonstigen unverschuldeten Arbeitsunfähigkeit leistet die Gesellschaft für die Dauer von sechs Monaten Gehaltsfortzahlung. Herr de Miguel muss sich auf diese Zahlungen anrechnen lassen, was er von Sozialversicherungen oder gesetzlichen oder privaten Krankenversicherungen (Krankengeld, Krankentagegeld, Rente) oder sonstigen Dritten an Leistungen erhält.

§ 14 Incapacity for Work

1. Mr. de Miguel shall be obliged to notify the Company immediately should he be unable to carry out his work.

2. Should Mr. de Miguel be unable to work on account of illness or for other reasons not attributable to fault on his part, the Company shall continue to pay his salary for a period of six months. Mr. de Miguel must allow the benefits he receives from social security or statutory or private health insurance (sick pay, daily sickness allowance, pension) or other third parties to be counted towards such salary payments.

§ 15 Geheimhaltung

1. Herr de Miguel ist verpflichtet, alle vertraulichen Informationen über Geschäfte, Vertragsbeziehungen, Abschlüsse, oder sonstige Angelegenheiten der Gesellschaft oder verbundener Unternehmen geheim zu halten. Das gleiche gilt auch für die Zeit nach Beendigung des Anstellungsverhältnisses.

§ 15 Confidentiality

1. Mr. de Miguel is obliged to maintain confidentiality with regard to all confidential information regarding business, contractual relationships, contracts entered into, or other affairs of the Company or affiliated companies. This shall also apply after the termination of the employment.

2. Herr de Miguel verpflichtet sich ferner, der Gesellschaft über alle Geschäftsvorgänge, an denen er mitgewirkt hat, oder die ihm aufgrund seiner dienstlichen Tätigkeit zur Kenntnis gekommen sind, auch nach Beendigung des Anstellungsverhältnisses Auskunft zu erteilen.

2. Mr. de Miguel further undertakes to provide the Company with information regarding all business transactions in which he was involved or of which he became aware in the course of his duties, even after termination of the contract.

§ 16 Wettbewerbsverbot

§ 16 Prohibition of Competition

1. Herrn de Miguel ist es untersagt, während der Dauer dieses Vertrages in selbständiger, unselbständiger oder sonstiger Weise für ein Unternehmen tätig zu werden, welches mit der Gesellschaft in direktem oder indirektem Wettbewerb steht. In gleicher Weise ist es Herrn de Miguel untersagt, während der Dauer dieses Vertrages ein solches Unternehmen zu errichten, zu erwerben oder sich hieran unmittelbar oder mittelbar zu beteiligen. Aktienbesitz von unter 5% an börsennotierten Aktien-gesellschaften gilt nicht als eine Beteiligung im Sinne der vorstehenden Regelungen, soweit kein Einfluss auf die Organe der Gesellschaft besteht.

1. During the term of this Contract, Mr. de Miguel is not permitted to work or give any kind of support in any form - be it as an employee, or on a self-employed or any other basis – for an undertaking that competes directly or indirectly with the Company. Nor is Mr. de Miguel permitted, during the term of this Contract, to set up, acquire, or acquire a direct or indirect interest in, any such undertaking. A shareholding of less than 5% in a listed company shall not be deemed an “interest” in the above sense provided it does not enable Mr. de Miguel to exert any influence over the Company’s executive bodies.

2. Herrn de Miguel ist es untersagt, während der Dauer dieses Vertrags andere Arbeitnehmer der Gesellschaft und mit dieser verbundener Unternehmen für eigene oder fremde Zwecke abzuwerben, Dritte zur Abwerbung anzustiften oder diese bei Abwerbungsaktivitäten zu unterstützen. Dies gilt auch wenn Herr de Miguel freigestellt ist.

2. Mr. de Miguel shall be prohibited, during the term of this Contract, from hiring away other employees of the Company and its affiliated undertakings for his own purposes or those of third parties, or from causing third parties to hire such employees away, or from supporting third parties in this regard. This shall also apply during the period in which Mr. de Miguel is released from his duties.

3. Die Bestimmungen nach Abs. 1 und 2 gelten auch zugunsten der mit der Gesellschaft verbundenen Unternehmen.

3. The provisions of para. 1 and para. 2 shall also apply with regard to the Company's affiliated undertakings.

4. Beteiligungen des Ehegatten sowie von Verwandten ersten Grades an Unternehmen im Sinne des vorstehenden Absatzes hat Herr de Miguel unverzüglich anzuzeigen.

4. Mr. de Miguel agrees to notify the Company without delay about any interests held by his spouse or immediate relatives in undertakings within the meaning of the above.

§ 17 Ämter/Nebentätigkeit/Veröffentlichungen

§ 17 Offices/SecondaryOccupation/ Publications

1. Eine Nebenbeschäftigung ist unzulässig, soweit berechtigte Interessen von Cooper Standard Automotive oder der Gesellschaft berührt werden. Die Aufnahme jeder Nebentätigkeit bedarf der vorherigen schriftlichen Anzeige gegenüber der Gesellschaft. Erhebt die Gesellschaft Einwendungen, darf die Nebentätigkeit nicht aufgenommen werden. Eine entsprechende Regelung gilt für die Übernahme von Ämtern, wie z.B. Aufsichtsrats-, Beiratsämter und ähnlicher Positionen.

1. A secondary occupation shall not be permissible where legitimate interests of Cooper Standard Automotive or the Company are affected. The assumption of any secondary occupation shall require prior written notification vis-à-vis the Company. If the Company raises objections, the secondary occupation may not be taken up. Corresponding provisions shall apply to taking up offices, such as positions on supervisory boards, advisory boards and the like.

2. Vorträge und Veröffentlichungen auf dem jeweiligen Tätigkeitsgebiet bedürfen der Zustimmung der Geschäftsleitung.

2. Lectures and publications in the respective area of work shall require the consent of the management.

§ 18 Erfindungen/Copyright

§ 18 Inventions/Copyright

1. Für Erfindungen von Herrn de Miguel gilt das Arbeitnehmer-Erfindungsgesetz.

1. The German Employee Invention Act (*Arbeitnehmer-Erfindungsgesetz*) shall apply to any inventions made by Mr. de Miguel.

2. Soweit Herr de Miguel im Zusammenhang mit seiner Tätigkeit urheberrechtsfähige Werke geschaffen hat, steht der Gesellschaft hieran ein umfassendes, ausschließliches und weltweites Verwertungsrecht zu, auch wenn das Beschäftigungsverhältnis zwischen Herrn de Miguel und der Gesellschaft in der Zwischenzeit aufgelöst wurde. Dieses Verwertungsrecht ist mit der vertraglichen Vergütung abgegolten.

2. Should Mr. de Miguel have created copyrightable works in connection with his activities, the Company shall have a comprehensive and exclusive right to exploit these worldwide, even if the employment relationship between Mr. de Miguel and the Company has in the meantime been terminated. This right of exploitation shall be deemed to have been covered by Mr. de Miguel’s contractual remuneration.

§ 19 Geschäftsunterlagen/Firmengegen-stände

Sämtliche an Herrn de Miguel im Rahmen der Ausübung seiner Tätigkeit von Cooper Standard Automotive überlassenen Gegenstände (insbesondere Schlüssel, Laptops, Mobiltelefone, Software etc.) und Unterlagen nebst Fotokopien, stehen der Gesellschaft zu und verbleiben in ihrem Eigentum. Von Herrn de Miguel im Rahmen des Anstellungsverhältnisses erstellte betrieblichen Zwecken dienende Schriftstücke, Arbeitsunterlagen und sonstige Gegenstände sind ebenfalls Eigentum der Gesellschaft. Auf Verlangen der Gesellschaft, spätestens aber mit der Vertragsbeendigung hat Herr de Miguel die vorgenannten Gegenstände und Unterlagen an die Gesellschaft zurückzugeben.

§ 19 Business Documents/Company Property

The Company shall be entitled to all items made available by it to Mr. de Miguel in order for him to carry out his work (in particular keys, laptops, mobile telephones, software etc.) as well as documents, including copies; these shall remain the property of the Company. Written documents, working documents and other items produced by Mr. de Miguel for business purposes in connection with the employment relationship shall likewise be the property of the Company. Mr. de Miguel shall be obliged to return the aforesaid items and documents to the Company when requested to do so, at the latest however on termination of the Contract.

§ 20 Vertragsdauer

1. Der Vertrag ist auf unbestimmte Dauer geschlossen.

   Das Anstellungsverhältnis kann von beiden Seiten unter Einhaltung einer Kündigungsfrist von 18 Monaten zum Ende eines Monats gekündigt werden.

§ 20 Term of Contract

1. This Contract is entered into for an indefinite period.

   The employment relationship may be terminated by either party with 18 months’ notice to the end of a month.

2. Die Parteien sind sich einig, dass durch die Vereinbarung der verlängerten Kündigungsfrist von 18 Monaten bei Beendigung des Anstellungsverhältnisses eventuell bestehende Abfindungs- oder Entschädigungsansprüche, sei es dass diese auf einem bei Cooper-Standard bestehenden und für Herrn de Miguel anwendbaren Severance Pay-Programm für Executives oder Mitarbeiter oder auf gesetzlichen oder sonstigen Bestimmungen beruhen, ausgeglichen sind.

3. Das Anstellungsverhältnis endet spätestens mit Ablauf des Monats, in dem Herr de Miguel das Regeleintrittsalter in der gesetzlichen Rentenversicherung erreicht.

4. Das Recht zur außerordentlichen Kündigung bleibt unberührt.

5. Jede Kündigung bedarf der Schriftform.

2. The parties agree that any claims to severance or compensation, whether based on a Severance Pay Programme at Cooper-Standard for executives or staff and applicable to Mr. de Miguel or on statutory or other provisions, are deemed satisfied on account of the agreement regarding the extended notice period of 18 months should the employment relationship be terminated.

3. The employment relationship shall end no later than the end of the month in which Mr. de Miguel reaches the statutory retirement age.

4. The right to terminate the Contract for cause shall not be affected.

5. Any notice of termination must be given in writing.

§ 21 Beurlaubung

Die Gesellschaft ist berechtigt, Herrn de Miguel unter Fortzahlung seiner Vergütungsansprüche freizustellen.

§ 21 Garden leave

The Company shall be entitled to release Mr. de Miguel from his duties, subject to the continued payment of his remuneration.

§ 22 Schlussbestimmungen

1. Vertragsänderungen bedürfen zu ihrer Wirksamkeit der Schriftform. Dies gilt auch für die Änderung dieser Schriftformklausel.

§ 22 Final Provisions

1. Contractual amendments – including amendments to this provision – can only be made in writing.

2. Dieser Vertrag unterliegt ausschließlich dem Recht der Bundesrepublik Deutschland.

3. Lediglich die deutsche Fassung dieses Vertrages ist verbindlich.

§ 23 Salvatorische Klausel

Sollten einzelne Bestimmungen dieses Vertrages ganz oder teilweise unwirksam sein oder werden, oder sollte sich in diesem Vertrag eine Lücke befinden, so soll hierdurch die Gültigkeit der übrigen Bestimmungen nicht berührt werden. Anstelle der unwirksamen Bestimmung gilt diejenige wirksame Bestimmung als vereinbart, welche dem Sinn und Zweck der unwirksamen Bestimmung entspricht. Im Falle einer Lücke gilt diejenige Bestimmung als vereinbart, die dem entspricht, was nach Sinn und Zweck dieses Vertrages vereinbart worden wäre, hätte man die Angelegenheit von vorn herein bedacht. Dies gilt auch dann, wenn die Unwirksamkeit einer Bestimmung auf einem Maß der Leistung oder Zeit beruht. Es gilt dann das rechtlich zulässige Maß.

2. This Contract is governed exclusively by the law of Federal Republic of Germany.

3. Only the German version of this Contract is binding.

§ 23 Severability Clause

If individual provisions of this Contract are or become wholly or partially invalid or if there should be a gap in this Contract, the validity of the remaining provisions shall not be affected by this. In place of the invalid provision, a valid provision shall be deemed to be agreed upon, which corresponds to the sense and purpose of the invalid provision. In the case of a gap, that provision shall be deemed to be agreed upon which corresponds to that which would have been agreed upon according to the purpose and sense of this Contract if the matter had been considered from the outset. This shall also apply if the invalidity of a provision is based on a measurement of performance or time. In such a case, the measurement permitted by law shall apply.

Unterschriften/Signatures

/s/ Robert C. Johnson
Robert C. Johnson, Directeur A

CSA Germany Verwaltungs-GmbH, vertreten durch die Gesellschafterin (on behalf of the shareholder) CSA International Holdings B.V.

/s/ Maarten van den Berg
Maarten van den Berg, Directeur B

CSA Germany Verwaltungs-GmbH, vertreten durch die Gesellschafterin (on behalf of the shareholder) CSA International Holdings B.V.

/s/ Fernando de Miguel
Juan Fernando de Miguel Posada

Approved:

/s/Jeffrey S. Edwards
Jeffrey S. Edwards, Chairman and Chief Executive Officer

Cooper-Standard Automotive Inc.

Exhibit 10.27

World Headquarters

PRIVATE & CONFIDENTIAL

December 13, 2012

Mr. Song Min Lee
7535 Pointe Venezia Dr.
Orlando, Florida 32836

Re: International Assignment Agreement

Dear Mr. Lee,

We are pleased to present to you the following proposed terms and conditions applying to your assignment with Cooper-Standard. Your position while on assignment will be **President – Asia Pacific,** and you will be located primarily in Seoul, Korea. You will report directly to Mr. Keith Stephenson, Chief Operations Officer for Cooper Standard.

The effective date of your assignment will be January 15, 2013, and the details outlined in this letter are in effect only during the term of this international assignment.

Jurisdiction

The terms of your employment while on assignment will be governed by and interpreted in accordance with United States Law. Both the Company and you submit to the jurisdiction of the U.S. courts, but this assignment may be enforced by the Company in any court of competent jurisdiction.

General Compensation

Your overall compensation will be commensurate with positions and responsibilities similar to yours and will be coordinated and paid through Cooper-Standard in Novi, Michigan. Your annual base salary will be USD $500,000 per year through 2013 and, thereafter, will be reviewed annually, consistent with Cooper-Standard's practice for other senior executives.

You will be eligible for an annual incentive bonus. Your target incentive bonus for 2013 will equal 65% of your annual base salary. Actual payouts of annual incentive bonuses have historically been based on the level of achievement of adjusted EBITDA targets established by the Compensation Committee of Cooper-Standard's Board of Directors. The Compensation Committee is currently reviewing the basis upon which achievement and payout for 2013 will be determined, and final decisions are expected in this regard during the first quarter of 2013.

You will also be eligible for long-term incentive (LTIP) awards based on such long term incentive plans of the U.S. parent company as are in effect with respect to executives at your level at the time the awards are granted. In the first quarter of 2013, you will receive LTIP awards designed to have an aggregate value, at the time of grant, of approximately 135% of your annual base salary.

In recent years, LTIP awards have included both cash and equity components. As a reference, in 2012, the aggregate LTIP target award value granted to the company's senior management team was delivered in the following manner, with each component vesting after three years:

(i) 50% as a target cash award, with the actual level of payout dependent on achievement of financial objectives related to company cash flow generation over a three-year period;

(ii) 30% as stock options with an exercise price equal to the market price of the company's common stock on the date of grant; and

(iii) 20% as restricted stock units.

The Compensation Committee is currently reviewing how LTIP awards granted in 2013 will be structured and the performance metrics that may be applicable to them. Final decisions are expected during the first quarter of 2013.

Working hours, statutory holidays and any other conditions of employment not specifically set out in this agreement will be subject to local practice and custom and dictated by the duties of the position.

Signing Bonus

You will be eligible to receive a onetime signing bonus in the amount of $75,000, to be paid within your first thirty days with the company.

Benefits

You will be eligible to participate in the Company's health, welfare and retirement benefit programs, including the Company's 401(k) Enhanced Investment Savings Plan and the Company's Supplemental Executive Retirement Plan, on the same terms as similarly situated employees of the Company. Health and welfare benefit eligibility begins on the first day of the month following or coinciding with your employment commencement date.

Relocation Premium

In recognition of the inconvenience involved in an international relocation, the company will provide you with an additional allowance, above and beyond other cost-related allowances, referred to as a Relocation Premium. This allowance will take the form of a lump-sum payment, equal to 10% of your annual base salary at the time of payment. This payment will be processed after you this agreement is signed and within 30 days of the start date in the host country. This payment will be made by our Relocation Partner, NEI Global and will not originate within the CSA Payroll function. This is a gross payment from which applicable home or host-country taxes will be withheld.

Goods and Services Adjustments

To establish your total compensation, we have used a balance sheet approach to ensure that your standard of living in the country of assignment will be somewhat comparable to that which you would have enjoyed in your home country. It is the Company's intent that an employee should be somewhat protected against exorbitant additional costs in the host country for basic living expenses. Under the "balance sheet" approach, mentioned above, the Company will establish a "Goods & Services Allowance" equal to the difference in cost (in home country currency) between the cost of goods and services in your location of assignment and that in the home country. Goods and services include out-of-pocket expenses normally incurred by an expatriate such as; food at home, groceries, household and personal care items, clothing, recreation, etc.

The goods and services differential is added income to you while on assignment and will be treated as such by the Internal Revenue Service. These payments will be grossed up for tax purposes, so the additional tax on this income will not be your burden.

- A differential will be paid when there is a significant difference in the cost of goods and services between the foreign (host) and home country, according to information published by Mercer. Likewise, if the difference in the cost of goods between home and host locations decreases, Cooper-Standard will decrease your Goods and Services differential as dictated by Mercer's information; however, the Company will never **deduct** from your pay any amount for Goods & Services.

- As new Mercer information is published and a significant differential noted, the “Goods and Services Allowance” will be adjusted accordingly. Such information will be reviewed twice per year and adjusted as needed. All adjustments will be communicated to you prior to being implemented. Mercer performs these calculations on the Company’s behalf.

More information describing the Goods and Services Differential and Balance Sheet approach will be provided to you prior to your relocation.

Relocation

All reasonable interim living expenses will be paid by the Company for a period of up to 30 days or until delivery of household goods from the date of arrival for the employee and spouse should permanent living quarters not be readily available at the new location.

The company will pay for the following approved expenses for you and your spouse:

a) *Business class airfare and necessary ground transportation.*

b) Meals and lodging en route.

c) Weekly allowance for living expenses and incidentals (e.g. meals, fuel, laundry, phone calls, etc.) up to a maximum of $300 while in temporary living.

The Company will pay reasonable costs associated with packing, insuring and/or shipping your personal goods from the United States to your host location

Accommodations

The Company will provide for company-leased housing at the assignment location. In addition to paying the monthly lease, this will also include payment of utilities and applicable taxes. In the event that suitable accommodations are unfurnished, the Company may pay for basic furnishings and white goods (kitchen appliances) required which will remain the property of the Company.

Education/Schooling

The Company will reimburse stated charges for your son including tuition, transportation provided by the school, and any fees from the school related to regular attendance at a private school in your assignment location. If uniforms are required this expense will be reimbursed.

Expenses that will not be reimbursed include (but are not limited to) meals (unless included in tuition), locker and gym fees, gym clothes, concerts, music lesions, athletic events, school publications, field trips, and other extracurricular activities.

Home Leave

You and your spouse are eligible for one home leave per year up to a total of your vacation entitlement plus five days exclusive of air travel time. The Company will pay the actual costs of business class airfare for you and your spouse for round-trip travel from your overseas location to your point of origin. Incidental expenses en route will also be covered.

Compassionate and Emergency Leaves

You will be allowed five (5) working days plus travel time via the most direct route to attend personal emergencies such as the death or critical illness of the following family members: spouse, children, parents, grandparents, brothers, sisters, brothers-in-law, sisters-in law. The Company will pay for the cost of round-trip business class air travel for you and your spouse in cases of the death or cases of critical illness of any aforementioned family member.

Transportation

While on assignment, you will be provided with a company leased vehicle and driver to be used for your business and personal use.

Additional Benefits

In addition the Company will provide you with assistance for the following while on assignment:

- Foreign banking services to include wire transfers
- Mail forwarding services

Taxation

The Company will provide tax-consulting services with professional tax advisors, Deloitte Tax LLP, for the duration of the foreign assignment as required. The Company will provide tax equalization for each completed and partly completed calendar year of foreign assignment. It is agreed that you will not be liable for taxes in excess of the taxes you would normally pay in your home country. The tax equalization amount will be established by the completion of income tax returns in your home and host locations using all allowable deductions. This will be handled by our tax partner, Deloitte Tax LLP.

You will be contacted by a representative of Deloitte prior to your departure and will be provided a pre-departure tax briefing to include information on how this assignment will affect your tax situation personally. Upon arrival in the host location, you will also be provided an arrival briefing by a Deloitte representative in that country. Please ensure that you attend both of these meetings and that you understand your obligations to provide accurate and timely information to enable Deloitte to complete all necessary filings on your behalf. Any questions regarding your tax situation that arise later in your assignment should be directed to Kim Amundson in the Novi office.

Holidays and Vacation

Your holiday entitlement will be in line with the policy in effect at your host location. Your annual vacation entitlement will be twenty business days.

Executive Severance Pay Plan

Under the company’s Executive Severance Pay Plan you will be eligible to receive 18 months severance pay if your employment is terminated by the Company without Cause, or if you terminate your employment for Good Reason, and 18 months severance pay if your employment is terminated by the Company without Cause, or if you terminate your employment for Good Reason after a Change Of Control.

Employment Restrictions

As a condition of your employment and prior to your commencement of work as an employee, you must sign the company’s Non-competition, Nondisclosure and Patent Assignment Agreement, a copy of which is attached to this letter for your information and review.

This offer is contingent upon successful pre-employment health screening, pre-employment drug screening and the presentation to the Human Resources Department of employment authorization and personal identification documents as required by the Immigration Reform and Control Act of 1986.

You agree that if you are employed by Cooper-Standard Automotive Inc. that the employment relationship is “at-will” which means that either the Company or you may terminate the employment relationship at any time with or without cause or notice.

International Assignment – Relocation and Policy Benefits

Upon signature of this agreement, your move will be initiated with NEI Global and a representative will contact you within 1-3 business days by email or phone. NEI will facilitate all aspects of your relocation to the host country, including household goods shipment, relocation expense reimbursement and arrangement of payment to any vendors utilized for these services. Your NEI representative can answer any questions you may have during your initial orientation, and will also be your main contact while on assignment. You should contact NEI while living and working in the Host Country with questions or concerns related to your assignment.

Please sign and return a copy of this assignment letter while retaining a copy for your own records. Upon receipt of this letter, we will begin the necessary preparations for your assignment. We appreciate your acceptance of this responsibility and look forward to the contributions you will make in this role.

INTERNATIONAL ASSIGNMENT ACKNOWLEDGEMENT

This agreement is made in the United States of America, and shall be subject to national laws and current collective agreements thereof. In the event any provision of this letter shall be held invalid or unenforceable by reason of law, such invalidity shall not affect or render invalid or unenforceable any other provision of this letter.

I hereby sign to accept the assignment as presented in this document, and to also acknowledge that I have reviewed the Global International Assignment Policy provided to me and understand my benefits.

/s/ Keith Stephenson	March 13, 2013
	Date

Keith Stephenson
Chief Operations Officer
Cooper Standard Inc.

I, the undersigned, hereby agree and accept this assignment as outlined above.

/s/ Song Min Lee	
Song Min Lee	Date

Exhibit 10.28

COOPER-STANDARD AUTOMOTIVE INC.
LONG-TERM INCENTIVE PLAN

(Amended and Restated Effective as of January 1, 2014)

ARTICLE 1.
PURPOSE AND DURATION

Section 1.1. Purpose. This Cooper-Standard Automotive Inc. Long-Term Incentive Plan is intended to motivate key employees of the Company and its Affiliates who have the prime responsibility for the operations of the Company and its Affiliates to achieve performance objectives, measured on a long-term basis, that are aligned with the Company's strategic goals and which are intended to result in increased value to the shareholders of the Company. Awards granted under Section 11 of the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan (the "Omnibus Incentive Plan"), and awards granted under Section 8 of the Omnibus Incentive Plan that are subject to performance criteria, will be subject to the terms of this Plan in addition to the terms of the Omnibus Incentive Plan, although in the event of any discrepancy between the terms of this Plan and the terms of the Omnibus Incentive Plan, the terms of the Omnibus Incentive Plan shall control. Capitalized terms not otherwise defined herein shall have the same meanings as in the Omnibus Incentive Plan.

Section 1.2. Duration. The Plan is effective for performance periods beginning as of January 1, 2011, and will remain in effect until terminated pursuant to Article 9. This Plan is amended and restated effective January 1, 2014 and the amendments included herein apply to performance periods beginning on and after January 1, 2014.

ARTICLE 2.
DEFINITIONS AND CONSTRUCTION

Section 2.1. Definitions. Wherever used in the Plan, the following terms shall have the meanings set forth below and, when the meaning is intended, the initial letter of the word is capitalized:

(a) "Administrator" means, with respect to Executive Officers, the Committee, and with respect to all other Executives, the Chief Executive Officer of the Company.

(b) "Affiliate" means, with respect to an entity, any entity directly or indirectly controlling, controlled by, or under common control with, such first entity.

(c) "Base Salary" of a Participant means the annual rate of base pay in effect for such Participant as of the last day of the Performance Period, or such other date as the Administrator specifies.

(d) "Board" means the Board of Directors of the Company.

(e) “Company” means Cooper-Standard Automotive Inc., and any successor thereto as provided in Article 12.

(f) “Committee” means the Compensation Committee of the Board.

(g) “Covered Employee” has the meaning given in Code Section 162(m).

(h) “Exchange Act” means the Securities Exchange Act of 1934, as amended. Any reference to a particular provision of the Exchange Act shall be deemed to include any successor provision thereto.

(i) “Executive” means an employee of the Company duly appointed by the Board as an authorized signatory of the Company for all purposes.

(j) “Executive Officer” means an employee of the Company who is an “officer” within the meaning of Rule 16a-1(f) promulgated under the Exchange Act or, if at any time the Company does not have a class of securities registered pursuant to Section 12 of the Exchange Act, an employee of the Company who would be deemed an “officer” within the meaning of Rule 16a-1(f) if the Company had a class of securities so registered, as determined by the Board in its discretion.

(k) “Inimical Conduct” means any act or omission that is inimical to the best interests of the Company or any Affiliate, as determined by the Administrator, including but not limited to: (1) violation of any employment, noncompete, confidentiality or other agreement in effect with the Company or any Affiliate, (2) taking any steps or doing anything which would damage or negatively reflect on the reputation of the Company or an Affiliate, or (3) failure to comply with applicable laws relating to trade secrets, confidential information or unfair competition.

(l) “Participant” means an Executive Officer or Executive who has been granted a Performance Award by the Administrator.

(m) “Performance Award” means an opportunity granted to a Participant to receive a cash payment based in whole or part on the extent to which one or more Performance Goals for one or more Performance Measures are achieved for the Performance Period, subject to the conditions described in the Plan and that the Administrator otherwise imposes.

(n) “Performance Measures” means the category or categories of performance that must be achieved as determined by the Administrator at the time of grant of a Performance Award. Performance Measures may be measured (1) for the Company on a consolidated basis, (2) for any one or more Affiliates or divisions of the Company and/or (3) for any other business unit or units of the Company or an Affiliate as defined by the Administrator at the time of selection. In addition, the Administrator may prescribe subjective Performance Measures or Performance Measures based on the Participant’s most recent employment evaluation as a condition to receiving all or any portion of an award payment.

(o) “Performance Goal” means the level(s) of performance for a Performance Measure that must be attained in order for a payment to be made under a Performance Award, and/or for the amount of payment to be determined based on the Performance Scale. With respect to Performance Awards granted pursuant to Section 8 or Section 11 of the Omnibus Incentive Plan, the Performance Goals must comply with the terms of the Omnibus Incentive Plan.

(p) “Performance Period” means a period of one or more fiscal years of the Company or an Affiliate, as selected by the Administrator.

(q) “Performance Scale” means, with respect to a Performance Measure, a scale from which the level of achievement may be calculated for any given level of actual performance for such Performance Measure. The Performance Scale may be a linear function, a step function, a combination of the two, or any other manner of measurement as determined by the Administrator.

(r) “Omnibus Incentive Plan” means the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as from time amended and in effect.

(s) “Plan” means the arrangement described herein, as from time amended and in effect.

(t) “Retirement” means termination of employment with the Company and its Affiliates (without Cause) on or after (1) attainment of age 65 or (2) attainment of age 60 with five (5) Years of Service.

(u) “Years of Service” means the employee’s total years of employment with the Company and any Affiliate, including years of employment with an entity that is acquired by the Company prior to such acquisition.

Section 2.2. Gender and Number. Except where otherwise indicated by the context, any masculine term used herein includes the feminine, the plural includes the singular, and the singular the plural.

ARTICLE 3.
ELIGIBILITY

Section 3.1. Eligibility. All Executives shall be eligible to participate in the Plan upon being appointed an Executive and shall remain eligible hereunder for so long as such individual remains in an Executive position.

Section 3.2. New Hires; Transfers In, Out and Between Eligible Positions.

(a) Notwithstanding Section 3.1, for a key employee who is appointed or promoted into a position that is eligible for a Performance Award, the Administrator may (1) select such key employee as a Participant at any time during the course of a Performance Period, (2) take action as a result of which there is an additional Performance Award made to a key employee who, as to a Performance Period that is in progress, is already a Participant and as to whom a Performance Award is already in effect where the additional Performance Award relates to the same Performance Period, or (3) change the Performance Goals, Performance Measures, Performance Scale or potential award amount under a Performance Award that is already in

effect; provided that the discretion described in clause (3) shall not be exercisable with respect to any Participant who is a Covered Employee unless the exercise of such discretion results in a reduction in the amount that would have otherwise been payable to such individual. In such event, the Administrator may, but is not required to, prorate the amount that would otherwise be payable under such Performance Award if the Participant had been employed during the entire Performance Period to reflect the period of actual employment during the Performance Period.

(b) If a Participant is demoted during a Performance Period, the Administrator may decrease the potential award amount of any Performance Award, or revise the Performance Goals, Performance Measures or Performance Scale, as determined by the Administrator to reflect the demotion.

(c) If a Participant is transferred from employment by the Company to the employment of an Affiliate, or vice versa, the Administrator may revise the Participant's Performance Award to reflect the transfer, including but not limited to, changing the potential award amount, Performance Measures, Performance Goals and Performance Scale; provided that the discretion described in this subsection (c) shall not be exercisable with respect to any Participant who is a Covered Employee unless the exercise of such discretion results in a reduction in the amount that would have otherwise payable to such individual.

Section 3.3. Termination of Employment.

(a) Except as otherwise provided under the terms of an employment or severance agreement between a Participant and the Company, or under the Company's Change of Control and Severance Pay Plan or the Company's Executive Severance Pay Plan, no Participant shall earn an incentive award for a Performance Period unless the Participant is employed by the Company or an Affiliate (or is on an approved leave of absence) on the last day of such Performance Period, unless employment was terminated during the period as a result of Retirement, Disability or death at a time when the Participant could not have been terminated for Cause, or unless payment is approved by the Administrator after considering the cause of termination.

(b) If a Participant's employment is terminated as a result of death, Disability or Retirement, at a time when the Participant could not have been terminated for Cause, then unless the Administrator decides to provide a greater amount, the Participant (or the Participant's estate in the event of his death) shall be entitled to receive an amount equal to the product of (x) the amount calculated under Section 5.1, but only with respect to awards which are in the final year of their Performance Period, by (y) a fraction, the numerator of which is the number of the Participant's days of employment during the Performance Period for such award and the denominator of which is the number of days in the Performance Period for such award. Payment shall be made within 2 ½ months following the end of the year in which such the Participant's termination of employment occurs.

ARTICLE 4.
CONTINGENT PERFORMANCE AWARDS

At the time of grant of a Performance Award, the Administrator shall determine for each award the Performance Measure(s), the Performance Goal(s) for each Performance Measure, the Performance Scale (which may vary for different Performance Measures), and the amount payable to the Participant if and to the extent the Performance Goals are met (as measured from the Performance Scale). The amount payable to a Participant may be designated as a flat dollar amount or as a percentage of the Participant's Base Salary, or may be determined by any other means as the Administrator may specify, including but not limited to Restricted Stock Units, at the time the Performance Award is granted. The amount payable to any Participant to whom a Performance Award is granted under Section 8 or Section 11 of the Omnibus Incentive Plan shall be subject to the share or dollar limit, respectively, imposed under such plan.

ARTICLE 5.
PAYMENT

Section 5.1. Evaluating Performance and Computing Awards.

(a) As soon as practicable following the close of a Performance Period, the Administrator shall determine whether and to what extent the Performance Goals and other material terms of the Performance Award issued for such period were satisfied, and shall determine whether any discretionary adjustments under Subsection (b) shall be made. Based on such certification, the Administrator (or its delegee) shall determine the award amount payable to a Participant under the Performance Award for that Performance Period.

(b) The Administrator may adjust each Participant's potential award amount under any Performance Award, based upon overall individual performance and attainment of goals up to a maximum of plus fifty percent (+50%) or down to a maximum of minus one hundred percent (-100%); provided that with respect to any Participant who is a Covered Employee, the Administrator shall only be allowed to approve a downward adjustment.

Section 5.2. Timing and Form of Payment. When the payment due to the Participant has been determined, payment shall be made in a cash lump sum or in Shares in the calendar year immediately following the close of the Performance Period, typically as soon as practicable after the Administrator has certified the extent to which the Performance Goals have been achieved.

Section 5.3. Inimical Conduct. Notwithstanding the foregoing, after the end of the Performance Period for which the payment has accrued, but before payment is made, if the Participant engages in Inimical Conduct, or if the Company determines after a Participant's termination of employment that the Participant could have been terminated for Cause, then the Performance Award shall be automatically cancelled and no payment or deferral shall be made. The Administrator may suspend payment (without liability for interest thereon) pending the Administrator's determination of whether the Participant was or should have been terminated for Cause or whether the Participant has engaged in Inimical Conduct.

ARTICLE 6.
ADJUSTMENTS

In the event of any change in the outstanding shares of Company Common Stock by reason of any stock dividend or split, recapitalization, reclassification, merger, consolidation or exchange of shares or other similar corporate change, then if the Administrator shall determine that such change necessarily or equitably requires an adjustment in the Performance Goals established under a Performance Award, such adjustments shall be made by the Administrator and shall be conclusive and binding for all purposes of this Plan. No adjustment shall be made in connection with the issuance by the Company of any warrants, rights, or options to acquire additional shares of Common Stock or of securities convertible into Common Stock; and no such adjustment shall be permitted with respect to any Participant who is a Covered Employee to the extent such adjustment would cause the Participant's Performance Award to cease to be qualified performance-based compensation within the meaning of Code Section 162(m). In the case of a Performance Award that is denominated in Shares, any adjustments shall be made in accordance with Section 12 of the Omnibus Incentive Plan.

ARTICLE 7.
RIGHTS OF PARTICIPANTS

Section 7.1. No Funding. No Participant shall have any interest in any fund or in any specific asset or assets of the Company or any Affiliate by reason of any Performance Award under the Plan. It is intended that the Company has merely a contractual obligation to make payments when due hereunder and it is not intended that the Company or any Affiliate hold any funds in reserve or trust to secure payments hereunder.

Section 7.2. No Transfer. No Participant may assign, pledge, or encumber his or her interest under the Plan, or any part thereof.

Section 7.3. No Implied Rights; Employment. Nothing contained in this Plan shall be construed to:

(a) Give any employee or Participant any right to receive any award other than in the sole discretion of the Administrator;

(b) Limit in any way the right of the Company or an Affiliate to terminate a Participant's employment at any time; or

(c) Be evidence of any agreement or understanding, express or implied, that a Participant will be retained in any particular position or at any particular rate of remuneration.

ARTICLE 8.
ADMINISTRATION

Section 8.1. General. The Plan shall be administered by the Administrator.

Section 8.2. Authority. In addition to the authority specifically provided herein, the Administrator shall have full power and discretionary authority to: (a) administer the Plan,

including but not limited to the power and authority to construe and interpret the Plan; (b) correct errors, supply omissions or reconcile inconsistencies in the terms of the Plan or any Performance Award; (c) establish, amend or waive rules and regulations, and appoint such agents, as it deems appropriate for the Plan's administration; and (d) make any other determinations, including factual determinations, and take any other action as it determines is necessary or desirable for the Plan's administration.

Section 8.3. Decision Binding. The Administrator's determinations and decisions made pursuant to the provisions of the Plan and all related orders or resolutions of the Board shall be final, conclusive and binding on all persons who have an interest in the Plan or an award, and such determinations and decisions shall not be reviewable.

ARTICLE 9.
AMENDMENT AND TERMINATION

Section 9.1. Amendment. The Committee may modify or amend, in whole or in part, any or all of the provisions of the Plan or any Performance Award, and may suspend the Plan at any time; provided, however, that no such modification, amendment, or suspension may, without the consent of the Participant or his legal representative in the case of his death, adversely affect the amount of any payment due under the Plan with respect to any Performance Award in effect prior to the date of such modification, amendment or suspension.

Section 9.2. Termination. The Committee may terminate the Plan at any time; *provided, however*, that no such termination may, without the consent of the Participant or his legal representative in the case of his death, adversely affect the amount of any payment due under the Plan with respect to any Performance Award in effect prior to the date of such termination.

ARTICLE 10.
TAX WITHHOLDING

The Company shall have the right to deduct from all cash payments made hereunder (or from any other payments due a Participant) any foreign, federal, state, or local taxes required by law to be withheld with respect to such cash payments. With respect to any Performance Award payable in Shares, the Committee shall require payment of any amount it may determine to be necessary to withhold for federal, state, local or other taxes as a result of the issuance of such Shares, and the Company shall have no obligation to deliver Shares unless and until such amount is so paid. Unless the Committee specifies in an agreement evidencing the Performance Award or otherwise, the Participant may elect to pay a portion or all of the minimum statutory required withholding taxes by (a) delivering Shares or (b) having Shares withheld by the Company from any Shares that would have otherwise been issued to the Participant, in each case having a Fair Market Value equal to such withholding tax amount.

ARTICLE 11.
OFFSET

The Company shall have the right to offset from any amount payable hereunder any amount that the Participant owes to the Company or any Affiliate without the consent of the Participant (or his estate, in the event of the Participant's death).

ARTICLE 12.
SUCCESSORS

All obligations of the Company under the Plan with respect to Performance Awards granted hereunder shall be binding on any successor to the Company, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation or otherwise, of all or substantially all of the business and/or assets of the Company. The Plan shall be binding upon and inure to the benefit of the Participants and their heirs, executors, administrators and legal representatives.

ARTICLE 13.
DISPUTE RESOLUTION

Unless prohibited by law, any legal action or proceeding with respect to this Plan or any Performance Award, or for recognition and enforcement of any judgment in respect to this Plan or any Performance Award, may only be heard in a “bench” trial, and any party to such action or proceeding shall agree to waive its right to a jury trial. Any legal action or proceeding with respect to this Plan or any Performance Award must be brought within one year (365 days) after the day the complaining party first knew or should have known of the events giving rise to the complaint.

Exhibit 10.29

COOPER-STANDARD AUTOMOTIVE INC.
ANNUAL INCENTIVE PLAN

(Amended and Restated Effective as of January 1, 2014)

ARTICLE 1.
PURPOSE AND DURATION

Section 1.1. Purpose. This Cooper-Standard Automotive Inc. Annual Incentive Plan is intended to motivate key employees of the Company and its Affiliates who have the prime responsibility for the operations of the Company and its Affiliates to achieve performance objectives, measured on an annual basis, that are aligned with the Company's strategic goals and which are intended to result in increased value to the shareholders of the Company. Awards granted under Section 10 of the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan will be subject to the terms of this Plan in addition to the terms of the Omnibus Incentive Plan, although in the event of any discrepancy between the terms of this Plan and the terms of the Omnibus Incentive Plan, the terms of the Omnibus Incentive Plan shall control. Capitalized terms not otherwise defined herein shall have the same meanings as in the Omnibus Incentive Plan.

Section 1.2. Duration. The Plan is effective for performance periods beginning as of January 1, 2011, and will remain in effect until terminated pursuant to Article 9. This Plan is amended and restated effective January 1, 2014 and the amendments included herein apply to performance periods beginning on and after January 1, 2014.

ARTICLE 2.
DEFINITIONS AND CONSTRUCTION

Section 2.1. Definitions. Wherever used in the Plan, the following terms shall have the meanings set forth below and, when the meaning is intended, the initial letter of the word is capitalized:

(a) "Affiliate" means, with respect to an entity, any entity directly or indirectly controlling, controlled by, or under common control with, such first entity.

(b) "Administrator" means, with respect to Executive Officers, the Committee, and with respect to all other Executives, the Chief Executive Officer of the Company.

(c) "Base Salary" of a Participant means the annual rate of base pay in effect for such Participant as of the last day of the Performance Period, or such other date as the Administrator specifies.

(d) "Board" means the Board of Directors of the Company.

(e) "Company" means Cooper-Standard Automotive Inc., and any successor thereto as provided in Article 12.

(f) “Committee” means the Compensation Committee of the Board.

(g) “Covered Employee” has the meaning given in Code Section 162(m).

(h) “Exchange Act” means the Securities Exchange Act of 1934, as amended. Any reference to a particular provision of the Exchange Act shall be deemed to include any successor provision thereto.

(i) “Executive” means an employee of the Company duly appointed by the Board as an authorized signatory of the Company for all purposes.

(j) “Executive Officer” means an employee of the Company who is an “officer” within the meaning of Rule 16a-1(f) promulgated under the Exchange Act or, if at any time the Company does not have a class of securities registered pursuant to Section 12 of the Exchange Act, an employee of the Company who would be deemed an “officer” within the meaning of Rule 16a-1(f) if the Company had a class of securities so registered, as determined by the Board in its discretion.

(k) “Inimical Conduct” means any act or omission that is inimical to the best interests of the Company or any Affiliate, as determined by the Administrator, including but not limited to: (1) violation of any employment, noncompete, confidentiality or other agreement in effect with the Company or any Affiliate, (2) taking any steps or doing anything which would damage or negatively reflect on the reputation of the Company or an Affiliate, or (3) failure to comply with applicable laws relating to trade secrets, confidential information or unfair competition.

(l) “Participant” means an Executive Officer or Executive who has been granted a Performance Award by the Administrator.

(m) “Performance Award” means an opportunity granted to a Participant to receive a payment based in whole or part on the extent to which one or more Performance Goals for one or more Performance Measures are achieved for the Performance Period, subject to the conditions described in the Plan and that the Administrator otherwise imposes.

(n) “Performance Measures” means the category of categories of performance that must be achieved as determined by the Administrator at the time of grant of a Performance Award. Performance Measures may be measured (1) for the Company on a consolidated basis, (2) for any one or more Affiliates or divisions of the Company and/or (3) for any other business unit or units of the Company or an Affiliate as defined by the Administrator at the time of selection. In addition, the Administrator may prescribe subjective Performance Measures or Performance Measures based on the Participant’s most recent employment evaluation as a condition to receiving all or any portion of an award payment.

(o) “Performance Goal” means the level(s) of performance for a Performance Measure that must be attained in order for a payment to be made under a Performance Award, and/or for the amount of payment to be determined based on the Performance Scale. With respect to Performance Awards granted pursuant to Section 10 of the Omnibus Incentive Plan, the Performance Goals must comply with the terms of the Omnibus Incentive Plan.

(p) “Performance Period” means a period of one fiscal year of the Company or an Affiliate, as selected by the Administrator.

(q) “Performance Scale” means, with respect to a Performance Measure, a scale from which the level of achievement may be calculated for any given level of actual performance for such Performance Measure. The Performance Scale may be a linear function, a step function, a combination of the two, or any other manner of measurement as determined by the Administrator.

(r) “Omnibus Incentive Plan” means Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan, as from time amended and in effect.

(s) “Plan” means the arrangement described herein, as from time amended and in effect.

(t) “Retirement” means termination of employment with the Company and its Affiliates (without Cause) on or after (1) attainment of age 65 or (2) attainment of age 60 with five (5) Years of Service.

(u) “Years of Service” means the employee’s total years of employment with the Company and any Affiliate, including years of employment with an entity that is acquired by the Company prior to such acquisition.

Section 2.2. Gender and Number. Except where otherwise indicated by the context, any masculine term used herein includes the feminine, the plural includes the singular, and the singular the plural.

ARTICLE 3.
ELIGIBILITY

Section 3.1. Eligibility. All Executives shall be eligible to participate in the Plan upon being appointed an Executive and shall remain eligible hereunder for so long as such individual remains in an Executive position.

Section 3.2. New Hires; Transfers In, Out and Between Eligible Positions.

(a) Notwithstanding Section 3.1, for a key employee who is appointed or promoted into a position that is eligible for a Performance Award, the Administrator may (1) select such key employee as a Participant at any time during the course of a Performance Period, (2) take action as a result of which there is an additional Performance Award made to a key employee who, as to a Performance Period that is in progress, is already a Participant and as to whom a Performance Award is already in effect where the additional Performance Award relates to the same Performance Period, or (3) change the Performance Goals, Performance Measures, Performance Scale or potential award amount under a Performance Award that is already in effect; provided that the discretion described in clause (3) shall not be exercisable with respect to any Participant who is a Covered Employee unless the exercise of such discretion results in a reduction in the amount that would have otherwise been payable to such individual. In such event, the Administrator may, but is not required to, prorate the amount that would otherwise be payable under such Performance Award if the Participant had been employed during the entire Performance Period to reflect the period of actual employment during the Performance Period.

(b) If a Participant is demoted during a Performance Period, the Administrator may decrease the potential award amount of any Performance Award, or revise the Performance Goals, Performance Measures or Performance Scale, as determined by the Administrator to reflect the demotion.

(c) If a Participant is transferred from employment by the Company to the employment of an Affiliate, or vice versa, the Administrator may revise the Participant's Performance Award to reflect the transfer, including but not limited to, changing the potential award amount, Performance Measures, Performance Goals and Performance Scale; provided that the discretion described in this subsection (c) shall not be exercisable with respect to any Participant who is a Covered Employee unless the exercise of such discretion results in a reduction in the amount that would have otherwise payable to such individual.

Section 3.3. Termination of Employment.

(a) Except as otherwise provided under the terms of an employment or severance agreement between a Participant and the Company, or under the Company's Executive Severance Pay Plan, no Participant shall earn an incentive award for a Performance Period unless the Participant is employed by the Company or an Affiliate (or is on an approved leave of absence) on the last day of such Performance Period, unless employment was terminated during the period as a result of Retirement, Disability or death at a time when the Participant could not have been terminated for Cause, or unless payment is approved by the Administrator after considering the cause of termination.

(b) If a Participant's employment is terminated as a result of death, Disability or Retirement, at a time when the Participant could not have been terminated for Cause, then unless the Administrator decides to provide a greater amount, the Participant (or the Participant's estate in the event of his death) shall be entitled to receive an amount equal to the product of (x) the amount calculated under Section 5.1 and (y) a fraction, the numerator of which is the number of the Participant's days of employment during the Performance Period for such award and the denominator of which is the number of days in the Performance Period for such award. Payment shall be made as provided in Section 5.2.

ARTICLE 4.
CONTINGENT PERFORMANCE AWARDS

At the time of grant of a Performance Award, the Administrator shall determine for each award the Performance Measure(s), the Performance Goal(s) for each Performance Measure, the Performance Scale (which may vary for different Performance Measures), and the amount payable to the Participant if and to the extent the Performance Goals are met (as measured from the Performance Scale). The amount payable to a Participant may be designated as a flat dollar amount or as a percentage of the Participant's Base Salary, or may be determined by any other means as the Administrator may specify at the time the Performance Award is granted. The amount payable to any Participant to whom a Performance Award is granted under Section 10 of the Omnibus Incentive Plan shall be subject to the dollar limit imposed under such plan.

ARTICLE 5.
PAYMENT

Section 5.1. Evaluating Performance and Computing Awards.

(a) As soon as practicable following the close of a Performance Period, the Administrator shall determine whether and to what extent the Performance Goals and other material terms of the Performance Award issued for such period were satisfied, and shall determine whether any discretionary adjustments under Subsection (b) shall be made. Based on such certification, the Administrator (or its delegee) shall determine the award amount payable to a Participant under the Performance Award for that Performance Period.

(b) The Administrator may adjust each Participant's potential award amount under any Performance Award, based upon overall individual performance and attainment of goals up to a maximum of plus fifty percent (+50%) or down to a maximum of minus one hundred percent (-100%); provided that with respect to any Participant who is a Covered Employee, the Administrator shall only be allowed to approve a downward adjustment.

Section 5.2. Timing and Form of Payment. When the payment due to the Participant has been determined, payment shall be made in a cash lump sum in the calendar year immediately following the close of the Performance Period, typically as soon as practicable after the Administrator has certified the extent to which the Performance Goals have been achieved.

Section 5.3. Inimical Conduct. Notwithstanding the foregoing, after the end of the Performance Period for which the payment has accrued, but before payment is made, if the Participant engages in Inimical Conduct, or if the Company determines after a Participant's termination of employment that the Participant could have been terminated for Cause, the Performance Award shall be automatically cancelled and no payment or deferral shall be made. The Administrator may suspend payment (without liability for interest thereon) pending the Administrator's determination of whether the Participant was or should have been terminated for Cause or whether the Participant has engaged in Inimical Conduct.

ARTICLE 6.
ADJUSTMENTS

In the event of any change in the outstanding shares of Company Common Stock by reason of any stock dividend or split, recapitalization, reclassification, merger, consolidation or exchange of shares or other similar corporate change, then if the Administrator shall determine that such change necessarily or equitably requires an adjustment in the Performance Goals established under a Performance Award, such adjustments shall be made by the Administrator and shall be conclusive and binding for all purposes of this Plan. No adjustment shall be made in connection with the issuance by the Company of any warrants, rights, or options to acquire additional shares of Common Stock or of securities convertible into Common Stock, and no such adjustment shall be permitted with respect to any Participant who is a Covered Employee to the extent such adjustment would cause the Participant's Performance Award to cease to be qualified performance-based compensation within the meaning of Code Section 162(m).

ARTICLE 7.
RIGHTS OF PARTICIPANTS

Section 7.1. No Funding. No Participant shall have any interest in any fund or in any specific asset or assets of the Company or any Affiliate by reason of any Performance Award under the Plan. It is intended that the Company has merely a contractual obligation to make payments when due hereunder and it is not intended that the Company or any Affiliate hold any funds in reserve or trust to secure payments hereunder.

Section 7.2. No Transfer. No Participant may assign, pledge, or encumber his or her interest under the Plan, or any part thereof.

Section 7.3. No Implied Rights; Employment. Nothing contained in this Plan shall be construed to:

(a) Give any employee or Participant any right to receive any award other than in the sole discretion of the Administrator;

(b) Limit in any way the right of the Company or an Affiliate to terminate a Participant's employment at any time; or

(c) Be evidence of any agreement or understanding, express or implied, that a Participant will be retained in any particular position or at any particular rate of remuneration.

ARTICLE 8.
ADMINISTRATION

Section 8.1. General. The Plan shall be administered by the Administrator.

Section 8.2. Authority. In addition to the authority specifically provided herein, the Administrator shall have full power and discretionary authority to: (a) administer the Plan, including but not limited to the power and authority to construe and interpret the Plan; (b) correct errors, supply omissions or reconcile inconsistencies in the terms of the Plan or any Performance Award; (c) establish, amend or waive rules and regulations, and appoint such agents, as it deems appropriate for the Plan's administration; and (d) make any other determinations, including factual determinations, and take any other action as it determines is necessary or desirable for the Plan's administration.

Section 8.3. Decision Binding. The Administrator's determinations and decisions made pursuant to the provisions of the Plan and all related orders or resolutions of the Board shall be final, conclusive and binding on all persons who have an interest in the Plan or an award, and such determinations and decisions shall not be reviewable.

ARTICLE 9.
AMENDMENT AND TERMINATION

Section 9.1. Amendment. The Committee may modify or amend, in whole or in part, any or all of the provisions of the Plan or any Performance Award, and may suspend the Plan, at any time; provided, however, that no such modification, amendment, or suspension may, without the consent of the Participant or his legal representative in the case of his death, adversely affect the amount of any payment due under the Plan with respect to any Performance Award in effect prior to the date of such modification, amendment or suspension.

Section 9.2. Termination. The Committee may terminate the Plan at any time; *provided, however*, that no such termination may, without the consent of the Participant or his legal representative in the case of his death, adversely affect the amount of any payment due under the Plan with respect to any Performance Award in effect prior to the date of such termination.

ARTICLE 10.
TAX WITHHOLDING

The Company shall have the right to deduct from all cash payments made hereunder (or from any other payments due a Participant) any foreign, federal, state, or local taxes required by law to be withheld with respect to such cash payments.

ARTICLE 11.
OFFSET

The Company shall have the right to offset from any amount payable hereunder any amount that the Participant owes to the Company or any Affiliate without the consent of the Participant (or his estate, in the event of the Participant's death).

ARTICLE 12.
SUCCESSORS

All obligations of the Company under the Plan with respect to Performance Awards granted hereunder shall be binding on any successor to the Company, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation or otherwise, of all or substantially all of the business and/or assets of the Company. The Plan shall be binding upon and inure to the benefit of the Participants and their heirs, executors, administrators and legal representatives.

ARTICLE 13.
DISPUTE RESOLUTION

Unless prohibited by law, any legal action or proceeding with respect to this Plan or any Performance Award, or for recognition and enforcement of any judgment in respect to this Plan or any Performance Award, may only be heard in a "bench" trial, and any party to such action or proceeding shall agree to waive its right to a jury trial. Any legal action or proceeding with respect to this Plan or any Performance Award must be brought within one year (365 days) after the day the complaining party first knew or should have known of the events giving rise to the complaint.

Exhibit 21.1

Subsidiaries of Cooper-Standard Holdings Inc. [1]

Subsidiary Name	Jurisdiction of Organization
Cooper-Standard Automotive (Australia) Pty. Ltd.	Australia
Cooper-Standard Automotive FHS (Australia) Pty. Ltd.	Australia
CSA (Barbados) Investment Co. Ltd.	Barbados
Cooper-Standard Automotive Belgium NV	Belgium
Cooper-Standard Automotive Brasil Sealing Ltda.	Brazil
Itatiaia Standard Industrial Ltda.	Brazil
Cooper-Standard Automotive Canada Limited	Canada
Cooper (Wuhu) Automotive Co., Ltd.	China
Cooper-Standard Automotive (Kunshan) Co., Ltd.	China
Cooper-Standard (Suzhou) Automotive Co., Ltd.	China
Cooper-Standard Chongqing Automotive Co., Ltd.	China
Jingda (Jingzhou) Automotive Co., Ltd. (36%)	China
Cooper-Standard Jingda Changchun Automotive Co., Ltd. (80%)	China
Huayu-Cooper Standard Sealing Systems Co., Ltd. (47.5%)	China
Shanghai Jyco Sealing Products Co., Ltd.	China
Cooper-Standard Automotive Ceska Republika s.r.o.	Czech Republic
Cooper-Standard Automotive FHS Ceska republika s.r.o.	Czech Republic
Cooper-Standard Automotive FHS Inc.	Delaware
Cooper-Standard Automotive Fluid Systems Mexico Holding LLC	Delaware
NISCO Holding Company	Delaware
Nishikawa Cooper LLC (40%)	Delaware
StanTech, Inc.	Delaware
Sterling Investments Company	Delaware
Cooper-Standard Automotive France S.A.S.	France
Cooper Standard France SAS (51%)	France
Cooper-Standard Automotive (Deutschland) GmbH	Germany
CSA Beteiligungen (Deutschland) GmbH	Germany
CSA Germany GmbH & Co. KG	Germany
CSA Germany Verwaltungs GmbH	Germany
CSA Holding (Deutschland) GmbH	Germany
Cooper Standard GmbH	Germany
Metzeler Kautschuk Unterstuetzungskasse GmbH	Germany
Cooper Standard Technical Rubber Systems GmbH	Germany
Sujan Barre Thomas AVS Private Limited [2]	India
Cooper-Standard Automotive India Private Limited	India
Metzeler Automotive Profiles India Private Limited (74%)	India
Cooper-Standard Automotive Italy SpA	Italy
Cooper Standard Automotive Japan K.K.	Japan
Cooper-Standard Automotive Korea Inc.	Korea
Guyoung Technology Co. Ltd. (17.36%)	Korea
Coopermex, S.A. de C.V.	Mexico
Cooper-Standard Automotive de Mexico S.A. de C.V.	Mexico
Cooper-Standard Automotive FHS, S.A. de C.V.	Mexico
Cooper-Standard Automotive Fluid Systems de Mexico, S. de R.L. de C.V.	Mexico
Cooper-Standard Automotive Sealing de Mexico, S.A. de C.V.	Mexico
Cooper-Standard Automotive Services, S.A. de C.V.	Mexico
Manufacturera El Jarudo, S. de R.L. de C.V.	Mexico
Cooper-Standard de Mexico S de RL de CV	Mexico
Westborn Service Center, Inc.	Michigan
Jyco Industries, LLC.	Michigan
Cooper-Standard Foundation Inc. [5].	Michigan
Cooper-Standard Automotive NC L.L.C.	North Carolina
Cooper-Standard Automotive Inc.	Ohio
Cooper-Standard Automotive OH, LLC	Ohio
CSA Services Inc.	Ohio

Subsidiary Name	Jurisdiction of Organization
CSF Poland z o.o [3].	Poland
Cooper-Standard Polska sp zoo.	Poland
Cooper-Standard Automotive Piotrkow sp zoo	Poland
Cooper-Standard Romania SRL	Romania
Cooper-Standard DOO Sremska Mitrovica	Serbia
Cooper-Standard Automotive España, S.L.	Spain
Cooper Standard Sweden [4].	Sweden
Cooper-Standard Rockford Inc.	Tennessee
North America Rubber, Incorporated	Texas
Nishikawa Tachaplalert Cooper Ltd. (20%)	Thailand
Cooper-Standard Automotive International Holdings B.V.	The Netherlands
CSA International Holdings C.V.	The Netherlands
CSA International Holdings Coöperative U.A.	The Netherlands
Cooper-Standard Automotive (UK) Pension Trust Limited	United Kingdom
Cooper-Standard Automotive UK Sealing Limited	United Kingdom

[1] Subsidiaries as of January 14, 2014; wholly-owned except as otherwise indicated
[2] 50% is owned by Cooper Standard France SAS
[3] 100% is owned by Cooper Standard France SAS
[4] This is a branch office of Cooper-Standard Automotive International Holdings B.V.
[5] This is a Michigan non-profit corporation

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

(1) Registration Statement (Form S-3 File No. 333.175637) of Cooper-Standard Holdings Inc.,

(2) Registration Statement (Form S-8 File No. 333-188516) pertaining to the registration of common stock of Cooper-Standard Holdings Inc.,

(3) Registration Statement (Form S-3 File No. 333-189981) of Cooper-Standard Holdings Inc.;

of our reports dated February 28, 2014, with respect to the consolidated financial statements and schedule of Cooper-Standard Holdings Inc. and the effectiveness of internal control over financial reporting of Cooper-Standard Holdings Inc. included in this Annual Report (Form 10-K) of Cooper-Standard Holdings Inc. for the year ended December 31, 2013.

/s/ Ernst & Young LLP

Detroit, MI
February 28, 2014

Exhibit 31.1

COOPER-STANDARD HOLDINGS INC.
Certification of the Principal Executive Officer
Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a)
(Section 302 of the Sarbanes-Oxley Act of 2002)

I, Jeffrey S. Edwards, certify that:

1. I have reviewed this annual report on Form 10-K of Cooper-Standard Holdings Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably like to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
   - (a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
   - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Dated: February 28, 2014

/s/ Jeffrey S. Edwards
Jeffrey S. Edwards
Chairman and Chief Executive Officer

Exhibit 31.2

COOPER-STANDARD HOLDINGS INC.
Certification of the Principal Financial Officer
Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a)
(Section 302 of the Sarbanes-Oxley Act of 2002)

I, Allen J. Campbell, certify that:

1. I have reviewed this annual report on Form 10-K of Cooper-Standard Holdings Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably like to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 28, 2014

/s/ Allen J. Campbell
Allen J. Campbell
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

Certification of Chief Executive Officer Pursuant to 18 U.S.C. Sec. 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)

Pursuant to 18 U.S.C. Sec. 1350, the undersigned officer of Cooper-Standard Holdings Inc. (the "Company") hereby certifies, to such officer's knowledge, that the Company's Annual Report on Form 10-K for the year ended December 31, 2013 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 28, 2014

/s/ Jeffrey S. Edwards
Jeffrey S. Edwards
Chief Executive Officer
(Principal Executive Officer)

The foregoing certification (i) accompanies the filing and is being furnished solely pursuant to 18 U.S.C. Sec. 1350, (ii) will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and (iii) will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Cooper-Standard Holdings Inc. and will be retained by Cooper-Standard Holdings Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

Certification of Chief Financial Officer Pursuant to 18 U.S.C. Sec. 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)

Pursuant to 18 U.S.C. Sec. 1350, the undersigned officer of Cooper-Standard Holdings Inc. (the “Company”) hereby certifies, to such officer’s knowledge, that the Company’s Annual Report on Form 10-K for the year ended December 31, 2013 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 28, 2014	/s/ Allen J. Campbell
	Allen J. Campbell Chief Financial Officer (Principal Financial Officer)

The foregoing certification (i) accompanies the filing and is being furnished solely pursuant to 18 U.S.C. Sec. 1350, (ii) will not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and (iii) will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Cooper-Standard Holdings Inc. and will be retained by Cooper-Standard Holdings Inc. and furnished to the Securities and Exchange Commission or its staff upon request.