

**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, 2012**

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

Title of Each Class	Name of Exchange on Which Registered
Common Stock, par value \$0.001 per share	OTC Bulletin Board

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 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 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. (Check one):

Large accelerated filer	<input type="checkbox"/> Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> Smaller reporting company	<input type="checkbox"/>

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, 2012 was \$328,003,557.

The number of the registrant's shares of common stock, \$0.001 par value per share, outstanding as of February 18, 2013 was 16,985,272 shares.

**Documents Incorporated by Reference**

Certain portions, as expressly described in this report, of the Registrant's Proxy Statement for the 2013 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 fluid handling, body sealing, 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.

We believe that we are the largest global producer of body sealing systems, the second largest global producer of the types of fluid handling products that we manufacture and one of the largest North American producers of AVS products. 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 69 manufacturing locations and nine design, engineering, and administrative locations in 19 countries around the world.

Approximately 78% of our sales in 2012 were to OEMs, including Ford Motor Company (“Ford”), General Motors Company (“GM”), Fiat/Chrysler, Volkswagen/Audi Group, Renault/Nissan, PSA Peugeot Citroën, Daimler, BMW, Toyota, Volvo, Jaguar/Land Rover and Honda. The remaining 22% of our 2012 sales were primarily to Tier I and Tier II automotive suppliers and non-automotive manufacturers. In 2012, our products were found in 19 of the 20 top-selling models in North America and in 19 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](http://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.”).

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 March 2011, we 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 French body sealing operations and the operations of Société des Polymères Barre-Thomas (“SPBT”), a French supplier of anti-vibration systems, 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 were able to integrate with our operations in Italy and Poland, and in April 2012 we acquired certain automotive thermal management technologies from EDC Automotive LLC thereby expanding our thermal management capabilities.

The Company has two operating divisions, North America and International (covering 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,

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Europe, South America, Australia and Asia, the reorganization of our French body sealing operations pursuant to our joint venture agreement with FMEA and established a centralized shared services function in Europe. For information on our restructuring initiatives, see Note 5. “Restructuring” to the consolidated financial statements.

### **Reorganization**

On August 3, 2009, Cooper-Standard Holdings Inc. and each of its direct and indirect wholly-owned U.S. subsidiaries (the “Debtors”) filed voluntary petitions for relief under chapter 11 (“Chapter 11”) of title 11 of the United States Code (the “Bankruptcy Code”), in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). On August 4, 2009, our Canadian subsidiary, Cooper-Standard Automotive Canada Limited (“CSA Canada”) commenced proceedings seeking relief from its creditors under Canada’s Companies’ Creditors Arrangement Act in the Ontario Superior Court of Justice (Commercial List) in Toronto, Canada (the “Canadian Court”). Our subsidiaries and operations outside the United States and Canada were not included in the Chapter 11 cases or the Canadian proceedings (other than CSA Canada) and continued to operate in the ordinary course of business.

On March 26, 2010, the Debtors filed with the Bankruptcy Court a Second Amended Joint Chapter 11 Plan of Reorganization (as amended and supplemented, the “Plan of Reorganization”). On May 12, 2010, the Bankruptcy Court entered an order confirming our Plan of Reorganization. On May 27, 2010 (the “Effective Date”), we consummated the reorganization and emerged from Chapter 11. For further information see Note 3. “Reorganization Under Chapter 11 of the Bankruptcy Code and Fresh-Start Accounting,” to the consolidated financial statements.

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. For further information, see Note 3. “Reorganization Under Chapter 11 of the Bankruptcy Code and Fresh-Start Accounting,” to the consolidated financial statements.

### **Business Strategy**

#### ***Support our global customers with consistent processes and quality across all regions***

We seek to grow our business and optimize our cost structure to succeed in the rapidly changing global automotive industry with an emphasis on creating globally consistent processes to ensure consistent world-class quality and safety levels across our operations. Our primary areas of focus are:

- *Expand global footprint.* We are supplementing our Western European operations with Central and Eastern European facilities to support our customers’ evolving footprints. In addition, we continue to expand our operations in China, India, South America and Mexico. During the fourth quarter of 2011, we acquired the automotive sealing business of Sigit S.p.A. and during 2012 we opened new facilities in Romania and Brazil.
- *Lean enterprise.* Our lean initiatives focus on optimizing operations by eliminating waste, controlling costs, improving safety and enhancing productivity.
- *Global manufacturing model.* Our manufacturing processes are designed to provide consistency throughout our global footprint to provide customers the same world-class quality in every region. Consistent equipment specifications and processes also enable us to interchange equipment and reduce capital needs.
- *Consolidating facilities to reduce cost and improve capacity utilization.* Our capacity utilization efforts are designed to streamline our global operations which includes taking advantage of

opportunities to reduce overall cost structure by consolidating and closing facilities. For example, during 2012, we announced the closure of a manufacturing facility in North America and in Europe and established a centralized shared services function in Europe. We will continue to take a disciplined approach to evaluating opportunities to improve our efficiency and cost structure.

***Leverage Technology for Innovative Solutions***

We will continue to 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.

Recent innovations that highlight our ability to combine materials and product design expertise can be found in the following products:

- *Agri-Fiber Seals.* Inner belt weather strips (inner belts) constructed with naturally renewable fibers such as hemp and kenaf are now in series production. By utilizing these natural agricultural fibers, read “Agri-Fiber,” we are displacing petroleum-based materials which are difficult to recycle, reducing the weight of our products and increasing structural rigidity, all with cost neutral impact. This is just one of many products we have designed with a focus on environmental sustainability.
- *Quick Connect with Sensor.* Building on our patented quick connect technology, these products provide the ability to sense the pressure or temperature of liquids or vapors at various points within fluid handling systems. This technology integrates our quick connects with an Application Specific Integrated Circuit (“ASIC”) and electrical connection for sensing. The design allows the sensor to be “in-line” (or discrete with current technologies). The integrated system results in a cost-reduced, higher reliability solution.
- *Emissions Systems.* Multiple emissions systems are required for OEMs to meet increasingly stringent emissions requirements. Our solutions allow exhaust gases to be re-burned in the engine for more efficient combustion. Exhaust Gas Recirculation (“EGR”) systems consist of different EGR components, such as cooler, EGR valve, bypass valve, sensor and connecting flanges, assembled to a compact module for ease of assembly and most efficient use of space. Cooper Standard can provide customers with the current high-pressure EGR technology and with the latest low-pressure EGR technology as well as ancillary emissions systems; such as waste gate actuators to ensure compliance with these regulations.

In addition to these specific technologies, we acquired EDC Technologies in 2012. Now labeled Cooper Thermal Systems (“CTS”), the technologies will enhance our system capability by expanding our thermal management product portfolio.

***Continued emphasis on fuel efficiency, global platforms and emerging markets***

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

- *Fuel efficiency.* With the shift in customer preferences toward light weight, fuel efficient vehicles, we intend to target small car, hybrid and alternative powertrains and increase the content we provide to these platforms. We believe that furthering our position in the small car, hybrid and alternative powertrains markets will allow us to increase market share, create greater economies of scale and provide more opportunities to partner with customers.
- *Global platforms.* Our global presence 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. Nine of the top twenty vehicles on which we had the most content in the fourth quarter of 2012 were based on global platforms, which is evidence that customers look to us for support on their key global platforms.

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- *Emerging markets.* Developing regions around the world such as China, India, Russia and Brazil will be areas of emphasis for expansion and growth as 54% of global vehicle production is expected to come from emerging markets over the next five years (*IHS Global Vehicle Production Forecast dated December 2012*).

### ***Developing systems solutions and other value-added products***

We believe that significant opportunities exist to grow by providing complete subsystems, modules and assemblies. As a leader in design, engineering and technical capabilities, we focus on improving products, developing new technologies and implementing more efficient processes in each of our product lines. Our body sealing products are visible to vehicle passengers and can enhance the vehicle's aesthetic appeal, in addition to creating a barrier to wind, precipitation, dust and noise. The shift in global customer buying patterns to more fuel efficient vehicles places an increased importance on robust thermal management systems. Thermal Management systems regulate the various powertrain heating/cooling circuits as well as control cabin temperature. With our ability to provide traditional thermal management products such as tubes and hoses and new innovative products such as electronically controlled auxiliary coolant pumps & valves, waste gate actuators and throttle valves we meet the demanding requirements of today's hybrid, electric and advanced internal combustion engines. Our AVS products are an important contributor to vehicle quality, significantly improving ride and handling. Our fluid handling modules and subsystems are designed to increase functionality and decrease costs to the OEM, which can be the deciding factor in winning new business.

### ***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 ventures 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).

### ***Developing business in non-automotive markets***

While the passenger car and light truck market will continue to be our core market, we have established Cooper Standard Performance Products Group to focus on sales growth in adjacent markets. These markets include: Commercial Vehicle, Off-Highway, Marine and Powersports. The goal is to utilize our strength and global breadth and depth in engineering and manufacturing in all of our core product groups.

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### Products

We are evaluating our product portfolios and how best to maximize customer value. We supply a diverse range of products on a global basis to a broad group of customers across a wide range of vehicles. Our principal product lines are body and chassis products and fluid handling products. For the years ended December 31, 2010, 2011, and 2012, body and chassis products accounted for 66%, 68% and 63%, respectively, of our sales, and fluid handling products accounted for 34%, 32% and 37%, respectively, of our sales. The top ten vehicle platforms we supply accounted for approximately 33% of our sales in 2010, 32% of our sales in 2011 and 34% of our sales in 2012. Our principal product lines are described below.

<b>Product Groups</b>	<b>Solutions</b>	<b>Products &amp; Modules</b>	<b>Market Position*</b>
<b><i>BODY AND CHASSIS</i></b>			
<b><i>Sealing Systems</i></b>	Protect vehicle interiors from weather, dust and noise intrusion for improved driving experience; provide aesthetic and functional class-A exterior surface treatment	Extruded rubber and thermoplastic body sealing assemblies and modules, exterior and interior trim	Global leader
<b><i>Anti-Vibration Systems</i></b>	Control and isolate noise and vibration in the vehicle to improve ride and handling	Engine (elastomeric, conventional hydraulic & multi-state), body mounts (conventional & hydraulic); dampers, isolators and springs	Top 5 globally
<b><i>FLUID HANDLING</i></b>			
<b><i>Fuel &amp; Brake</i></b>	Control, sense and deliver fluids to fuel and brake systems	Chassis and tank lines, direct injection fuel rails, quick connects (conventional & sensing) and sensors	Top 3 globally
<b><i>Emissions &amp; Thermal Management Systems</i></b>	Manage and control vapors and coolant systems to increase powertrain performance & passenger comfort and emissions systems for peak performance and decreased emissions to meet increasing regulations	Electromechanical devices; pumps, valves, throttle bodies, waste gate actuators; hose lines and connection technology, EGR cooler and modules, heat exchangers	Top 10 globally for Emissions and emerging as a leader globally for Thermal

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

### ***BODY AND CHASSIS PRODUCTS***

We are a leading global supplier of body sealing and AVS products. Body sealing products protect vehicle interiors from water, dust and noise intrusion. Sealing Trim products, primarily exterior, provide improved aesthetics and durability as class-A surface treatment. AVS products isolate and reduce noise and vibration to improve ride and handling. Body sealing and AVS products lead to a better driving experience for all occupants. For the years ended December 31, 2010, 2011 and 2012, we generated approximately 66%, 68% and 63%, respectively, of total sales from the sale of body and chassis products.

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### **Sealing Systems**

Based on third party analysis, we are the leading global supplier of body sealing products to the automotive industry. We are known throughout the industry to be a leader in providing innovative design and manufacturing solutions for complex automotive designs.

Our body sealing products are generally derived from ethylene propylene diene M-class rubber, (“EPDM-synthetic rubber”) or thermoplastic elastomers (“TPE”). The typical production process involves mixing of rubber compounds, extrusion (supported with metal and woven wire carriers or unsupported), cutting, notching, forming, injection molding and assembly. Below is a description of our primary sealing products:

<b>Product Segment</b>	<b>Description</b>
<b>Dynamic seals</b>	<p>Designed and used for areas of the vehicle in which a gap exists between the vehicle body and movable closures. The seals function to isolate cockpit occupants and engine components from exterior climate conditions such as wind noise and water, providing the occupants with an improved vehicle experience.</p> <p><i>Door seals:</i> Sectional seal design that fits the door structure and body cabin to seal rain, dust, and noise from the occupants of vehicles.</p> <p><i>Body seals:</i> Secondary seal used to provide further noise and aesthetic coverage of welt flanges on the vehicle body.</p> <p><i>Hood seals:</i> Located on body flanges in the engine compartment protecting against water and dust penetration while also reducing engine and road noise in the vehicle cabin during high speed travel.</p> <p><i>Trunk lid and lift gate seals:</i> Located on body flanges in the trunk or lift gate compartment offering protection against water and dust penetration.</p> <p><i>Lower door seals/rocker seals:</i> Offers protection in the “rocker” area against water and dust penetration. Reduces road noise from entering the cabin during high speed driving.</p> <p><i>Sunroof seals:</i> Creates a narrow sealing space and minimizes resistance for the sunroof.</p> <p><i>Dynamic Tactile Obstacle Detection Sensor/Proximity Obstacle Detection Sensor:</i> Located in a trim panel or in a body seal, this product offers a dual mode; tactical or proximity, of controlling pinching forces for a moving panel (e.g. sliding door or lift gate).</p>
<b>Static seals</b>	<p>Designed for stationary areas of the vehicle body. The seals function to isolate cockpit occupants from exterior climate conditions such as wind noise and water for improved vehicle experience.</p> <p><i>Belt line seal:</i> Provides protection against water, dust and noise for driver and passenger door movable glass.</p> <p><i>Glass run assembly:</i> Enables the movable door glass and door to form one surface, improving glass movement and sealing the vehicle cabin from the exterior environment.</p> <p><i>Quarter window trim/glass encapsulation:</i> Integral pillar moldings and decorative plastic or metal corner trims seal fixed quarter side glass windows.</p> <p><i>Static Tactile Obstacle Detection Sensor/Proximity Obstacle Detection Sensor:</i> Located in a glass run channel or other static seal, this product offers the customer a dual mode; tactical or proximity, of controlling pinching forces of a moving window.</p>



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<b>Product Segment</b>	<b>Description</b>
<b>Convertible seals</b>	Sealing materials that combine compressibility with superior design for use on a convertible vehicle soft top weather sealing application.
<b>Trim or Interior &amp; Exterior systems</b>	Provide improved aesthetics and performance to the class-A surface of the vehicle. <i>Appliqués</i> : Also referred to as greenhouse moldings, these seals act as an aesthetic covering for A, B and C pillars. <i>Bright trim</i> : Act as an up-level trim option to improve class-A aesthetics of the vehicle.

### **Anti-Vibration Systems**

Based on third party analysis, we are one of the leading innovators of AVS products in North America and Europe. We are known for utilizing our advanced development and testing of AVS products and subsystems which provides the foundation for expansion globally.

Our AVS products include components manufactured with various types of rubber—natural rubber, butyl or EPDM in combination with stamped steel, aluminum or cast iron sub-components. Additionally, we supply brackets that are manufactured from stamped steel, aluminum or cast iron as individual final products. The typical production process for a rubber and metal product involves mixing of rubber compounds, metal preparation (cleaning and primer application), injection molding of the rubber and metals, final assembly and testing as required based on specific products. Below is a description of our primary chassis products:

<b>Product Segment</b>	<b>Description</b>
<b>Body/Cradle mounts</b>	Enables isolation of the interior cabin from the vehicle body reducing noise, vibration and harshness. <i>Hydro body mounts</i> : A body mount filled with fluid providing spring rate and damping performance that varies according to frequency and displacement of vibration. Conventional (non-hydro) mounts provide fixed response. Hydromounts can provide a more comfortable ride in a vehicle during idling or traveling.
<b>Powertrain mounts</b>	Secures and isolates vehicle powertrain noise, vibration, and harshness from the uni-body or frame. <i>Transmission mounts</i> : Enables mounting of transmission to vehicle body while reducing vibration and harshness from the powertrain. <i>Torque strut</i> : Controls the fore and aft movement of transverse mounted engines within their compartment while isolating engine noise and vibration from the vehicle body. <i>Hydro engine mounts</i> : This technology applies the same principles as the above mentioned hydro body mounts specific for an engine application. <i>Multi-State Engine Mounts</i> : This new innovative technology responds up to three separate inputs from the onboard vehicle computer utilizing vacuum actuation. The Multi State Mount is designed to improve isolation and ride control for Wide Open Throttle (WOT) and Part Open Throttle (POT), as well as provide increased rigidity during highway cruising.
<b>Suspension</b>	Provides for needed flexibility in suspension components and eliminates noise vibration from entering the interior cabin. <i>Hydrobushing</i> : Similar benefits to hydromounts; however, these are designed to be installed in a link or control versus a bracket attached to a vehicle. <i>Mass damper</i> : Developed to counteract a specific resonance at a specific frequency to eliminate undesirable vibration.



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<b>Product Segment</b>	<b>Description</b>
<b>Thermal Management</b>	<i>Direct, control and transport oil, coolant, water and other fluids throughout the vehicle</i>
Engine oil cooling subsystems with over-molded connections	Transmission oil cooling subsystems
Engine oil cooler tube and hose assemblies	Transmission oil cooler tube and hose assemblies
Engine oil cooling quick connects	Engine oil level indicator tube assemblies
Electro/mechanical water valves and pumps	Integrated thermostats and plastic housings
Coolant subsystems	Bypass valves
Radiator and heater hoses	Auxiliary oil coolers

### **Supplies and Raw Materials**

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.

The principal raw materials for our business include synthetic rubber, fabricated metal-based components, plastic resins and components, carbon black, process oil, carbon steel and natural rubber.

### **Patents and Trademarks**

We believe one of our competitive advantages is our application of technological innovation to customer challenges. We hold approximately 500 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).

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### 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 and 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 body and chassis 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, more recently, 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 11% and light vehicle production increase of approximately 17% in North America in 2012 compared to 2011, 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 5% and light vehicle production decrease of approximately 6% in Europe in 2012 compared to 2011.

### 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, 2011 and 2012:

<b>Customer</b>	<b>2011</b>	<b>2012</b>
Ford	26%	25%
GM	14%	13%
Fiat/Chrysler	11%	12%
PSA Peugeot Citroën	7%	7%
Volkswagen/Porsche	7%	6%

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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 nine design, engineering, and administration facilities throughout the world and employ approximately 615 research and development personnel, some of whom reside 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 \$68.8 million, \$83.9 million, and \$94.2 million in 2010, 2011, and 2012, 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 that are accounted for under the equity method:

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

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### **Geographic Information**

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.

In 2010, we generated approximately 52% of our sales in North America, 34% in Europe, 6% in South America and 8% 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 14%, 11% and 10% generated from our Mexican, German and Canadian operations, respectively.

See Note 20. "Business Segments" to the consolidated financial statements for additional geographic information.

### **Employees**

As of December 31, 2012, we had approximately 22,400 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 international union agreements in 2012 and have several contracts set to expire in the next twelve months. As of December 31, 2012, approximately 31% of our employees were represented by unions and approximately 9% 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 (<http://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").

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### Executive Officers

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

<u>Name</u>	<u>Age</u>	<u>Position</u>
Jeffrey S. Edwards	50	President and Chief Executive Officer and Director
Allen J. Campbell	55	Executive Vice President and Chief Financial Officer
Keith D. Stephenson	52	Chief Operating Officer
Song Min Lee	53	President, Asia Pacific
Juan Fernando de Miguel Posada	54	President, Europe
D. William Pumphrey, Jr.	54	President, North America
Timothy W. Hefferon	59	Vice President, General Counsel and Secretary
Helen T. Yantz	52	Vice President, Corporate Controller and Assistant Secretary

*Jeffrey S. Edwards* is our President and Chief Executive Officer and Director, a position he has held since October 2012. Mr. Edwards also serves on the Board of Directors of the Company. Previously, Mr. Edwards gained more than 28 years of automotive industry experience through various positions of increasing responsibility at Johnson Controls, Inc. He most recently 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 Chief Operating Officer, a position he has held 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.

*Song Min Lee* is our President, Asia Pacific, a position he has held since January 2013. Previously, 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.

*Juan Fernando de Miguel Posada*, effective March 1, 2013, will serve as our President, Europe. 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.

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*D. William Pumphrey, Jr.* is our President, North America, a position he has held 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.

*Timothy W. Hefferon* is our Vice President, General Counsel and Secretary, a position he has held since 2004. Prior to joining the Company, Mr. Hefferon was with ThyssenKrupp USA Inc. from 1999 to 2004, where he served as Deputy General Counsel and with Federal-Mogul Corporation from 1994 to 1999, where he served as Associate General Counsel. He was a partner from 1985 to 1994 of Hill Lewis, a Detroit-based law firm, where he served on the executive committee. Mr. Hefferon received his law degree from the University of Michigan Law School.

*Helen T. Yantz* is our 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.



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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.” Risks and uncertainties and other important factors set forth in this Annual Report on Form 10-K, including under Item 1A. “Risk Factors,” include, but are not limited to:

- cyclical nature of the automotive industry and the possibility of further material contractions in automotive sales and production;
- our ability to generate sufficient cash to service our indebtedness and meet dividend obligations on our 7% preferred stock;
- viability of our supply base or shortage of supplies;
- escalating pricing pressures and decline of customer volume requirements;
- our ability to meet a significant increase in demand;
- our ability to compete in the highly competitive automotive parts industry;
- our significant non-U.S. operations;
- our dependence on certain major customers;
- foreign currency exchange rate fluctuations;
- effectiveness of lean manufacturing and other cost savings plans;
- labor conditions;
- our ability to meet our customers’ needs for new and improved products in a timely manner;
- our legal rights to our intellectual property portfolio;
- our underfunded pension plans;
- environmental, health, safety and other regulations;
- impact of product liability, warranty and recall claims and legal proceedings and other commercial disputes;
- the success of our acquisition strategy and operational results of our joint ventures;
- availability and increasing volatility in cost of raw materials;
- impact of certain natural disasters;
- the possibility of future impairment charges to our goodwill and long-lived assets; and
- global sovereign fiscal matters and creditworthiness, including potential defaults and the related impacts on economic activity, including the possible effects on credit markets, currency values, monetary union, international treaties and fiscal policies.

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.*

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***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 2012 sales, could have a material adverse effect on our results of operations and liquidity. Continued overcapacity at European automotive manufacturers and stagnant or deteriorating sales in the region will impact the Company's sales in the region. In addition, when lower levels of sales and production volume are forecasted, the value of certain long-lived assets is reduced resulting in potential non-cash impairment charges that could materially affect our financial condition and results of operations.

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 and our 7% cumulative participating convertible preferred stock ("7% preferred stock").

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.***

Significantly 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 Fiat/Chrysler, on a worldwide basis represented approximately 50% 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.

***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, fabricated metal-based components, plastic resins and components, carbon black, process oil, carbon steel and natural rubber. Raw materials comprise the largest component of our costs, representing approximately 51% of our total cost of products in 2012. 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.

Because we purchase various types of raw materials and manufactured components, we may be materially and adversely affected by the failure of our suppliers of those materials to perform as expected. This non-performance may consist of delivery delays or failures caused by production issues or delivery of non-conforming products. The risk of non-performance may also result from the insolvency or bankruptcy of one or

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more of our suppliers. Our suppliers' ability to supply products to us is also subject to a number of risks to such suppliers, including availability of raw materials, such as steel and natural rubber, destruction of their facilities or work stoppages. In addition, our failure to promptly pay, or order sufficient quantities of inventory from, our suppliers may increase the cost of products we purchase or may lead to suppliers refusing to sell products to us at all. Our efforts to protect against and to minimize these risks may not always be effective.

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 2012, approximately 72% 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.

Our overall success as a global business depends, in part, upon our ability to succeed in differing economic, social and political conditions. We may not continue to succeed in developing and implementing policies and strategies that are effective in each location where we do business, and failure to do so could adversely affect our business, results of operations and financial condition.

***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 lean manufacturing 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

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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 2013. 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, 2012, approximately 31% of our employees were represented by unions, approximately 9% 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 ability to operate our Company effectively could be impaired if we fail to attract and retain key personnel.***

Our ability to operate our business and implement our strategies depends, in part, on the efforts of our executive officers and other key employees. In addition, our future success will depend on, among other factors, our ability to attract and retain other qualified personnel, particularly research and development engineers and technical sales professionals globally. The loss of the services of any of our key employees or the failure to attract or retain other qualified personnel could have a material adverse effect on our business or business prospects.

### ***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, 2012, we have \$7.9 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).

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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.

***We are involved in legal proceedings as well as commercial and contractual disputes, from time to time, which may have an adverse impact on our results of operations.***

We are involved in legal proceedings, commercial and contractual disputes which may, at times, be significant. These claims include warranty, commercial and contractual disputes, intellectual property disputes, employment matters, tax and administrative matters and third party liability, including product liability and personal injury claims. We believe our reserves are adequate, however, the final liability could differ materially from our estimates and our results of operations could be adversely affected.

***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.

***Our capital structure includes a substantial amount of indebtedness and preferred stock, 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 Senior Notes and the debt of certain foreign subsidiaries, aggregating approximately \$483.4 million that requires significant principal and interest payments, and preferred stock outstanding requires preferred dividend payments. We are permitted by the terms of the Senior Notes and 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, the ABL facility and our preferred stock;
- 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 and, if we so elect, cash dividend payments on our preferred stock, 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 and to meet any dividend obligations of our preferred stock.***

Our ability to make scheduled payments on our debt and meet the potential cash dividend obligations of our preferred stock 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 and any cash dividend obligations on our preferred stock, we may be forced to reduce or delay investments and capital expenditures, sell material assets, seek additional capital or restructure or refinance our indebtedness or our preferred stock, which could have a material adverse effect on our business, results of operations and financial condition.

***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, 2012, our \$325.8 million projected benefit obligation (“PBO”), for U.S. pension benefit obligations exceeded the fair value of the relevant plans’ assets, which totaled \$246.5 million, by \$79.3 million. Additionally, the international employees’ plans’ PBO exceeded plan assets by approximately \$127.9 million as of December 31, 2012. The PBO for other postretirement benefits (“OPEB”), was \$64.5 million as of December 31, 2012. Our estimated funding requirement for pensions and OPEB during 2013 is approximately \$25.7 million. Net periodic benefit costs for U.S. and international plans, including pension benefits and OPEB, were \$12.7 million and \$8.4 million for the years ended December 31, 2011 and 2012, respectively. For more information, see Note 9. “Pensions,” and Note 10. “Postretirement Benefits Other Than Pensions,” to the consolidated financial statements.

***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

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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. During 2012 it was determined that the book value of our South American reporting unit exceeded the fair value resulting in a goodwill impairment charge of \$2.8 million. In addition, the book value of one of our European facilities exceeded its fair value resulting in a long-lived asset impairment charge of \$7.3 million.

### ***Certain shareholders with nomination agreements nominated certain members of the Company's Board of Directors and the interests of these shareholders may conflict with your interests.***

Our board of directors is currently comprised of eight directors. In accordance with our Plan of Reorganization, two are independent directors from our pre-emergence board of directors. In addition, pursuant to separate nomination agreements with the Company, each of Barclays Capital Inc., and the group of parties comprised of Capital Research and Management Company, Lord, Abnett & Co. LLC, TCW Asset Management Company and TD Asset Management Inc. nominated one non-management member of our board of directors in reasonable consultation with (but without the need for the approval of) our former chief executive officer and an executive search firm, Korn/Ferry International, mutually acceptable to such parties and us. With respect to the two non-management members nominated as described above, such nominations were made in consultation with the creditors' committee appointed in the Chapter 11 cases, solely to determine whether such nominees had any prior relationship with any party that provided for the backstop of our rights offering conducted pursuant to the Plan of Reorganization ("Backstop Party") that would reasonably be expected to influence the exercise of his business judgment. Neither of these two non-management members are subject to re-nomination by the parties who initially nominated them, but in the event either is not re-nominated through the Company's normal nomination processes, the shareholder who initially nominated such member would have the right to nominate the successor. In addition to the above, pursuant to separate nomination agreements, each of Oak Hill Advisors, L.P. and Silver Point Capital, L.P. nominated one member of our board of directors. The non-management members nominated by these parties are subject to re-nomination by the parties who nominated them for the duration of the nomination agreements. Our President and Chief Executive Officer also serves on our board of directors. Finally, our Chairman of the Board is our former Chief Executive Officer.

The nomination agreements described above remain in effect until the earlier of (i) termination of the applicable nomination agreement at the election of the applicable Backstop Party by written notice to us, (ii) immediately prior to the annual meeting of stockholders held during the calendar year 2013 and (iii) if the applicable Backstop Party together with its affiliates ceases to beneficially own at least 7.5% of our outstanding equity (on an as converted basis). Our nomination agreement with Barclays Capital Inc. has terminated, but the remaining nomination agreements remain in effect, subject to the above conditions.

As long as the Backstop Parties (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 us, including:

- the composition of our board of directors and, through it, any determination with respect to our business;
- direction and policies, including the appointment and removal of officers;
- the determination of incentive compensation, which may affect our ability to retain key employees;
- any determinations with respect to mergers or other business combinations;
- our acquisition or disposition of assets;
- our financing decisions and our capital raising activities;
- the payment of dividends;
- conduct in regulatory and legal proceedings; and
- amendments to our certificate of incorporation.

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The concentration of ownership of our outstanding equity in the Backstop Parties may make some transactions more difficult or impossible without the support of the Backstop Parties or more likely with the support of the Backstop Parties. The interests of any of the Backstop Parties, any other substantial stockholder or any of their respective affiliates could conflict with or differ from our interests or the interests of holders of the Senior Notes. For example, the concentration of ownership held by the Backstop Parties could delay, defer or prevent a change of control of our Company or impede a merger, takeover or other business combination which may otherwise be favorable for our stockholders. A Backstop Party, substantial stockholder or affiliate thereof may also pursue acquisition opportunities that may be complementary to our business, and as a result, those acquisition opportunities may not be available to us.

***The indenture governing the Senior 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 indenture governing the Senior 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 \$125 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 1.1 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. 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/or amend the covenants.

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**Item 1B. Unresolved Staff Comments.**

Not applicable.

**Item 2. Properties**

As of December 31, 2012, our operations were conducted through 78 facilities in 19 countries, of which 69 are manufacturing facilities and nine 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:

<u>Region</u>	<u>Type</u>	<u>Total Facilities</u>	<u>Owned Facilities</u>
North America	Manufacturing(a)	27	23
	Other(a)	3	—
Asia	Manufacturing	18	9
	Other(a)	2	—
Europe	Manufacturing	20	16
	Other(a)	3	—
South America	Manufacturing	3	1
	Other(a)	1	—
Australia	Manufacturing	1	1

(a) Includes design, engineering or administrative locations.

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

<u>Location</u>	<u>Principal Products</u>	<u>Owned/Leased</u>
<b>North America</b>		
<i>United States</i>		
Auburn, Indiana	Anti-Vibration Systems	Owned
Auburn Hills, Michigan	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

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<u>Location</u>	<u>Principal Products</u>	<u>Owned/Leased</u>
<b>Canada</b>		
Georgetown, Ontario	Body Sealing	Owned
Glencoe, Ontario	Fluid Handling	Owned
Mitchell, Ontario	Anti-Vibration Systems	Owned
Stratford, Ontario(2)	Body Sealing	Owned
<b>Mexico</b>		
Aguascalientes	Body Sealing	Leased
Atlaconomulco	Fluid Handling	Owned
Guaymas	Fluid Handling	Leased
Juarez	Fluid Handling	Owned
Saltillo	Fluid Handling	Leased
Torreon	Fluid Handling	Owned
<b>South America</b>		
<b>Brazil</b>		
Atibaia	Body Sealing	Leased
Camaçari	Fluid Handling	Leased
Sao Bernardo	Sales & Administration	Leased
Varginha	Body Sealing and Fluid Handling	Owned
<b>Europe</b>		
<b>Belgium</b>		
Gent(b)	Body Sealing	Leased
<b>Czech Republic</b>		
Zdar	Fluid Handling	Owned
<b>France</b>		
Creutzwald	Fluid Handling	Owned
Lillebonne(a)	Body Sealing	Owned
Rennes(a)	Body Sealing	Owned
Vitré(a)	Body Sealing	Owned
<b>Germany</b>		
Grünberg	Fluid Handling	Leased
Hockenheim	Fluid Handling	Owned
Lindau	Body Sealing	Owned
Mannheim	Body Sealing	Owned
Schelklingen	Fluid Handling	Owned
<b>Italy</b>		
Battipaglia	Body Sealing	Owned
Ciriè	Body Sealing	Owned
<b>Netherlands</b>		
Amsterdam	Administration	Leased
<b>Poland</b>		
Bielsko-Biala	Body Sealing	Owned
Bielsko-Biala	Administration	Leased
Czestochowa	Anti-Vibration and Body Sealing	Owned
Dzierzoniow(2)	Body Sealing	Owned
Myslenice	Body Sealing	Leased
Piotrkow	Body Sealing	Owned
<b>Romania</b>		
Craiova	Body Sealing and Fluid Handling	Leased
<b>United Kingdom</b>		
Coventry	Design, engineering and administration	Leased

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<u>Location</u>	<u>Principal Products</u>	<u>Owned/Leased</u>
<b>Asia Pacific</b>		
<i><b>Australia</b></i>		
Adelaide	Industrial Products	Owned
<i><b>China</b></i>		
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)	Body Sealing	Owned
Wuhu	Body Sealing	Owned
<i><b>India</b></i>		
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
<i><b>Japan</b></i>		
Hiroshima	Design, engineering and administration	Leased
Nagoya	Design, engineering and administration	Leased
<i><b>South Korea</b></i>		
CheongJu	Body Sealing	Owned
Gimhae	Body Sealing	Leased
Gunsan	Body Sealing and Fluid Handling	Leased
SeoCheon Gun	Body Sealing	Owned
<i><b>Thailand</b></i>		
Nakon Ratchasima(a)	Body Sealing	Owned

(a) Denotes a joint venture facility.

(b) Denotes a location will be closed in 2013.

### **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 OTC Bulletin Board since May 27, 2010, under the symbol “COSHS” and our warrants are quoted on the OTC Bulletin Board since June 4, 2010, under the symbol “COSHSW.” No prior established public trading market existed for our common stock or warrants prior to these dates.

There currently is a limited trading market for our common stock and warrants. 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, 2011 and December 31, 2012. These prices are between dealers and do not include retail markups, markdowns or other fees and commissions and may not represent actual transactions:

2011	Common Stock		Warrants	
	High	Low	High	Low
March 31, 2011	\$ 52.00	\$ 43.75	\$ 35.00	\$ 24.00
June 30, 2011	51.50	41.48	30.00	23.00
September 30, 2011	49.75	37.00	26.99	22.00
December 31, 2011	41.50	33.25	20.00	14.20

2012	Common Stock		Warrants	
	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

**Holders of Common Stock**

As of the date hereof, an aggregate of 7,619,230 shares of our common stock may be purchased upon the exercise of outstanding options, issued upon the exercise of our outstanding warrants and issued upon the conversion of our outstanding shares of 7% preferred stock.

As of February 1, 2013 we had approximately 696 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 Senior Notes indenture 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 November 9, 2012, 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 \$25 million of its outstanding common stock, 7% cumulative participating convertible preferred stock or warrants to

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purchase common stock. Under the program authorized by the Board of Directors, 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 Securities and Exchange Commission requirements. 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 number of securities, and the program may be discontinued at any time at the Company's discretion. The Board's authorization terminated on February 14, 2013.

The following table presents repurchases of common stock during the period:

2012	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	115,800	(1)	\$ 37.62	-	\$ -
November 1 - November 30	175,000	(2)	\$ 34.29	175,000	\$ 19.0
December 1 - December 31	171,500	(2)	\$ 34.50	171,500	\$ 11.1
Total	<u>462,300</u>		\$ 35.20	<u>346,500</u>	\$ 11.1

(1) 115,800 shares of common stock were purchased by the Company from stockholders in open market transactions.

(2) 346,500 shares of common stock were purchased by the Company under the Program from stockholders in open market transactions.

The following table presents repurchases of preferred stock during the period:

2012	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	-		\$ -	-	\$ -
November 1 - November 30	-		\$ -	-	\$ -
December 1 - December 31	12,226	(1)	\$ 160.91	12,226	\$ 11.1
Total	<u>12,226</u>		\$ 160.91	<u>12,226</u>	\$ 11.1

(1) 12,226 shares of preferred stock were purchased by the Company under the Program from stockholders in open market transactions.

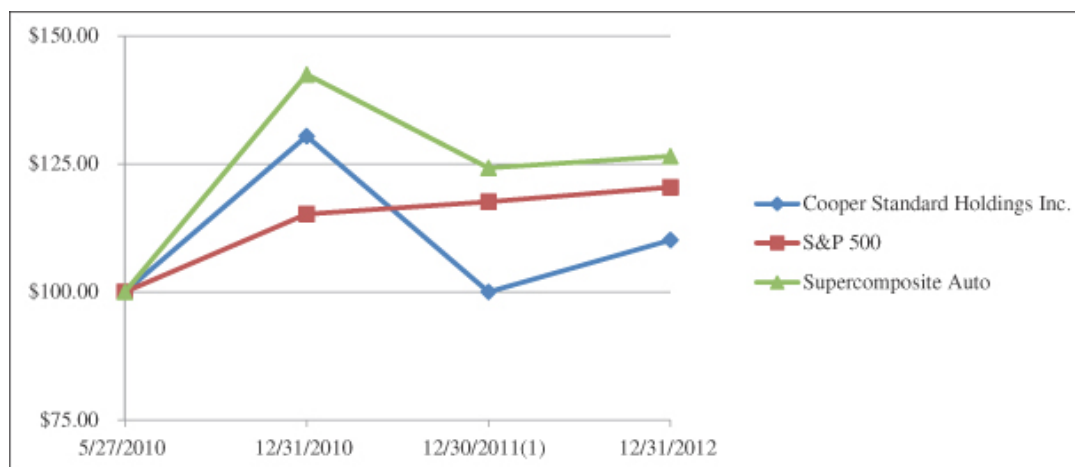


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**Performance Graph**

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, 2012, 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, 2012.

**Comparison of Cumulative Return**



	Ticker	5/27/2010	12/31/2010	12/30/2011 <sup>(1)</sup>	12/31/2012
Cooper-Standard Holdings Inc.	COSH	\$ 100.00	\$ 130.43	\$ 100.00	\$ 110.14
S&P 500	SPX	\$ 100.00	\$ 115.24	\$ 117.63	\$ 120.46
S&P Supercomposite Auto Parts & Equipment Index	S15AOTP	\$ 100.00	\$ 142.48	\$ 124.22	\$ 126.52

(1) Represents last trading day of the year

**Item 6. Selected Financial Data**

The selected financial data for the years ended December 31, 2008, 2009, the five months ended May 31, 2010, the seven months ended December 31, 2010 and the years ended December 31, 2011 and 2012 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 (deficit) and statements of cash flows for the five months ended May 31, 2010, the seven months ended December 31, 2010 and the years ended December 31, 2011 and 2012 are included elsewhere in this Annual Report on Form 10-K. The audited consolidated balance sheets as of December 31, 2011 and 2012 are included elsewhere in this Annual Report on Form 10-K. See Item 8. “Financial Statements and Supplementary Data.”

In connection with our emergence from bankruptcy effective May 31, 2010, we implemented “fresh-start” accounting. As required by “fresh-start” accounting, assets and liabilities were recorded at fair value, based on values determined in connection with the implementation of the Debtors’ Joint Chapter 11 Plan of Reorganization or our Plan of Reorganization. Accordingly, our financial condition and results of operations from and after our emergence from bankruptcy are not comparable to the financial condition or results of operations reflected in our historical financial statements for periods prior to our emergence from bankruptcy.

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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,		Five Months Ended May 31, 2010	Seven Months Ended December 31, 2010	Year Ended December 31,	
	2008	2009			2011	2012
(dollar amounts in millions, except per share amounts)						
<b>Statement of operations:</b>						
Sales	\$ 2,594.6	\$ 1,945.3	\$ 1,009.1	\$ 1,405.0	\$ 2,853.5	\$ 2,880.9
Cost of products sold	<u>2,260.1</u>	<u>1,679.0</u>	<u>832.2</u>	<u>1,172.4</u>	<u>2,402.9</u>	<u>2,442.0</u>
Gross profit	334.5	266.3	176.9	232.6	450.6	438.9
Selling, administration, & engineering expenses	231.7	199.5	92.1	159.5	257.6	281.3
Amortization of intangibles	31.0	15.0	0.3	9.0	15.6	15.4
Impairment charges	33.4	363.5	-	-	-	10.1
Restructuring	38.3	32.4	5.9	0.5	52.2	28.8
Operating profit (loss)	0.1	(344.1)	78.6	63.6	125.2	103.3
Interest expense, net of interest income	(92.9)	(64.3)	(44.5)	(25.0)	(40.5)	(44.8)
Equity earnings	0.9	4.0	3.6	3.4	5.4	8.8
Reorganization items and fresh-start accounting adjustments, net	-	(17.4)	303.4	-	-	-
Other income (expense), net	(1.4)	9.9	(21.2)	4.2	7.2	-
Income (loss) before income taxes	(93.3)	(411.9)	319.9	46.2	97.3	67.3
Provision (benefit) for income taxes	29.3	(55.7)	39.9	5.1	20.8	(31.5)
Consolidated net income (loss)	(122.6)	(356.2)	280.0	41.1	76.5	98.8
Net (income) loss attributable to noncontrolling interests	1.1	0.1	(0.3)	(0.5)	26.3	4.0
Net income (loss) attributable to Cooper-Standard Holdings Inc.	<u>\$ (121.5)</u>	<u>\$ (356.1)</u>	<u>\$ 279.7</u>	<u>\$ 40.6</u>	<u>\$ 102.8</u>	<u>\$ 102.8</u>
Net income available to Cooper-Standard Holdings Inc. common stockholders				<u>\$ 28.7</u>	<u>\$ 75.3</u>	<u>\$ 76.7</u>
Basic net income per share attributable to Cooper-Standard Holdings Inc.				<u>\$ 1.64</u>	<u>\$ 4.27</u>	<u>\$ 4.40</u>
Diluted net income per share attributable to Cooper-Standard Holdings Inc.				<u>\$ 1.55</u>	<u>\$ 3.93</u>	<u>\$ 4.14</u>
<b>Balance sheet data (at end of period):</b>						
Cash and cash equivalents	\$ 111.5	\$ 380.3		\$ 294.5	\$ 361.7	\$ 270.6
Net working capital <sup>(1)</sup>	154.5	240.8		175.3	193.9	265.6
Total assets	1,818.3	1,737.4		1,853.8	2,003.8	2,026.0
Total non-current liabilities	1,346.9	263.9		745.7	779.3	774.0
Total debt <sup>(2)</sup>	1,144.1	204.3		476.7	488.7	483.4
Liabilities subject to compromise	-	1,261.9		-	-	-
Preferred stock	-	-		130.3	125.9	121.6
Total equity/(deficit)	19.7	(306.5)		563.1	601.2	629.2
<b>Statement of cash flows data:</b>						
Net cash provided (used) by:						
Operating activities	\$ 136.5	\$ 130.0	\$ (75.4)	\$ 170.6	\$ 172.3	\$ 84.4
Investing activities	(73.9)	(45.5)	(19.1)	(51.8)	(73.8)	(117.6)
Financing activities	14.1	166.1	(112.6)	(1.4)	(24.6)	(58.1)
<b>Other financial data:</b>						
Capital expenditures, including other intangible assets	\$ 92.1	\$ 46.1	\$ 22.9	\$ 54.4	\$ 108.3	\$ 131.1

(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, \$0.3 million in capital leases, and \$33.1 million of other third-party debt at December 31, 2012.

**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.*

**Reorganization and Basis of Presentation**

On May 31, 2010 we adopted “fresh-start” accounting 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. The financial information included in this Annual Report on Form 10-K represents our consolidated financial position as of December 31, 2011 and 2012 and our consolidated results of operations and cash flows for the five months ended May 31, 2010, the seven months ended December 31, 2010 and the years ended December 31, 2011 and 2012. For further information, see Note 3. “Reorganization Under Chapter 11 of the Bankruptcy Code and Fresh-Start Accounting” to the consolidated financial statements.

**Company Overview**

We design, manufacture and sell body sealing, AVS and fluid handling components, systems, subsystems and modules for use in passenger vehicles and light trucks manufactured by global OEMs. In 2012, approximately 78% of our sales consisted of original equipment sold directly to OEMs for installation on new vehicles. The remaining 22% 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. 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 and timely delivery. Importantly, we believe our continued commitment to investment in our design and engineering capability, including enhanced computerized software design capabilities, is important to our future success, and many of our present initiatives are designed to enhance these capabilities. In addition, in order to remain competitive we must also consistently achieve and sustain cost savings. In an effort to continuously reduce our cost structure, we seek to identify and implement lean initiatives, which focus on optimizing manufacturing by eliminating waste, controlling costs and enhancing productivity. We 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.

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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, 2012, 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 U.S., 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**

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 2011 and 2012 are provided in the following table:

<u>(In millions of units)</u>	<u>2011<sup>(1,2)</sup></u>	<u>2012<sup>(1)</sup></u>	<u>% Change</u>
North America	13.1	15.3	17%
Europe	20.2	19.0	(6)%
South America	4.3	4.3	-
Asia Pacific	37.0	40.9	11%

(1) Production data based on IHS Automotive, December 2012.

(2) Production data for 2011 has been updated to reflect actual production levels.

The expected annualized vehicle production volumes for 2013 are provided in the following table:

<u>(In millions of units)</u>	<u>2013<sup>(1)</sup></u>
North America	15.6
Europe	18.7
South America	4.5
Asia Pacific	42.1

(1) Production data based on IHS Automotive, December 2012.

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

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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.

In March 2012, an explosion at a supplier's chemical plant in Germany shut down the facility and interrupted production. The facility not only made one-third of the global output of PA-12 resin used in automotive fuel and brake components and other general industry products, but also made one-half of the world's CDT which is a key ingredient in the production of PA-12 resin. We do use PA-12 resin in our products and immediately put a global team in place following the shutdown of the chemical plant to find solutions to ensure uninterrupted supply of product to our customers. The team was able to fast track alternative materials, gain necessary approvals and bring these alternatives to market. We were able to meet all of our customers' needs during the shutdown of this resin facility.

The facility reopened in December 2012 and will ramp-up to full production in the first quarter of 2013. The facility also added additional capacity and the flow of resin to customers and is expected to be at full capacity throughout the supply base by the end of the third quarter of 2013. To alleviate dependence on any one supplier for this commodity, Cooper Standard has developed alternative approved materials and sourced other PA-12 resin suppliers.

Our business has also been impacted by our acquisition of USi and the joint venture agreement with FMEA. Our sales have increased as a result of these two acquisitions, but we continue to incur additional costs as we integrate and restructure these businesses. In evaluating these businesses, management considers EBITDA and Adjusted EBITDA as key indicators of operating performance. For further information, see "Non-GAAP Financial Measures." The following table shows combined gross profit for the acquisitions and reconciles EBITDA and Adjusted EBITDA for the acquisitions to their net income, which is the most directly comparable financial measure in accordance with U.S. GAAP:

	<b>Year Ended</b>
	<b>December 31, 2012</b>
	<b>(dollars in millions)</b>
Sales	\$ 197.6
Cost of products sold	178.8
Gross profit	<u>\$ 18.8</u>
Net income	\$ 4.2
Benefit for income tax expense	(3.3)
Interest expense	0.4
Depreciation and amortization	<u>8.6</u>
EBITDA	\$ 9.9
Noncontrolling interest restructuring	(3.0)
Noncontrolling interest deferred tax valuation reversal	<u>2.0</u>
Adjusted EBITDA	<u>\$ 8.9</u>

**Results of Operations**

As a result of our emergence from Chapter 11 bankruptcy proceedings on May 27, 2010, and the adoption of fresh-start accounting on May 31, 2010, in accordance with ASC 852, "Reorganizations," Cooper-Standard Holdings Inc. is considered a new entity for financial reporting purposes. Accordingly, our financial statements for the year ended December 31, 2010 separately present the 2010 Predecessor Period and the 2010 Successor Period. Although the 2010 Predecessor Period and the 2010 Successor Period are distinct reporting periods, the effects of emergence and fresh-start accounting did not have a material impact on the comparability of our results of operations between the periods, except as discussed below.

	<u>Predecessor</u>	<u>Successor</u>	
	<u>Five Months Ended May 31, 2010</u>	<u>Seven Months Ended December 31, 2010</u>	<u>Year Ended December 31, 2011</u> <u>2012</u>
		(dollar amounts in thousands)	
Sales	\$ 1,009,128	\$ 1,405,019	\$ 2,853,509
Cost of products sold	832,201	1,172,350	2,402,920
Gross profit	176,927	232,669	450,589
Selling, administration & engineering expenses	92,166	159,573	257,559
Amortization of intangibles	319	8,982	15,601
Impairment charges	-	-	10,069
Restructuring	5,893	488	52,206
Operating profit	78,549	63,626	125,223
Interest expense, net of interest income	(44,505)	(25,017)	(40,559)
Equity earnings	3,613	3,397	5,425
Reorganization items and fresh-start accounting adjustments, net	303,453	-	-
Other income (expense), net	(21,156)	4,214	7,174
Income before income taxes	319,954	46,220	97,263
Provision (benefit) for income tax expense	39,940	5,095	20,765
Consolidated net income	280,014	41,125	76,498
Net (income) loss attributable to noncontrolling interests	(322)	(549)	26,346
Net income attributable to Cooper-Standard Holdings Inc.	<u>\$ 279,692</u>	<u>\$ 40,576</u>	<u>\$ 102,844</u> <u>\$ 102,804</u>

**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 International 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

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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 changes in the forecast for our South American reporting unit resulting from launch activities and operational inefficiencies incurred in 2012 and that are expected to continue into the near future as additional time will be needed to improve operational performance, a goodwill impairment charge of \$2.8 million was recorded during the fourth quarter of 2012. Due to recent and a projected decline 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, 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, partially offset by \$4.4 million of gains related to forward contracts and \$3.3 million of other miscellaneous income. Other income for the 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, 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.

*Provision for Income Tax Expense (Benefit):* Income taxes for the twelve months 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 twelve months 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 U.S., 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 U.S. and foreign sources; tax credits and incentives; and other non-recurring discrete items.



***Year ended December 31, 2011, Seven Months Ended December 31, 2010 and Five Months Ended May 31, 2010.***

*Sales.* Sales for the year ended December 31, 2011 were \$2,853.5 million. Sales were favorably impacted by an increase in volumes in most regions and favorable foreign exchange of \$70.9 million. In addition, the USi acquisition and the joint venture with FMEA provided \$157.9 million of sales. Sales for the seven months ended December 31, 2010 were \$1,405 million. Sales were favorably impacted by a significant increase in volume, partially offset by unfavorable foreign exchange of \$29.3 million. Sales were \$1,009.1 million for the five months ended May 31, 2010. Sales were favorably impacted by a significant increase in volume and favorable foreign exchange of \$52.5 million.

*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 \$2,402.9 million for the year ended December 31, 2011 and raw materials represented 51% of total cost of products sold. The period was impacted by higher material costs and other variable costs as a result of increases in production volumes, increases in commodity costs and higher labor costs due to the additional hires to support the increase in volumes. In addition, the period was impacted by the USi acquisition, the joint venture with FMEA and depreciation and amortization expense of \$99.1 million. Cost of products sold was \$1,172.4 million for the seven month Successor period ended December 31, 2010 and \$832.2 million for the five month Predecessor period ended May 31, 2010. Raw materials comprise the largest component of our cost of products sold and represented approximately 49% of total cost of products sold for both the Successor and Predecessor periods in 2010. Cost of products sold for the seven months ended December 31, 2010 was impacted by higher material costs and other variable costs as a result of increases in production volumes, increases in commodity costs and higher labor costs due to the additional hires to support the significant increase in volumes in most regions as well as the restoration of certain employee pay and benefits. In addition, the period was impacted by depreciation and amortization expense of \$52.2 million and by an inventory cost adjustment resulting from fresh-start accounting of \$8.1 million. Cost of products sold for the five months ended May 31, 2010 was impacted by higher material costs and other variable costs as a result of increases in volumes, increases in commodity costs and higher labor costs due to the additional hires to support the significant increase in volumes in most regions as well as the restoration of certain employee pay and benefits. Additionally, the period was impacted by depreciation and amortization expense of \$32.1 million.

*Gross Profit.* Gross profit for the year ended December 31, 2011 was \$450.6 million or 15.8% of sales. Gross profit and gross profit margin for the period were favorably impacted by an increase in volumes in most regions and the favorable impact of our lean savings. These positive items were partially offset by higher raw material costs and costs associated with the FMEA joint venture and the USi acquisition as we continue to integrate and restructure these businesses. Gross profit for the seven months ended December 31, 2010 and the five months ended May 31, 2010 were \$232.7 million and \$176.9 million, respectively. Gross profit as a percentage of sales was 16.6% for the seven months ended December 31, 2010 and 17.5% for the five months ended May 31, 2010. Gross profit and gross profit margin for these two periods were favorably impacted by a significant increase in volumes in most regions and our lean savings, partially offset by the restoration of certain employee pay and benefits and slightly higher raw material costs. The seven months ended December 31, 2010 was also impacted by the liquidation of the fair value adjustment to inventory of \$8.1 million, which was recognized in cost of sales as the inventory was sold.

*Selling, Administration and Engineering.* Selling, administration and engineering expense for the year ended December 31, 2011 was \$257.6 million or 9% of sales and was favorably impacted by certain lower compensation expenses. Selling, administration and engineering expense for the seven months ended December 31, 2010 and the five months ended May 31, 2010 was \$159.6 million and \$92.2 million or 11.4% and 9.1% of sales, respectively. Both periods were primarily impacted by the restoration of certain employee pay and benefits.

*Restructuring.* Restructuring charges were \$52.2 million for the year ended December 31, 2011, primarily related to the reorganization of our French body sealing operations in relation to the joint venture with FMEA,

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the closure of a facility in North America, the establishment of a centralized shared services function in Europe and the transfer of certain sealing business from one of our German facilities to other sealing operations in Europe. Restructuring charges were \$0.5 million for the seven months ended December 31, 2010, which were favorably impacted by a curtailment gain relating to pension benefits of \$3.4 million. Restructuring expense for the five months ended May 31, 2010 were \$5.9 million, primarily representing the continuation of previously announced actions.

*Interest Expense, net.* Net interest expense of \$40.6 million for the year ended December 31, 2011 resulted primarily from interest and debt issue amortization recorded on the Senior Notes, partially offset by interest income of \$4.9 million. Net interest expense for the seven months ended December 31, 2010 consisted primarily of interest on our Senior Notes. The net interest expense for the five months ended May 31, 2010 included \$28 million of interest on certain prepetition debt obligations from the period August 3, 2009 through May 27, 2010 and interest on the DIP facility. The interest on the prepetition debt obligation was recorded when our Plan of Reorganization was approved by the claimholders.

*Reorganization Items and Fresh-Start Accounting Adjustments, net.* In the five months ended May 31, 2010, we recognized a gain of \$163.6 million for reorganization items as a result of the bankruptcy proceedings. This gain reflects the cancellation of certain prepetition obligations, partially offset by the recognition of professional fees incurred as a direct result of the bankruptcy proceedings. In addition, we recognized a gain of \$139.9 million related to the valuation of our net assets upon emergence from Chapter 11 bankruptcy proceedings pursuant to the provisions of fresh-start accounting.

*Other Income (Expense), net.* Other income for the for the year ended December 31, 2011 was \$7.2 million, which primarily relates to 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, 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. Other income for the seven months ended December 31, 2010 was \$4.2 million, which consisted of \$3.4 million of foreign currency gains and \$1.5 million other income, partially offset by \$0.7 million of losses on factoring of receivables. Other expense of \$21.2 million for the five months ended May 31, 2010, consisted primarily of foreign currency losses.

*Provision for Income Tax Expense (Benefit).* For the year ended December 31, 2011, we recorded an income tax provision of \$20.8 million on earnings before income taxes of \$97.3 million. This compares to an income tax provision of \$5.1 million on earnings before income taxes of \$46.2 million for the seven months ended December 31, 2010 and an income tax provision of \$39.9 million on earnings before income taxes of \$319.9 million for the five months ended May 31, 2010. Income tax expense for the twelve months ended December 31, 2011 differs from the statutory rate primarily as a result of 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 U.S. 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 five months ended May 31, 2010, the seven months ended December 31, 2010 and the years ended December 31, 2011 and 2012:

	Predecessor	Successor		
	Five Months Ended	Seven Months Ended	Year Ended December 31,	
	May 31, 2010	December 31, 2010	2011	2012
		(dollar amounts in thousands)		
Sales to external customers				
North America	\$ 508,738	\$ 739,419	\$ 1,417,281	\$ 1,503,736
International	500,390	665,600	1,436,228	1,377,166
Consolidated	<u>\$ 1,009,128</u>	<u>\$ 1,405,019</u>	<u>\$ 2,853,509</u>	<u>\$ 2,880,902</u>
Segment profit (loss)				
North America	\$ 233,526	\$ 58,004	\$ 158,178	\$ 136,456
International	86,428	(11,784)	(60,915)	(69,171)
Income (loss) before income taxes	<u>\$ 319,954</u>	<u>\$ 46,220</u>	<u>\$ 97,263</u>	<u>\$ 67,285</u>

**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, partially offset by the favorable impact of lean savings and increased sales volume.

*International.* Sales for the year ended December 31, 2012 decreased \$59.1 million, or 4.1%, compared to the year ended December 31, 2011, primarily due to unfavorable foreign exchange of \$116.9 million and decreased production volumes primarily in Europe, partially offset by sales from our joint venture with FMEA. Segment loss increased by \$8.3 million, primarily due to impairment charges of goodwill and fixed assets of \$10.1 million, higher raw material costs, unfavorable foreign exchange and decreased volumes, partially offset by restructuring costs that were recorded in 2011 for the joint venture agreement with FMEA and the favorable impact of lean savings.

**Year ended December 31, 2011, Seven Months Ended December 31, 2010 and Five Months Ended May 31, 2010.**

*North America.* Sales for the year ended December 31, 2011 were \$1,417.3 million. Sales were favorably impacted by an increase in sales volume and favorable foreign exchange of \$13 million. Segment profit for the year ended December 31, 2011 was \$158.2 million, which was favorably impacted by the increase in volumes and the favorable impact of our lean savings, partially offset by higher raw material costs and increased staffing.

Sales for the seven months ended December 31, 2010 were \$739.4 million. Sales were favorably impacted by a significant increase in volume and favorable foreign exchange of \$10 million. Sales for the five months ended May 31, 2010 were \$508.7 million. Sales were favorably impacted by a significant increase in volume and favorable foreign exchange of \$19.3 million. Segment profit for the seven months ended December 31, 2010 was \$58 million, which was favorably impacted by the improved volumes and our lean savings, partially offset by the restoration of certain employee pay and benefits and slightly higher raw material costs. Segment profit for the five months ended May 31, 2010 was \$233.5 million. As a result of the reorganization and fresh-start accounting adjustments, a gain of \$208.6 million was recognized in the North America segment. Segment profit also increased due to improved volumes and the favorable impact of our lean savings, partially offset by the restoration of certain employee pay and benefits, slightly higher raw material costs and recognition of interest on

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certain prepetition debt obligations for the period of August 3, 2009 through May 27, 2010, which was recorded when our Plan of Reorganization was approved by the claimholders.

*International.* Sales for the year ended December 31, 2011 were \$1,436.2 million. Sales were favorably impacted by an increase in sales volume in most regions, the joint venture agreement with FMEA and foreign exchange of \$57.9 million. Segment loss for the year ended December 31, 2011 was \$60.9 million, which was negatively impacted by the restructuring and integration costs associated with the joint venture agreement with FMEA, increased staffing, higher raw material costs and higher depreciation and amortization resulting from the adoption of fresh-start accounting in the Successor period, partially offset by improved volumes and our lean savings.

Sales for the seven months ended December 31, 2010 were \$665.6 million. Sales were favorably impacted by a significant increase in volume partially offset by unfavorable foreign exchange of \$39.3 million. Sales for the five months ended May 31, 2010 were \$500.4 million. Sales were favorably impacted by a significant increase in volume and favorable foreign exchange of \$33.2 million. Segment loss for the seven months ended December 31, 2010 was \$11.8 million, which was negatively impacted by higher raw material costs, restoration of certain employee pay and benefits and unfavorable foreign exchange partially offset by the improved volumes and our lean savings. Segment profit for the five months ended May 31, 2010 was \$86.4 million. As a result of the reorganization and fresh-start accounting adjustments, a gain of \$94.9 million was recognized in the International segment. Segment profit was unfavorably impacted by the restoration of certain employee pay and benefits and slightly higher raw material costs partially offset by improved volumes and the favorable impact of our lean savings.

### **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, 2011 and 2012, we had \$90.8 million and \$73.7 million, respectively, of receivables outstanding under receivable transfer agreements entered into by various locations. For the years ended December 31, 2011 and 2012, total accounts receivables factored were \$257.5 million, and \$332 million, respectively. Costs incurred on the sale of receivables were \$2 million and \$2.2 million for the years ended December 31, 2011 and 2012, 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.

As of December 31, 2012, 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. For additional information, see Note 8. "Debt" to the consolidated financial statements.

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 foreseeable future. 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.

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### **Cash Flows**

*Operating activities.* Net cash provided by operations was \$84.4 million for the year ended December 31, 2012, which included \$119.9 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 receivables of \$61.7 million due primarily to increased demand for our products. In addition, pension contributions of \$33.5 million were made during the year ended December 31, 2012. Net cash provided by operations was \$172.3 million for the year ended December 31, 2011, which included \$30 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 receivables and inventories, partially offset by increased accounts payable due to increased volumes.

*Investing activities.* 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. Net cash used in investing activities was \$73.8 million for the year ended December 31, 2011, which consisted primarily of \$108.3 million of capital spending and \$10.5 million for an investment in affiliate, partially offset by \$28.4 million of cash acquired as part of the joint venture with FMEA, net of the acquisitions of USi Inc. and Sigit S.p.A, and proceeds of \$16 million from the partial sale of a joint venture. We anticipate that we will spend approximately \$160 million on capital expenditures in 2013.

*Financing activities.* Net cash used in financing activities totaled \$58.1 million for the year ended December 31, 2012, which consisted primarily of repurchase of 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 of \$6.8 million. Net cash used in financing activities totaled \$24.6 million for the year ended December 31, 2011, which consisted primarily of a decrease in short-term debt and payments on long-term debt aggregating \$9.9 million, payment of cash dividends of \$7.1 million and repurchase of preferred stock and other of \$7.6 million.

### **Financing Arrangements**

As part of our Plan of Reorganization, we issued \$450 million of our Senior Notes and entered into our \$125 million Senior ABL Facility. Proceeds from our Senior Notes offering, together with proceeds of the rights offering and cash on hand, were used to pay claims under the prepetition credit agreement, our DIP credit agreement and the portion of the prepetition senior notes payable in cash, in full, together with related fees and expenses. 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 and Senior ABL Facility are described below. For additional information, see Note 8. "Debt" to the consolidated financial statements.

#### **Senior ABL Facility**

On the date of our emergence from bankruptcy, Cooper-Standard Holdings Inc. ("Parent"), CSA U.S. (the "Issuer" or the "U.S. Borrower"), CSA Canada (the "Canadian Borrower" and, together with the U.S. Borrower, the "Borrowers"), and certain subsidiaries of the U.S. Borrower entered into the 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., UBS Securities LLC and Barclays Capital, 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 \$125 million, subject to borrowing base availability, including a \$45 million letter of credit sub-facility and a \$20 million swing line sub-facility. Our Senior ABL Facility also provides for an uncommitted \$25 million incremental loan facility, for a potential total Senior ABL Facility of \$150 million (if requested by the Borrowers)

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and any existing lenders or new lenders agree to fund such increase, consent of a non-participating lender or lenders is not required). On December 31, 2012, subject to borrowing base availability, the Company had \$125 million in availability less outstanding letters of credit of \$27 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 May 27, 2014.

*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: \$100 million to the U.S. Borrower and \$25 million to the Canadian Borrower.

*Guarantees; security.* The obligations of the U.S. Borrower under our Senior ABL Facility and cash management arrangements and interest rate, foreign currency or commodity swaps entered into by us, in each case with the lenders and their affiliates, or, collectively, additional ABL secured obligations, are guaranteed on a senior secured basis by Parent and all of Parent's wholly-owned U.S. subsidiaries (other than CS Automotive LLC), and the obligations of the Canadian Borrower under our Senior ABL Facility and additional ABL secured obligations of the Canadian Borrower and its Canadian subsidiaries are guaranteed on a senior secured basis by Parent, all of the Canadian subsidiaries of the Canadian Borrower and all of Parent's wholly-owned U.S. subsidiaries. The U.S. Borrower guarantees the additional ABL secured obligations of its subsidiaries and the Canadian Borrower guarantees the additional ABL secured obligations of its 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, 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 3.25% and 3.75% with respect to the LIBOR or BA-based borrowings and between 2.25% and 2.75% 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.

*Covenants; Events of Default.* Our Senior ABL Facility includes affirmative and negative covenants that will 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 1.1 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 2013 is determined from specific platform volume projections consistent with a North American and European light vehicle production estimate of 15.6 million units and 18.7 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. We took significant actions during the second half of 2008 and first quarter of 2009 to reduce our cost base and improve profitability. While we believe the vehicle production and other assumptions within our forecast are reasonable, we have also considered the possibility of even weaker demand. 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, 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. The Senior Notes were issued in a private placement exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”). 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, 2013, up to 35% of the Senior Notes issued under the Senior Notes indenture may be redeemed with the proceeds from certain equity offerings at a redemption price of 108.50% of the principal amount thereof, plus any accrued and unpaid interest to the redemption date; and
- 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.



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*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.

The Senior Notes were initially issued in a private placement which was exempt from registration under the Securities Act. Pursuant to the terms of the registration rights agreement between the issuer, the guarantors and the initial purchasers of the Senior Notes, we consummated a registered exchange offer in February 2011, pursuant to which we exchanged all \$450 million principal amount of the outstanding privately placed Senior Notes, or "old notes," for \$450 million principal amount of 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.

### **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 provision (benefit) for income tax expense, 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



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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, or 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 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 net income to EBITDA and Adjusted EBITDA, which is the most directly comparable financial measure in accordance with U.S. GAAP:

	<b>Year Ended December 31,</b>	
	<b>2011</b>	<b>2012</b>
	<b>(dollars in millions)</b>	
Net income	\$ 102.8	\$ 102.8
Provision (benefit) for income tax expense	20.8	(31.5)
Interest expense, net of interest income	40.5	44.8
Depreciation and amortization	124.1	122.7
<b>EBITDA</b>	<b>\$ 288.2</b>	<b>\$ 238.8</b>
Restructuring <sup>(1)</sup>	52.2	28.8
Noncontrolling interest restructuring <sup>(2)</sup>	(19.9)	(3.0)
Inventory write-up <sup>(3)</sup>	0.7	-
Net gain on partial sale of joint venture <sup>(4)</sup>	(11.4)	-
Stock-based compensation <sup>(5)</sup>	10.8	9.8
Acquisition costs <sup>(6)</sup>	2.2	-
Impairment charges <sup>(7)</sup>	-	10.1
Retirement obligation <sup>(8)</sup>	-	11.5
Noncontrolling interest deferred tax valuation reversal <sup>(9)</sup>	-	2.0
Other <sup>(10)</sup>	1.3	-
<b>Adjusted EBITDA</b>	<b>\$ 324.1</b>	<b>\$ 298.0</b>

(1) Includes non-cash restructuring.

(2) Proportionate share of restructuring costs related to FMEA joint venture.

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- (3) Write-up of inventory to fair value for the USi, Inc. acquisition and the FMEA joint venture, net of noncontrolling interest.
- (4) Net gain on partial sale of ownership percentage in joint venture.
- (5) Non-cash stock amortization expense and non-cash stock option expense for grants issued at emergence from bankruptcy.
- (6) Costs incurred in relation to the FMEA joint venture agreement.
- (7) Impairment charges related to goodwill (\$2.8 million) and fixed assets (\$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, 2012, we had net cash of \$270.6 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, 2012 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	\$ 450.0	\$ -	\$ -	\$ -	\$ 450.0
Interest on debt obligations	210.4	38.3	76.5	76.5	19.1
Operating lease obligations	68.4	20.0	29.1	12.4	6.9
Other obligations <sup>(1)</sup>	69.5	68.7	0.5	0.3	-
Total	<u>\$ 798.3</u>	<u>\$ 127.0</u>	<u>\$ 106.1</u>	<u>\$ 89.2</u>	<u>\$ 476.0</u>

- (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 \$10.4 million and discretionary cash contributions of approximately \$12.1 million to our domestic and foreign pension plan asset portfolios in 2013. Our minimum funding requirements after 2013 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

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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 \$3.2 million in 2013.

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 \$4.9 million as of December 31, 2012 have been excluded from the contractual obligations table above. For further information related to unrecognized tax benefits, see Note 11. "Income Taxes" to the consolidated financial statements.

In addition, excluded from the contractual obligation table are open purchase orders at December 31, 2012 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, fabricated metal-based components, plastic resins and components, carbon black, process oil, carbon steel 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. The inability to recover higher than anticipated material costs from our customers would 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.

*Adoption of Fresh-Start Accounting.* We emerged from Chapter 11 bankruptcy proceedings on May 27, 2010. As a result, we adopted fresh-start accounting as (i) the reorganization value of the Predecessor's assets immediately prior to the confirmation of the Plan of Reorganization was less than the total of all post-petition

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liabilities and allowed claims and (ii) the holders of the Predecessor's existing voting shares immediately prior to the confirmation of the Plan of Reorganization received less than 50% of the voting shares of the emerging entity. U.S. GAAP requires the adoption of fresh-start accounting as of the Plan of Reorganization's confirmation date, or as of a later date when all material conditions precedent to the Plan of Reorganization becoming effective are resolved, which occurred on May 27, 2010. We elected to adopt fresh-start accounting as of May 31, 2010 to coincide with the timing of our normal May accounting period close. There were no transactions that occurred from May 28, 2010 through May 31, 2010, that would materially impact our consolidated financial position, results of operations or cash flows for the 2010 Successor or 2010 Predecessor periods.

Fresh-start accounting results in a new basis of accounting and reflects the allocation of our estimated fair value to our underlying assets and liabilities. Our estimates of fair value are inherently subject to significant uncertainties and contingencies beyond our reasonable control. Accordingly, there can be no assurance that the estimates, assumptions, valuations, appraisals and financial projections will be realized, and actual results could vary materially.

Our reorganization value was allocated to our assets in conformity with the procedures specified by ASC 805, "*Business Combinations*." The excess of reorganization value over the fair value of tangible and identifiable intangible assets was recorded as goodwill. Liabilities existing as of the effective date of the Plan of Reorganization, other than deferred taxes, were recorded at the present value of amounts expected to be paid using appropriate risk adjusted interest rates. Deferred taxes were determined in conformity with applicable income tax accounting standards. Predecessor accumulated depreciation, accumulated amortization, retained deficit, common stock and accumulated other comprehensive loss were eliminated.

For further information on fresh-start accounting, see Note 3. "Reorganization Under Chapter 11 of the Bankruptcy Code and Fresh-Start Accounting" to the consolidated financial statements.

*Reorganization.* As a result of filing for Chapter 11 bankruptcy, we adopted ASC 852 on August 3, 2009. ASC 852 is applicable to companies in Chapter 11 and generally does not change the manner in which financial statements are prepared. However, among other disclosures, it does require that the financial statements for periods subsequent to the filing of the Chapter 11 petition distinguish transactions and events that are directly associated with the reorganization from the ongoing operations of the business. Revenues, expenses, realized gains and losses and provisions for losses that can be directly associated with the reorganization and restructuring of the business must be reported separately as reorganization items in the statements of net income. The balance sheet must distinguish prepetition liabilities subject to compromise from both those prepetition liabilities that are not subject to compromise and from post-petition liabilities. Liabilities that may be affected by a plan of reorganization must be reported at the amounts expected to be allowed, even if they may be settled for lesser amounts. In addition, reorganization items must be disclosed separately in the statement of cash flows. We have segregated those items as outlined above for all reporting periods subsequent to such date.

*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, 2011 and 2012, we had recorded goodwill of approximately \$136.4 million and \$133.7 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 1<sup>st</sup> of each year.

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Our 2011 annual goodwill impairment analysis, completed as of the first day of the fourth quarter, resulted in no impairment. As a result of our 2010 emergence, the fair value of our Europe, South America and Asia Pacific reporting units did not substantially exceed their corresponding carrying amount.

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 and expected to continue into the near future as additional time will be needed to improve operational performance. The fair value of our Europe and Asia Pacific reporting units did not substantially exceed their 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%.

In connection with the adoption of fresh-start accounting in 2010 an adjustment of \$40.7 million was made to re-measure our property, plant, and equipment to their estimated fair value. See Note 3. “Reorganization Under Chapter 11 of the Bankruptcy Code and Fresh-Start Accounting,” to the consolidated financial statements.

*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. For additional discussion, please refer to Note 5. “Restructuring” to the consolidated financial statements.

*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.

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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 rolling twelve quarters of 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.

In the United States, the Company has been in a cumulative loss position in recent years. However, that position changed to a three year cumulative income position during the second quarter of 2012. This position, along with management's analysis of all other available evidence, resulted in the conclusion that the net deferred tax asset in the United States is more likely than not to be utilized. As such, the valuation allowance previously recorded against the net deferred tax assets in the United States has been reversed.

During 2012, the Company recorded a tax benefit of \$70.9 million related to reductions in our U.S. valuation allowance against net deferred tax assets. However, we continue to maintain a valuation allowance related to our net deferred tax assets in several foreign jurisdictions. As of December 31, 2012, we had valuation allowances of \$97.3 million related to tax loss and credit carryforwards and other deferred tax assets in the several 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. For further information, related to income taxes, see Note 11. "Income Taxes," to the consolidated financial statements.

On January 2, 2013, subsequent to the fourth quarter, the American Taxpayer Relief Act of 2012 was enacted which retroactively reinstated and extended the Federal Research and Development Tax Credit, as well as the exclusion from U.S. federal taxable income of certain interest, dividends, rents, and royalty income of foreign affiliates, and the benefits of the credits with that income. As a result, the Company will include a discrete benefit in the first quarter for effect of these items.

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*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 \$7.9 million and \$0.5 million, respectively, for the year ended December 31, 2012.

To develop the discount rate for each plan, the expected cash flows underlying the plan's benefit obligations were discounted using a December 31, 2012 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 decreased or increased the fiscal 2013 net periodic benefit cost expense by approximately \$1.4 million or \$3.0 million, respectively. Likewise, a 1% increase or decrease in the expected return on plan assets would have decreased or increased the fiscal 2013 net periodic benefit cost by approximately \$3.2 million. Decreasing or increasing the discount rate by 1% would have increased or decreased the projected benefit obligations by approximately \$81.8 million or \$66.2 million, respectively. Aggregate pension net periodic benefit cost is forecasted to be approximately \$6.1 million in 2013.

The expected annual rate of increase in health care costs is approximately 8% for 2012 (7.39% for U.S., 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 2013 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 \$3.9 million or \$3.2 million, respectively. Aggregate other postretirement net periodic benefit cost is forecasted to be approximately \$2.4 million in 2013.

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

*Derivative Financial Instruments.* Derivative financial instruments are utilized by us to reduce foreign currency exchange and interest rate risk. We have established policies and procedures for risk assessment including the assessment of counterparty credit risk and the approval, reporting, and monitoring of derivative financial instrument activities. On the date the derivative is established, we designate the derivative as either a fair value hedge, a cash flow hedge, or a net investment hedge in accordance with its established policy. We do not enter into financial instruments for trading or speculative purposes.

By using derivative instruments to hedge exposures to changes in foreign currency exchange and interest rates, we expose ourselves to credit risk. Credit risk is the failure of the counterparty to perform under the terms of the derivative contract. When the fair value of a derivative contract is positive, the counterparty owes us, which creates credit risk for us. When the fair value of a derivative contract is negative, we owe the counterparty and we do not possess credit risk. To mitigate credit risk, it is our policy to execute such instruments with creditworthy banks and not enter into derivatives for speculative purposes.

*Use of Estimates.* The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. During 2012, there were no material changes in the methods or policies used to establish



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estimates and assumptions. Generally, matters subject to estimation and judgment include amounts related to accounts receivable realization, inventory obsolescence, asset impairments, useful lives of intangible and fixed assets, unsettled pricing discussions with customers and suppliers, restructuring accruals, deferred tax asset valuation allowances and income taxes, pension and other post retirement benefit plan assumptions, accruals related to litigation, warranty and environmental remediation costs and self-insurance accruals. Actual results may differ from estimates provided.

*Fair Value Measurements.* We measure certain assets and liabilities at fair value on a non-recurring basis using unobservable inputs (Level 3 input based on the U.S. GAAP fair value hierarchy). For further information on these fair value measurements, see “—Goodwill,” “—Long-Lived Assets,” “—Restructuring-Related Reserves,” and “—Derivative Financial Instruments” above.

### **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. Prior to filing our bankruptcy filing under Chapter 11 we entered into derivative financial instruments to monitor our exposure to these risks, but as a result of the bankruptcy filing all but one of these instruments were designated. 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 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies—Derivative Financial Instruments” and Item 8. “Financial Statements and Supplementary Data,” especially Note 21. “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, 2012 there were no forward foreign exchange contracts outstanding.

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 is included in the Company’s consolidated financial statements. The forward contract is 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 consist of hedge transactions up to April 2014. At December 31, 2012, the fair value liability before taxes of the Company’s undesignated derivative forward contracts was less than \$0.1 million.

In addition to transactional exposures, our operating results are impacted by the translation of our foreign operating income into U.S. dollars (“translation exposure”). In 2012, net sales outside of the United States accounted for 72% 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. At December 31, 2012 we had one interest rate swap contract outstanding with \$2.2 million of notional amount pertaining to Euro denominated debt fixed at 4.14%. At December 31, 2012, the fair value before taxes of the Company’s interest rate swap is \$(0.1) million.

*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 2012. 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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**Item 8. Financial Statements and Supplementary Data**

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*Annual Financial Statements*

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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. as of December 31, 2012 and 2011, and the related consolidated statements of net income, comprehensive income, changes in equity (deficit) and cash flows for the years ended December 31, 2012 and 2011, the period from June 1, 2010 to December 31, 2010 (Successor), and the period from January 1, 2010 to May 31, 2010 (Predecessor). Our audits also included the financial statement schedule included in Item 8. 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, 2012 and 2011, and the consolidated results of its operations and its cash flows for the years ended December 31, 2012 and 2011, the period from June 1, 2010 to December 31, 2010 (Successor), and the period from January 1, 2010 to May 31, 2010 (Predecessor), 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.

As discussed in Notes 1 and 3 to the consolidated financial statements, on May 12, 2010, the United States Bankruptcy Court for the District of Delaware entered an order confirming the Plan of Reorganization, which became effective on May 27, 2010. Accordingly, the accompanying consolidated financial statements have been prepared in conformity with FASB Accounting Standards Codification™ 852, "Reorganizations," for the Successor as a new entity with assets, liabilities and a capital structure having carrying values that are not comparable to prior periods.

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, 2012, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 28, 2013, expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Detroit, Michigan  
February 28, 2013

**Report of Independent Registered Public Accounting Firm on  
Internal Control over Financial Reporting**

**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, 2012, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (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 Management's Report on Internal Control Over Financial Reporting included in Item 9A. 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, 2012, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the 2012 consolidated financial statements of Cooper-Standard Holdings Inc., and our report dated February 28, 2013, expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Detroit, Michigan  
February 28, 2013

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

	Predecessor	Successor		
	Five Months Ended May 31, 2010	Seven Months Ended December 31, 2010	Year Ended December 31, 2011	Year Ended December 31, 2012
Sales	\$ 1,009,128	\$ 1,405,019	\$ 2,853,509	\$ 2,880,902
Cost of products sold	832,201	1,172,350	2,402,920	2,442,014
Gross profit	176,927	232,669	450,589	438,888
Selling, administration & engineering expenses	92,166	159,573	257,559	281,268
Amortization of intangibles	319	8,982	15,601	15,456
Impairment charges	-	-	-	10,069
Restructuring	5,893	488	52,206	28,763
Operating profit	78,549	63,626	125,223	103,332
Interest expense, net of interest income	(44,505)	(25,017)	(40,559)	(44,762)
Equity earnings	3,613	3,397	5,425	8,778
Reorganization items and fresh-start accounting adjustments, net	303,453	-	-	-
Other income (expense), net	(21,156)	4,214	7,174	(63)
Income before income taxes	319,954	46,220	97,263	67,285
Provision (benefit) for income tax expense	39,940	5,095	20,765	(31,531)
Consolidated net income	280,014	41,125	76,498	98,816
Net (income) loss attributable to noncontrolling interests	(322)	(549)	26,346	3,988
Net income attributable to Cooper-Standard Holdings Inc.	<u>\$ 279,692</u>	<u>\$ 40,576</u>	<u>\$ 102,844</u>	<u>\$ 102,804</u>
Earnings per share				
Basic		\$ 1.64	\$ 4.27	\$ 4.40
Diluted		\$ 1.55	\$ 3.93	\$ 4.14

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

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

	<u>Predecessor</u>	<u>Successor</u>		
	<u>Five Months Ended</u> <u>May 31, 2010</u>	<u>Seven Months Ended</u> <u>December 31, 2010</u>	<u>Year Ended December 31,</u> <u>2011</u>	<u>2012</u>
Consolidated net income	\$ 280,014	\$ 41,125	\$ 76,498	\$ 98,816
Other comprehensive income (loss):				
Currency translation adjustment	(31,074)	41,038	(28,967)	2,051
Benefit plan liability, net of tax <sup>(1)</sup>	126	4,962	(32,620)	(36,360)
Fair value change of derivatives, net of tax <sup>(2)</sup>	(81)	91	80	79
Other comprehensive income (loss), net of tax	(31,029)	46,091	(61,507)	(34,230)
Comprehensive income	248,985	87,216	14,991	64,586
Less: Comprehensive (income) loss attributable to noncontrolling interests	(339)	(759)	29,503	5,239
Comprehensive income attributable to Cooper-Standard Holdings Inc.	<u>\$ 248,646</u>	<u>\$ 86,457</u>	<u>\$ 44,494</u>	<u>\$ 69,825</u>

- (1) Other comprehensive income (loss) related to the benefit plan liability is net of a tax effect of \$34, (\$489), \$2,303 and \$10,055 for the five months ended May 31, 2010, the seven months ended December 31, 2010, and the years ended December 31, 2011 and 2012, respectively.
- (2) Other comprehensive income (loss) related to the fair value change of derivatives is net of a tax effect of \$194, (\$36), (\$34) and (\$29) for the five months ended May 31, 2010, the seven months ended December 31, 2010, and the years ended December 31, 2011 and 2012, respectively.

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

**COOPER-STANDARD HOLDINGS INC.**  
**CONSOLIDATED BALANCE SHEETS**  
December 31, 2011 and 2012  
(Dollar amounts in thousands except share amounts)

	December 31, 2011	December 31, 2012
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 361,745	\$ 270,555
Accounts receivable, net	433,947	499,576
Inventories, net	139,726	143,253
Prepaid expenses	26,295	21,902
Other	43,808	55,186
Total current assets	1,005,521	990,472
Property, plant and equipment, net	619,717	628,608
Goodwill	136,406	133,716
Intangibles, net	131,691	116,724
Deferred tax assets	31,968	72,718
Other assets	78,485	83,739
	<u>\$ 2,003,788</u>	<u>\$ 2,025,977</u>
<b>Liabilities and Equity</b>		
Current liabilities:		
Debt payable within one year	\$ 33,093	\$ 32,556
Accounts payable	256,671	271,355
Payroll liabilities	84,591	102,857
Accrued liabilities	108,628	80,148
Total current liabilities	482,983	486,916
Long-term debt	455,559	450,809
Pension benefits	192,124	201,104
Postretirement benefits other than pensions	68,242	69,142
Deferred tax liabilities	18,803	10,801
Other liabilities	44,614	42,131
Total liabilities	1,262,325	1,260,903
Redeemable noncontrolling interests	14,344	14,194
7% Cumulative participating convertible preferred stock, \$0.001 par value, 10,000,000 shares authorized at December 31, 2011, and December 31, 2012; 1,007,444 shares issued and 1,003,108 outstanding at December 31, 2011 and 964,247 shares issued and 958,333 outstanding at December 31, 2012	125,916	121,649
Equity:		
Common stock, \$0.001 par value, 190,000,000 shares authorized at December 31, 2011 and December 31, 2012; 18,416,957 shares issued and 18,323,443 outstanding at December 31, 2011 and 18,426,831 shares issued and 17,275,852 outstanding at December 31, 2012	17	16
Additional paid-in capital	485,637	471,851
Retained earnings	124,674	201,907
Accumulated other comprehensive loss	(12,469)	(45,448)
Total Cooper-Standard Holdings Inc. equity	597,859	628,326
Noncontrolling interests	3,344	905
Total equity	601,203	629,231
Total liabilities and equity	<u>\$ 2,003,788</u>	<u>\$ 2,025,977</u>

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

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

	Redeemable Noncontrolling Interests	Common Shares	Common Stock	Additional Paid-In Capital	Retained Earnings (Deficit)	Total Equity		Noncontrolling Interest	Total Equity (Deficit)
						Accumulated Other Comprehensive Income (Loss)	Cooper-Standard Holdings Inc. Equity (Deficit)		
Balance at December 31, 2009 - Predecessor	\$ 2,497	3,482,612	\$ 35	\$ 356,316	\$(636,278)	\$ (31,037)	\$ (310,964)	\$ 1,967	\$ (308,997)
Stock-based compensation				244			244		244
Deconsolidation of noncontrolling interest								(1,844)	(1,844)
Net income five months ended May 31, 2010	264				279,692		279,692	58	279,750
Other comprehensive income (loss)	17					(31,046)	(31,046)	-	(31,046)
Reorganization and fresh start accounting adjustments	2,922	(3,482,612)	(35)	(356,560)	356,586	62,083	62,074	2,182	64,256
Balance at May 31, 2010 - Predecessor	5,700	-	-	-	-	-	-	2,363	2,363
Issuance of common stock		17,489,693	17	473,275			473,292		473,292
Initial grant awards		859,971							
Balance at May 31, 2010 - Successor	5,700	18,349,664	17	473,275	-	-	473,292	2,363	475,655
Stock-based compensation				5,431			5,431		5,431
Initial grant awards		26,448							
Dividends paid					(4,734)		(4,734)		(4,734)
Net income seven months ended December 31, 2010	334				40,576		40,576	215	40,791
Other comprehensive income	181					45,881	45,881	29	45,910
Balance at December 31, 2010 - Successor	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 - Successor	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 - Successor	\$ 14,194	17,275,852	\$ 16	471,851	\$ 201,907	\$ (45,448)	\$ 628,326	\$ 905	\$ 629,231

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

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

	Predecessor	Successor		
	Five Months Ended May 31, 2010	Seven Months Ended December 31, 2010	Year Ended December 31, 2011	2012
<b>Operating Activities:</b>				
Consolidated net income	\$ 280,014	\$ 41,125	\$ 76,498	\$ 98,816
Adjustments to reconcile consolidated net income to net cash provided by (used in) operating activities:				
Depreciation	35,333	57,687	108,473	107,275
Amortization of intangibles	319	8,982	15,601	15,456
Impairment charges	-	-	-	10,069
Reorganization items and fresh-start adjustments	(303,453)	-	-	-
Non-cash restructuring charges	46	468	383	4,155
Amortization of debt issuance cost	11,505	714	1,253	1,263
Stock-based compensation expense	244	6,351	12,096	15,306
Gain on partial sale of joint venture	-	-	(11,423)	-
Gain on sale of fixed assets	-	-	-	(6,687)
Deferred income taxes	31,049	(7,760)	(525)	(41,386)
Changes in operating assets and liabilities:				
Accounts receivable	(33,553)	47,665	(27,246)	(61,735)
Inventories	(11,824)	7,663	(4,641)	(2,237)
Prepaid expenses	(6,412)	6,904	(7,356)	2,969
Accounts payable	(59,180)	(3,856)	54,883	14,581
Accrued liabilities	29,561	15,105	(38,228)	(15,750)
Other	(49,044)	(10,452)	(7,429)	(57,694)
Net cash provided by (used in) operating activities	(75,395)	170,596	172,339	84,401
<b>Investing activities:</b>				
Capital expenditures, including other intangible assets	(22,935)	(54,441)	(108,339)	(131,067)
Acquisition of businesses, net of cash acquired	-	-	28,487	(1,084)
Investment in affiliate	-	-	(10,500)	-
Proceeds from partial sale of joint venture	-	-	16,000	-
Proceeds from sale of fixed assets	3,851	2,603	599	14,581
Net cash used in investing activities	(19,084)	(51,838)	(73,753)	(117,570)
<b>Financing activities:</b>				
Payments on debtor-in-possession financing	(175,000)	-	-	-
Proceeds from issuance of long-term debt	450,000	-	-	-
Increase (decrease) in short term debt, net	(2,069)	3,879	(5,815)	(428)
Cash dividends paid	-	(3,163)	(7,116)	(6,784)
Principal payments on long-term debt	(709,574)	(2,123)	(4,047)	(5,110)
Purchase of noncontrolling interest	-	-	-	(2,000)
Proceeds from issuance of preferred and common stock	355,000	-	-	-
Debt issuance cost and back stop fees	(30,991)	-	-	-
Repurchase of preferred stock	-	-	(7,470)	(6,838)
Repurchase of common stock	-	-	-	(36,895)
Other	-	48	(136)	(21)
Net cash used in financing activities	(112,634)	(1,359)	(24,584)	(58,076)
Effects of exchange rate changes on cash	5,528	(1,618)	(6,707)	55
Changes in cash and cash equivalents	(201,585)	115,781	67,295	(91,190)
Cash and cash equivalents at beginning of period	380,254	178,669	294,450	361,745
Cash and cash equivalents at end of period	\$ 178,669	\$ 294,450	\$ 361,745	\$ 270,555

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



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollar amounts in thousands except note 23, 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 fluid handling, body sealing, 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 fluid handling products that they manufacture and one of the largest North American producers of AVS business. 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 69 manufacturing locations and nine design, engineering, and administrative locations in 19 countries around the world.

On May 27, 2010, the Company and certain of its U.S. and Canadian subsidiaries emerged from under Chapter 11 of the Bankruptcy Code. In accordance with the provisions of Financial Accounting Standards board (“FASB”) Accounting Standards Codification (“ASC”) 852, “*Reorganizations*,” the Company adopted fresh-start accounting upon its 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. For further information, see Note 3. “*Reorganization Under Chapter 11 of the Bankruptcy Code and Fresh-Start Accounting*.”

### 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 percent. The cost method is followed in those situations where the Company’s ownership is less than 20 percent and the Company does not have the ability to exercise significant influence.

The Company’s investment in Nishikawa Standard Company (“NISCO”), a 40 percent owned joint venture in the United States, is accounted for under the equity method. This investment totaled \$14,601 and \$17,424 at December 31, 2011 and 2012, respectively, and is included in other assets in the accompanying consolidated balance sheets. In March 2011, the Company sold a 10% ownership interest in NISCO for \$16,000. As a result of this transaction, the Company’s ownership percentage in NISCO has decreased from 50% to 40%, and a gain of \$11,423 was recognized in other income in the consolidated financial statements for the year ended December 31, 2011. In 2011, the Company received from NISCO a dividend of \$4,750 all of which was related to earnings. In 2012, the Company received from NISCO a dividend of \$800, all of which was related to earnings.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

The Company's investment in Guyoung, a 20 percent owned joint venture in Korea, is accounted for under the equity method. This investment totaled \$2,060 and \$2,014 at December 31, 2011 and 2012, respectively, and is included in other assets in the accompanying consolidated balance sheets.

The Company's investment in Huayu-Cooper Standard Sealing Systems Co. Ltd. ("Huayu"), a 47.5 percent owned joint venture in China, is accounted for under the equity method. This investment totaled \$24,602 and \$26,815 at December 31, 2011 and 2012, respectively, and is included in other assets in the accompanying consolidated balance sheets. In 2011, the Company received from Huayu a dividend of \$1,790 all of which was related to earnings. In 2012, the Company received from Huayu a dividend of \$2,519 all of which was related to earnings.

During 2011, the company acquired a 20% ownership interest in NISCO Thailand, a joint venture in Thailand. This investment, accounted for under the equity method, totaled \$11,296 and \$13,056 at December 31, 2011 and 2012, 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.

During 2011, the company acquired a 50% ownership interest in Sujan Barre Thomas AVS Private Limited, a joint venture in India. This investment, accounted for under the equity method, totaled \$1,751 and \$2,944 at December 31, 2011 and 2012, 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. 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 \$3,028 and \$3,727 at December 31, 2011 and 2012, respectively.

*Advertising expense* – Expenses incurred for advertising are generally expensed when incurred. Advertising expense was \$258 for the five months ended May 31, 2010, \$426 for the seven months ended December 31, 2010, \$1,463 for the year ended December 31, 2011, and \$1,839 for the year ended December 31, 2012.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

*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, 2011 and 2012, inventories are reflected net of reserves of \$17,287 and \$20,987, respectively.

	<b>December 31, 2011</b>	<b>December 31, 2012</b>
Finished goods	\$ 34,446	\$ 37,415
Work in process	34,466	32,383
Raw materials and supplies	70,814	73,455
Inventories, net	<u>\$ 139,726</u>	<u>\$ 143,253</u>

In connection with the adoption of fresh-start accounting, an \$8,136 fair value write-up of inventory was recorded at May 31, 2010 in the Predecessor. Such inventory was liquidated as of December 31, 2010 by the Successor and recorded as an increase to cost of product sold. In connection with the acquisition of FMEA a \$1,236 fair value write up of inventory was recorded in the second quarter of 2011. Such inventory was liquidated as of December 31, 2011 and recorded as an increase to cost of product sold.

*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 \$3,116 and \$2,593 at December 31, 2011 and 2012, respectively. The

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

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 \$3,685 and \$3,877 at December 31, 2011 and 2012, respectively. Reimbursable tooling costs are recorded in accounts receivable in the accompanying consolidated balance sheets if considered a receivable in the next twelve months. Included in accounts receivable for customer-owned tooling for the years ended December 31, 2011 and 2012 were \$90,345 and \$116,947, respectively, of which \$55,601 and \$78,403, 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 Company conducts its annual goodwill impairment analysis as of October 1<sup>st</sup> 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 2012, 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, we recognize an impairment loss in an amount equal to the excess, not to exceed the carrying value. For 2012 the Company determined that their South America reporting unit was impaired and a goodwill impairment charge of \$2.8 million was recognized.

*Revenue Recognition and Sales Commitments* – 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, they 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 their 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. They recognize revenue based on the pricing terms included in their annual purchase orders as their products are shipped to their customers. As

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

part of certain agreements, they are asked to provide their customers with annual cost reductions. They accrue for such amounts as a reduction of revenue as their products are shipped to their customers. In addition, they generally have ongoing adjustments to their pricing arrangements with their customers based on the related content and cost of their products. Such pricing accruals are adjusted as they are settled with their customers.

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

*Research and development* – Costs are charged to selling, administration and engineering expense as incurred and totaled \$29,130 for the five months ended May 31, 2010, \$39,662 for the seven months ended December 31, 2010, \$83,906 for the year ended December 31, 2011, and \$94,171 for the year ended December 31, 2012.

*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. For further information related to the Company's stock-based compensation programs, see Note 19. "Stock-Based Compensation."

*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.

*Subsequent events* – In preparing these financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through the date the financial statements were issued.

*Recent accounting pronouncements*

In February 2013, the FASB issued Accounting Standards Update ("ASU") 2013-02, *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 impact of the adoption of this ASU is not expected to have a material impact on the consolidated financial statements.

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 (early adoption is permitted). The impact of the adoption of this ASU is not expected to have a material impact on the consolidated financial statements.

In December 2011, ASU 2011-05 was modified by the issuance of ASU 2011-12, *Comprehensive Income (220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05* which defers certain paragraphs of ASU 2011-05 that would require reclassifications of items from other comprehensive income to net income by component of net income and by component of other comprehensive income. The impact of the adoption of these ASU's is not expected to have a material impact on the consolidated financial statements.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

In September 2011, the FASB issued ASU 2011-08, “*Intangibles-Goodwill and Other (Topic 350): Testing Goodwill for Impairment.*” This ASU will allow companies to assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount before performing the two-step impairment review process. This ASU is effective for fiscal years and interim periods beginning after December 15, 2011 (early adoption is permitted). The impact of adoption did not have a material impact on the consolidated financial statements.

In June 2011, the FASB issued ASU 2011-05, “*Comprehensive Income (Topic 220): Presentation of Comprehensive Income.*” This ASU required companies to present items of net income, items of other comprehensive income (“OCI”) and total comprehensive income in one continuous statement or two separate but consecutive statements. The Company adopted this new accounting guidance in the first quarter of 2012.

In May 2011, the FASB issued ASU 2011-04, “*Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs.*” This ASU amends the requirements for measuring fair value and disclosing information about fair value. This ASU is effective for fiscal years and interim periods beginning after December 15, 2011 (early adoption is prohibited). The impact of adoption did not have a material impact on the consolidated financial statements.

**3. Reorganization Under Chapter 11 of the Bankruptcy Code and Fresh-Start Accounting**

***Filing of Bankruptcy Cases***

During the first half of 2009, the Company experienced a substantial decrease in revenues caused by the severe decline in worldwide automotive production that followed the global financial crisis that began in 2008. On August 3, 2009, the Company and each of its direct and indirect wholly-owned U.S. subsidiaries (collectively with the Company, the “Debtors”) filed voluntary petitions for relief under Chapter 11 in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) (Consolidated Case No. 09-12743(PJW)) (the “Chapter 11 Cases”). On August 4, 2009, the Company’s Canadian subsidiary, Cooper-Standard Automotive Canada Limited, a corporation incorporated under the laws of Ontario (“CSA Canada”), commenced proceedings seeking relief from its creditors under Canada’s Companies’ Creditors Arrangement Act (the “Canadian Proceedings”) in the Ontario Superior Court of Justice in Toronto, Canada (Commercial List) (the “Canadian Court”), court file no. 09-8307-00CL. The Company’s subsidiaries and operations outside of the United States and Canada were not subject to the requirements of the Bankruptcy Code. On March 26, 2010, the Debtors filed with the Bankruptcy Court their Second Amended Joint Chapter 11 Plan of Reorganization (as amended and supplemented, the “Plan of Reorganization”) and their First Amended Disclosure Statement (as amended and supplemented, the “Disclosure Statement”). On May 12, 2010, the Bankruptcy Court entered an order approving and confirming the Plan of Reorganization (the “Confirmation Order”). CSA Canada’s plan of compromise or arrangement was sanctioned on April 16, 2010.

On May 27, 2010 (the “Effective Date”), the Debtors consummated the reorganization contemplated by the Plan of Reorganization and emerged from Chapter 11 bankruptcy proceedings.

***Post-Emergence Capital Structure and Recent Events***

Following the Effective Date, the Company’s capital structure consisted of the following:

- *Senior ABL Facility.* A senior secured asset-based revolving credit facility in the aggregate principal amount of \$125,000 (the “Senior ABL Facility”), which contains an uncommitted \$25,000 “accordion” facility that will be available at the Company’s request if the lenders at the time consent.
- *8 1/2% Senior Notes due 2018.* \$450,000 of senior unsecured notes (the “Senior Notes”) that bear interest at 8 1/2% per annum and mature on May 1, 2018.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

- *Common stock, 7% preferred stock and warrants.* Equity securities comprised of (i) 17,489,693 shares of the Company's common stock, (ii) 1,000,000 shares of the Company's 7% preferred stock, which are initially convertible into 4,290,788 shares of the Company's common stock, and (iii) 2,419,753 warrants ("warrants") to purchase up to an aggregate of 2,419,753 shares of the Company's common stock.

On the Effective Date, the Company issued to key employees of the Company, (i) 757,896 shares of common stock plus, subject to realized dilution on the warrants, an additional 104,075 shares of common stock as restricted stock, (ii) 41,664 shares of 7% preferred stock as restricted 7% preferred stock, and (iii) 702,509 options to purchase shares of common stock, plus, subject to realized dilution on the warrants, an additional 78,057 options to purchase shares of common stock. On the day after the Effective Date, the Company issued to certain of its directors and Oak Hill Advisors L.P. or its affiliates, 26,448 shares of common stock as restricted stock and 58,386 options to purchase shares of common stock. The Company also reserved 780,566 shares of common stock for future issuance to the Company's management. On July 19, 2010, the Company paid a dividend to holders of its outstanding 7% preferred stock in the form of 10,780 additional shares of 7% preferred stock.

For further information on the Senior ABL Facility and the Senior Notes, see Note 8. "Debt." For further information on our common stock, 7% preferred stock and warrants, see Note 18. "Equity and Redeemable Preferred Stock."

***Satisfaction of Debtor-in-Possession Financing***

In connection with the commencement of the Chapter 11 Cases and the Canadian Proceedings, the Company entered into debtor-in-possession financing arrangements. On the Effective Date, all remaining amounts outstanding under the Company's debtor-in-possession financing arrangement were repaid using proceeds of the Debtors' exit financing. For additional information on these financing arrangements, see Note 8. "Debt."

***Cancellation of Certain Prepetition Obligations***

Under the Plan of Reorganization, the Company's prepetition equity, debt and certain of its other obligations were cancelled and extinguished as follows:

- the Predecessor's equity interests, including common stock and any options, warrants, calls, subscriptions or other similar rights or other agreements, commitments or outstanding securities obligations, were cancelled and extinguished, and no distributions were made to the Predecessor's former equity holders;
- the Predecessor's prepetition debt securities were cancelled and the indentures governing such obligations were terminated (other than for the purposes of allowing holders of the notes to receive distributions under the Plan of Reorganization and allowing the trustees to exercise certain rights); and
- the Predecessor's prepetition credit agreement was cancelled and terminated, including all agreements related thereto (other than for the purposes of allowing creditors under that facility to receive distributions under the Plan of Reorganization and allowing the administrative agent to exercise certain rights).

***Fresh-Start Accounting***

The Debtors emerged from Chapter 11 bankruptcy proceedings on May 27, 2010. As a result, the Successor adopted fresh-start accounting as (i) the reorganization value of the Predecessor's assets immediately prior to the confirmation of the Plan of Reorganization was less than the total of all post-petition liabilities and



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

allowed claims and (ii) the holders of the Predecessor's existing voting shares immediately prior to the confirmation of the Plan of Reorganization received less than 50% of the voting shares of the emerging entity. U.S. GAAP requires the adoption of fresh-start accounting as of the Plan of Reorganization's confirmation date, or as of a later date when all material conditions precedent to the Plan of Reorganization becoming effective are resolved, which occurred on May 27, 2010. The Company elected to adopt fresh-start accounting as of May 31, 2010 to coincide with the timing of its normal May accounting period close. There were no transactions that occurred from May 28, 2010 through May 31, 2010, that would materially impact the Company's consolidated financial position, results of operations or cash flows for the 2010 Successor or 2010 Predecessor periods.

**Reorganization Value**

The Bankruptcy Court confirmed the Plan of Reorganization, which included an enterprise value (or distributable value) of \$1,025,000, assuming \$50,000 of excess cash, as set forth in the Disclosure Statement. For purposes of the Plan of Reorganization and the Disclosure Statement, the Company and certain unsecured creditors agreed upon this value. This reorganization value was determined to be a fair and reasonable value and is within the range of values considered by the Bankruptcy Court as part of the confirmation process. The reorganization value reflects a number of factors and assumptions, including the Company's statements of net income and balance sheets, the Company's financial projections, the amount of cash to fund operations, current market conditions and a return to more normalized light vehicle production and sales volumes. The range of values considered by the Bankruptcy Court of \$975,000 to \$1,075,000 was determined using comparable public company trading multiples, precedent transactions analysis and discounted cash flow valuation methodologies.

**Adoption of Fresh-Start Accounting**

Fresh-start accounting results in a new basis of accounting and reflects the allocation of the Company's fair value to its underlying assets and liabilities. Significant adjustments are summarized below:

Elimination of Predecessor's goodwill	\$ (87,728)
Successor's goodwill	136,666
Elimination of Predecessor's intangible assets	(10,294)
Successor's intangible asset adjustment (a)	155,005
Defined benefit plans adjustment (b)	(30,680)
Inventory adjustment (c)	8,136
Property, plant and equipment adjustment (d)	40,665
Investments in non-consolidated affiliates adjustment (e)	9,021
Noncontrolling interest adjustments (e)	(2,182)
Elimination of Predecessor's accumulated other comprehensive loss and other adjustments	(78,678)
Pretax income on fresh-start accounting adjustments	139,931
Tax related to fresh-start accounting adjustments (f)	(24,580)
Net gain on fresh-start accounting adjustments	<u>\$ 115,351</u>

- (a) Intangible assets – This adjustment reflects the fair value of intangible assets determined as of the Effective Date.
- (b) Defined benefit plans – This adjustment primarily reflects differences in assumptions, such as the expected return on plan assets and the weighted average discount rate related to the payment of benefit obligations, between the prior measurement date of December 31, 2009 and the Effective Date.
- (c) Inventory – This amount adjusts inventory to fair value as of the Effective Date, which is estimated for finished goods and work-in-process based upon the expected selling price less cost to complete, selling and disposal cost and a normal selling profit. Raw material inventory was recorded at a carrying value as such value approximates the replacement cost.



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

- (d) Property, plant and equipment – This amount adjusts property, plant and equipment to fair value as of the Effective Date, giving consideration to the highest value and best use of these assets. Fair value estimates were based on independent appraisals. Key assumptions used in the appraisals were based on a combination of income, market and cost approaches, as appropriate.
- (e) Investments in non-consolidated and noncontrolling interests – These amounts adjust investments in non-consolidated affiliates and noncontrolling interests to their estimated fair values. Estimated fair values were based on internal and external valuations using customary valuation methodologies, including comparable earnings multiples, discounted cash flows and negotiated transaction values.
- (f) Tax expense – This amount reflects the tax expense related to the fair value adjustments of inventory, property, plant and equipment, intangibles, tooling and investments.

**Reorganization Items and Fresh-Start Accounting Adjustments, net**

Reorganization items include expenses, gains and losses directly related to the Debtors' reorganization proceedings. Fresh-start accounting adjustments reflect the impact of adoption of fresh-start accounting. A summary of reorganization items and fresh-start accounting adjustments, net for the Predecessor period, is shown below:

Pretax reorganization items:	
Professional and other fees	\$ 48,701
Gain on prepetition settlement	(49,980)
Gain on settlement of liabilities subject to compromise	(162,243)
	<u>(163,522)</u>
Pretax fresh-start accounting adjustments	(139,931)
Reorganization items and fresh-start accounting adjustments, net	<u>\$ (303,453)</u>

**4. Acquisitions**

On March 28, 2011, the Company completed the acquisition of USi, Inc. ("USi"), based in Rockford, Tennessee, from Ikyuo Co. Ltd. of Japan, for cash consideration of \$6,500. USi provides an innovative hard coating process for use in automotive and industrial applications, which allows the Company to expand its technology capabilities. This acquisition was accounted for under ASC 805, "Business Combinations," and the results of operations of USi are included in the Company's consolidated financial statements from the date of acquisition. This acquisition does not meet the thresholds for a significant acquisition and therefore no pro forma financial information is presented.

To broaden product lines across Europe, 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. The Company contributed its French body sealing assets and obligations, which had a fair value of approximately \$33,000, to the joint venture to acquire 51 percent ownership and FMEA contributed the assets and obligations of SPBT for its 49 percent ownership. SPBT changed its name to Cooper Standard France SAS ("CS France") subsequent to the transaction.

The Company accounted for the transaction as a sale of a subsidiary while retaining control under ASC 810, "Consolidations" and an acquisition of 51 percent ownership interest of SPBT under ASC 805, "Business

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

*Combinations.*” Accordingly, the subsidiary was transferred at historical cost and the assets acquired and the liabilities assumed of SPBT were recorded at fair value and are included in the Company’s consolidated balance sheets. The Company received net cash of \$38,224 as part of the transaction. Also, as part of the acquisition, the Company acquired an ownership interest in a joint venture in India.

The operating results of CS France are included in the Company’s consolidated financial statements from the date of acquisition. This joint venture does not meet the thresholds for a significant acquisition and therefore no pro forma financial information is presented.

In connection with the investment in CS France, the noncontrolling stockholders have the option, which is embedded in the noncontrolling interest, to require the Company to purchase the remaining 49 percent noncontrolling share at a formula price designed to approximate fair value based on operating results of the entity. The put option becomes exercisable at the expiration of the four year period following the May 2, 2011 closing date of the transaction. The combination of a noncontrolling interest and a put option resulted in a redeemable noncontrolling interest.

The noncontrolling interest is redeemable at other than fair value as the put value is determined based on a formula described above. The Company records the noncontrolling interests in CS France at the greater of 1) the initial carrying amount, increased or decreased for the noncontrolling stockholders’ 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, which resulted in accretion of \$4,798 for the year ended December 31, 2012. Such accretion amounts are recorded as increases to redeemable noncontrolling interests with offsets to equity. According to authoritative accounting guidance, the redeemable noncontrolling interest is classified outside of permanent equity, in mezzanine equity, on the Company’s consolidated balance sheets. As of December 31, 2012, the estimated redemption value of the put option is \$10,290. The redemption amount 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 stockholders’ interests, to the extent the noncontrolling stockholders 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, the noncontrolling stockholder 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 as a reduction in the income available to the Company’s common stockholders in the computation of earnings per share. At December 31, 2012 there was no difference between redemption value and fair value.

On July 1, 2011, the Company purchased from Nishikawa Rubber Co., Limited (“Nishikawa Rubber”) a 20% interest in Nishikawa Tachaplalert Rubber Company Limited for cash consideration of \$10,500. Nishikawa Tachaplalert Rubber Company Limited is a joint venture majority owned by Nishikawa Rubber based in Thailand and supplies body sealing products. The new joint venture entity is Nishikawa Tachaplalert Cooper Limited. This joint venture is owned 20% by Cooper Standard, 77.7% by Nishikawa Rubber and 2.3% owned by Original Tachaplalerts and Marubeni Thailand. This investment is accounted for under the equity method and is included in other assets in the accompanying consolidated balance sheets.

During the fourth quarter of 2011, the Company acquired the automotive sealing business of Sigit S.p.A, (“Sigit”) based in Chivasso, Italy and Poland, for a total cash consideration of \$4,066. Consolidating Sigit’s

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

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sealing capabilities into the Company's existing operations will broaden the Company's supply relationship with global OEM customers. This acquisition was accounted for under ASC 805, "Business Combinations," and the results of operations of Sigit are included in the Company's consolidated financial statements from the date of acquisition. This acquisition does not meet the thresholds for a significant acquisition and therefore no pro forma financial information is presented.

**5. Restructuring**

The Company implemented several restructuring initiatives in prior years in connection with the closure or consolidation of facilities in North America, Europe, South America, Australia and Asia. The Company also implemented a restructuring initiative that involved the reorganization of the Company's operating structure. The Company commenced these initiatives prior to December 31, 2010 and continued to execute these initiatives through December 31, 2012. 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 liquidation of the respective facilities. The total expense incurred related to these actions amounted to \$(9) and \$652 for the years ended December 31, 2011 and 2012, respectively. As of December 31, 2012 there is a liability of \$61 associated with these initiatives recorded on the Company's consolidated balance sheet.

In the first quarter of 2011, the Company initiated the closure of a facility in North America and announced the decision to establish a centralized shared services function in Europe. The estimated total costs of these initiatives amount to \$11,200 and are expected to be completed in 2013. The following table summarizes the activity for these initiatives for the years ended December 31, 2011 and 2012:

	<b>Employee Separation Costs</b>	<b>Other Exit Costs</b>	<b>Asset Impairments</b>	<b>Total</b>
Expense	\$ 3,489	\$ 5,336	\$ -	\$ 8,825
Cash payments	(46)	(4,488)	-	(4,534)
Balance at December 31, 2011	\$ 3,443	\$ 848	\$ -	\$ 4,291
Expense	(395)	2,658	147	2,410
Cash payments	(3,048)	(3,506)	-	(6,554)
Utilization of reserve	-	-	(147)	(147)
Balance at December 31, 2012	\$ -	\$ -	\$ -	\$ -

An other postretirement benefit curtailment gain of \$1,539 for the year ended December 31, 2012 resulted from the closure of a U.S. facility and was recorded as a reduction to restructuring expense.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

In the second quarter of 2011, the Company initiated the reorganization of the Company's French body sealing operations in relation to the joint venture agreement with FMEA. The estimated total cost of this initiative is \$50,400 and is expected to be completed in 2013. The following table summarizes the activity for this initiative for the years ended December 31, 2011 and 2012:

	<b>Employee Separation Costs</b>	<b>Other Exit Costs</b>	<b>Asset Impairments</b>	<b>Total</b>
Expense	\$ 32,995	\$ 6,620	\$ -	\$ 39,615
Reorganization initiative transfer	1,877	-	-	1,877
Cash payments and foreign exchange translation	(11,644)	(6,620)	-	(18,264)
Balance at December 31, 2011	<u>\$ 23,228</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 23,228</u>
Expense	2,385	1,740	3,846	7,971
Cash payments and foreign exchange translation	(23,559)	(1,740)	-	(25,299)
Utilization of reserve	-	-	(3,846)	(3,846)
Balance at December 31, 2012	<u>\$ 2,054</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,054</u>

In the third quarter of 2011, the Company initiated the transfer of a sealing business from one of its German facilities to other sealing operations in Eastern Europe. After discussions with several stakeholders it was determined the completion of this initiative would not be achieved. As a result, \$1,644 of restructuring expense was reversed in the year ended December 31, 2012.

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.

During 2012, the Company initiated the restructuring of facilities in Europe to change the Company's European footprint to improve the Company's operating performance. The estimated total cost of this initiative is \$20,800 and is expected to be completed in 2013. The following table summarizes the activity for this initiative for the year ended December 31, 2012:

	<b>Employee Separation Costs</b>	<b>Other Exit Costs</b>	<b>Asset Impairments</b>	<b>Total</b>
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	<u>\$ 13,507</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$13,507</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

**6. Property, Plant and Equipment**

Property, plant and equipment is comprised of the following:

	<b>December 31, 2011</b>	<b>December 31, 2012</b>	<b>Estimated Useful Lives</b>
Land and improvements	\$ 92,386	\$ 91,456	10 to 25 years
Buildings and improvements	193,189	197,330	10 to 40 years
Machinery and equipment	415,828	511,753	5 to 10 years
Construction in progress	78,884	95,414	
	<u>780,287</u>	<u>895,953</u>	
Accumulated depreciation	(160,570)	(267,345)	
Property, plant and equipment, net	<u>\$ 619,717</u>	<u>\$ 628,608</u>	

During 2012, the Company impaired property, plant and equipment at one of their European facilities with a carrying value of approximately \$16,700 to their 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 \$35,333, \$57,687, \$108,473, and \$107,275 for the five months ended May 31, 2010, the seven months ended December 31, 2010 and the years ended December 31, 2011 and 2012, respectively.

**7. Goodwill and Intangibles***Goodwill*

The changes in the carrying amount of goodwill by reportable operating segment for the years ended December 31, 2011 and 2012 are summarized as follows:

	<b>North America</b>	<b>International</b>	<b>Total</b>
Balance at December 31, 2010	\$ 115,384	\$ 21,616	\$137,000
Foreign exchange translation	(86)	(508)	(594)
Balance at December 31, 2011	\$ 115,298	\$ 21,108	\$136,406
Foreign exchange translation	122	(25)	97
Impairment charges	-	(2,787)	(2,787)
Balance at December 31, 2012	<u>\$ 115,420</u>	<u>\$ 18,296</u>	<u>\$133,716</u>

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 American reporting unit within its International segment. This charge was due to changes in the forecast for this reporting unit resulting from launch activities and operating inefficiencies incurred in 2012 and expected to continue into the near future as additional time will be required to improve operational performance.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, 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, 2011 and 2012, respectively:

	<b>Gross Carrying Amount</b>	<b>Accumulated Amortization</b>	<b>Net Carrying Amount</b>	<b>Weighted Average Useful Life (Years)</b>
Customer relationships	\$ 138,576	\$ (21,267)	\$ 117,309	8.6
Developed technology	9,503	(2,521)	6,982	4.8
Other	7,603	(203)	7,400	
Balance at December 31, 2011	<u>\$ 155,682</u>	<u>\$ (23,991)</u>	<u>\$ 131,691</u>	8.1
Customer relationships	\$ 135,741	\$ (34,184)	\$ 101,557	7.7
Developed technology	9,574	(4,143)	5,431	3.9
Other	10,337	(601)	9,736	
Balance at December 31, 2012	<u>\$ 155,652</u>	<u>\$ (38,928)</u>	<u>\$ 116,724</u>	7.1

Amortization expense totaled \$319, \$8,982, \$15,601 and \$15,456 for the five months ended May 31, 2010, the seven months ended December 31, 2010 and the years ended December 31, 2011 and 2012, respectively.

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

Year	Expense
2013	\$ 15,446
2014	15,257
2015	15,131
2016	14,739
2017	14,021

**8. Debt**

Outstanding debt consisted of the following at December 31, 2011 and 2012:

	<b>December 31, 2011</b>	<b>December 31, 2012</b>
Senior notes	\$ 450,000	\$ 450,000
Other borrowings	38,652	33,365
Total debt	<u>\$ 488,652</u>	<u>\$ 483,365</u>
Less current portion	(33,093)	(32,556)
Total long-term debt	<u>\$ 455,559</u>	<u>\$ 450,809</u>

**8 1/2% Senior Notes due 2018**

On May 11, 2010, CSA Escrow Corporation (the "Escrow Issuer"), an indirect wholly-owned non-Debtor subsidiary of CSA U.S., sold \$450,000 aggregate principal amount of the Senior Notes. On the Effective Date, the Escrow Issuer was merged with and into CSA U.S. and CSA U.S. assumed the obligations under the Senior Notes and the Senior Notes indenture and the guarantees by the guarantors described below became effective. Proceeds from the Senior Notes, together with proceeds of the Rights Offering and cash on hand, were used to

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

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pay claims under the Predecessor's prepetition credit agreement, the DIP Credit Agreement and the portion of the Predecessor's prepetition senior notes payable in cash, in full, together with related fees and expenses.

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 "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 the 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, 2013, up to 35% of the Senior Notes issued under the Senior Notes indenture may be redeemed with the proceeds from certain equity offerings at a redemption price of 108.50% of the principal amount thereof, plus any accrued and unpaid interest to the redemption date; and
- 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.

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.

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The Senior Notes were initially issued in a private placement which was exempt from registration under the Securities Act. Pursuant to the terms of the registration rights agreement between the issuer, the guarantors and the initial purchasers of the Senior Notes, the Company consummated a registered exchange offer in February 2011, pursuant to which they exchanged all \$450,000 principal amount of the outstanding privately placed Senior Notes, or “old notes,” for \$450,000 principal amount of 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.

***Senior ABL Facility***

On the Effective Date, the Company, CSA U.S., CSA Canada (together with CSA U.S., the “Borrowers”) and certain subsidiaries of CSA U.S. entered into the 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., UBS Securities LLC and Barclays Capital, as joint lead arrangers and bookrunners. The Senior ABL Facility provides for an aggregate revolving loan availability of up to \$125,000, subject to borrowing base availability, including a \$45,000 letter of credit sub-facility and a \$20,000 swing line sub-facility. The Senior ABL Facility also provides for an uncommitted \$25,000 incremental loan facility, for a potential total Senior ABL Facility of \$150,000 (if requested by the Borrowers and any existing lenders or new lenders agree to fund such increase, consent of a non-participating lender or lenders is not required). As of December 31, 2012, no amounts were drawn under the Senior ABL Facility, but there was approximately \$27,045 of letters of credit outstanding.

Any borrowings under the Senior ABL Facility will mature, and the commitments of the lenders under the Senior ABL Facility will terminate, on May 27, 2014. Proceeds from the Senior ABL Facility were used by the Borrowers to pay certain secured and unsecured claims, administrative expenses and administrative claims as contemplated by the Plan of Reorganization. Proceeds of the Senior ABL Facility may also 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, as follows: \$100,000 to CSA U.S. and \$25,000 to CSA Canada.

The obligations of CSA U.S. under the Senior ABL Facility and cash management arrangements and interest rate, foreign currency or commodity swaps entered into by the Company, in each case with the lenders and their affiliates (collectively “Additional ABL Secured Obligations”), are guaranteed on a senior secured basis by the Company and all of our U.S. subsidiaries (other than CS Automotive LLC), and the 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, all of the Canadian subsidiaries of CSA Canada and all of the Company’s U.S. subsidiaries. CSA U.S. guarantees the Additional ABL Secured Obligations of its subsidiaries and CSA Canada guarantees the Additional ABL Secured Obligations of its Canadian subsidiaries. The obligations under the 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



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

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, 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 3.25% and 3.75% with respect to the LIBOR or BA-based borrowings and between 2.25% and 2.75% 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 equal to 0.50% per annum when usage of the Senior ABL Facility (as apportioned between the U.S. and Canadian facilities) is greater than 50% and 0.75% per annum when usage of the Senior ABL Facility is equal to or less than 50%. The Borrowers are also required to pay a fee on outstanding letters of credit under the Senior ABL Facility at a rate equal to the applicable margin in respect of LIBOR based borrowings plus a fronting fee at a rate of 0.125% per annum to the issuer of such letters of credit, 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 LIBOR-based borrowings).

The Senior ABL Facility includes affirmative and negative covenants that impose substantial restrictions on the Company's financial and business operations, including our 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 1.1 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, 2012.

Other borrowings at December 31, 2011 and 2012 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, 2012 are as follows:

2013	\$	32,556
2014		269
2015		254
2016		141
2017		145
Thereafter		450,000
	\$	<u>483,365</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

Interest paid on third party debt was \$31,898, \$20,508, \$44,038 and \$45,752 for the five months ended May 31, 2010, the seven months ended December 31, 2010 and the years ended December 31, 2011 and 2012, respectively.

**9. Pensions**

The Company maintains defined benefit pension plans covering substantially all employees located in the United States. 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. In 2010, the Company began offering a new retirement plan that includes Company non-elective contributions. Non-elective and matching contributions under these plans totaled \$3,324 for the five months ended May 31, 2010, \$6,581 for the seven months ended December 31, 2010 and \$12,565 and \$12,851 for the years ended December 31, 2011 and 2012, respectively.

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

	<b>Year Ended December 31,</b>			
	<b>2011</b>		<b>2012</b>	
	<u>U.S.</u>	<u>Non-U.S.</u>	<u>U.S.</u>	<u>Non-U.S.</u>
<b>Change in projected benefit obligation:</b>				
Projected benefit obligations at beginning of period	\$286,074	\$ 136,511	\$308,132	\$ 162,759
Service cost - employer	1,868	3,088	1,150	3,126
Interest cost	14,746	7,865	13,902	7,793
Actuarial loss	25,265	6,982	26,832	27,647
Amendments	-	-	236	-
Benefits paid	(17,426)	(7,802)	(24,577)	(7,516)
Acquisition	-	22,770	-	-
Foreign currency exchange rate effect	-	(6,339)	-	4,653
Curtailed/Settlements	(387)	(390)	-	(2,435)
Transfers	(2,188)	-	-	-
Other	180	74	80	44
Projected benefit obligations at end of period	<u>\$308,132</u>	<u>\$ 162,759</u>	<u>\$325,755</u>	<u>\$ 196,071</u>
<b>Change in plans' assets:</b>				
Fair value of plans' assets at beginning of period	\$195,978	\$ 60,557	\$213,927	\$ 62,689
Actual return on plans' assets	807	3,232	26,117	3,990
Employer contributions	34,568	8,107	31,062	9,291
Benefits paid	(17,426)	(7,802)	(24,577)	(7,516)
Foreign currency exchange rate effect	-	(1,015)	-	2,120
Settlements	-	(390)	-	(2,435)
Fair value of plans' assets at end of period	<u>\$213,927</u>	<u>\$ 62,689</u>	<u>\$246,529</u>	<u>\$ 68,139</u>
Funded status of the plans	<u>\$ (94,205)</u>	<u>\$ (100,070)</u>	<u>\$ (79,226)</u>	<u>\$ (127,932)</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

	Year Ended December 31,			
	2011		2012	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Amounts recognized in the balance sheets:				
Accrued liabilities (current)	\$ (814)	\$ (4,027)	\$ (4,218)	\$ (4,176)
Pension benefits (long term)	(93,391)	(98,733)	(75,008)	(126,265)
Other assets	-	2,690	-	2,509
Net amount recognized at December 31	<u>\$ (94,205)</u>	<u>\$ (100,070)</u>	<u>\$ (79,226)</u>	<u>\$ (127,932)</u>

Included in cumulative other comprehensive loss at December 31, 2012 are the following amounts that have not yet been recognized in net periodic benefit cost: unrecognized prior service costs of \$249 (\$223 net of tax) and unrecognized actuarial losses of \$87,812 (\$78,237 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, 2013 are \$21 and \$2,689, respectively.

The accumulated benefit obligation for all domestic and international defined benefit pension plans was \$308,050 and \$155,832 at December 31, 2011 and \$325,755 and \$187,065 at December 31, 2012, respectively. As of December 31, 2011, the fair value of plan assets for two of the Company's defined benefit plans exceeded the projected benefit obligation of \$10,753 by \$2,690. 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.

Weighted average assumptions used to determine benefit obligations at December 31, 2011 and 2012:

	2011		2012	
	U.S.	Non-U.S.	U.S.	Non-U.S.
	Discount rate	4.67%	4.87%	3.88%
Rate of compensation increase	0.00%	3.25%	0.00%	3.21%

The following table provides the components of net periodic benefit cost for the five months ended May 31, 2010, the seven months ended December 31, 2010 and the years ended December 31, 2011 and 2012:

	Predecessor		Successor					
	Five Months Ended May 31, 2010		Seven Months Ended December 31, 2010		Year Ended December 31,			
	U.S.	Non-U.S.	U.S.	Non-U.S.	2011		2012	
					U.S.	Non-U.S.	U.S.	Non-U.S.
Service cost	\$ 1,002	\$ 893	\$ 1,307	\$ 1,426	\$ 1,868	\$ 3,088	\$ 1,150	\$ 3,126
Interest cost	6,278	2,871	8,973	4,032	14,746	7,865	13,902	7,793
Expected return on plan assets	(6,050)	(1,460)	(8,619)	(2,051)	(16,207)	(4,036)	(15,471)	(4,027)
Amortization of prior service cost and recognized actuarial loss	1,467	70	-	-	19	40	496	377
Curtailement (gain) settlement	-	-	-	(3,405)	(387)	50	80	473
Other	-	-	-	28	180	-	-	-
Net periodic benefit cost	<u>\$ 2,697</u>	<u>\$ 2,374</u>	<u>\$ 1,661</u>	<u>\$ 30</u>	<u>\$ 219</u>	<u>\$ 7,007</u>	<u>\$ 157</u>	<u>\$ 7,742</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

The following table provides weighted average assumptions used to determine net periodic benefit costs for the five months ended May 31, 2010, the seven months ended December 31, 2010 and the years ended December 31, 2011 and 2012:

	Predecessor		Successor					
	Five Months Ended May 31, 2010		Seven Months Ended December 31, 2010		Year Ended December 31,			
	U.S.	Non- U.S.	U.S.	Non-U.S.	2011		2012	
	U.S.	Non- U.S.	U.S.	Non-U.S.	U.S.	Non- U.S.	U.S.	Non- U.S.
Discount rate	5.79%	5.36%	5.55%	5.10%	5.18%	5.30%	4.63%	5.26%
Expected return on plan assets	8.00%	6.11%	8.00%	7.29%	7.80%	7.54%	7.25%	6.62%
Rate of compensation increase	3.25%	3.50%	3.25%	3.49%	3.25%	3.77%	0.00%	3.69%

*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.

The weighted average asset allocations for the Company's pension plans at December 31, 2011 and 2012 by asset category are approximately as follows:

	2011		2012	
	U.S.	Non- U.S.	U.S.	Non- U.S.
Equity securities	37%	41%	36%	42%
Debt securities	25%	59%	26%	57%
Real estate	4%	0%	4%	0%
Balanced funds <sup>(1)</sup>	34%	0%	34%	0%
Cash and cash equivalents	0%	0%	0%	1%
	<u>100%</u>	<u>100%</u>	<u>100%</u>	<u>100%</u>

(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. For further information on the U.S. GAAP fair value hierarchy, see Note 21. "Fair Value of Financial Instruments."

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, 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, 2011:

	<u>Level One</u>	<u>Level Two</u>	<u>Level Three</u>	<u>Total</u>
<b>Investments</b>				
Equity securities	\$ 47,230	\$ 49,768	\$ 7,972	\$ 104,970
Debt securities	22,769	67,244	-	90,013
Real Estate	-	8,122	-	8,122
Balanced funds	23,410	44,366	5,567	73,343
Cash and cash equivalents	168	-	-	168
<b>Total</b>	<u>\$ 93,577</u>	<u>\$ 169,500</u>	<u>\$ 13,539</u>	<u>\$ 276,616</u>

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:

	<u>Level One</u>	<u>Level Two</u>	<u>Level Three</u>	<u>Total</u>
<b>Investments</b>				
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
<b>Total</b>	<u>\$ 93,231</u>	<u>\$ 202,029</u>	<u>\$ 19,408</u>	<u>\$ 314,668</u>

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, 2011	\$ 11,275
Net purchases	14,351
Total losses	(2,258)
Transfer to Level 2	(9,829)
Ending balance of assets classified as Level 3 as of December 31, 2011	<u>\$ 13,539</u>
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	<u>\$ 19,408</u>

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.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

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
2013	\$ 19,272	\$ 7,032	\$ 26,304
2014	16,402	6,782	23,184
2015	16,981	7,463	24,444
2016	17,699	9,498	27,197
2017	17,810	10,742	28,552
2018-2022	93,997	57,236	151,233

The Company estimates it will make minimum funding cash contributions of approximately \$10,400 and discretionary cash contributions of approximately \$12,100 to its pension plans in 2013.

**10. 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 for the years ended December 31, 2011 and 2012:

	Year Ended December 31,			
	2011		2012	
	U.S.	Non-U.S.	U.S.	Non-U.S.
Change in benefit obligation:				
Benefit obligations at beginning of year	\$ 57,523	\$ 17,515	\$ 43,447	\$ 20,068
Service cost	1,196	635	542	650
Interest cost	3,004	917	1,795	822
Actuarial loss (gain)	(15,893)	2,898	4,605	1,217
Benefits paid	(2,084)	(1,449)	(2,408)	(692)
Curtailement gain	(384)	-	(1,541)	-
Plan change	-	-	(2,452)	(2,198)
Other	85	-	75	-
Foreign currency exchange rate effect	-	(448)	-	583
Benefit obligation at end of year	<u>\$ 43,447</u>	<u>\$ 20,068</u>	<u>\$ 44,063</u>	<u>\$ 20,450</u>
Funded status of the plans	<u>\$ (43,447)</u>	<u>\$ (20,068)</u>	<u>\$ (44,063)</u>	<u>\$ (20,450)</u>
Net amount recognized at December 31	<u>\$ (43,447)</u>	<u>\$ (20,068)</u>	<u>\$ (44,063)</u>	<u>\$ (20,450)</u>

During 2011 the Company changed its participation and opt-out assumptions for the U.S. plan resulting in the actuarial gain shown in the table above.

Included in cumulative other comprehensive loss at December 31, 2012 are the following amounts that have not yet been recognized in net periodic benefit cost: unrecognized prior service credits of \$4,151 (\$3,861)

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

net of tax) and unrecognized actuarial gains of \$8,022 (\$10,581, 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, 2013 is \$(1,270).

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

	Predecessor		Successor					
	Five Months Ended May 31, 2010		Seven Months Ended December 31, 2010		Year Ended December 31,			
	U.S.	Non-U.S.	U.S.	Non-U.S.	2011		2012	
	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S.	Non-U.S.
Service cost	\$ 481	\$ 157	\$ 705	\$ 308	\$1,196	\$ 635	\$ 542	\$ 650
Interest cost	1,341	360	1,893	506	3,004	917	1,795	822
Amortization of prior service cost (credit) and recognized actuarial loss (gain)	(1,381)	(14)	-	-	2	-	(1,777)	(54)
Curtailed gain	-	-	-	-	(384)	-	(1,539)	-
Other	35	-	50	-	85	-	75	-
Net periodic benefit cost	<u>\$ 476</u>	<u>\$ 503</u>	<u>\$ 2,648</u>	<u>\$ 814</u>	<u>\$3,903</u>	<u>\$ 1,552</u>	<u>\$ (904)</u>	<u>\$ 1,418</u>

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, 2011 and 2012:

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

The following table provides weighted average assumptions used to determine net periodic benefit costs for the five months ended May 31, 2010, the seven months ended December 31, 2010 and the years ended December 31, 2011 and 2012:

	Predecessor		Successor					
	Five Months Ended May 31, 2010		Seven Months Ended December 31, 2010		Year Ended December 31,			
	U.S.	Non-U.S.	U.S.	Non-U.S.	2011		2012	
	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S.	Non-U.S.
Discount rate	5.80%	6.80%	5.55%	5.65%	5.35%	5.25%	4.70%	4.25%

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

At December 31, 2012, the weighted average assumed annual rate of increase in the cost of health care benefits (health care cost trend rate) for 2013 was 7.39% 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:

	<u>Increase</u>	<u>Decrease</u>
Effect on service and interest cost components	\$ 309	\$ (243)
Effect on projected benefit obligations	3,948	(3,174)

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

	<u>U.S.</u>	<u>Non- U.S.</u>	<u>Total</u>
2013	\$ 2,562	\$ 634	\$ 3,196
2014	2,594	630	3,224
2015	2,621	634	3,255
2016	2,633	659	3,292
2017	2,675	677	3,352
2018 - 2022	13,207	4,248	17,455

Other post retirement benefits recorded in the Company's consolidated balance sheets include \$8,158 and \$7,767 as of December 31, 2011 and 2012, respectively, for termination indemnity plans for two of the Company's European locations.

**11. Income Taxes**

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

	<u>Predecessor</u>	<u>Successor</u>		
	<u>Five Months</u> <u>Ended</u> <u>May 31,</u> <u>2010</u>	<u>Seven Months</u> <u>Ended</u> <u>December 31,</u> <u>2010</u>	<u>Year Ended December 31,</u> <u>2011</u>	<u>2012</u>
Domestic	\$ 161,014	\$ 20,595	\$ 111,884	\$ 69,914
Foreign	158,940	25,625	(14,621)	(2,629)
	<u>\$ 319,954</u>	<u>\$ 46,220</u>	<u>\$ 97,263</u>	<u>\$ 67,285</u>



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

The Company's provision (benefit) for income taxes consists of the following:

	<u>Predecessor</u> <u>Five Months</u> <u>Ended</u> <u>May 31,</u> <u>2010</u>	<u>Successor</u>		
		<u>Seven Months</u> <u>Ended</u> <u>December 31,</u> <u>2010</u>	<u>Year Ended December 31,</u>	
			<u>2011</u>	<u>2012</u>
<b>Current</b>				
Federal	\$ -	\$ -	\$ 5,030	\$ 2,558
State	2,003	(91)	695	480
Foreign	6,888	12,946	15,565	6,817
<b>Deferred</b>				
Federal	614	-	-	(35,883)
State	55	-	-	(4,279)
Foreign	30,380	(7,760)	(525)	(1,224)
	<u>\$ 39,940</u>	<u>\$ 5,095</u>	<u>\$ 20,765</u>	<u>\$(31,531)</u>

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

	<u>Predecessor</u> <u>Five Months</u> <u>Ended</u> <u>May 31,</u> <u>2010</u>	<u>Successor</u>		
		<u>Seven Months</u> <u>Ended</u> <u>December 31,</u> <u>2010</u>	<u>Year Ended December 31,</u>	
			<u>2011</u>	<u>2012</u>
Tax at U.S. statutory rate	\$ 111,984	\$ 16,177	\$ 34,042	\$ 23,550
State and local taxes	7,899	1,606	860	1,469
Tax credits	(1,936)	(4,179)	(4,464)	(2,875)
Reorganization items and fresh- start accounting adjustments, net	(37,761)	-	-	-
US-Canada APA settlement	5,867	(651)	2,658	-
Foreign withholding taxes	789	1,823	2,290	242
Effect of foreign tax rates	(7,376)	(3,788)	(7,739)	(6,147)
Tax audits & assessments	(258)	1,635	260	2,541
Valuation allowance	(38,915)	(5,377)	(10,839)	(57,652)
Other, net	(353)	(2,151)	3,697	7,341
<b>Income tax provision</b>	<u>\$ 39,940</u>	<u>\$ 5,095</u>	<u>\$ 20,765</u>	<u>\$(31,531)</u>
<b>Effective income tax rate</b>	<u>12.5%</u>	<u>11.0%</u>	<u>21.3%</u>	<u>(46.9)%</u>

Payments (refunds), net for income taxes for the five months ended May 31, 2010, the seven months December 31, 2010, and the years ended December 31, 2011 and 2012 were \$6,584, \$4,367, \$20,643 and \$17,555 respectively. These amounts do not include any payments or refunds of income taxes related to the US-Canada Advanced Pricing Agreement settlement.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

Under the Bankruptcy Reorganization Plan, the Company's prepetition senior subordinated securities and other obligations were extinguished. Absent an exception, a debtor recognizes cancellation of debt income ("CODI") upon discharge of its outstanding indebtedness for an amount of consideration that is less than its adjusted issue price. The Internal Revenue Code ("IRC") provides that a debtor in a bankruptcy case may exclude CODI from income but must reduce certain of its tax attributes by the amount of any CODI realized as a result of the consummation of a plan of reorganization. The amount of CODI realized by a taxpayer is the adjusted issue price of any indebtedness discharged less the sum of (i) the amount of cash paid, (ii) the issue price of any new indebtedness issued and (iii) the fair market value of any other consideration, including equity, issued. As a result of the market value of the Company's equity upon emergence from Chapter 11 bankruptcy proceedings, the Company's U.S. net operating loss carryforward will be reduced to zero, however a portion of the Company's tax credit carryforwards (collectively, the "Tax Attributes") will be retained after reduction of the Tax Attributes for CODI realized on emergence from Chapter 11 bankruptcy proceedings.

IRC Sections 382 and 383 provide an annual limitation with respect to the ability of a corporation to utilize its Tax Attributes, as well as certain built-in-losses, against future U.S. taxable income in the event of a change in ownership. The Company's emergence from Chapter 11 bankruptcy proceedings is considered a change in ownership for purposes of IRC Section 382. The limitation under the IRC is based on the value of the corporation as of the emergence date. As a result, the Company's future U.S. taxable income may not be fully offset by the Tax Attributes if such income exceeds the Company's annual limitation, and they may incur a tax liability with respect to such income. In addition, subsequent changes in ownership for purposes of the IRC could further diminish the Company's Tax Attributes.

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:

	<u>2011</u>	<u>2012</u>
Deferred tax assets:		
Postretirement and other benefits	\$ 67,629	\$ 75,927
Capitalized expenditures	7,221	5,365
Net operating loss and tax credit carryforwards	156,382	138,905
All other items	40,852	42,418
Total deferred tax assets	272,084	262,615
Deferred tax liabilities:		
Property, plant and equipment	(49,884)	(47,480)
Intangibles	(42,930)	(37,015)
All other items	(121)	(2,662)
Total deferred tax liabilities	(92,935)	(87,157)
Valuation allowances	(152,373)	(97,285)
Net deferred tax assets	<u>\$ 26,776</u>	<u>\$ 78,173</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

Net deferred taxes in the consolidated balance sheets are as follows:

	<b>2011</b>	<b>2012</b>
Current assets	\$ 14,161	\$ 16,562
Non-current assets	31,968	72,718
Current liabilities	(550)	(306)
Non-current liabilities	(18,803)	(10,801)
	<u>\$ 26,776</u>	<u>\$ 78,173</u>

At December 31, 2012, the Company's foreign subsidiaries, primarily in France, Brazil, and Germany, have operating loss carryforwards aggregating \$185,000 with indefinite expiration periods. Other foreign subsidiaries in China, Mexico, Italy, Netherlands, Poland, Spain and Korea have operating losses aggregating \$88,000, with expiration dates beginning in 2013. The Company's Polish subsidiaries have special economic zone credits totaling \$21,600. The Company's Czech Republic subsidiary has an income tax incentive totaling \$1,400. The U.S. foreign tax credit carryforward is \$15,900 with expiration dates beginning in 2016. 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 \$1,200. 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 U.S. research credit carryforward is \$2,000 with an expiration date of 2031. The Company and its domestic subsidiaries have anticipated tax benefits of state net operating losses and credit carryforwards of \$19,500 with expiration dates beginning in 2013.

In the United States, the Company has been in a cumulative loss position in recent years. However, that position changed to a three year cumulative income position during the second quarter of 2012. This position, along with management's analysis of all other available evidence, resulted in the conclusion that the net deferred tax asset in the United States is more likely than not to be utilized. As such, the valuation allowance previously recorded against the net deferred tax assets in the United States has been reversed.

During 2012, the Company recorded a tax benefit of \$70,900 related to reductions in its U.S. valuation allowance against net deferred tax asset. However, the Company continues to maintain a valuation allowance related to its net deferred tax assets in several foreign jurisdictions. As of December 31, 2012, the Company had valuation allowances of \$97,300 related to tax loss and credit carryforwards and other deferred tax assets in several 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 \$396,000 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, 2012, the Company has \$4,900 (\$4,946 including interest and penalties) of total unrecognized tax benefits. Of this total, \$4,900 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 23, per share and share amounts)

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

	<b>Predecessor</b>	<b>Successor</b>		
	<b>Five Months Ended May 31, 2010</b>	<b>Seven Months Ended December 31, 2010</b>	<b>Year Ended December 31, 2011      2012</b>	
Balance at beginning of period	\$ 3,218	\$ 2,996	\$ 2,758	\$ 3,303
Tax positions related to the current period				
Gross additions	107	13	951	2,294
Gross reductions	-	(19)	-	-
Tax positions related to prior years				
Gross additions	-	1,676	1,629	110
Gross reductions	(79)	(1,443)	-	(396)
Settlements	(250)	-	(1,630)	(411)
Lapses on statutes of limitations	-	(465)	(405)	-
Balance at end of period	\$ 2,996	\$ 2,758	\$ 3,303	\$ 4,900

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 currently under 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 \$327, 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, 2011 and 2012, \$70 and \$46 respectively, for tax related interest and penalties on its consolidated balance sheets.

**12. Lease Commitments**

The Company leases certain manufacturing facilities and equipment under long-term leases expiring at various dates. Rental expense for operating leases was \$9,525, \$11,668, \$24,064 and \$24,340 for the five months ended May 31, 2010, the seven months December 31, 2010 and the years ended December 31, 2011 and 2012, respectively.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

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

2013	\$	19,984
2014		15,615
2015		13,464
2016		7,649
2017		4,753
Thereafter		6,878

**13. Accumulated Other Comprehensive Income (Loss)**

Balances of related after-tax components comprising accumulated other comprehensive income (loss), included in stockholders' equity at December 31, 2011 and 2012 are as follows:

	<b>Cumulative currency translation adjustment</b>	<b>Benefit plan liability</b>	<b>Fair value change of derivatives</b>	<b>Accumulated other comprehensive income (loss)</b>
Balance at December 31, 2010	\$ 40,828	\$ 4,962	\$ 91	\$ 45,881
Change for 2011	(25,810)	(32,620)	80	(58,350)
Balance at December 31, 2011	\$ 15,018	\$(27,658)	\$ 171	\$ (12,469)
Change for 2012	3,302	(36,360)	79	(32,979)
Balance at December 31, 2012	<u>\$ 18,320</u>	<u>\$(64,018)</u>	<u>\$ 250</u>	<u>\$ (45,448)</u>

**14. 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 \$27,756 and \$36,119 at December 31, 2011 and 2012, 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.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

*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, 2012, the Company has \$7,915 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.

**15. Other Income (Expense), net**

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

	<u>Predecessor</u>	<u>Successor</u>		
	<u>Five Months Ended May 31, 2010</u>	<u>Seven Months Ended December 31, 2010</u>	<u>Year Ended December 31,</u>	
			<u>2011</u>	<u>2012</u>
Foreign currency gains (losses)	\$ (20,779)	\$ 3,355	\$ 2,757	\$(6,824)
Unrealized gains (losses) related to forward contracts	-	-	(5,280)	4,392
Loss on sale of receivables	(377)	(715)	(1,656)	(947)
Gain on partial sale of joint venture	-	-	11,423	-
Miscellaneous income (expense)	-	1,574	(70)	3,316
Other income (expense), net	<u>\$ (21,156)</u>	<u>\$ 4,214</u>	<u>\$ 7,174</u>	<u>\$ (63)</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

**16. Related Party Transactions**

Sales to NISCO, a 40% owned joint venture, totaled \$12,273, \$16,032, \$28,933 and \$44,620 for the five months ended May 31, 2010, the seven months ended December 31, 2010 and the years ended December 31, 2011 and 2012, respectively. In March 2011, the Company received from NISCO a dividend of \$4,750, all of which was related to earnings. In March 2011, the Company sold a 10% ownership interest in NISCO for \$16,000. As a result of this transaction, the Company's ownership percentage in NISCO decreased from 50% to 40%, and a gain of \$11,423 was recognized in other income in the consolidated financial statements for the year ended December 31, 2011. In March 2012, the Company received from NISCO a dividend of \$800, all of which was related to earnings.

Purchases of materials from Guyoung Technology Co. Ltd., a Korean Corporation of which the Company owns approximately 20% of the common stock, totaled \$4,052, \$2,894, \$2,984 and \$3,133 for the five months ended May 31, 2010, the seven months ended December 31, 2010 and the years ended December 31, 2011 and 2012, respectively.

**17. 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% preferred stock and undistributed earnings allocated to participating securities, by the average number of common shares outstanding during the period. The Company's shares of 7% preferred stock outstanding are considered participating securities.

A summary of information used to compute basic net income per share attributable to Cooper-Standard Holdings Inc. is shown below:

	<b>Seven Months Ended December 31, 2010</b>	<b>Year Ended December 31,</b>	
		<b>2011</b>	<b>2012</b>
Net income attributable to Cooper-Standard Holdings Inc.	\$ 40,576	\$ 102,844	\$ 102,804
Less: Preferred stock dividends (paid or unpaid)	(4,734)	(7,278)	(6,764)
Less: Premium paid for redemption of preferred stock	-	(1,710)	(1,376)
Less: Undistributed earnings allocated to participating securities	(7,119)	(18,596)	(17,934)
Net income available to Cooper-Standard Holdings Inc. common stockholders	<u>\$ 28,723</u>	<u>\$ 75,260</u>	<u>\$ 76,730</u>
Average shares of common stock outstanding	<u>17,489,693</u>	<u>17,610,614</u>	<u>17,444,980</u>
Basic net income per share attributable to Cooper-Standard Holdings Inc.	<u>\$ 1.64</u>	<u>\$ 4.27</u>	<u>\$ 4.40</u>

Diluted net income per share attributable to Cooper-Standard Holdings Inc. was computed using the treasury stock method dividing net income attributable to Cooper-Standard Holdings Inc. by the 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 anti-dilutive.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

A summary of information used to compute diluted net income per share attributable to Cooper-Standard Holdings Inc. is shown below:

	<b>Seven Months Ended December 31, 2010</b>	<b>Year Ended December 31,</b>	
		<b>2011</b>	<b>2012</b>
Net income available to Cooper-Standard Holdings Inc. common stockholders	\$ 28,723	\$ 75,260	\$ 76,730
Average common shares outstanding	17,489,693	17,610,614	17,444,980
Dilutive effect of:			
Common restricted stock	321,967	373,804	260,150
Preferred restricted stock	77,758	83,507	42,888
Warrants	633,933	918,537	666,546
Options	56,574	184,032	106,121
Average dilutive shares of common stock outstanding	18,579,925	19,170,494	18,520,685
Diluted net income per share attributable to Cooper-Standard Holdings Inc.	\$ 1.55	\$ 3.93	\$ 4.14

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

	<b>Seven Months Ended December 31, 2010</b>	<b>Year Ended December 31,</b>	
		<b>2011</b>	<b>2012</b>
Number of options	-	144,000	519,100
Exercise price	\$ -	\$43.50-46.75	\$43.50-52.50
Preferred shares, as if converted	4,335,188	4,351,476	4,077,284
Preferred dividends, undistributed earnings and premium allocated to participating securities that would be added back in the diluted calculation	\$ 11,853	\$ 27,584	\$ 26,074

**18. Equity and Redeemable 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, 2012, an aggregate of 18,426,831 shares of its common stock were issued and 17,275,852 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 7% preferred stock are entitled to vote (on an "as-converted" basis), together with holders of shares of common stock as one class, on all matters upon which holders of common stock have a right to vote.



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

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 7% preferred stock restricts the Company's ability to pay dividends on common stock (other than dividends paid in common stock) unless full cumulative preferred dividends on the 7% preferred stock have been paid (in cash or "in-kind" with additional shares of 7% preferred stock ("additional preferred shares")) and, in the case of a cash dividend, the Company shall have offered to purchase and has purchased all additional preferred shares previously issued by it as an in-kind dividend and tendered to the Company by the holders thereof. The Senior Notes and the Senior ABL Facility also 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, subject to any liquidation preference of any outstanding series of preferred stock, including the 7% preferred stock.

***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.

***Redeemable Preferred Stock***

The Company is authorized to issue up to 10,000,000 shares of preferred stock, par value \$0.001 per share. The Company has designated 2,000,000 shares of its authorized preferred stock as "7% cumulative participating convertible preferred stock." As of December 31, 2012, 964,247 shares were issued and 958,333 shares were outstanding. The 7% preferred stock ranks senior to the common stock and all other classes or series of the Company's capital stock, except for any class or series that ranks on a parity with the 7% preferred stock ("junior securities"). In the event of the Company's liquidation, dissolution or winding up, holders of 7% preferred stock are entitled to priority in payments in an amount equal to the greater of (x) the stated value of the 7% preferred stock (currently one hundred dollars, subject to adjustments) (the "stated value") plus accrued and unpaid cumulative preferred dividends and (y) the amount such share of 7% preferred stock would be entitled to receive if such share had been converted into shares of common stock (i.e. on an "as-converted" basis).

Holders of 7% preferred stock are entitled to receive cumulative preferred cash dividends at the rate of 7% per annum on the stated value plus all accrued and unpaid dividends. Dividends are payable quarterly in arrears on March 31, June 30, September 30, and December 31 of each year. The Company may, at its option, pay preferred dividends "in-kind" with additional preferred shares; provided that all accrued dividends for all past dividend periods have been paid in full (whether in cash or in-kind). Holders of shares of 7% preferred stock are also entitled to participate on an "as-converted" basis in dividends and distributions paid or made on the common stock, other than those paid or made in shares of common stock (each, a "participating dividend"). The 7% preferred stock restricts dividends and distributions on, and the acquisition or redemption of, junior securities (including common stock), subject to certain exceptions.

Shares of 7% preferred stock are convertible from time to time into shares of common stock at the option of the holders. The conversion price of the 7% preferred stock is \$23.30574 per share of common stock and is subject to customary "anti-dilution" adjustments.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

The Company may cause the conversion of some or all of the 7% preferred stock at any time after May 27, 2013 if, among other things, (i) the closing sale price of the common stock exceeded 155% of the conversion price for a specified period and (ii) the common stock has been listed on the New York Stock Exchange or NASDAQ. The Company may also cause the conversion of all shares of 7% preferred stock immediately prior to the consummation of an underwritten initial public offering of the common stock if (i) the holders of two-thirds of the then outstanding shares of 7% preferred stock approve the conversion and (ii) the common stock has been listed on the NYSE or NASDAQ.

In the event of certain transactions in which all of the common stock is converted into the right to receive cash (a "cash transaction"), the Company may, at its option, cause all of the shares of 7% preferred stock to be converted into cash in an amount determined as set forth in the certificate of designations relating to the 7% preferred stock. Upon the occurrence of certain events that constitute a change of control or involve a cash transaction, the holders of 7% preferred stock may require the Company to redeem all or a portion of their 7% preferred stock at a cash price per share determined as set forth in the certificate of designations.

From and after May 27, 2010, the Company may, at its option, redeem shares of 7% preferred stock at any time, in whole or in part, in cash in an amount determined as set forth in the certificate of designations. The Company's right to optionally redeem the 7% preferred stock is subject to certain conditions, including that all dividends must have been paid for all past dividend periods.

Each share of 7% preferred stock carries one vote for each share of common stock into which such share may be converted and is entitled to vote on any matter upon which shares of the common stock are entitled to vote, voting together with the common stock and not as a separate class. In addition, the holders of two-thirds of the outstanding 7% preferred stock are required to approve certain actions that could adversely affect the 7% preferred stock.

The following table summarizes the Company's 7% preferred stock activity for the years ended December 31, 2011 and 2012:

	<b>Preferred Shares</b>	<b>Preferred Stock</b>
Balance at December 31, 2010	1,052,444	\$ 130,339
Stock-based compensation	-	1,549
Repurchased preferred stock shares	(46,658)	(5,972)
Forfeited shares	(2,678)	-
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	<u>958,333</u>	<u>\$ 121,649</u>

**19. 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.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

***Predecessor***

Prior to the Effective Date, the Company established the 2004 Cooper-Standard Holdings Inc. Stock Incentive Plan (“Stock Incentive Plan”), which permitted the granting of nonqualified and incentive stock options, stock appreciation rights, restricted stock and other stock-based awards to employees and directors. In addition, in December 2006 the Company established the Management Stock Purchase Plan, which provided participants the opportunity to “purchase” Company stock units. On the Effective Date, outstanding awards under the Stock Incentive Plan and Management Stock Purchase Plan were cancelled in accordance with the terms of the Plan of Reorganization. Total compensation expense recognized under these plans amounted to \$244 for the five months ended May 31, 2010.

***Successor***

On the Effective Date, the Company adopted the 2010 Cooper-Standard Holdings Inc. Management Incentive Plan (the “Management Incentive Plan”) that was filed with the Bankruptcy Court on May 5, 2010 as part of the supplement to the Plan of Reorganization. The total number of shares authorized to be issued under the Management Incentive Plan as the Initial Grant Awards are as follows: (1) 4% of the common stock (or 757,896 shares of common stock, plus, subject to realized dilution on the warrants, an additional 104,075 shares of common stock) to be granted as restricted stock; (2) 4% of the 7% preferred stock (initially convertible into 178,771 shares of common stock) to be granted as restricted 7% preferred stock; and (3) 3% of the equity (or 702,509 shares of common stock, plus, subject to realized dilution on the warrants, an additional 78,057 shares of common stock) to be granted as stock options. On the day after the Effective Date, the Company issued to certain of its directors and Oak Hill Advisors L.P. or its affiliates, 26,448 shares of common stock as restricted stock and 58,386 options to purchase shares of common stock. The Company also reserved 780,566 shares of common stock for future issuance to the Company’s management.

In 2011, the Company’s Board of Directors approved adoption of 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 in connection with the Company’s emergence from bankruptcy, 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.

*Stock Options.* On the Effective Date, 780,566 options to purchase common stock were issued, and on the day after the Effective Date, 58,386 options were granted under the Management Incentive Plan. An additional 532,600 options to purchase common stock were granted under the Omnibus Plan to key employees and directors. 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.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

A summary of stock option transactions and related information for the year ended December 31, 2012 is presented below:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding at January 1, 2012	819,928	\$ 29.11		
Granted	385,600	\$ 47.35		
Exercised	(106,255)	\$ 25.52		
Forfeited	(15,500)	\$ 39.52		
Outstanding at December 31, 2012	<u>1,083,773</u>	\$ 35.81	7.6	\$ 2,378
Exercisable at December 31, 2012	202,955	\$ 26.26	7.5	\$ 2,383

The weighted-average grant date fair value of stock options granted during the seven months ended December 31, 2010 and the years ended December 31, 2011 and 2012 was \$11.42, \$20.53, and \$19.45, respectively. The total intrinsic value of stock options exercised during the years ended December 31, 2011 and 2012 was \$599 and \$1,326, respectively. There were no options exercised during the seven months ended December 31, 2010.

The aggregate intrinsic value in the table above represents the total excess of the \$38.00 closing price of Cooper-Standard Holdings Inc. common shares on the last trading day of 2012 over the excess 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 and \$4,097 for the years ended December 31, 2011 and 2012, respectively. As of December 31, 2012, unrecognized compensation expense for stock options amounted to \$10,339. Such cost is expected to be recognized over a weighted average period of approximately 3.0 years.

The Company uses expected volatility of similar entities to develop the expected volatility. 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 2010, 2011 and 2012 grants:

	2010	2011	2012
Expected volatility	40.00%	45.83%	53.6% - 58.74%
Dividend yield	0.00%	0.00%	0.00%
Expected option life - years	6.25	6.0	5.0 - 6.25
Risk-free rate	3.40%	1.9% - 2.9%	1.0% - 1.6%

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

*Restricted Common Shares and Units.* On the Effective Date, 861,971 restricted shares of common stock were granted, and on the day after the Effective Date, 26,448 restricted shares were granted under the Management Incentive Plan. An additional 167,872 restricted common stock and units were granted under the 2011 Omnibus Incentive Plan to key employees and directors. The fair value of the restricted shares of common stock and units is determined based on the closing sales 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 shares and units transactions and related information for the year ended December 31, 2012 is presented below:

	<b>Restricted Common Shares and Units</b>	<b>Weighted Average Grant Date Fair Value</b>
Non-vested at January 1, 2012	648,113	\$ 27.00
Granted	115,732	\$ 41.93
Vested	(218,811)	\$ 26.20
Forfeited	(8,810)	\$ 38.18
Non-vested at December 31, 2012	<u>536,224</u>	<u>\$ 30.37</u>

The weighted-average grant date fair value of restricted common shares and units granted during the seven months ended December 31, 2010 and the years ended December 31, 2011 and 2012 was \$25.52, \$44.20 and \$41.93, respectively. The total fair value of restricted common shares and units vested during the years ended December 31, 2011 and 2012 was \$5,960 and \$5,734, respectively. There were no restricted common shares and units vested during the seven months ended December 31, 2010.

Total compensation expense recognized for restricted shares of common stock and units amounted to \$7,062 and \$8,245 for the years ended December 31, 2011 and 2012, respectively. As of December 31, 2012, unrecognized compensation expense for restricted shares of common stock and units amounted to \$8,997. Such cost is expected to be recognized over a weighted-average period of approximately 1.5 years.

*Restricted Preferred Stock.* On the Effective Date, 41,664 restricted preferred stock shares were granted. On July 19, 2010, the Company paid a stock dividend of 435 restricted preferred shares on the 41,664 restricted preferred stock shares outstanding. 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.

A summary of restricted preferred stock transactions and related information for the year ended December 31, 2012 is presented below:

	<b>Restricted Preferred Stock</b>	<b>Weighted Average Grant Date Fair Value</b>
Non-vested at January 1, 2012	27,083	\$ 127.77
Granted	-	\$ -
Vested	(11,451)	\$ 127.77
Forfeited	-	\$ -
Non-vested at December 31, 2012	<u>15,632</u>	<u>\$ 127.77</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

The weighted-average grant date fair value of restricted preferred stock shares granted during the seven months ended December 31, 2010 was \$127.77. There were no restricted preferred stock shares granted during the years ended December 31, 2011 and 2012. The total fair value of restricted preferred stock vested during the years ended December 31, 2011 and 2012 was \$1,576 and \$1,463, respectively. There were no restricted preferred stock shares vested during the seven months ended December 31, 2010.

As of December 31, 2011 there were 27,083 preferred stock shares outstanding, all of which were restricted and convertible into 116,207 shares of common stock. As of December 31, 2012 there were 15,632 restricted preferred stock shares outstanding. These restricted preferred stock shares are convertible into 67,074 shares of common stock. Total compensation expense recognized for restricted preferred stock totaled \$1,573 and \$1,471 for the years ended December 31, 2011 and 2012, respectively. As of December 31, 2012, unrecognized compensation expense for restricted preferred stock amounted to \$1,122. Such cost is expected to be recognized over a weighted-average period of approximately 1.1 years.

**20. Business Segments**

ASC 280, "*Segment Reporting*," establishes the standards for reporting information about operating segments in financial statements. In applying the criteria set forth in ASC 280, the Company has determined that it operates in two segments, North America and International. The Company's principal product lines within each of these segments are body and chassis products and fluid handling products.

The accounting policies of the Company's business segments are consistent with those described in Note 2. "Significant Accounting Policies." 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. Intersegment sales are conducted at market prices. Segment assets are calculated based on a moving average over several quarters and exclude corporate assets, goodwill, intangible assets, deferred taxes, and certain other assets.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

The following table details information on the Company's business segments:

	Predecessor	Successor		
	Five Months Ended May 31, 2010	Seven Months Ended December 31, 2010	Year Ended December 31,	
			2011	2012
<b>Sales to external customers</b>				
North America	\$ 508,738	\$ 739,419	\$ 1,417,281	\$ 1,503,736
International	500,390	665,600	1,436,228	1,377,166
Consolidated	<u>\$ 1,009,128</u>	<u>\$ 1,405,019</u>	<u>\$ 2,853,509</u>	<u>\$ 2,880,902</u>
<b>Intersegment sales</b>				
North America	\$ 1,757	\$ 2,640	\$ 7,939	\$ 8,157
International	3,206	4,488	8,457	13,414
Eliminations and other	(4,963)	(7,128)	(16,396)	(21,571)
Consolidated	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
<b>Segment profit (loss)</b>				
North America	\$ 233,526	\$ 58,004	\$ 158,178	\$ 136,456
International	86,428	(11,784)	(60,915)	(69,171)
Income before income taxes	<u>\$ 319,954</u>	<u>\$ 46,220</u>	<u>\$ 97,263</u>	<u>\$ 67,285</u>
<b>Restructuring cost included in segment profit (loss)</b>				
North America	\$ 851	\$ 485	\$ 6,250	\$ 856
International	5,042	3	45,956	27,907
Consolidated	<u>\$ 5,893</u>	<u>\$ 488</u>	<u>\$ 52,206</u>	<u>\$ 28,763</u>
<b>Net interest expense included in segment profit</b>				
North America	\$ 22,181	\$ 12,593	\$ 17,142	\$ 17,011
International	22,324	12,424	23,417	27,751
Consolidated	<u>\$ 44,505</u>	<u>\$ 25,017</u>	<u>\$ 40,559</u>	<u>\$ 44,762</u>
<b>Depreciation and amortization expense</b>				
North America	\$ 18,843	\$ 35,559	\$ 60,898	\$ 59,375
International	16,809	31,110	63,176	63,356
Consolidated	<u>\$ 35,652</u>	<u>\$ 66,669</u>	<u>\$ 124,074</u>	<u>\$ 122,731</u>
<b>Capital expenditures</b>				
North America	\$ 9,120	\$ 21,197	\$ 41,822	\$ 58,326
International	11,542	29,366	57,227	65,831
Eliminations and other	2,273	3,878	9,290	3,910
Consolidated	<u>\$ 22,935</u>	<u>\$ 54,441</u>	<u>\$ 108,339</u>	<u>\$ 128,067</u>
<b>Segment assets</b>				
North America			\$ 752,082	\$ 772,269
International			1,020,410	962,398
Eliminations and other			231,296	291,310
Consolidated			<u>\$ 2,003,788</u>	<u>\$ 2,025,977</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

Geographic information for revenues, based on country of origin, and long-lived assets is as follows:

	Predecessor	Successor		
	Five Months Ended May 31, 2010	Seven Months Ended December 31, 2010	Year Ended December 31,	
			2011	2012
<b>Revenues</b>				
United States	\$ 277,109	\$ 382,089	\$ 752,627	\$ 802,079
Canada	102,863	141,988	281,560	275,386
Mexico	128,766	215,342	383,094	426,272
Germany	118,314	149,404	293,293	243,853
France	54,617	73,272	303,925	322,499
Other	327,459	442,924	839,010	810,813
Consolidated	<u>\$ 1,009,128</u>	<u>\$ 1,405,019</u>	<u>\$2,853,509</u>	<u>\$2,880,902</u>
<b>Tangible long-lived assets</b>				
United States			\$ 133,778	\$ 137,418
Canada			45,687	47,978
Mexico			50,344	55,722
Germany			111,665	110,937
France			74,227	65,775
Other			204,016	210,778
Consolidated			<u>\$ 619,717</u>	<u>\$ 628,608</u>

Sales to customers of the Company which contributed ten percent or more of its total consolidated sales and the related percentage of consolidated Company sales for 2010, 2011 and 2012 are as follows:

Customer	2010 Percentage of Combined Net Sales	2011 Percentage of Combined Net Sales	2012 Percentage of Combined Net Sales
Ford	28%	26%	25%
General Motors	16%	14%	13%
Fiat/Chrysler	12%	11%	12%

**21. Fair Value of Financial Instruments**

Fair values of the Senior Notes approximated \$462,375 and \$480,938 at December 31, 2011 and 2012, 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.

***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 AOCI 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 AOCI 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



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

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 Canadian Dollar against the U.S. Dollar 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 AOCI and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. The amount reclassified from AOCI into cost of products sold was \$(87) for the year ended December 31, 2012. At December 31, 2012 all forward foreign exchange contracts were settled.

*Interest rate swaps* – The Company has an interest rate swap contract to manage cash flow fluctuations of variable rate debt due to changes in market interest rates. This contract which fixes the interest payment of a certain variable rate debt instrument is accounted for as a cash flow hedge. As of December 31, 2012, the notional amount of this contract was \$2,163. At December 31, 2012, the fair value before taxes of the Company's interest rate swap contract was a liability of \$68 and is recorded in accrued liabilities in the Company's consolidated balance sheet with the offset reflected in AOCI, net of deferred taxes. The amount reclassified from AOCI into interest expense for this swap was \$158 and \$103 for the years ended December 31, 2011 and 2012, respectively. The amount to be reclassified in the next twelve months is expected to be approximately \$68. The maturity date of this interest rate swap contract is September 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. At December 31, 2012, the fair value of the Company's undesignated derivative forward contracts was a net liability of \$29 and is recorded in other current assets, accrued liabilities and other long-term 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 (loss) gain for the years ended December 31, 2011 and 2012 was \$(5,280) and \$4,392, 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.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

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, 2011 and 2012, are shown below:

<b>December 31, 2011</b>				
<b>Contract</b>	<b>Asset (Liability)</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Interest rate swap	\$ (156)	\$ -	\$ (156)	\$ -
Forward foreign exchange contracts	(4,269)	-	(4,269)	-
<b>Total</b>	<b>\$ (4,425)</b>	<b>\$ -</b>	<b>\$(4,425)</b>	<b>\$ -</b>

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

*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. "Reorganization Under Chapter 11 of the Bankruptcy Code and Fresh-Start Accounting," Note 4. "Acquisitions," Note 5. "Restructuring," Note 6. "Property, Plant and Equipment," and Note 7. "Goodwill and Intangibles."

**22. Selected Quarterly Information (Unaudited)**

<b>2011</b>	<b>First Quarter</b>	<b>Second Quarter</b>	<b>Third Quarter</b>	<b>Fourth Quarter</b>
Sales	\$688,772	\$760,460	\$708,544	\$ 695,733
Gross profit	120,766	123,708	108,559	97,556
Consolidated net income	45,287	1,653	8,099	21,459
Net income attributable to Cooper-Standard Holdings Inc.	44,935	19,022	15,658	23,229
Net income available to Cooper-Standard Holdings Inc. common stockholders	34,533	13,749	11,080	15,871
Basic net income per share attributable to Cooper-Standard Holdings Inc.	\$ 1.97	\$ 0.78	\$ 0.63	\$ 0.90
Diluted net income per share attributable to Cooper-Standard Holdings Inc.	\$ 1.78	\$ 0.71	\$ 0.58	\$ 0.84

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

<b>2012</b>	<b>First Quarter</b>	<b>Second Quarter</b>	<b>Third Quarter</b>	<b>Fourth Quarter</b>
Sales	\$765,264	\$734,501	\$684,029	\$697,108
Gross profit	121,658	114,447	103,073	99,710
Consolidated net income	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)

**23. Guarantor and Non-Guarantor Subsidiaries**

In connection with the May 27, 2010 Reorganization of the Company, Cooper Standard Automotive Inc. (the "Issuer"), a wholly-owned subsidiary, issued 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 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 23, per share and share amounts)

**CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME**

For the Five Months Ended May 31, 2010

Predecessor

	Parent	Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated Totals
	(dollars in millions)					
Sales	\$ -	\$ 179.5	\$ 223.1	\$ 650.8	\$ (44.3)	\$ 1,009.1
Cost of products sold	-	154.2	181.7	540.6	(44.3)	832.2
Selling, administration, & engineering expenses	-	41.9	-	50.2	-	92.1
Amortization of intangibles	-	0.2	-	0.1	-	0.3
Restructuring	-	0.1	0.1	5.7	-	5.9
Operating profit (loss)	-	(16.9)	41.3	54.2	-	78.6
Interest expense, net of interest income	-	(32.7)	-	(11.8)	-	(44.5)
Equity earnings	-	-	2.6	1.0	-	3.6
Reorganization items, net	-	160.0	(2.7)	146.1	-	303.4
Other income (expense), net	-	4.2	0.4	(25.8)	-	(21.2)
Income before income taxes	-	114.6	41.6	163.7	-	319.9
Provision (benefit) for income tax expense	-	39.5	(35.2)	35.6	-	39.9
Income before equity in income of subsidiaries	-	75.1	76.8	128.1	-	280.0
Equity in net income of subsidiaries	279.7	204.6	-	-	(484.3)	-
Consolidated net income	279.7	279.7	76.8	128.1	(484.3)	280.0
Net income attributable to noncontrolling interest	-	-	-	(0.3)	-	(0.3)
Net income attributable to Cooper-Standard Holdings Inc.	\$ 279.7	\$ 279.7	\$ 76.8	\$ 127.8	\$ (484.3)	\$ 279.7
Comprehensive income	\$ 248.7	\$ 248.7	\$ 76.8	\$ 96.8	\$ (422.0)	\$ 249.0
Add: comprehensive loss attributable to noncontrolling interests	-	-	-	(0.3)	-	(0.3)
Comprehensive income attributable to Cooper-Standard Holdings Inc.	\$ 248.7	\$ 248.7	\$ 76.8	\$ 96.5	\$ (422.0)	\$ 248.7

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

**CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME**

**For the Seven Months Ended December 31, 2010**

**Successor**

	<u>Parent</u>	<u>Issuer</u>	<u>Guarantors</u>	<u>Non-Guarantors</u>	<u>Eliminations</u>	<u>Consolidated Totals</u>
				(dollars in millions)		
Sales	\$ -	\$248.7	\$ 333.2	\$ 883.9	\$ (60.8)	\$1,405.0
Cost of products sold	-	212.5	269.8	750.9	(60.8)	1,172.4
Selling, administration, & engineering expenses	-	79.7	9.4	70.4	-	159.5
Amortization of intangibles	-	6.5	-	2.5	-	9.0
Restructuring	-	0.2	0.2	0.1	-	0.5
Operating profit (loss)	-	(50.2)	53.8	60.0	-	63.6
Interest expense, net of interest income	-	(21.2)	-	(3.8)	-	(25.0)
Equity earnings	-	0.2	1.9	1.3	-	3.4
Other income (expense), net	-	33.2	0.4	(29.4)	-	4.2
Income (loss) before income taxes	-	(38.0)	56.1	28.1	-	46.2
Provision (benefit) for income tax expense	-	(5.0)	7.3	2.8	-	5.1
Income (loss) before equity in income of subsidiaries	-	(33.0)	48.8	25.3	-	41.1
Equity in net income of subsidiaries	40.6	73.6	-	-	(114.2)	-
Consolidated net income	40.6	40.6	48.8	25.3	(114.2)	41.1
Net income attributable to noncontrolling interest	-	-	-	(0.5)	-	(0.5)
Net income attributable to Cooper-Standard Holdings Inc.	<u>\$ 40.6</u>	<u>\$ 40.6</u>	<u>\$ 48.8</u>	<u>\$ 24.8</u>	<u>\$ (114.2)</u>	<u>\$ 40.6</u>
<b>Comprehensive income</b>	<b>\$ 86.5</b>	<b>\$ 86.5</b>	<b>\$ 48.8</b>	<b>\$ 65.4</b>	<b>\$ (200.0)</b>	<b>\$ 87.2</b>
Less: Comprehensive income attributable to noncontrolling interests	-	-	-	(0.7)	-	(0.7)
Comprehensive income attributable to Cooper-Standard Holdings Inc.	<u>\$ 86.5</u>	<u>\$ 86.5</u>	<u>\$ 48.8</u>	<u>\$ 64.7</u>	<u>\$ (200.0)</u>	<u>\$ 86.5</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

**CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME (LOSS)**

**For the Year Ended December 31, 2011**

**Successor**

	<u>Parent</u>	<u>Issuer</u>	<u>Guarantors</u>	<u>Non- Guarantors</u>	<u>Eliminations</u>	<u>Consolidated Totals</u>
	(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
Provision (benefit) for income tax expense	-	(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)	-
Consolidated 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

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

**CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME (LOSS)**

**For the Year Ended December 31, 2012**

**Successor**

	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
Provision (benefit) for income tax expense	-	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)	-
Consolidated 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.	<u>\$ 102.8</u>	<u>\$ 102.8</u>	<u>\$ 150.4</u>	<u>\$ 13.9</u>	<u>\$ (267.1)</u>	<u>\$ 102.8</u>
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.	<u>\$ 69.8</u>	<u>\$ 69.8</u>	<u>\$ 150.4</u>	<u>\$ (7.0)</u>	<u>\$ (213.2)</u>	<u>\$ 69.8</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

**CONDENSED CONSOLIDATING BALANCE SHEET**

**December 31, 2011**

	Parent	Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated Totals
	(dollars in millions)					
<b>ASSETS</b>						
Current assets:						
Cash and cash equivalents	\$ -	\$ 189.6	\$ -	\$ 172.1	\$ -	\$ 361.7
Accounts receivable, net	-	66.8	74.8	292.3	-	433.9
Inventories, net	-	18.8	24.2	96.7	-	139.7
Prepaid expenses	-	5.2	0.4	20.7	-	26.3
Other	-	23.1	2.0	18.8	-	43.9
Total current assets	-	303.5	101.4	600.6	-	1,005.5
Investments in affiliates and intercompany accounts, net	597.9	290.9	1,050.0	(164.9)	(1,719.5)	54.4
Property, plant, and equipment, net	-	77.8	64.6	477.3	-	619.7
Goodwill	-	111.1	-	25.3	-	136.4
Other assets	-	97.6	(5.8)	96.0	-	187.8
	<u>\$ 597.9</u>	<u>\$ 880.9</u>	<u>\$ 1,210.2</u>	<u>\$ 1,034.3</u>	<u>\$ (1,719.5)</u>	<u>\$ 2,003.8</u>
<b>LIABILITIES &amp; EQUITY</b>						
Current liabilities:						
Debt payable within one year	\$ -	\$ -	\$ -	\$ 33.1	\$ -	\$ 33.1
Accounts payable	-	48.3	30.9	177.5	-	256.7
Accrued liabilities	-	48.9	9.0	135.3	-	193.2
Total current liabilities	-	97.2	39.9	345.9	-	483.0
Long-term debt	-	450.0	-	5.6	-	455.6
Other liabilities	-	164.1	5.9	153.8	-	323.8
Total liabilities	-	711.3	45.8	505.3	-	1,262.4
Redeemable noncontrolling interests	-	-	-	14.3	-	14.3
Preferred stock	-	125.9	-	-	-	125.9
Total Cooper-Standard Holdings Inc. equity	597.9	43.7	1,164.4	511.4	(1,719.5)	597.9
Noncontrolling interests	-	-	-	3.3	-	3.3
Total equity	<u>597.9</u>	<u>43.7</u>	<u>1,164.4</u>	<u>514.7</u>	<u>(1,719.5)</u>	<u>601.2</u>
Total liabilities and equity	<u>\$ 597.9</u>	<u>\$ 880.9</u>	<u>\$ 1,210.2</u>	<u>\$ 1,034.3</u>	<u>\$ (1,719.5)</u>	<u>\$ 2,003.8</u>



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Dollar amounts in thousands except note 23, per share and share amounts)

**CONDENSED CONSOLIDATING BALANCE SHEET**  
**December 31, 2012**

	<u>Parent</u>	<u>Issuer</u>	<u>Guarantors</u>	<u>Non-Guarantors</u>	<u>Eliminations</u>	<u>Consolidated Totals</u>
	(dollars in millions)					
<b>ASSETS</b>						
Current assets:						
Cash and cash equivalents	\$ -	\$ 177.5	\$ 4.4	\$ 88.7	\$ -	\$ 270.6
Accounts receivable, net	-	68.2	84.7	346.7	-	499.6
Inventories, net	-	18.8	28.5	96.0	-	143.3
Prepaid expenses	-	5.9	0.3	15.7	-	21.9
Other	-	35.5	0.6	19.1	-	55.2
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
	<u>\$ 628.3</u>	<u>\$ 925.8</u>	<u>\$ 1,221.9</u>	<u>\$ 1,101.6</u>	<u>\$ (1,851.6)</u>	<u>\$ 2,026.0</u>
<b>LIABILITIES &amp; EQUITY</b>						
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	<u>\$ 628.3</u>	<u>\$ 925.8</u>	<u>\$ 1,221.9</u>	<u>\$ 1,101.6</u>	<u>\$ (1,851.6)</u>	<u>\$ 2,026.0</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**

**For the Five Months Ended May 31, 2010**

**Predecessor**

	<u>Parent</u>	<u>Issuer</u>	<u>Guarantors</u>	<u>Non-Guarantors</u>	<u>Eliminations</u>	<u>Consolidate Totals</u>
	(dollars in millions)					
<b>OPERATING ACTIVITIES</b>						
Net cash provided by (used in) operating activities	\$ -	\$ (122.8)	\$ (0.3)	\$ 47.7	\$ -	\$ (75.4)
<b>INVESTING ACTIVITIES</b>						
Capital expenditures, including other intangible assets	-	(3.0)	(4.0)	(15.9)	-	(22.9)
Proceeds from the sale of fixed assets	-	-	3.6	0.2	-	3.8
Net cash used in investing activities	-	(3.0)	(0.4)	(15.7)	-	(19.1)
<b>FINANCING ACTIVITIES</b>						
Decrease in short-term debt	-	(75.0)	-	(102.1)	-	(177.1)
Principal payments on long-term debt	-	(595.5)	-	(114.0)	-	(709.5)
Proceeds from issuance of stock	-	355.0	-	-	-	355.0
Debt issuance costs	-	(30.9)	-	(0.1)	-	(31.0)
Proceeds from issuance of long-term debt	-	450.0	-	-	-	450.0
Net cash provided by (used in) financing activities	-	103.6	-	(216.2)	-	(112.6)
Effects of exchange rate changes on cash	-	(0.3)	-	5.8	-	5.5
Changes in cash and cash equivalents	-	(22.5)	(0.7)	(178.4)	-	(201.6)
Cash and cash equivalents at beginning of period	-	91.5	0.7	288.1	-	380.3
Cash and cash equivalents at end of period	\$ -	\$ 69.0	\$ -	\$ 109.7	\$ -	\$ 178.7
Depreciation and amortization	\$ -	\$ 6.5	\$ 6.6	\$ 22.6	\$ -	\$ 35.7

**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**

**For the Seven Months Ended December 31, 2010**

**Successor**

	<u>Parent</u>	<u>Issuer</u>	<u>Guarantors</u>	<u>Non-Guarantors</u>	<u>Eliminations</u>	<u>Consolidate Totals</u>
	(dollars in millions)					
<b>OPERATING ACTIVITIES</b>						
Net cash provided by operating activities	\$ 3.2	\$ 65.0	\$ 6.3	\$ 96.1	\$ -	\$ 170.6
<b>INVESTING ACTIVITIES</b>						
Capital expenditures, including other intangible assets	-	(10.2)	(6.3)	(37.9)	-	(54.4)
Proceeds from the sale of fixed assets	-	2.3	-	0.3	-	2.6
Net cash used in investing activities	-	(7.9)	(6.3)	(37.6)	-	(51.8)
<b>FINANCING ACTIVITIES</b>						
Increase in short-term debt	-	-	-	3.9	-	3.9
Principal payments on long-term debt	-	(0.1)	-	(2.0)	-	(2.1)
Other	(3.2)	37.0	-	(37.0)	-	(3.2)
Net cash provided by (used in) financing activities	(3.2)	36.9	-	(35.1)	-	(1.4)
Effects of exchange rate changes on cash	-	-	-	(1.6)	-	(1.6)
Changes in cash and cash equivalents	-	94.0	-	21.8	-	115.8
Cash and cash equivalents at beginning of period	-	69.0	-	109.7	-	178.7
Cash and cash equivalents at end of period	\$ -	\$ 163.0	\$ -	\$ 131.5	\$ -	\$ 294.5
Depreciation and amortization	\$ -	\$ 17.1	\$ 10.3	\$ 39.3	\$ -	\$ 66.7

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**

**For the Year Ended December 31, 2011**

**Successor**

	<u>Parent</u>	<u>Issuer</u>	<u>Guarantors</u>	<u>Non-Guarantors</u>	<u>Eliminations</u>	<u>Consolidated Totals</u>
	(dollars in millions)					
<b>OPERATING ACTIVITIES</b>						
Net cash provided by (used in) operating activities	\$ 7.1	\$ 31.7	\$ (2.3)	\$ 135.8	\$ -	\$ 172.3
<b>INVESTING ACTIVITIES</b>						
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)
<b>FINANCING ACTIVITIES</b>						
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
<b>Depreciation and amortization</b>	\$ -	\$ 28.5	\$ 16.3	\$ 79.3	\$ -	\$ 124.1

**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**

**For the Year Ended December 31, 2012**

**Successor**

	<u>Parent</u>	<u>Issuer</u>	<u>Guarantors</u>	<u>Non-Guarantors</u>	<u>Eliminations</u>	<u>Consolidated Totals</u>
	(dollars in millions)					
<b>OPERATING ACTIVITIES</b>						
Net cash provided by (used in) operating activities	\$ 6.8	\$ (1.0)	\$ 17.0	\$ 61.6	\$ -	\$ 84.4
<b>INVESTING ACTIVITIES</b>						
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)
<b>FINANCING ACTIVITIES</b>						
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
<b>Depreciation and amortization</b>	\$ -	\$ 28.3	\$ 14.5	\$ 79.9	\$ -	\$ 122.7

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(Dollar amounts in thousands except note 23, per share and share amounts)

**24. 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.

At December 31, 2011 and 2012, the Company had \$90,829 and \$73,686, respectively, outstanding under receivable transfer agreements without recourse entered into by various locations. The total amount of accounts receivable factored were \$257,490 and \$332,004 for the years ended December 31, 2011 and 2012. Costs incurred on the sale of receivables were \$2,047 and \$2,216 for the years ended December 31, 2011 and 2012, 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, 2011 and 2012, the Company had \$13,865 and \$13,708, 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 \$58,950 and \$81,596 for the years ended December 31, 2011 and 2012, respectively. Costs incurred on the sale of receivables were \$363 and \$340 for the years ended December 31, 2011 and 2012, respectively. These amounts are recorded in other income (expense), net and interest expense, net of interest income in the consolidated statement of net income.

**SCHEDULE II**

**Valuation and Qualifying Accounts  
(dollars in millions)**

<u>Description</u>	<u>Balance at beginning of period</u>	<u>Other Changes</u>	<u>Charged to Expenses</u>	<u>Charged (credited) to other accounts (a)</u>	<u>Deductions</u>	<u>Balance at end of period</u>
<b>Allowance for doubtful accounts deducted from accounts receivable</b>						
Five months ended May 31, 2010 - Predecessor	\$ 5.8	(3.7) <sup>(b)</sup>	(0.2)	(1.0)	(0.9)	\$ -
Seven months ended December 31, 2010 - Successor	\$ -	-	0.9	0.1	-	\$ 1.0
Year ended December 31, 2011 - Successor	\$ 1.0	-	3.8	(0.9)	(0.9)	\$ 3.0
Year ended December 31, 2012 - Successor	\$ 3.0	-	0.8	0.6	(0.7)	\$ 3.7

(a) Primarily foreign currency translation.

(b) "Other Changes" includes fresh-start accounting adjustments of \$3.7 million.

<u>Description</u>	<u>Balance at beginning of period</u>	<u>Additions</u>		<u>Deductions</u>	<u>Balance at end of period</u>
		<u>Charged to Income</u>	<u>Charged to Equity</u>		
<b>Tax valuation allowance</b>					
Five months ended May 31, 2010 -Predecessor	\$ 210.6	(38.9)	(9.9)	-	\$ 161.8
Seven months ended December 31, 2010 - Successor	\$ 161.8	(3.5)	(2.9)	-	\$ 155.4
Year ended December 31, 2011 - Successor	\$ 155.4	(10.8)	7.8	-	\$ 152.4
Year ended December 31, 2012 - Successor	\$ 152.4	(57.7)	2.6	-	\$ 97.3

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

Not applicable.

**Item 9A. Controls and Procedures.**

**Management’s Report on Internal Control over Financial Reporting.**

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, 2012. 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, 2012.

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. 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, 2012.

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, 2012 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 2013 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 2013 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 2013 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 <http://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 2013 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 2013 Annual Meeting of Stockholders, under the heading "Stock Ownership" and is incorporated herein by reference.

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### Equity Compensation Plan Information

The following table provides information as of December 31, 2012 regarding the Company's equity compensation plans, all of which have been approved by the Company's security holders:

<b>Compensation Plan</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b> (a)		<b>Weighted average exercise price of outstanding options, warrants and rights</b> (b)		<b>Number of securities available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b> (c)
Equity compensation plans approved by security holders	1,150,847	(1)	\$ 35.81	(2)	300,304
Equity compensation plans not approved by security holders	-		-		-
<b>Total</b>	<b>1,150,847</b>		<b>\$ 35.81</b>		<b>300,304</b>

- (1) Consists of 1,083,773 shares underlying outstanding stock options (whether vested or unvested); and 67,074 converted common shares related to 15,632 underlying time-vested restricted preferred stock. All stock based compensation is discussed in Note 19. "Stock-Based Compensation," of the notes to the consolidated financial statements.
- (2) There is no cost to the recipient for shares issued pursuant to conversion of restricted preferred stock. Because there is no strike price applicable to these stock awards they are excluded from the weighted-average exercise price which pertains solely to outstanding stock options.

### 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 2013 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 2013 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 2013 Annual Meeting of Stockholders under the heading "Certain Relationships and Related Transactions" and is incorporated herein by reference.



**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

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

	<b>10-K Report page(s)</b>
(1) Financial Statements:	
Report of Ernst & Young LLP, Independent Registered Public Accounting Firm	58
Report of Ernst & Young LLP, Independent Registered Public Accounting Firm, Internal Control over Financial Reporting	59
Consolidated statements of net income for the five months ended May, 31, 2010, the seven months ended December 31, 2010 and the years ended December 31, 2011 and 2012	60
Consolidated statements of comprehensive income for the five months ended May, 31, 2010, the seven months ended December 31, 2010 and the years ended December 31, 2011 and 2012	61
Consolidated balance sheets as of December 31, 2011 and December 31, 2012	62
Consolidated statements of changes in equity (deficit) for the five months ended May 31, 2010, the seven months ended December 31, 2010 and the years ended December 31, 2011 and 2012	63
Consolidated statements of cash flows for the five months ended May 31, 2010, the seven months ended December 31, 2010 and the years ended December 31, 2011 and 2012	64
Notes to consolidated financial statements	65
2. Financial Statement Schedules:	
Schedule II—Valuation and Qualifying Accounts	117
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**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
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).
10.1*	Loan and Security Agreement, dated as of May 27, 2010, among Cooper-Standard Holdings Inc., Cooper-Standard Automotive Inc., Cooper-Standard Automotive Canada Limited, the other guarantors party thereto, certain financial institutions as lenders and Bank of America, N.A., as Agent (incorporated by reference to Exhibit 10.1 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed June 3, 2010).

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<u>Exhibit No.</u>	<u>Description of Exhibit</u>
10.2*†	Escrow Agreement, dated as of May 11, 2010, by and among CSA Escrow Corporation, Cooper-Standard Automotive Inc., U.S. Bank National Association, as trustee, and U.S. Bank National Association, as escrow agent (incorporated by reference to Exhibit 10.2 to Cooper-Standard Holdings Inc.'s Registration Statement on Form S-1 (File No. 333-168316)).
10.3*†	Fourth Amended and Restated Employment Agreement, dated July 1, 2008, by and among Cooper-Standard Automotive Inc. and James S. McElya (incorporated by reference to Exhibit 10.18 to Cooper-Standard Holdings Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2008).
10.4*†	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).
10.5*†	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).
10.6*†	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).
10.7*†	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).
10.8*†	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).
10.9*†	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).
10.10*†	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).
10.11*†	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).
10.12*†	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).
10.13*	Director Nomination Agreement, made as of May 27, 2010, among Cooper-Standard Holdings Inc. and Barclays Capital, Inc. (incorporated by reference to Exhibit 10.2 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed June 3, 2010).
10.14*	Director Nomination Agreement, made as of May 27, 2010, among Cooper-Standard Holdings Inc. and Silver Point Capital, L.P., on behalf of its affiliates and related funds (incorporated by reference to Exhibit 10.3 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed June 3, 2010).

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<u>Exhibit No.</u>	<u>Description of Exhibit</u>
10.15*	Director Nomination Agreement, made as of May 27, 2010, among Cooper-Standard Holdings Inc. and Oak Hill Advisors L.P., on behalf of certain funds and separate accounts that it manages (incorporated by reference to Exhibit 10.4 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed June 3, 2010).
10.16*	Director Nomination Agreement, made as of May 27, 2010, among Cooper-Standard Holdings Inc. and Capital Research and Management Company, as investment advisor to certain funds it manages, TCW Shared Opportunity Fund IV, L.P., TCW Shared Opportunity Fund IVB, L.P., TCW Shared Opportunity Fund V, L.P., TD High Yield Income Fund, and Lord, Abnett & Co. LLC, as investment manager on behalf of multiple clients (incorporated by reference to Exhibit 10.5 to Cooper-Standard Holdings Inc.'s Current Report on Form 8-K filed June 3, 2010).
10.17*†	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).
10.18**†	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).
10.19*†	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).
10.20*†	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).
10.21**†	Form of 2012 Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan Nonqualified Stock Option Agreement.
10.22**†	Form of 2012 Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan Restricted Stock Unit Award Agreement.
10.23**†	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).
10.24*†	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).
10.25*†	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).
10.26*†	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).
10.27*†	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).

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<u>Exhibit No.</u>	<u>Description of Exhibit</u>
10.28*†	Letter Agreement between James S. McElya, Cooper-Standard Holdings Inc., Cooper-Standard Automotive Inc. dated October 1, 2012 (incorporated by reference to Exhibit 10.1 to Cooper-Standard Holdings Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2012).
10.29*†	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).
10.30**†	Letter Agreement between D. William Pumphrey, Jr., Cooper-Standard Holdings Inc. and Cooper-Standard Automotive Inc. dated August 16, 2011.
10.31**†	Form of 2012 Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan Restricted Stock Unit Award Agreement (Non-Management Directors).
12.1**	Computation of Ratio of Earnings to Fixed Charges.
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-Oxley Act 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, 2013

/s/ Jeffrey S. Edwards

Jeffrey S. Edwards

Chairman and Chief Executive Officer and Director

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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on February 28, 2013 by the following persons on behalf of the registrant in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ Jeffrey S. Edwards</u> Jeffrey S. Edwards	President and Chief Executive Officer and Director
<u>/s/ Allen J. Campbell</u> Allen J. Campbell	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Helen T. Yantz</u> Helen T. Yantz	Controller (Principal Accounting Officer)
<u>/s/ James S. McElya</u> James S. McElya	Chairman and Director
<u>/s/ Orlando A. Bustos</u> Orlando A. Bustos	Director
<u>/s/ Larry J. Jutte</u> Larry J. Jutte	Director
<u>/s/ Jeffrey E. Kirt</u> Jeffrey E. Kirt	Director
<u>/s/ David J. Mastrocola</u> David J. Mastrocola	Director
<u>/s/ Stephen A. Van Oss</u> Stephen A. Van Oss	Director
<u>/s/ Kenneth L. Way</u> Kenneth L. Way	Director

## COOPER-STANDARD HOLDINGS INC. 2011 OMNIBUS INCENTIVE PLAN

## NONQUALIFIED STOCK OPTION AGREEMENT

THIS AGREEMENT (this "Agreement"), which relates to a grant of Options made on March 9, 2012, is between Cooper-Standard Holdings Inc., a Delaware corporation (the "Company"), and the individual whose name is set forth on the signature page hereof (the "Participant"):

R E C I T A L S:

WHEREAS, the Company has adopted the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan (the "Plan"), which Plan is incorporated herein by reference and made a part of this Agreement. Capitalized terms not otherwise defined herein shall have the same meanings as in the Plan; and

WHEREAS, the Committee has determined that it would be in the best interests of the Company and its shareholders to grant the Options provided for herein to the Participant pursuant to the Plan and the terms set forth herein.

NOW THEREFORE, in consideration of the mutual covenants hereinafter set forth, the parties agree as follows:

1. Grant of the Options. The Company hereby grants to the Participant the right and option to purchase, on the terms and conditions hereinafter set forth and subject to adjustment as set forth in the Plan, Options to purchase any part or all of an aggregate of        Shares. The purchase price of the Shares subject to the Options shall be US \$45.00 per Share (the "Option Price"). The Options are intended to be non-qualified stock options, and are not intended to be treated as options that comply with Section 422 of the Code.
2. Vesting.
  - (a) Vesting While Employed.
    - (i) Subject to the Participant's continued Employment with the Company or its Affiliate, the Option shall vest with respect to all of the Shares covered by the Option on March 9, 2015.
    - (ii) Notwithstanding the foregoing, in the event of a Change of Control while the Participant remains in Employment with the Company or its Affiliate, 50% of the then unvested portion of the Option shall, to the extent outstanding, immediately become fully vested and exercisable, and the remaining 50% of such portion shall vest in accordance with Section 2(a)(i); provided, however, that upon termination of the Participant's Employment by the Company and its Affiliates without Cause or by the Participant for Good Reason, in each case within two years after a Change of Control, the remaining unvested portion of the Option shall, to the extent outstanding, immediately become fully vested and exercisable.
  - (b) Termination of Employment. Subject to the provisos in Sections 2(a)(ii), if the Participant's Employment with the Company and its Affiliates terminates for any reason, the Options shall, to the extent not then vested, be canceled by the Company without consideration, and the vested portion of the Options shall remain exercisable for the period set forth in Section 3(a); provided that upon termination of the Participant's Employment by the Company and its Affiliates without Cause, by the Participant for Good Reason, or due to the Participant's death, Disability or Retirement, the Participant shall be deemed vested as of the date of such termination in any Shares subject to the Options that would have otherwise vested in the calendar year in which such termination occurs.



3. Exercise of Option.

(a) Period of Exercise. Subject to the provisions of the Plan and this Agreement, the Participant may exercise all or any part of the vested portion of the Option at any time prior to the earliest to occur of:

(i) March 9, 2022;

(ii) the first anniversary of the date of the Participant's termination of Employment due to death, Disability, Retirement, by the Company and its Affiliates without Cause, by the Participant for Good Reason, or in connection with a Change of Control; and

(iii) 90 days following the date of the Participant's termination of Employment by the Company and its Affiliates for Cause or by the Participant without Good Reason.

(b) Method of Exercise.

(i) Subject to Section 3(a), the vested portion of an Option may be exercised in accordance with the exercise process established by the Company; provided that such portion may be exercised with respect to whole Shares only. At the time of exercise, the Participant must pay the Option Price in full. The payment of the Option Price may be made at the election of the Participant (i) in cash or its equivalent (e.g., by check), (ii) to the extent permitted by the Committee, 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 have been held by the Participant for no less than six months (or such other period, if any, as established from time to time by the Committee in order to avoid adverse accounting treatment applying generally accepted accounting principles), (iii) partly in cash and, to the extent permitted by the Committee, partly in such Shares or (iv) 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 an 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. The Participant shall not have any rights to dividends or other

rights of a stockholder 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.

(ii) Notwithstanding any other provision of the Plan or this Agreement to the contrary, the Options may not be exercised prior to the completion of any registration or qualification of the Options or the Shares under applicable state and federal securities or other laws, or under any ruling or regulation of any governmental body or national securities exchange that the Committee shall in its sole discretion determine to be necessary or advisable.

(iii) Upon the Company's determination that an Option has been validly exercised as to any of the Shares, the Company shall issue a certificate or certificates in the Participant's name for such Shares; provided that the Committee may determine instead that such Shares shall be evidenced by book-entry registration. However, the Company shall not be liable to the Participant for damages relating to any delays in issuing any such certificates to the Participant or in making an appropriate book entry, any loss of any such certificates, or any mistakes or errors in the issuance of such certificates, in such certificates themselves or in the making of the book entry; provided that the Company shall correct any such errors caused by it.

(iv) In the event of the Participant's death, the vested portion of the Options shall remain exercisable by the Participant's executor or administrator, or the Person or Persons to whom the Participant's rights under this Agreement shall pass by will or by the laws of descent and distribution as the case may be, to the extent set forth in Section 3(a). Any heir or legatee of the Participant shall take rights herein granted subject to the terms and conditions hereof.

4. No Right to Continued Employment. The granting of the Options evidenced hereby and this Agreement shall impose no obligation on the Company or any of its Affiliates to continue the Employment of the Participant and shall not lessen or affect the Company's or its Affiliate's right to terminate the Employment of the Participant.
5. Legend on Certificates or Book Entry Notation. The certificates or book entry representing the Shares purchased by exercise of the Options, if applicable, shall be subject to such stop transfer orders and other restrictions as the Committee may deem advisable under the Plan or the rules, regulations, and other requirements of the Securities and Exchange Commission, any stock exchange upon which such Shares are listed, and any applicable Federal or state laws, and the Committee may cause a legend or legends to be put on any such certificates or an appropriate notation on any such book entry to make appropriate reference to such restrictions, including reference to the fact that all Shares acquired hereunder shall be subject to the terms of a stockholders agreement, if any.
6. Transferability. The Options may not be assigned, alienated, pledged, attached, sold or otherwise transferred or encumbered by the Participant otherwise than by will or by the laws of descent and distribution, and any such purported assignment, alienation, pledge,

attachment, sale, transfer or encumbrance shall be void and unenforceable against the Company or any Affiliate; provided that the designation of a beneficiary shall not constitute an assignment, alienation, pledge, attachment, sale, transfer or encumbrance. No such permitted transfer of an Option to heirs or legatees of the Participant shall be effective to bind the Company unless the Committee shall have been furnished with written notice thereof and a copy of such evidence as the Committee may deem necessary to establish the validity of the transfer and the acceptance by the transferee or transferees of the terms and conditions hereof. During the Participant's lifetime, the Options are exercisable only by the Participant.

7. **Withholding.** The Participant may be required to pay to the Company or any Affiliate, and the Company and its Affiliates shall have the right and are hereby authorized to withhold, any applicable withholding taxes in respect of the Options, their exercise or any payment or transfer under or with respect to the Options and to take such other action as may be necessary in the opinion of the Committee to satisfy all obligations for the payment of such withholding taxes.
8. **Securities Laws.** Upon the acquisition of any Shares pursuant to the exercise of the Options, the Participant will make or enter into such written representations, warranties and agreements as the Committee may reasonably request in order to comply with applicable securities laws or with this Agreement.
9. **Notices.** Any notice necessary under this Agreement shall be addressed to the Company in care of its Secretary at the principal executive office of the Company and to the Participant at the address appearing in the personnel records of the Company for the Participant or to either party at such other address as either party may hereafter designate in writing to the other. Any such notice shall be deemed effective upon receipt thereof by the addressee.
10. **Choice of Law.** **THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF DELAWARE WITHOUT REGARD TO CONFLICTS OF LAWS.**
11. **Options Subject to Plan.** By entering into this Agreement, the Participant agrees and acknowledges that the Participant has received and read a copy of the Plan. The Options are subject to the Plan. The terms and provisions of the Plan as they may be amended from time to time are hereby incorporated herein by reference. In the event of a conflict between any term or provision contained herein and a term or provision of the Plan, the applicable terms and provisions of the Plan will govern and prevail.
12. **Signature in Counterparts.** This Agreement may be signed in counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement.

COOPER-STANDARD HOLDINGS INC.

By: \_\_\_\_\_

Agreed and acknowledged as of the date first above written:

\_\_\_\_\_  
Participant:

## COOPER-STANDARD HOLDINGS INC. 2011 OMNIBUS INCENTIVE PLAN

## RESTRICTED STOCK UNIT AWARD AGREEMENT

THIS AGREEMENT (this "Agreement"), which relates to a grant of Restricted Stock Units made on March 9, 2012, is between Cooper-Standard Holdings Inc., a Delaware corporation (the "Company"), and the individual whose name is set forth on the signature page hereof (the "Participant"):

R E C I T A L S:

WHEREAS, the Company has adopted the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan (the "Plan"), which Plan is incorporated herein by reference and made a part of this Agreement. Capitalized terms not otherwise defined herein shall have the same meanings as in the Plan; and

WHEREAS, the Committee has determined that it would be in the best interests of the Company and its shareholders to grant the Restricted Stock Units provided for herein to the Participant pursuant to the Plan and the terms set forth herein.

NOW THEREFORE, in consideration of the mutual covenants hereinafter set forth, the parties agree as follows:

1. Grant. The Company hereby grants to the Participant Restricted Stock Units on the terms and conditions set forth in this Agreement. The Participant's rights with respect to the Restricted Stock Units will remain forfeitable at all times prior to the Lapse Date described in Section 3.

2. Restrictions on Transfer. The Participant will not be entitled to sell, transfer, or otherwise dispose of or pledge or otherwise hypothecate or assign the Restricted Stock Units. Prior to the date on which the Restricted Stock Units are settled as provided in Section 4 (the "Settlement Date"), the Participant will not be entitled to sell, transfer, or otherwise dispose of or pledge or otherwise hypothecate or assign the Shares underlying the Restricted Stock Units (collectively, the "Transfer Restrictions"); provided, however, that in no event will the Participant, after the Settlement Date, be entitled to transfer, sell, pledge, hypothecate or assign the Shares issued in respect of the Restricted Stock Units except as provided for in a stockholders agreement, if any.

3. Vesting; Termination of Employment.

(a) Vesting. One hundred percent (100%) of the Restricted Stock Units shall vest and no longer be subject to forfeiture on March 9, 2015 (the "Lapse Date"), subject to the Participant's continued Employment with the Company or its Affiliates until such date.

(b) Termination of Employment. If the Participant's Employment with the Company and its Affiliates terminates for any reason, the Restricted Stock Units shall, to the extent that the Lapse Date has not occurred, be canceled by the Company without consideration; provided that upon termination of the Participant's Employment

by the Company and its Affiliates without Cause, by the Participant for Good Reason, or due to the Participant's death, Disability or Retirement, then a number of Restricted Stock Units equal to (x) the total number of Restricted Stock Units multiplied by (y) a fraction, the numerator of which is the number of the Participant's days of employment from March 9, 2012 through the date of termination and the denominator of which is 1,095, shall vest and no longer be subject to forfeiture as of the date of such termination, and any remaining Restricted Stock Units shall be canceled by the Company without consideration. For purposes hereof, the Restricted Stock Units that vest upon a Participant's termination of employment shall be paid only upon the Participant's separation from service within the meaning of Code Section 409A.

#### 4. Settlement.

(a) General. Except as otherwise provided in Section 4(b), as soon as practicable after the Restricted Stock Units vest (but no later than the end of the calendar year or within two-and-one-half months, whichever is later, from the date on which vesting occurs), the Company will settle such vested Restricted Stock Units by electing either to (a) issue in the Participant's name a stock certificate or certificates or make an appropriate book entry for a number of Shares equal to the number of Restricted Stock Units that have vested or (b) deliver an amount of cash equal to the Fair Market Value, determined as of the vesting date, of a number of Shares equal to the number of Restricted Stock Units that have vested. The Transfer Restrictions applicable to the Shares issued in respect of the Restricted Stock Units shall lapse upon such issuance.

(b) Six-Month Delay for Specified Employees. Notwithstanding any other provision in the Plan or this Agreement to the contrary, if (i) the Restricted Stock Units become vested as a result of a termination of the Participant's Employment by the Company and its Affiliates for other than death, and (ii) the Participant is a "specified employee" within the meaning of Code Section 409A as of the date of such separation from service, then settlement of such vested Restricted Stock Units shall occur on the date that is six months after the date of the Participant's separation from service.

(c) Stock Certificate Restrictions. The Company shall not be liable to the Participant for damages relating to any delays in issuing any stock certificates hereunder to the Participant or in making an appropriate book entry, any loss of any such certificates, or any mistakes or errors in the issuance of such certificates, in such certificates themselves or in the making of the book entry; provided that the Company shall correct any such errors caused by it. Any such certificate or certificates or book entry shall be subject to such stop transfer orders and other restrictions as the Committee may deem advisable under the Plan or the rules, regulations, and other requirements of the Securities and Exchange Commission, any stock exchange upon which such Shares are listed, and any applicable Federal or state laws, and the Committee may cause a legend or legends to be put on any such certificates or an appropriate book entry notation to make appropriate reference to such restrictions.

5. Dividends and Voting Rights. Subject to Section 11, the Participant shall not have voting rights with respect to the Shares underlying the Restricted Stock Units unless and until such Shares are reflected as issued and outstanding shares on the Company's stock ledger. The Participant shall receive a cash payment equivalent to any dividends or other distributions paid with respect to the shares of Common Stock underlying the Restricted Stock Units, so long as the applicable record date occurs on or after March 9, 2012 and before such Restricted Stock Units are forfeited; provided that such cash payments shall be subject to the same risk of forfeiture as the Restricted Stock Units to which such payments relate. If, however, any dividends or distributions with respect to the Shares underlying the Restricted Stock Units are paid in Shares rather than cash, then the Participant shall be credited with additional restricted stock units equal to the number of Shares that the Participant would have received had the Restricted Stock Units been actual Shares, and such restricted stock units shall be deemed Restricted Stock Units subject to the same risk of forfeiture and other terms of this Agreement and the Plan as apply to the other Restricted Stock Units granted under this Award. Any amounts due to the Participant under this provision shall be paid to the Participant or distributed, as applicable, at the same time as payment is made in respect of the Restricted Stock Units granted under this Agreement.

6. No Right to Continued Employment. The granting of the Restricted Stock Units evidenced hereby and this Agreement shall impose no obligation on the Company or any of its Affiliates to continue the Employment of the Participant and shall not lessen or affect the Company's or its Affiliate's right to terminate the Employment of the Participant.

7. Withholding. The Participant may be required to pay to the Company or any Affiliate, and the Company and its Affiliates shall have the right and are hereby authorized to withhold, any applicable withholding taxes in respect of the Restricted Stock Units or any transfer under or with respect to the Restricted Stock Units and to take such other action as may be necessary in the opinion of the Committee to satisfy all obligations for the payment of such withholding taxes.

8. Securities Laws. Upon the acquisition of any Shares pursuant to the Restricted Stock Units, the Participant will make or enter into such written representations, warranties and agreements as the Committee may reasonably request in order to comply with applicable securities laws or with this Agreement.

9. Notices. Any notice necessary under this Agreement shall be addressed to the Company in care of its Secretary at the principal executive office of the Company and to the Participant at the address appearing in the personnel records of the Company for the Participant or to either party at such other address as either party may hereafter designate in writing to the other. Any such notice shall be deemed effective upon receipt thereof by the addressee.

10. Choice of Law. **THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF DELAWARE WITHOUT REGARD TO CONFLICTS OF LAWS.**

11. Restricted Stock Units Subject to Plan. By entering into this Agreement, the Participant agrees and acknowledges that the Participant has received and read a copy of the Plan. The Restricted Stock Units are subject to the Plan. The terms and provisions of the Plan as

they may be amended from time to time are hereby incorporated herein by reference. In the event of a conflict between any term or provision contained herein and a term or provision of the Plan, the applicable terms and provisions of the Plan will govern and prevail.

12. Signature in Counterparts. This Agreement may be signed in counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.



IN WITNESS WHEREOF, the parties hereto have executed this Agreement.

COOPER-STANDARD HOLDINGS INC.

By: \_\_\_\_\_

Agreed and acknowledged as of the date first above written:

Participant: \_\_\_\_\_

Restricted Stock Units: \_\_\_\_\_

*World Headquarters*

July 20, 2011

D. William Pumphrey, Jr.  
4769 Aljoann Road  
Brighton, Michigan 48116

Dear Bill:

On behalf of Cooper-Standard Automotive, I am pleased to offer you the position of President North America, located in the company's world headquarters in Novi, Michigan and reporting to Keith Stephenson, the company's Chief Operating Officer. We will anticipate your employment commencing on Tuesday August 16, 2011. The following outlines the key terms of our offer to you.

**Base Salary.** Your base salary will be \$475,000 per year, paid bi-weekly, less deductions and withholdings required by law.

**Signing Bonus.** You will be eligible to receive a onetime signing bonus in the amount of \$300,000, to be paid on your first pay date with the company.

**Annual Incentive Plan.** You will be eligible to participate in the company's Annual Incentive Plan. Your target incentive for 2011 will equal 65% of your annual base salary prorated based on your hire date. Bonus payouts will be dependent on the achievement of EBITDA targets established for each year for the North American division (60%) and for Cooper Standard Automotive in total (40%). For the performance year 2011 your incentive payment will be guaranteed to be a minimum of \$115,000, with the potential to earn up to the maximum incentive amount according to the plan if financial targets for the year are exceeded.

**Long Term Incentive Plan (LTIP).** You will also be a participant in the company's Long-Term Incentive Plan, which provides for grants to participating executives (typically annually) of cash Performance Awards based on the achievement of financial objectives (typically relating to operating cash flow) over time (typically three-year periods).

You will be eligible for a target LTIP award in the amount of \$165,000 for the 2011-2013 performance period (payable in March 2014), which we expect will be granted by the Board of Directors in August.

Both the annual incentive and L TIP awards are based on formulae that allow for payouts ranging from no payment to two times the target amounts, depending on actual results.

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**Stock Based Incentive Awards.** In addition to participation in the company's short and long term incentive plans, under the company's omnibus incentive plan you will be eligible to receive stock based incentive awards. Subject to final approval by the Board of Directors, you will receive a regular 2011 grant of 8,700 Options and with a strike price equal to the fair market value of the company's shares on the date of grant and cliff vesting after three years. Additionally, you will receive a onetime initial grant of 25,000 Options with a strike price equal to the fair market value of the company's shares on the date of grant, and 23,000 Restricted Stock Options, both vesting in equal increments over three years. Stock Based Incentive Awards are subject to the terms of the 2011 Omnibus Incentive Plan and individual award agreements.

**Benefits.** Coverage under the company's Health & Well-Being benefit program for yourself and your eligible dependents will commence upon the first day of the month following your hire date.

Eligibility to participate in the company's 401(k) Enhanced Investment Savings Plan will commence upon your first day of employment. The plan provides a "base contribution" of 3% to 5% depending on your age plus years of service, regardless of whether or not you contribute your own money. In addition, the Plan provides a fixed Company match of 40 cents for each dollar you contribute up to 5% of your pay, for a total potential match equal to 2% of your pay. The Company may also make additional discretionary contributions depending on Company performance.

Additionally you will be eligible to participate in the company's Supplemental Executive Retirement Plan. The plan compensates for the loss of retirement benefits under the Enhanced Investment Savings Plan, as a result of certain limitations imposed by Internal Revenue Code. Under this plan you will be entitled to a benefit equal to 1.5 times the rate of company contributions made on your behalf under the Enhanced Investment Savings Plan, but calculated without regard to limits.

In all cases, eligibility and benefits provided are governed by the terms of the applicable plan documents and may be modified from time to time at the company's discretion and in accordance with the law.

**Vacation.** The company's vacation eligibility runs on a calendar year and vacation days are accrued on a monthly basis. For the 2011 calendar year you will be eligible for 7 days of prorated paid vacation. For the calendar year 2012 you will be eligible for 20 days of paid vacation.

**Company Car.** You will be eligible to participate in the company's leased vehicle program at the Executive level. The selection options and terms of the program will be more clearly outlined after commencement of employment.

**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

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Company without Cause, or if you terminate your employment for Good Reason, and 24 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.

**Non-Competition, Nondisclosure and Patent Assignment Agreement.** 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.

The terms and conditions set forth in this letter shall be governed and construed in accordance with the laws of the State of Michigan.

Bill, it is a pleasure to be able to extend this offer of employment to you. This offer letter shall remain valid through August 5, 2011. We are looking forward to your joining Cooper Standard Automotive.

Very truly yours,

**Cooper-Standard Automotive Inc.**

Kimberly Dickens  
Vice President Global Human Resources

Enclosures: Omnibus Incentive Plan  
Annual Incentive Plan  
Long Term Incentive Plan  
Supplemental Executive Retirement Plan  
Executive Severance Pay Plan  
Non-Competition, Nondisclosure & Patent Assignment Agreement

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## COOPER-STANDARD HOLDINGS INC. 2011 OMNIBUS INCENTIVE PLAN

## RESTRICTED STOCK UNIT AWARD AGREEMENT

## (Non-Management Directors)

THIS AGREEMENT (this "Agreement"), is made effective as of the 9th day of May, 2012 (the "Date of Grant"), between Cooper-Standard Holdings Inc., a Delaware corporation (the "Company"), and the non-management director of the Company whose name is set forth on the signature page hereof (the "Participant"):

## R E C I T A L S:

WHEREAS, the Company has adopted the Cooper-Standard Holdings Inc. 2011 Omnibus Incentive Plan (the "Plan"), which Plan is incorporated herein by reference and made a part of this Agreement. Capitalized terms not otherwise defined herein shall have the same meanings as in the Plan; and

WHEREAS, the Committee has determined that it would be in the best interests of the Company and its shareholders to grant the Restricted Stock Units provided for herein to the Participant pursuant to the Plan and the terms set forth herein.

NOW THEREFORE, in consideration of the mutual covenants hereinafter set forth, the parties agree as follows:

1. Grant. The Company hereby grants to the Participant 1,922 Restricted Stock Units on the terms and conditions set forth in this Agreement. The Participant's rights with respect to the Restricted Stock Units will remain forfeitable at all times prior to the Lapse Date described in Section 3.

2. Restrictions on Transfer. The Participant will not be entitled to sell, transfer, or otherwise dispose of or pledge or otherwise hypothecate or assign the Restricted Stock Units. Prior to the date on which the Restricted Stock Units are settled as provided in Section 4 (the "Settlement Date"), the Participant will not be entitled to sell, transfer, or otherwise dispose of or pledge or otherwise hypothecate or assign the Shares underlying the Restricted Stock Units (collectively, the "Transfer Restrictions").

3. Vesting; Termination of Employment.

(a) Vesting. One hundred percent (100%) of the Restricted Stock Units shall vest and no longer be subject to forfeiture on the first anniversary of the Date of Grant (the "Lapse Date"), subject to the Participant's continued Employment with the Company or its Affiliate until such date.

(b) Termination of Employment. Notwithstanding anything to the contrary contained in any agreement between the Participant and the Company, the treatment of the Restricted Stock Units following Participant's termination of Employment shall be governed exclusively by the Plan and this Agreement, except to the extent that capitalized terms used in the Plan or this Agreement are specifically defined by

reference to such employment agreement. If the Participant's Employment with the Company and its Affiliates terminates for any reason, the Restricted Stock Units shall, to the extent that the Lapse Date has not occurred, be canceled by the Company without consideration; provided that upon removal of the Participant from the Board without Cause, or due to the Participant's death or Disability, then a number of Restricted Stock Units equal to (x) the total number of Restricted Stock Units multiplied by (y) a fraction, the numerator of which is the number of the Participant's days of Employment from the Date of Grant through the date of termination and the denominator of which is 365, shall vest and no longer be subject to forfeiture as of the date of such termination, and any remaining Restricted Stock Units shall be canceled by the Company without consideration. For purposes hereof, the Restricted Stock Units that vest upon a Participant's termination of Employment shall be paid only upon the Participant's separation from service within the meaning of Code Section 409A.

#### 4. Settlement.

(a) General. Except as otherwise provided in Section 4(b), as soon as practicable after the Restricted Stock Units vest (but no later than two-and-one-half months from the end of the fiscal year in which vesting occurs), the Company will settle such vested Restricted Stock Units by electing either to (a) issue in the Participant's name (or the name of an assignee designated by the Participant after the vesting date) a stock certificate or certificates or make an appropriate book entry for a number of Shares equal to the number of Restricted Stock Units that have vested or (b) deliver an amount of cash equal to the Fair Market Value, determined as of the vesting date, of a number of Shares equal to the number of Restricted Stock Units that have vested. The Transfer Restrictions applicable to the Shares issued in respect of the Restricted Stock Units shall lapse upon such issuance.

(b) Stock Certificate Restrictions. The Company shall not be liable to the Participant for damages relating to any delays in issuing any stock certificates hereunder to the Participant, any loss of any such certificates, or any mistakes or errors in the issuance of such certificates or in such certificates themselves; provided that the Company shall correct any such errors caused by it. Any such certificate or certificates shall be subject to such stop transfer orders and other restrictions as the Committee may deem advisable under the Plan or the rules, regulations, and other requirements of the Securities and Exchange Commission, any stock exchange upon which such Shares are listed, and any applicable Federal or state laws, and the Committee may cause a legend or legends to be put on any such certificates to make appropriate reference to such restrictions.

5. Dividends and Voting Rights. Subject to Section 11, the Participant shall not have voting rights with respect to the Shares underlying the Restricted Stock Units unless and until such Shares are reflected as issued and outstanding shares on the Company's stock ledger. The Participant shall receive a cash payment equivalent to any dividends or other distributions paid with respect to the shares of Common Stock underlying the Restricted Stock Units, so long as the applicable record date occurs on or after the Date of Grant and before such Restricted Stock Units are forfeited. If, however, any dividends or distributions with respect to the Shares

underlying the Restricted Stock Units are paid in Shares rather than cash, then the Participant shall be credited with additional restricted stock units equal to the number of Shares that the Participant would have received had the Restricted Stock Units been actual Shares, and such restricted stock units shall be deemed Restricted Stock Units subject to the same risk of forfeiture and other terms of this Agreement and the Plan as apply to the other Restricted Stock Units granted under this Award. Any amounts due to the Participant under this provision shall be paid to the Participant or distributed, as applicable, at the same time as payment is made in respect of the Restricted Stock Units granted under this Agreement.

6. No Right to Continued Employment. The granting of the Restricted Stock Units evidenced hereby and this Agreement shall impose no obligation on the Company or any of its Affiliates to continue the Employment of the Participant and shall not lessen or affect the Company's or its Affiliate's right to terminate the Employment of the Participant.

7. Withholding. The Participant may be required to pay to the Company or any Affiliate, and the Company and its Affiliates shall have the right and are hereby authorized to withhold, any applicable withholding taxes in respect of the Restricted Stock Units or any transfer under or with respect to the Restricted Stock Units and to take such other action as may be necessary in the opinion of the Committee to satisfy all obligations for the payment of such withholding taxes.

8. Securities Laws. Upon the acquisition of any Shares pursuant to the Restricted Stock Units, the Participant (or his permitted assignee) will make or enter into such written representations, warranties and agreements as the Committee may reasonably request in order to comply with applicable securities laws or with this Agreement.

9. Notices. Any notice necessary under this Agreement shall be addressed to the Company in care of its Secretary at the principal executive office of the Company and to the Participant at the address appearing in the personnel records of the Company for the Participant or to either party at such other address as either party may hereafter designate in writing to the other. Any such notice shall be deemed effective upon receipt thereof by the addressee.

10. Choice of Law. **THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF DELAWARE WITHOUT REGARD TO CONFLICTS OF LAWS.**

11. Restricted Stock Units Subject to Plan. By entering into this Agreement, the Participant agrees and acknowledges that the Participant has received and read a copy of the Plan. The Restricted Stock Units are subject to the Plan. The terms and provisions of the Plan as they may be amended from time to time are hereby incorporated herein by reference. In the event of a conflict between any term or provision contained herein and a term or provision of the Plan, the applicable terms and provisions of the Plan will govern and prevail.

12. Signature in Counterparts. This Agreement may be signed in counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement.

COOPER-STANDARD HOLDINGS INC.

By: \_\_\_\_\_  
Kimberly L. Dickens  
Vice President, Human Resources

Agreed and acknowledged as of the date first above written:

\_\_\_\_\_  
Participant:  
Restricted Stock Units: 1,922



**Computation of Ratio of Earnings to Fixed Charges and Preferred Stock Dividends**  
(In millions, except ratio of earnings to fixed charges)

	Predecessor			Successor		
	Year Ended December 31,		Five Months Ended	Seven Months Ended		Year Ended December 31,
	2008	2009	May 31, 2010	December 31, 2010	2011	2012
Income (loss) before income taxes	\$ (93.3)	\$ (411.9)	\$ 319.9	\$ 46.2	\$ 97.3	\$ 67.3
Less:						
Income from equity method investments	(0.9)	(4.0)	(3.6)	(3.4)	(5.4)	(8.8)
Earnings (loss) from continuing operations before income taxes and income or loss from equity investments	(94.2)	(415.9)	316.3	42.8	91.9	58.5
Plus:						
Fixed charges, excluding preferred stock dividend requirement	108.2	73.6	48.3	29.8	53.3	54.9
Earnings available for fixed charges	<u>\$ 14.0</u>	<u>\$ (342.3)</u>	<u>\$ 364.6</u>	<u>\$ 72.6</u>	<u>\$ 145.2</u>	<u>\$ 113.4</u>
Fixed charges:						
Interest expense	\$ 100.5	\$ 66.5	\$ 45.2	\$ 25.9	\$ 45.4	\$ 46.9
Estimated interest factor for rentals	7.7	7.1	3.1	3.9	7.9	8.0
Preferred stock dividend requirements	-	-	-	4.7	7.3	6.8
Fixed charges	<u>\$ 108.2</u>	<u>\$ 73.6</u>	<u>\$ 48.3</u>	<u>\$ 34.5</u>	<u>\$ 60.6</u>	<u>\$ 61.7</u>
Ratio of earnings to combined fixed charges and preferred stock dividends	-	-	7.5	2.1	2.4	1.8
Fixed charges in excess of earnings (1)	\$ 94.2	\$ 415.9	\$ -	\$ -	\$ -	\$ -

(1) Earnings were insufficient to cover fixed charges by \$119.7 million, \$94.2 million and \$415.9 million for the years ended December 31, 2007, 2008 and 2009, respectively.

**Subsidiaries of Cooper-Standard Holdings Inc.**<sup>(1)</sup>

<b>Subsidiary Name</b>	<b>Jurisdiction of Organization</b>
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
Cooper-Standard 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
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
Diorama Grundstücksverwaltungsgesellschaft mbH & Co. Vermietungs KG (50%)	Germany
Metzeler Automotive Profile Systems GmbH	Germany
Metzeler Kautschuk Unterstuetzungskasse GmbH	Germany
Metzeler Technical Rubber Systems GmbH	Germany
Sujan Barre Thomas AVS Private Limited <sup>(2)</sup>	India
Cooper-Standard Automotive India Private Limited	India
Metzeler Automotive Profiles India Private Limited (74%)	India
CSA Italy Holdings SrL	Italy
Cooper-Standard Automotive Italy SpA	Italy
Cooper Standard Automotive Japan K.K.	Japan
Cooper-Standard Automotive Korea Inc.	Korea
Guyoung Technology Co. Ltd. (20%)	Korea
Coopermex, S.A. de C.V.	Mexico
Cooper-Standard Automotive de Mexico Fluid Services, S. de R.L. 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

	Subsidiary Name	Jurisdiction of Organization
Cooper-Standard de Mexico S de RL de CV Westborn Service Center, Inc.		Mexico 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
CSF Poland z o.o <sup>(3)</sup> .		Poland
Cooper-Standard Polska sp zoo.		Poland
Cooper-Standard Automotive Piotrkow sp zoo		Poland
Wahabi Investments Sp. z o.o.		Poland
Cooper-Standard Romania SRL		Romania
Cooper-Standard DOO Beograd		Serbia
Cooper-Standard Automotive España, S.L.		Spain
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 Limited		United Kingdom
Cooper-Standard Automotive UK Sealing Limited		United Kingdom

<sup>(1)</sup> Subsidiaries as of January 17, 2013; wholly-owned except as otherwise indicated

<sup>(2)</sup> 50% is owned by Cooper Standard France SAS

<sup>(3)</sup> 100% is owned by Cooper Standard France SAS

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-3 File No. 333-175637 and Form S-8 File No. 333-175635) of Cooper-Standard Holdings Inc. of our reports dated February 28, 2013 with respect to the 2012 consolidated financial statements and schedule of Cooper-Standard Holdings Inc. and the effectiveness of internal control over financial reporting of Cooper-Standard Holdings Inc. as of December 31, 2012 included in this Annual Report (Form 10-K) for the year ended December 31, 2012.

/s/ Ernst & Young LLP

Detroit, Michigan

February 28, 2013

**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, 2013

/s/ Jeffrey S. Edwards

Jeffrey S. Edwards  
President and Chief Executive Officer

**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, 2013

/s/ Allen J. Campbell

Allen J. Campbell  
Chief Financial Officer  
(Principal Financial Officer)

**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, 2012 (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, 2013

/s/ Jeffrey S. Edwards

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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.

**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, 2012 (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, 2013

/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.