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Cooper-Standard Automotive Inc.
Form 424B3
December 30, 2009

Filed pursuant to Rule 424(b)(3)

File Number 333-150500

COOPER-STANDARD AUTOMOTIVE INC.

Supplement No. 8 to market-making prospectus dated April 9, 2009, as supplemented on May 21, 2009 (Supplement No. 1 and No. 2), May 22, 2009 (Supplement No. 3), June 16, 2009 (Supplement No. 4), June 17, 2009 (Supplement No. 5), August 3, 2009 (Supplement No. 6) and August 12, 2009 (Supplement No. 7).

The date of this supplement is December 30, 2009.

On August 14, 2009, Cooper-Standard Holdings Inc. filed the attached Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2009.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2009

or

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

Commission File Number: 333-123708

COOPER-STANDARD HOLDINGS INC.

(Exact name of registrant as specified in its charter)

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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)

(248) 596-5900

(Registrant's telephone number, including area code)

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

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

Indicate by check mark 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. (one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

Number of shares of common stock of registrant outstanding, at August 5, 2009:

3,482,612 shares of common stock, \$0.01 par value

PART I FINANCIAL INFORMATION
Item 1. Financial Statements.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
THREE AND SIX MONTHS ENDED JUNE 30, 2008 AND 2009
(UNAUDITED)

(Dollar amounts in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2009	2008	2009
Sales	\$ 765,639	\$ 448,046	\$ 1,521,660	\$ 849,814
Cost of products sold	647,650	392,759	1,284,552	756,695
Gross profit	117,989	55,287	237,108	93,119
Selling, administration, & engineering expenses	69,029	48,411	136,432	93,575
Amortization of intangibles	7,925	7,371	15,761	14,589
Impairment charges		362,699		362,699
Restructuring	1,243	5,930	3,638	28,493
Operating profit (loss)	39,792	(369,124)	81,277	(406,237)
Interest expense, net of interest income	(23,383)	(20,621)	(47,598)	(41,718)
Equity earnings	2,059	703	4,204	473
Other income (expense)	(545)	8,411	2,963	7,749
Income (loss) before income taxes	17,923	(380,631)	40,846	(439,733)
Provision (benefit) for income tax expense	6,520	(31,287)	13,738	(35,112)
Consolidated net income (loss)	11,403	(349,344)	27,108	(404,621)
Add: Net loss attributable to noncontrolling interests	184	4	151	315
Net income (loss) attributable to Cooper-Standard Holdings Inc.	\$ 11,587	\$ (349,340)	\$ 27,259	\$ (404,306)

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

CONDENSED CONSOLIDATED BALANCE SHEETS

(Dollar amounts in thousands)

	December 31, 2008	June 30, 2009 (Unaudited)
Assets		
Current assets:		
Cash and cash equivalents	\$ 111,521	\$ 86,759
Accounts receivable, net	352,052	355,530
Inventories, net	116,952	108,055
Prepaid expenses	19,162	22,762
Other	23,867	14,691
Total current assets	623,554	587,797
Property, plant, and equipment, net	623,987	591,093
Goodwill	244,961	87,728
Intangibles, net	227,453	10,705
Other assets	98,296	98,491
	\$ 1,818,251	\$ 1,375,814
Liabilities and Equity (Deficit)		
Current liabilities:		
Notes payable	\$ 94,136	\$ 17,272
Debt in default		1,120,427
Accounts payable	192,948	215,079
Payroll liabilities	69,601	71,708
Accrued liabilities	94,980	39,280
Total current liabilities	451,665	1,463,766
Long-term debt	1,049,959	12,809
Pension benefits	161,625	159,706
Postretirement benefits other than pensions	76,822	78,360
Deferred tax liabilities	28,265	12,807
Other long-term liabilities	30,253	24,403
Stockholders' equity (deficit):		
Common stock, \$0.01 par value, 4,000,000 shares authorized at December 31, 2008 and June 30, 2009, 3,479,100 shares issued and outstanding at December 31, 2008, 3,482,612 shares issued and outstanding at June 30, 2009	35	35
Additional paid-in capital	354,894	355,522
Accumulated deficit	(280,216)	(684,522)
Accumulated other comprehensive loss	(59,536)	(51,286)
Total Cooper-Standard Holdings Inc. stockholders' equity (deficit)	15,177	(380,251)
Noncontrolling interests	4,485	4,214
Total equity (deficit)	19,662	(376,037)
Total liabilities and equity (deficit)	\$ 1,818,251	\$ 1,375,814

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

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**SIX MONTHS ENDED JUNE 30, 2008 AND 2009****(UNAUDITED)**

(Dollar amounts in thousands)

	2008	2009
Operating Activities:		
Consolidated net income (loss)	\$ 27,259	\$ (404,306)
Adjustments to reconcile consolidated net income (loss) to net cash provided by (used in) operating activities:		
Depreciation	55,263	47,568
Amortization of intangibles	15,761	14,589
Impairment charges		362,699
Non-cash restructuring charges	132	96
Gain on bond repurchase	(1,696)	(9,096)
Amortization of debt issuance cost	2,378	2,334
Changes in operating assets and liabilities	(54,003)	(47,349)
Net cash provided by (used in) operating activities	45,094	(33,465)
Investing activities:		
Property, plant, and equipment	(47,979)	(14,332)
Other	545	(6)
Net cash used in investing activities	(47,434)	(14,338)
Financing activities:		
Increase in short term debt	11,734	23,996
Principal payments on long-term debt	(8,852)	(10,379)
Repurchase of bonds	(5,306)	(737)
Other	127	(52)
Net cash (used in) provided by financing activities	(2,297)	12,828
Effects of exchange rate changes on cash	(4,030)	10,213
Changes in cash and cash equivalents	(8,667)	(24,762)
Cash and cash equivalents at beginning of period	40,877	111,521
Cash and cash equivalents at end of period	\$ 32,210	\$ 86,759

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

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Dollar amounts in thousands except per share amounts)

1. Overview

Description of business

Cooper-Standard Holdings Inc. (the Company), through its wholly-owned subsidiary Cooper-Standard Automotive Inc., is a leading global manufacturer of fluid handling, body sealing, and noise, vibration and harshness control (NVH) components, systems, subsystems, and modules primarily for use in passenger vehicles and light trucks for global original equipment manufacturers (OEMs) and replacement markets. The Company conducts substantially all of its activities through its subsidiaries.

Commencement of Bankruptcy Cases

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 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). The Debtors Chapter 11 Cases (the Chapter 11 Cases) are being jointly administered under Case No. 09-12743(PJW). The Debtors continue to operate their businesses and manage their properties as debtors in possession under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Bankruptcy Court.

On August 4, 2009, the Company's Canadian subsidiary, Cooper-Standard Automotive Canada Limited, a corporation incorporated under the laws of Ontario (the Canadian Debtor), commenced proceedings (the Canadian Proceedings) seeking relief from its creditors under Canada's Companies Creditors Arrangement Act 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 the United States are not included in the Chapter 11 Cases or the Canadian Proceedings (other than the Canadian Debtor) and continue to operate in the ordinary course of business. See Note 15, Subsequent Events for additional information on the Chapter 11 Cases, the Canadian Proceedings and related matters.

As described in Note 5, Debt, the filing of the Chapter 11 Cases constituted a default or otherwise triggered repayment obligations under substantially all pre-petition debt obligations of the Debtors. However, under Chapter 11, the filing of a bankruptcy petition automatically stays most actions against a debtor, including actions with respect to pre-petition claims and litigation. Absent an order of the Bankruptcy Court, substantially all pre-petition liabilities are subject to compromise under a plan of reorganization.

Going Concern and Financial Reporting in Reorganization

As a result of the defaults described in Note 5, Debt, the Company has classified its obligations under its Pre-Petition Credit Agreement, Senior Notes, Senior Subordinated Notes (each as defined in Note 15, Subsequent Events) and other financing arrangements as current liabilities in the accompanying condensed consolidated balance sheet as of June 30, 2009.

The accompanying condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern and contemplate the realization of assets and the satisfaction of liabilities in the normal course of business. The Company's ability to continue as a going concern is contingent upon its ability to comply with the financial and other covenants contained in the DIP Credit Agreement (as defined in Note 15, Subsequent Events) and the Bankruptcy Court's approval of the Company's plan of reorganization, among other things. As a result of the Chapter 11 Cases, the realization of assets and the

satisfaction of liabilities are subject to uncertainty. While operating as debtors-in-possession under Chapter 11, the Debtors may sell or otherwise dispose of or liquidate assets or settle liabilities, subject to the approval of the Bankruptcy Court or as otherwise permitted in the ordinary course of business (and subject to restrictions contained in the DIP Credit Agreement), in amounts other than those reflected in the accompanying condensed consolidated financial statements. Further, a plan of reorganization could materially change the amounts and classifications in the historical condensed consolidated financial statements. The accompanying condensed consolidated financial statements do not include any direct adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities or any other adjustments that might be necessary should the Company be unable to continue as a going concern or as a consequence of the Chapter 11 Cases.

Consequences of the Restructuring Proceedings

American Institute of Certified Public Accountants Statement of Position 90-7, Financial Reporting by Entities in Reorganization under the Bankruptcy Code (SOP 90-7), which is applicable to companies in Chapter 11, generally does not change the manner in which financial statements are prepared. However, it does require that the financial statements for periods subsequent to the filing of the Chapter 11 Cases distinguish transactions and events that are directly associated with the reorganization from the ongoing operations of the business. Amounts that can be directly associated with the reorganization and restructuring of the business must be reported separately as reorganization items in the statements of operations beginning in the quarter ending September 30, 2009. The balance sheet must distinguish pre-petition liabilities subject to compromise from both those pre-petition 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, cash provided by reorganization items must be disclosed separately in the statement of cash flows. The Company applied SOP 90-7 effective on August 3, 2009 and will segregate those items as outlined above for all reporting periods subsequent to such date.

Change in operating structure and reporting segments

On March 26, 2009, the Company announced the implementation of a comprehensive plan involving the discontinuation of its global product line operating divisions, formerly called the Body & Chassis Systems division (which included the body sealing and NVH product lines) and the Fluid Systems division, and the establishment of a new operating structure organized on the basis of geographic regions. The Company now operates from two divisions, North America and International (covering Europe, South America and Asia Pacific). The Company's reporting segments have changed, as of April 1, 2009, to reflect the new operating structure of the Company. Certain prior period amounts have been restated to conform to the current period financial statement presentation.

Basis of presentation

The accompanying unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (SEC) for interim financial information and should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, as filed with the SEC. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. These financial statements include all adjustments (consisting of normal, recurring adjustments) considered necessary for a fair presentation of the financial position and results of operations of the Company. The operating results for the interim period ended June 30, 2009 are not necessarily indicative of results for the full year.

Effective January 1, 2009 the Company implemented the Statement of Financial Accounting Standards (SFAS) No. 160, Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51. SFAS No. 160 establishes accounting and reporting standards for noncontrolling interests in subsidiaries. This statement requires the reporting of all

noncontrolling interests as a separate component of equity, the reporting of consolidated net income (loss) as the amount attributable to both the parent and the noncontrolling interests and the separate disclosure of net income (loss) attributable to the parent and to the noncontrolling interests. In addition, this statement provides accounting and reporting guidance related to changes in noncontrolling ownership interests. Upon adoption, certain prior period amounts have been reclassified to conform to the current period financial statement presentation. These reclassifications have no effect on our previously reported results of operations. Refer to Note 8, Comprehensive Income (Loss) and Equity (Deficit) and Note 9, Other Income (Expense) for additional information on the adoption of SFAS No. 160.

Recent accounting pronouncements

In June 2009, the Financial Accounting Standards Board (FASB) approved the FASB Accounting Standards Codification (Codification) as the single source of authoritative nongovernmental U.S. GAAP that was launched on July 1, 2009. The Codification does not change current U.S. GAAP, but is intended to simplify user access to all authoritative U.S. GAAP by providing all authoritative literature related to a particular topic in one place. All existing accounting standard documents will be superseded and all other accounting literature not included in the Codification will be considered nonauthoritative. The Codification is effective for interim and annual periods ending after September 15, 2009. The Company is currently evaluating the impact to its financial reporting process of providing Codification references in its public filings.

In May 2009, FASB issued SFAS No. 165, Subsequent Events , which provides guidance to establish general standards of accounting for and disclosures of events that occur after the balance sheet date but before financial statements are issued or available to be issued. SFAS No. 165 also requires entities to disclose the date through which subsequent events were evaluated as well as the rationale for why that date was selected. SFAS No. 165 is effective for interim and annual periods ending after June 15, 2009. The Company adopted this statement effective June 30, 2009. See Note 15, Subsequent Events for additional information.

The FASB issued FASB Staff Position (FSP) No. 157-4, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly. This FSP amends SFAS No. 157 to provide additional guidance on disclosure requirements and estimating fair value when the volume and level of activity for the asset or liability have significantly decreased in relation to normal market activity. This FSP requires interim disclosure of the inputs and valuation techniques used to measure fair value. The provisions of this FSP are effective for interim and annual reporting periods ending after June 15, 2009. The effects of adoption were not significant.

The FASB issued FSP No. 107-1 and APB 28-1, Interim Disclosures about Fair Value of Financial Instruments. This FSP extends the disclosure requirements of SFAS No. 107, Disclosures about Fair Value of Financial Instruments, to interim reporting periods. The provisions of this FSP are effective for interim and annual reporting periods ending after June 15, 2009. The effects of adoption were not significant. See Note 13, Financial Instruments, for additional disclosures related to the fair value of the Company's pre-petition primary credit facility and senior notes.

In March 2008, the FASB issued SFAS No. 161, Disclosures About Derivative Instruments and Hedging Activities-an Amendment of FASB Statement No. 133. SFAS No. 161 requires entities that utilize derivative instruments to provide qualitative disclosures about their objectives and strategies for using such instruments, as well as any details of credit risk related contingent features contained within derivatives. SFAS No. 161 also requires entities to disclose additional information about the amounts and locations of derivatives located within the financial statements, how the provisions of SFAS No. 133 have been applied and the impact that hedges have on an entity's financial position, financial performance, and cash flows. SFAS No. 161 is effective for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. The Company adopted this statement as of January 1, 2009.

The FASB issued SFAS No. 141 (revised 2007), *Business Combinations*. This statement significantly changes the financial accounting and reporting of business combination transactions. The provisions of this statement are to be applied prospectively to business combination transactions entered into by the Company on or after January 1, 2009.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*. SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurement. This statement applies under other accounting pronouncements that require or permit fair value measurements and does not require any new fair value measurements. SFAS No. 157 was effective for the fiscal year beginning after November 15, 2007. The Company adopted SFAS No. 157 as of January 1, 2008 except for non-financial assets and liabilities recognized or disclosed at fair value on a non-recurring basis, for which the effective date was fiscal years beginning after November 15, 2008. See Note 13, *Financial Instruments* for additional discussion of SFAS No. 157.

Goodwill

Goodwill is not amortized but is tested annually for impairment or when events or circumstances indicate that impairment may exist by reporting unit which are determined in accordance with SFAS No. 142 *Goodwill and Other Intangible Assets*. 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. This approach also mitigates the impact of cyclical trends that occur in the industry. 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 1st of each fiscal year. At June 30, 2009, impairment indicators existed, see Note 2, *Goodwill and Intangibles*.

Long-lived assets

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. During the second quarter of 2009, the Company determined that impairment indicators existed at certain operating locations and that it was necessary to evaluate the recoverability of its long-lived assets. It was determined that fixed assets of three of these operating locations were impaired. As a result, impairment charges and a reduction to Property, Plant & Equipment of \$488 was recorded in our North America segment and \$2,540 was recorded in our International segment. Refer to Note 2, *Goodwill and Intangibles* for details on the intangible assets.

2. Goodwill and Intangibles

The changes in the carrying amount of goodwill, by reportable operating segment for the six months ended June 30, 2009 are summarized as follows:

	North America	International	Total
Balance at January 1, 2009	\$ 181,308	\$ 63,653	\$ 244,961
Impairment charge	(93,580)	(63,653)	(157,233)
Balance at June 30, 2009	\$ 87,728	\$	\$ 87,728

Goodwill is not amortized but is tested annually for impairment, or when events or circumstances indicate that impairment may exist, by reporting unit which are determined in accordance with SFAS No. 142 *Goodwill and Other Intangible Assets*. During the second quarter of 2009, several events occurred that indicated potential impairment of the Company's goodwill. Such events included: (a) the chapter 11 bankruptcy of both Chrysler LLC and General Motors and unplanned plant shut-downs; (b) continued product volume risk and negative product mix changes; (c) the Company's commencement of negotiations with its sponsors, senior secured lenders, and bondholders to recapitalize its long term debt and equity; (d) the Company's recognition as the second quarter progressed that there was an increasing likelihood that it would breach its financial covenants under its Pre-Petition Credit Agreement; and (e) the Company's decision to defer its June 15, 2009 interest payment on its Notes pending the outcome of its quarterly financial results, an analysis of whether the Company would meet its financial covenants for the past quarter and negotiations with its various constituencies. As a result of the combination of the above factors, the Company significantly reduced its second quarter projections. This significant decrease in projections results in the carrying value of assets at all of our reporting units being greater than the related reporting units' fair value. As a result, the Company recorded goodwill impairment charges of \$93,580 in its North America reporting unit, \$39,604 in its Europe reporting unit, \$22,628 in its South America reporting unit and \$1,421 in its Asia Pacific reporting unit during the second quarter of 2009.

The following table presents intangible assets and accumulated amortization balances of the Company as of December 31, 2008 and June 30, 2009, respectively:

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Amortization Period
Customer contracts	\$ 156,039	\$ (78,100)	\$ 77,939	7 to 9 years
Customer relationships	169,105	(33,669)	135,436	15 to 20 years
Developed technology	6,421	(2,204)	4,217	5 to 12 years
Trademarks and tradenames	1,700	(306)	1,394	12 to 20 years
Other	11,358	(2,891)	8,467	
Balance at December 31, 2008	\$ 344,623	\$ (117,170)	\$ 227,453	
Customer contracts	\$	\$	\$	
Customer relationships				
Developed technology	3,315	(1,163)	2,152	5 to 12 years
Trademarks and tradenames				
Other	11,516	(2,963)	8,553	
Balance at June 30, 2009	\$ 14,831	\$ (4,126)	\$ 10,705	

During the second quarter of 2009, the Company assessed the realization of its intangible assets in connection with revisions to the

Company's projections as a result of the negotiations associated with the recapitalization discussed above. The Company's undiscounted cash flows (as adjusted to reflect the current outlook) are not sufficient to support the realization of certain intangible assets. As a result the Company performed discounted cash flow analysis for each intangible asset and determined that the fair value of certain intangible assets exceeded the assets' respective fair value. During the second quarter of 2009, the Company recorded intangible impairment charges of \$148,143 in its North America segment and \$54,295 of intangible impairment charges in its International segment. The following table shows the impairment by intangible asset type:

Customer contracts	\$ 68,177
Customer relationships	131,364
Developed technology	1,558
Trademarks and tradenames	1,339
Total intangible impairment	\$ 202,438

Amortization expense totaled \$7,925 and \$7,371 for the three months ended June 30, 2008 and 2009, respectively and \$15,761 and \$14,589 for the six months ended June 30, 2008 and 2009, respectively. Estimated amortization expense will total approximately \$15,000 for the year ending December 31, 2009.

3. Restructuring

2005 Initiatives

In 2005, the Company implemented a restructuring strategy and announced the closure of two manufacturing facilities in the United States and the decision to exit certain businesses within and outside the U.S. During the six months ended June 30, 2009, the Company recorded total costs of \$232 related to the previously announced U.S. closures and workforce reductions in Europe. These costs consisted of severance and other exit costs of \$9 and \$223, respectively. The initiative is substantially complete as of June 30, 2009 at an estimated total cost of approximately \$27,000, but the Company will continue to incur costs until the facilities are sold. The following table summarizes the activity for this initiative during the six months ended June 30, 2008:

	Employee Separation Costs	Other Exit Costs	Asset Impairments	Total
Balance at January 1, 2008	\$ 775	\$ 542	\$	\$ 1,317
Expense incurred	103	1,125	(133)	1,095
Cash payments	(830)	(1,242)	133	(1,939)
Balance at June 30, 2008	\$ 48	\$ 425	\$	\$ 473

The following table summarizes the activity for this initiative during the six months ended June 30, 2009:

	Employee Separation Costs	Other Exit Costs	Asset Impairments	Total
Balance at January 1, 2009	\$ 73	\$ 250	\$	\$ 323
Expense incurred	9	223		232
Cash payments	(51)	(292)		(343)
Utilization of reserve				
Balance at June 30, 2009	\$ 31	\$ 181	\$	\$ 212

European Initiatives

In 2006, the Company implemented a European restructuring initiative, which addressed the operations of our non-strategic facilities. The initiative includes the closure of a manufacturing facility, terminations, and the transfer of production to other facilities in Europe and North America. The initiative was substantially completed as of June 30, 2009 at an estimated total cost of approximately \$22,000. The Company recorded severance costs and other exit costs of \$(25) and \$333, respectively during the six months ended June 30, 2009. The following table summarizes the activity for this initiative during the six months ended June 30, 2008:

	Employee Separation Costs	Other Exit Costs	Asset Impairments	Total
Balance at January 1, 2008	\$ 1,442	\$	\$	\$ 1,442
Expense incurred	277	150		427
Cash payments	(1,001)	(150)		(1,151)
Balance at June 30, 2008	\$ 718	\$	\$	\$ 718

The following table summarizes the activity for this initiative during the six months ended June 30, 2009:

	Employee Separation Costs	Other Exit Costs	Asset Impairments	Total
Balance at January 1, 2009	\$ 742	\$	\$	\$ 742
Expense incurred	(25)	333		308
Cash payments	(91)	(333)		(424)
Utilization of reserve				
Balance at June 30, 2009	\$ 626	\$	\$	\$ 626

FHS Acquisition Initiatives

In connection with the acquisition of the automotive fluid handling systems business of ITT Industries, Inc. (FHS), the Company formalized a restructuring plan to address the redundant positions created by the consolidation of the businesses. In connection with this restructuring plan, the Company announced the closure of several manufacturing facilities located in North America, Europe, and Asia and the transfer of related production to other facilities. The closures are substantially complete as of June 30, 2009 at an estimated total cost of approximately \$22,000, including costs recorded through purchase accounting. The Company will continue to

incur costs until the facilities are sold. As a result of this initiative, the Company recorded certain severance and other exit costs of \$11,833 and \$720, respectively, through purchase accounting in 2006. The Company recorded severance and other exit costs of \$20 and \$1,672, respectively during the six months ended June 30, 2009. The following table summarizes the activity for this initiative during the six months ended June 30, 2008:

	Employee Separation Costs	Other Exit Costs	Asset Impairments	Total
Balance at January 1, 2008	\$ 6,450	\$ 4,210	\$	\$ 10,660
Expense incurred	452	1,491		1,943
Cash payments	(2,046)	(5,173)		(7,219)
Balance at June 30, 2008	\$ 4,856	\$ 528	\$	\$ 5,384

The following table summarizes the activity for this initiative during the six months ended June 30, 2009:

	Employee Separation Costs	Other Exit Costs	Asset Impairments	Total
Balance at January 1, 2009	\$ 1,295	\$ 490	\$	\$ 1,785
Expense incurred	20	1,672		1,692
Cash payments	(1,232)	(1,982)		(3,214)
Utilization of reserve				
Balance at June 30, 2009	\$ 83	\$ 180	\$	\$ 263

2007 Initiatives

In 2007, the Company implemented a restructuring action and announced the closure of a manufacturing facility located in Mexico and the transfer of related production to other facilities in North America. The closure was substantially completed as of December 31, 2007. The estimated total cost of this closure is approximately \$3,400. The Company will continue to incur costs until the facility is sold. During the six months ended June 30, 2008, the Company recognized restructuring costs of \$182 related to this initiative. During the six months ended June 30, 2009, the Company recognized other exit costs and asset impairments of \$38 and \$3, respectively, related to this initiative.

2008 Initiatives

In July 2008, the Company implemented a restructuring action and announced the closure of two manufacturing facilities, one located in Australia and the other located in Germany. Both closures are a result of changes in market demands and volume reductions and are expected to be completed in 2009. The estimated total cost of this initiative is approximately \$21,500. The Company recorded severance, other exit costs and asset impairments of \$1,142, \$1,037 and \$118, respectively, during the six months ended June 30, 2009. The following table summarizes the activity for this initiative during the six months ended June 30, 2009:

	Employee Separation Costs	Other Exit Costs	Asset Impairments	Total
Balance at January 1, 2009	\$ 13,460	\$	\$	\$ 13,460
Expense incurred	1,142	1,037	118	2,297
Cash payments	(7,676)	(680)		(8,356)
Utilization of reserve			(118)	(118)
Balance at June 30, 2009	\$ 6,926	\$ 357	\$	\$ 7,283

In 2008, the Company initiated the closing of a European facility and the idling of a Canadian facility. During the six months ended June 30, 2009, the Company recorded other exit costs of \$228 and reversed asset impairments of \$25 in connection with this initiative.

Reorganization-Product Line Operating Group Discontinuation Initiative

During 2008, the Company commenced the initial phase of a reorganization ultimately involving the discontinuation of its global product line operating divisions, formerly called the Body & Chassis Systems division (which included the body sealing and NVH product lines) and the Fluid Systems division, and the establishment of a new operating structure organized on the basis of geographic regions. The estimated cost of this initial phase is approximately \$7,100. During the six months ended June 30, 2009, the Company reversed severance costs of \$651 associated with this initiative. The following table summarizes the activity for this initiative during the six months ended June 30, 2009:

	Employee Separation Costs	Other Exit Costs	Asset Impairments	Total
Balance at January 1, 2009	\$ 3,929	\$	\$	\$ 3,929
Expense incurred	(651)			(651)
Cash payments	(2,722)			(2,722)
Balance at June 30, 2009	\$ 556	\$	\$	\$ 556

In the first quarter of 2009, the Company initiated the final phase of the reorganization of its operating structure, formally discontinuing its product line operating divisions and putting into place the new operating divisions based on geographic regions. During the six months ended June 30, 2009, the Company recorded severance costs and other exit costs of \$21,255 and \$33, respectively, related to this phase of the initiative. The estimated total cost of this initiative is \$21,300. The following table summarizes the activity for this initiative during the six months ended June 30, 2009:

	Employee Separation Costs	Other Exit Costs	Asset Impairments	Total
Balance at January 1, 2009	\$	\$	\$	\$
Expense incurred	21,255	33		21,288
Cash payments	(6,991)	(33)		(7,024)
Balance at June 30, 2009	\$ 14,264	\$	\$	\$ 14,264

In the first quarter of 2009, the Company initiated the reorganization of one of its Brazilian facilities. During the six months ended June 30, 2009, the Company recorded severance costs of \$367 related to this initiative. The Company does not anticipate any additional costs to be incurred.

In the first quarter of 2009, the Company initiated the reorganization of its Italian operations. During the six months ended June 30, 2009, the Company recorded severance costs of \$722 related to this initiative. The estimated total cost of this initiative is approximately \$850.

In the second quarter of 2009, the Company initiated the reorganization of its French operations. During the six months ended June 30, 2009, the Company recorded severance costs of \$1,994 related to this initiative. The estimated total cost of this initiative is approximately \$3,800. The following table summarizes the activity for this initiative during the six months ended June 30, 2009:

	Separation Costs	Exit Costs	Asset Impairments	Total
Balance at January 1, 2009	\$	\$	\$	\$
Expense incurred	1,994			1,994
Cash payments	(580)			(580)
Utilization of reserve				
Balance at June 30, 2009	\$ 1,414	\$	\$	\$ 1,414

4. Inventories

Inventories are comprised of the following:

	December 31, 2008	June 30, 2009
Finished goods	\$ 35,069	\$ 29,444
Work in process	26,520	27,547
Raw materials and supplies	55,363	51,064
	\$ 116,952	\$ 108,055

5. Debt

Outstanding debt consisted of the following at December 31, 2008 and June 30, 2009:

	December 31, 2008	June 30, 2009
Senior Notes	\$ 200,000	\$ 200,000(a)
Senior Subordinated Notes	323,350	313,350(a)
Term Loan A	25,036	19,863(a)
Term Loan B	66,365	66,031(a)
Term Loan C	165,805	164,942(a)
Term Loan D	184,300	183,350(a)
Term Loan E	88,458	88,632(a)
Revolving Credit Facility	60,933	84,259(a)
Capital leases and other borrowings	29,848	30,081
Total debt	1,144,095	1,150,508
Less: current portion	(94,136)	(1,137,699)
Total long-term debt	\$ 1,049,959	\$ 12,809

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(a) Total debt of \$1,120,427 as of June 30, 2009 is classified as current.

General

During the first quarter of 2008, the Company purchased and retired \$7,150 of its \$330,500 outstanding Senior Subordinated Notes on the open market. The purchase was accounted for as an extinguishment of debt and, accordingly, \$1,696 was recognized as a gain on debt extinguishment, after writing off the related unamortized debt issuance costs. The gain is included in other income (expense) in the condensed consolidated statement of operations.

During the second quarter of 2009, the Company purchased and retired \$10,000 of its \$323,350 outstanding Senior Subordinated Notes on the open market. The purchase was accounted for as an extinguishment of debt and, accordingly, \$9,096 was recognized as a gain on debt extinguishment, after writing off the related unamortized debt issuance costs. The gain is included in other income (expense) in the condensed consolidated statement of operations.

The Company had \$84,259 of outstanding borrowings and \$28,067 of standby letters of credit outstanding under the Revolving Credit Facility as of June 30, 2009.

Default under the Notes and Forbearance Agreements

On June 15, 2009, the Company did not make required interest payments in an aggregate amount of approximately \$20,121 due and payable under the Senior Notes and the Senior Subordinated Notes issued by Cooper-Standard Automotive Inc. The Company announced that it would utilize the applicable 30-day grace period on these scheduled interest payments to allow the Company to

continue discussions with its lenders and other parties in an effort to increase liquidity and improve the Company's capital structure. The failure to make the scheduled interest payments did not constitute an event of default at such time under the indentures governing the Notes. However, the failure to make the scheduled interest payments prior to the expiration of the 30-day grace period did constitute an event of default under the indentures. On July 15, 2009, the Company entered into (i) Senior Notes Forbearance Agreements (the Senior Notes Forbearance Agreements) with holders of more than 75% the aggregate principal amount of the outstanding Senior Notes and (ii) a Senior Subordinated Notes Forbearance Agreement (the Senior Subordinated Notes Forbearance Agreement) and together with the Senior Notes Forbearance Agreements, the Forbearance Agreements) with holders of a majority of the aggregate principal amount of the outstanding Senior Subordinated Notes. The Forbearance Agreements provided that the noteholders party to the Forbearance Agreements would not exercise, and would not direct the applicable trustee to exercise, any remedies under the indenture agreements for a defined period of time not to exceed August 14, 2009 with respect to certain defaults resulting from the failure to make the interest payments under the Notes.

Default under the Pre-petition Credit Agreement and Limited Waiver

As the event of default under the indentures governing the Notes resulted in a cross-default under the Company's Pre-petition Credit Agreement, the Company obtained a limited waiver from a majority of the lenders party thereto on July 15, 2009. Under the limited waiver, as amended and restated, certain defaults resulting from the failure to make the interest payments on the Notes (as defined in Note 15, Subsequent Events) as described above were waived for a defined period of time not to exceed August 14, 2009.

Commencement of Bankruptcy Cases

On August 3, 2009, the Debtors filed voluntary petitions for relief under Chapter 11 of Title 11 of the Bankruptcy Code in the Bankruptcy Court. The Debtors' Chapter 11 Cases are being jointly administered under Case No. 09-12743(PJW). The Debtors continue to operate their businesses and manage their properties as debtors in possession under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Bankruptcy Court.

On August 4, 2009, the Canadian Debtor commenced the Canadian Proceedings seeking relief from its creditors under Canada's Companies Creditors Arrangement Act in the Canadian Court, court file no. 09-8307-00CL. The Company's subsidiaries and operations outside the United States are not included in the Chapter 11 Cases or the Canadian Proceedings (other than the Canadian Debtor) and continue to operate in the ordinary course of business.

The filing of the Chapter 11 Cases by the Debtors on August 3, 2009 constituted a default or otherwise triggered repayment obligations under substantially all pre-petition debt obligations of the Debtors, and as a result, the loan commitments of the lenders under the Pre-petition Credit Agreement were terminated (including the availability under the revolving credit facility, including with respect to standby letters of credit) and all principal and accrued and unpaid interest outstanding under the Pre-petition Credit Agreement, the Senior Notes and the Senior Subordinated Notes accelerated and became due and payable (subject to the automatic stay under Chapter 11). Under Chapter 11, the filing of a bankruptcy petition automatically stays most actions against a debtor, including actions with respect to pre-petition claims and litigation. Absent an order of the Bankruptcy Court, substantially all pre-petition liabilities are subject to compromise under a plan of reorganization. As of the date of the filing of the Chapter 11 Cases, approximately \$608,000 of principal and accrued and unpaid interest was outstanding under the Pre-petition Credit Agreement, approximately \$208,800 of principal and accrued and unpaid interest was outstanding under the Senior Notes and approximately \$329,900 of principal and accrued and unpaid interest was outstanding under the Senior Subordinated Notes.

For additional details on events that occurred subsequent to June 30, 2009, see Note 15, Subsequent Events.

6. Pension and Postretirement Benefits other than Pensions

The following tables disclose the amount of net periodic benefit costs for the three and six month periods ended June 30, 2008 and 2009 for the Company's defined benefit plans and other postretirement benefit plans:

	Pension Benefits			
	Three Months Ended June 30,		2009	
	2008	2009	2008	2009
	U.S.	Non-U.S.	U.S.	Non-U.S.
Service cost	\$ 2,533	\$ 946	\$ 700	\$ 655
Interest cost	3,879	2,028	3,800	1,748
Expected return on plan assets	(4,538)	(1,091)	(3,280)	(731)
Amortization of prior service cost and recognized actuarial loss	48	96	984	50
Net periodic benefit cost	\$ 1,922	\$ 1,979	\$ 2,204	\$ 1,722

	Pension Benefits			
	Six Months Ended June 30,		2009	
	2008	2009	2008	2009
	U.S.	Non-U.S.	U.S.	Non-U.S.
Service cost	\$ 5,066	\$ 1,871	\$ 1,413	\$ 1,275
Interest cost	7,758	3,988	7,573	3,406
Expected return on plan assets	(9,076)	(2,194)	(6,560)	(1,414)
Amortization of prior service cost and recognized actuarial loss	96	193	1,922	97
Curtailment cost			68	
Net periodic benefit cost	\$ 3,844	\$ 3,858	\$ 4,416	\$ 3,364

As a result of freezes to several of our U.S. pension plans, service cost for the six months ended June 30, 2009 has decreased compared to the six months ended June 30, 2008.

	Other Postretirement Benefits			
	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2009	2008	2009
Service cost	\$ 575	\$ 436	\$ 1,151	\$ 865
Interest cost	1,205	1,067	2,411	2,122
Amortization of prior service credit and recognized actuarial gain	(495)	(822)	(990)	(1,643)
Other		40		80
Net periodic benefit cost	\$ 1,285	\$ 721	\$ 2,572	\$ 1,424

As a result of previous changes in plan design and discount rates, other postretirement benefits net periodic benefit cost has decreased compared to the prior year.

7. Income Taxes

Under Accounting Principles Board Opinion No. 28, Interim Financial Reporting, the Company is required to determine its effective tax rate each quarter based upon its estimated annual effective tax rate. The Company is also required to record the tax impact of certain unusual or infrequently occurring items, including changes in judgment about valuation allowances and effects of changes in tax laws or rates, in the interim period in which they occur. In addition, jurisdictions with a projected loss for the year where no tax benefit can be recognized are excluded from the estimated annual effective tax rate.

The effective tax rate for the three months and six months ended June 30, 2008, was 36% and 34%, respectively, as compared to 8% for both the three and six months ended June 30, 2009. The income tax rate for the three and six months ended June 30, 2009 varies from statutory rates due to income taxes on foreign earnings, the inability to record a tax benefit for pre-tax losses in the U.S. and certain foreign jurisdictions to the extent not offset by other categories of income, tax credits, income tax incentives, withholding taxes, and other permanent items. Additionally, a discrete income tax benefit was recorded in the three months ended June 30, 2009 related to the settlement of a bi-lateral advanced pricing agreement. Further, the Company's current and future provision for income taxes will be significantly impacted by the recognition of valuation allowances in certain countries, particularly the United States. The Company intends to maintain these allowances until it is more likely than not that the deferred tax assets will be realized. Accordingly, income taxes are impacted by the U.S. valuation allowance and the mix of earnings among jurisdictions.

During March 2008 the Company became aware of a potentially favorable settlement of the pending bilateral Advance Pricing Arrangement (APA) negotiations between the United States (US) and Canada relating to the periods 2000 - 2007. Agreement between the two governments will impact transfer pricing matters between the Company and its wholly owned Canadian subsidiary. In March 2009, the US and Canadian governments signed Mutual Agreement Letters agreeing to the terms of the bi-lateral APA. On June 23, 2009, the final Canadian bi-lateral Advance Pricing Agreement with the Company was completed and signed. The settlement of the bi-lateral APA results in income tax refunds to Cooper-Standard Automotive Canada for the years 2000 - 2007 of up to \$88,000 Canadian dollars. Under the terms of the Stock Purchase Agreement with Cooper Tire and Rubber Company (CTR) dated September 16, 2004, CTR has a claim against the Company for the amount of tax refunds received by Cooper-Standard Automotive Canada relating to the years 2000 - 2004. Refunds received from the Canadian government will be based on the preparation of amended tax returns for the years 2000 - 2007. The settlement of the APA should also result in a corresponding increase to the US taxable income of CSA for the years 2005 - 2007, but is not expected to result in any significant cash payment as the increased U.S. tax liability will be largely offset by existing tax credit carryforwards. For the quarter ended June 30, 2009, we have recorded a net receivable of \$82,500 in our current tax liability account. This consists of \$85,500 expected net refunds from Canada and \$3,000 expected payable to the US. On July 27, 2009, Cooper Standard Automotive Canada received approximately CAD \$80,000 which represented the federal portion of the expected refunds plus interest as a result of settlement of the Canadian APA. On August 3, 2009, the Company and each of its direct and indirect wholly-owned subsidiaries filed voluntary petitions for relief under Chapter 11 of the U.S. Bankruptcy Code. It is the Company's belief that Cooper Tire's right to tax refunds for pre-acquisition periods is that of a general unsecured creditor and will thus be subject to the general rules and processes of the U.S. Bankruptcy proceeding.

8. Comprehensive Income (Loss) and Equity (Deficit)

On an annual basis, disclosure of comprehensive income is incorporated into the statement of stockholders' equity, which is not presented on a quarterly basis. The components of comprehensive income, net of related tax, are as follows:

	Three Months Ended June 30, 2008			Three Months Ended June 30, 2009		
	Total	Cooper-Standard Holdings	Noncontrolling Interest	Total	Cooper-Standard Holdings	Noncontrolling Interest
Net income (loss)	\$ 11,403	\$ 11,587	\$ (184)	\$ (349,344)	\$ (349,340)	\$ (4)
Currency translation adjustment	11,378	11,504	(126)	25,479	25,353	126
Pension and other postretirement benefits, net of tax	(755)	(755)		405	405	
Fair value change of derivatives, net of tax	9,620	9,620		(797)	(797)	
Comprehensive income (loss):	\$ 31,646	\$ 31,956	\$ (310)	\$ (324,257)	\$ (324,379)	\$ 122

	Six Months Ended June 30, 2008			Six Months Ended June 30, 2009		
	Total	Cooper-Standard Holdings	Noncontrolling Interest	Total	Cooper-Standard Holdings	Noncontrolling Interest
Net income (loss)	\$ 27,108	\$ 27,259	\$ (151)	\$ (404,621)	\$ (404,306)	\$ (315)
Currency translation adjustment	36,356	36,408	(52)	3,083	3,039	44
Pension and other postretirement benefits, net of tax	(723)	(723)		286	286	
Fair value change of derivatives, net of tax	2,065	2,065		4,925	4,925	
Comprehensive income (loss):	\$ 64,806	\$ 65,009	\$ (203)	\$ (396,327)	\$ (396,056)	\$ (271)

The adoption of SFAS No. 160 resulted in the reclassification of amounts previously attributable to minority interest (now referred to as noncontrolling interest) to a separate component of stockholders' equity on the accompanying condensed consolidated balance sheets. Additionally, net income attributable to noncontrolling interests is shown separately from net income in the condensed consolidated statement of operations. This reclassification has no effect on our previously reported results of operations.

The following table summarizes the Company's equity activity for the six months ended June 30, 2009:

	Cooper-Standard Holdings	Noncontrolling Interest	Total Equity (Deficit)
Equity at January 1, 2009	\$ 15,177	\$ 4,485	\$ 19,662
Net loss	(404,306)	(315)	(404,621)
Other comprehensive gain	8,250	44	8,294
Stock-based compensation	628		628
Equity (deficit) at June 30, 2009	\$ (380,251)	\$ 4,214	\$ (376,037)

9. Other Income (Expense)

The components of other income (expense) are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2009	2008	2009
Foreign currency gains (losses)	\$ (545)	\$ 3,349	\$ 1,258	\$ 1,548
Gain on debt repurchase		9,096	1,696	9,096
Gain on disposal of fixed assets			9	
Interest rate swaps		(3,487)		(2,091)
Loss on sale of receivables		(547)		(804)
Other income (expense)	\$ (545)	\$ 8,411	\$ 2,963	\$ 7,749

Prior year amounts related to noncontrolling interest (minority interest) historically reflected as a component of other income (expense) have been reclassified to conform to current year presentation as required by SFAS No. 160. The adoption of SFAS No. 160 resulted in the reclassification of amounts being reported as minority interest, totaling \$184 and \$151, for the three and six months ended June 30, 2008, respectively, being shown separately from net income (loss) in the accompanying condensed consolidated statement of operations.

10. Related Party Transactions

Sales to NISCO, a 50% owned joint venture, totaled \$7,044 and \$4,676 in the three months ended June 30, 2008 and 2009, respectively and \$14,650 and \$8,707 in the six months ended June 30, 2008 and 2009, respectively.

Purchases of materials from Guyoung Technology Co. Ltd, a Korean corporation of which the Company owns approximately 20% of the common stock, totaled \$310 and \$411 in the three months ended June 30, 2008 and 2009, respectively and \$902 and \$637 in the six months ended June 30, 2008 and 2009, respectively.

11. Business Segments

In 2008 and through March 31, 2009, the Company reported its operating results in three business segments: Body & Chassis Systems, Fluid Systems, and Asia Pacific. The Body & Chassis segment consisted mainly of body sealing products and components that protect vehicle interiors from weather, dust, and noise intrusion as well as systems and components that control and isolate noise vibration in a vehicle to improve ride and handling. The Fluid segment consisted primarily of subsystems and components that direct, control, measure, and transport fluids and vapors throughout a vehicle. The Asia Pacific segment consisted of both Body & Chassis and Fluid operations in that region with the exception of the Company's interest in a joint venture in China which was acquired as part of the MAPS acquisition, and the MAP India joint venture. These joint ventures were included in the Body & Chassis segment which was in line with the internal management structure.

On March 26, 2009, the Company announced the implementation of a plan involving the discontinuation of its global Body & Chassis and Fluid Systems operating divisions and the establishment of a new operating structure organized on the basis of geographic regions. Under the plan, the Company's operating structure as well as reporting segments, has changed, and the Company revised its segment disclosures beginning with the second quarter of 2009 from the three reportable segments to two reportable segments, North America and International (comprising all of the Company's operations outside of North America). Prior periods have been revised to conform to the current period presentation. Due to this segment revision, the Company has also revised the previously reported amounts in Note 2 Goodwill and Intangibles to conform to the new segment presentation.

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The Company evaluates segment performance based on segment profit before tax. The following table details information on the Company's business segments:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2009	2008	2009
Sales to external customers				
North America	\$ 350,209	\$ 191,558	\$ 724,645	\$ 380,534
International	415,430	256,488	797,015	469,280
Consolidated	\$ 765,639	\$ 448,046	\$ 1,521,660	\$ 849,814
Intersegment sales				
North America	\$ 916	\$ 989	\$ 1,959	\$ 1,727
International	3,249	552	6,825	2,660
Eliminations and other	(4,165)	(1,541)	(8,784)	(4,387)
Consolidated	\$	\$	\$	\$
Segment profit				
North America	\$ 3,299	\$ (273,993)	\$ 17,891	\$ (300,869)
International	14,624	(106,638)	22,955	(138,864)
Income (loss) before income taxes	\$ 17,923	\$ (380,631)	\$ 40,846	\$ (439,733)

	December 31,	June 30,
	2008	2009
Segment assets		
North America	\$ 938,946	\$ 633,100
International	791,531	655,854
Eliminations and other	87,774	86,860
Consolidated	\$ 1,818,251	\$ 1,375,814

Restructuring costs included in segment profit for North America totaled \$575 and \$1,298 for the three months ended June 30, 2008 and 2009, respectively, International totaled \$668 and \$5,116 for the three months ended June 30, 2008 and 2009, respectively, Eliminations and other totaled \$0, and \$(484) for the three months ended June 30, 2008 and 2009.

Restructuring costs included in segment profit for North America totaled \$1,787 and \$9,521 for the six months ended June 30, 2008 and 2009, respectively, International totaled \$1,851 and \$16,909 for the six months ended June 30, 2008 and 2009, respectively, Eliminations and other totaled \$0, and \$2,063 for the six months ended June 30, 2008 and 2009.

12. Guarantor and Non-Guarantor Subsidiaries

In connection with the December 2004 acquisition by the Company of the automotive segment of Cooper Tire & Rubber Company, Cooper-Standard Automotive Inc. (the Issuer), a wholly-owned subsidiary, issued the Senior Notes and Senior Subordinated Notes with a total principal amount of \$550,000. 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. Separate financial statements of the Guarantors are not presented because management has determined that those would not be material to the holders of the notes. 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 (dollars in millions).

CONSOLIDATING STATEMENT OF OPERATIONS**For the Three Months Ended June 30, 2008****(in millions)**

	Parent	Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated Totals
Sales	\$	\$ 107.4	\$ 152.4	\$ 533.4	\$ (27.5)	\$ 765.7
Cost of products sold		92.2	127.0	456.0	(27.5)	647.7
Selling, administration, & engineering expenses		31.5	9.1	28.4		69.0
Amortization of intangibles		5.2	0.6	2.2		8.0
Restructuring		(0.1)	0.5	0.8		1.2
Operating profit (loss)		(21.4)	15.2	46.0		39.8
Interest expense, net of interest income		(19.0)		(4.4)		(23.4)
Equity earnings			1.4	0.7		2.1
Other income (expense), net		8.4	0.3	(9.3)		(0.6)
Income (loss) before income taxes		(32.0)	16.9	33.0		17.9
Provision for income tax expense (benefit)		1.8	(0.4)	5.1		6.5
Income (loss) before equity in income (loss) of subsidiaries						
		(33.8)	17.3	27.9		11.4
Equity in net income (loss) of subsidiaries	11.4	45.2			(56.6)	
Consolidated net income (loss)	11.4	11.4	17.3	27.9	(56.6)	11.4
Less: Net (income) loss attributable to noncontrolling interest				0.2		0.2
Net Income (loss) attributable to Cooper-Standard Holdings Inc.	\$ 11.4	\$ 11.4	\$ 17.3	\$ 28.1	\$ (56.6)	\$ 11.6

CONSOLIDATING STATEMENT OF OPERATIONS**For the Three Months Ended June 30, 2009****(in millions)**

	Parent	Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated Totals
Sales	\$	\$ 72.2	\$ 83.9	\$ 307.9	\$ (16.0)	\$ 448.0
Cost of products sold		63.4	73.6	271.8	(16.0)	392.8
Selling, administration, & engineering expenses		19.8	6.6	21.9		48.3
Amortization of intangibles		5.0	0.5	1.9		7.4
Impairment charges		291.6	13.7	57.4		362.7
Restructuring		(1.1)	0.8	6.2		5.9
Operating profit (loss)		(306.5)	(11.3)	(51.3)		(369.1)
Interest expense, net of interest income		(18.3)		(2.3)		(20.6)
Equity earnings			0.2	0.5		0.7
Other income (expense), net		7.1	(0.3)	1.6		8.4

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Income (loss) before income taxes	(317.7)	(11.4)	(51.5)	(380.6)		
Provision for income tax expense (benefit)	66.0	1.1	(98.4)	(31.3)		
Income (loss) before equity in income (loss) of subsidiaries	(383.7)	(12.5)	46.9	(349.3)		
Equity in net income (loss) of subsidiaries	(349.3)	34.4		314.9		
Consolidated net income (loss)	(349.3)	(349.3)	(12.5)	46.9	314.9	(349.3)
Less: Net (income) loss attributable to noncontrolling interest						
Net Income (loss) attributable to Cooper-Standard Holdings Inc.	\$ (349.3)	\$ (349.3)	\$ (12.5)	\$ 46.9	\$ 314.9	\$ (349.3)

CONSOLIDATING STATEMENT OF OPERATIONS**For the Six Months Ended June 30, 2008****(in millions)**

	Parent	Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated Totals
Sales	\$	\$ 223.8	\$ 319.4	\$ 1,035.0	\$ (56.5)	\$ 1,521.7
Cost of products sold		193.7	263.7	883.7	(56.5)	1,284.6
Selling, administration, & engineering expenses		63.3	16.2	56.9		136.4
Amortization of intangibles		10.3	1.2	4.3		15.8
Restructuring		0.6	0.9	2.1		3.6
Operating profit (loss)		(44.1)	37.4	88.0		81.3
Interest expense, net of interest income		(38.7)		(8.9)		(47.6)
Equity earnings (losses)		(0.1)	3.1	1.2		4.2
Other income (expense), net		22.8	0.4	(20.3)		2.9
Income (loss) before income taxes		(60.1)	40.9	60.0		40.8
Provision for income tax expense (benefit)		4.0	(2.3)	12.0		13.7
Income (loss) before equity in income (loss) of subsidiaries		(64.1)	43.2	48.0		27.1
Equity in net income (loss) of subsidiaries	27.1	91.2			(118.3)	
Consolidated net income (loss)	27.1	27.1	43.2	48.0	(118.3)	27.1
Less: Net (income) loss attributable to noncontrolling interest				0.2		0.2
Net Income (loss) attributable to Cooper-Standard Holdings Inc.	\$ 27.1	\$ 27.1	\$ 43.2	\$ 48.2	\$ (118.3)	\$ 27.3

CONSOLIDATING STATEMENT OF OPERATIONS**For the Six Months Ended June 30, 2009****(in millions)**

	Parent	Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated Totals
Sales	\$	\$ 144.5	\$ 171.4	\$ 566.9	\$ (33.0)	\$ 849.8
Cost of products sold		126.4	148.1	515.2	(33.0)	756.7
Selling, administration, & engineering expenses		38.2	12.0	43.3		93.5
Amortization of intangibles		10.0	0.9	3.7		14.6
Impairment charges		291.6	13.7	57.4		362.7
Restructuring		7.4	1.7	19.4		28.5
Operating profit (loss)		(329.1)	(5.0)	(72.1)		(406.2)
Interest expense, net of interest income		(36.7)		(5.0)		(41.7)
Equity earnings (loss)			(0.5)	1.0		0.5
Other income (expense)		11.6	(0.8)	(3.1)		7.7

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Income (loss) before income taxes	(354.2)	(6.3)	(79.2)	(439.7)
Provision for income tax expense (benefit)	65.1	1.2	(101.4)	(35.1)
Income (loss) before equity in income (loss) of subsidiaries	(419.3)	(7.5)	22.2	(404.6)
Equity in net income of subsidiaries	(404.6)	14.7		389.9
Consolidated net income (loss)	(404.6)	(404.6)	(7.5)	22.2
Less: Net (income) loss attributable to noncontrolling interest				0.3
Net Income (loss) attributable to Cooper-Standard Holdings Inc.	\$ (404.6)	\$ (404.6)	\$ (7.5)	\$ 22.5
				\$ 389.9
				\$ (404.3)

CONSOLIDATING BALANCE SHEET**December 31, 2008****(in millions)**

	Parent	Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated Totals
ASSETS						
Current assets:						
Cash and cash equivalents	\$	\$ 40.0	\$	\$ 71.5	\$	\$ 111.5
Accounts receivable, net		53.1	65.7	233.2		352.0
Inventories		17.1	21.2	78.7		117.0
Prepaid Expenses		(1.1)	0.6	19.7		19.2
Other		23.9				23.9
Total current assets		133.0	87.5	403.1		623.6
Investments in affiliates and intercompany accounts, net	15.2	315.4	599.5	161.4	(1,058.1)	33.4
Property, plant, and equipment, net		70.3	118.5	435.2		624.0
Goodwill		194.1	17.3	33.6		245.0
Other assets		149.4	17.1	125.8		