

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>COOPER-STANDARD AUTOMOTIVE LOCAL UNION 388 UAW RETIREMENT INCOME PLAN FOR GAYLORD PLANT</u>	1b Three-digit plan number (PN) ► <u>003</u> 1c Effective date of plan <u>01/01/1954</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>COOPER-STANDARD AUTOMOTIVE INC.</u> <u>39550 ORCHARD HILL PL</u> <u>NOVI, MI 48375-5329</u>	2b Employer Identification Number (EIN) <u>34-0549970</u> 2c Sponsor's telephone number <u>248-596-5900</u> 2d Business code (see instructions) <u>326200</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/11/2012</u>	<u>TOM JANDA</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/11/2012</u>	<u>TOM JANDA</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") COOPER-STANDARD AUTOMOTIVE INC. 39550 ORCHARD HILL PL NOVI, MI 48375-5329	3b Administrator's EIN 34-0549970 3c Administrator's telephone number 248-596-5900
--	---

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
---	-----------------------------------

5 Total number of participants at the beginning of the plan year	5	370
---	----------	-----

6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	100
b Retired or separated participants receiving benefits.....	6b	201
c Other retired or separated participants entitled to future benefits.....	6c	83
d Subtotal. Add lines 6a , 6b , and 6c	6d	384
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	
f Total. Add lines 6d and 6e	6f	384
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
--	----------	--

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1B 1G

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ **A** (Insurance Information)
- (4)** ☐ **C** (Service Provider Information)
- (5)** ☒ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
--	--	---

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>COOPER-STANDARD AUTOMOTIVE LOCAL UNION 388 UAW RETIREMENT INCOME PLAN FOR GAYLORD PLANT</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>COOPER-STANDARD AUTOMOTIVE INC.</u>	D Employer Identification Number (EIN) <u>34-0549970</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>
2	Assets:
a	Market value 2a <u>9172997</u>
b	Actuarial value 2b <u>8554402</u>
3	Funding target/participant count breakdown:
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>206</u> <u>6595736</u>
b	For terminated vested participants 3b <u>84</u> <u>1041290</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>147889</u>
(2)	Vested benefits 3c(2) <u>2907546</u>
(3)	Total active 3c(3) <u>80</u> <u>3055435</u>
d	Total 3d <u>370</u> <u>10692461</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>5.84 %</u>
6	Target normal cost 6 <u>236552</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>10/04/2012</u>
Signature of actuary	Date
<u>JULIE CAMPBELL</u>	<u>11-04548</u>
Type or print name of actuary	Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC.</u>	<u>248-936-7700</u>
Firm name	Telephone number (including area code)
<u>28411 NORTHWESTERN HWY, SUITE 500</u> <u>SOUTHFIELD, MI 48034</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2011
v.012611

Part II Beginning of year carryover and prefunding balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>12.94</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		630836
b Interest on (a) using prior year's effective rate of <u>6.53</u> % except as otherwise provided (see instructions)		41194
c Total available at beginning of current plan year to add to prefunding balance		672030
d Portion of (c) to be added to prefunding balance		332
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	332

Part III Funding percentages		
14 Funding target attainment percentage	14	80.00 %
15 Adjusted funding target attainment percentage	15	80.00 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.00 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2011	153408				
07/15/2011	153408				
10/13/2011	153408				
01/13/2012	153408				
03/27/2012	672000				
			Totals ►	18(b)	1285632
				18(c)	

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1217340
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
		(4) 4th
		0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 2.94%	2nd segment: 5.82%	3rd segment: 6.46 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	236552	
b Excess assets, if applicable, but not greater than 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	2138391	478234	
b Waiver amortization installment		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	714786	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	714786	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	1217340	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	502554	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2011 <hr/> This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>COOPER-STANDARD AUTOMOTIVE LOCAL UNION 388 UAW RETIREMENT INCOME PLAN FOR GAYLORD PLANT</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>COOPER-STANDARD AUTOMOTIVE INC.</u>	D Employer Identification Number (EIN) <u>34-0549970</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: COOPER STANDARD MASTER TRUST

b Name of sponsor of entity listed in (a): COOPER STANDARD AUTOMOTIVE INC.

c EIN-PN <u>26-6611154-001</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>8830506</u>
---------------------------------------	-------------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>COOPER-STANDARD AUTOMOTIVE LOCAL UNION 388 UAW RETIREMENT INCOME PLAN FOR GAYLORD PLANT</u>		B Three-digit plan number (PN) <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COOPER-STANDARD AUTOMOTIVE INC.</u>		D Employer Identification Number (EIN) <u>34-0549970</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	1034929	825408
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)	8146325	8830506
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	9181254	9655914

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	9181254	9655914
---	-----------	---------	---------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1285632	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1285632
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		72748
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1358380

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	748062	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		748062
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	23047	
(2) Contract administrator fees	2i(2)	47105	
(3) Investment advisory and management fees	2i(3)	16937	
(4) Other	2i(4)	25298	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		112387
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		860449

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		497931
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		23271

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: GILMORE, JASION & MAHLER, LTD. (2) EIN: 34-1827159

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

COOPER-STANDARD AUTOMOTIVE INC. SALARIED RETIREMENT PLAN

5b(2) EIN(s)	5b(3) PN(s)
34-0549970	025

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>COOPER-STANDARD AUTOMOTIVE LOCAL UNION 388 UAW RETIREMENT INCOME PLAN FOR GAYLORD PLANT</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COOPER-STANDARD AUTOMOTIVE INC.</u>	D Employer Identification Number (EIN) <u>34-0549970</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>42-0127290</u> Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>0</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**COOPER-STANDARD AUTOMOTIVE INC.
COLLECTIVELY BARGAINED RETIREMENT PLAN –
GAYLORD UAW LOCAL 388
FINANCIAL STATEMENTS
AND INDEPENDENT AUDITORS' REPORT
DECEMBER 31, 2011 AND 2010**

CONTENTS

	<u>PAGE</u>
INDEPENDENT AUDITORS' REPORT	3
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS	4
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS	5
NOTES TO FINANCIAL STATEMENTS	6 – 16



GILMORE, JASION & MAHLER, LTD

INDEPENDENT AUDITORS' REPORT

Plan Administrator
Cooper-Standard Automotive Inc.
Collectively Bargained Retirement Plan – Gaylord UAW Local 388

We were engaged to audit the accompanying statements of net assets available for benefits of the Cooper-Standard Automotive Inc. Collectively Bargained Retirement Plan – Gaylord UAW Local 388 (the Plan) as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 4, which was certified by Principal Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Principal Life Insurance Company holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the custodian regarding the completeness and accuracy of the information summarized in Note 4 that was provided to the Plan Administrator by the custodian as of and for the years ended December 31, 2011 and 2010.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified or provided by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Gilmore, Jasion & Mahler, LTD

October 3, 2012

**COOPER-STANDARD AUTOMOTIVE INC.
COLLECTIVELY BARGAINED RETIREMENT PLAN – GAYLORD UAW LOCAL 388
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
Investments, at fair value:		
Interest in Master Trust	\$ 8,830,506	\$ 8,146,325
Receivables - employer contribution	<u>825,408</u>	<u>1,034,929</u>
Net assets available for benefits	<u>\$ 9,655,914</u>	<u>\$ 9,181,254</u>

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

COOPER-STANDARD AUTOMOTIVE INC.
COLLECTIVELY BARGAINED RETIREMENT PLAN – GAYLORD UAW LOCAL 388
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Employer contributions	\$ 1,285,632	\$ 1,331,716
Net investment income from Master Trust	72,748	908,755
Benefit and withdrawal payments	(748,062)	(752,801)
Administrative expenses	(112,387)	(139,570)
Net transfers to other plans	<u>(23,271)</u>	<u>0</u>
Net increase (decrease)	474,660	1,348,100
Net assets available for benefits:		
Net assets available for benefits at beginning of year	<u>9,181,254</u>	<u>7,833,154</u>
Net assets available for benefits at end of year	<u><u>\$ 9,655,914</u></u>	<u><u>\$ 9,181,254</u></u>

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

COOPER-STANDARD AUTOMOTIVE INC.
COLLECTIVELY BARGAINED RETIREMENT PLAN – GAYLORD UAW LOCAL 388
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

Note 1—Description of the Plan

The following brief description of the Cooper-Standard Automotive Inc. Collectively Bargained Retirement Plan – Gaylord UAW Local 388 (the Plan) provides only general information. Participants should refer to their specific Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a noncontributory defined benefit pension plan covering all employees who are covered by the collectively bargained agreement between International Union, United Automobile, Aerospace and Agricultural Implement Workers of America Local 388 (the Union) at the Plan Sponsor's Gaylord facility. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan established an agreement with Principal Life Insurance Company (the Custodian), to act as custodian of the Plan's assets. The Custodian administers and invests the Plan's assets and income for the benefit of the Plan's participants. Effective July 1, 2008, a master trust was formed with other plans administered by the Plan Sponsor to hold and administer all of the Plan's assets. See Note 4 for master trust disclosures.

The amount of any pension benefit otherwise available may be reduced by certain disability payments (but not payments under the Federal Insurance Contribution Act (FICA)). The Plan provides certain survivor and disability benefits, and various optional forms of payment, some actuarially reduced.

Eligibility

All employees subject to the collective bargaining agreement between the Plan Sponsor and International Union, United Automobile, Aerospace and Agricultural Implement Workers of America Local 388 are eligible for participation in the Plan. The current bargaining agreement is effective through March 17, 2013.

Funding policy/contributions

The Plan is funded entirely through contributions made by the Plan Sponsor. The Plan Sponsor contributes such amounts as are deemed necessary on an actuarial basis to provide the Trust with assets sufficient to meet the benefits to be paid to the Plan's participants. The contributions are designed to fund current service costs and to fund prior service costs over a period of ten to twenty years. The Plan Sponsor's contributions for 2011 and 2010 exceeded the minimum funding requirements of ERISA.

Vesting

Participants are vested after five years of continuous credited service. If participants are hired after age 65, they may receive a monthly pension benefit if they later become vested.

Pension benefits

Participants are entitled to monthly pension benefits equal to the amount specified in the plan agreement, which was increased effective March 18, 2008, multiplied by the years of continuous credited service at the time of termination or retirement. If termination occurs prior to eligibility for an immediate pension benefit, vested participants may elect to receive a lump sum distribution in lieu of a deferred pension benefit.

COOPER-STANDARD AUTOMOTIVE INC.
COLLECTIVELY BARGAINED RETIREMENT PLAN – GAYLORD UAW LOCAL 388
NOTES TO FINANCIAL STATEMENTS – CONTINUED
December 31, 2011 and 2010

Note 1—Description of the Plan—continued

Pension benefits—continued

Effective May 1, 2009, credited service was frozen for the period from May 1, 2009 through April 30, 2010 and no participants will be eligible to accrue service for this period.

Termination of the Plan

While the Plan Sponsor has not expressed any intent to terminate the Plan or its contributions thereto, it has the right to do so at any time, subject to the provisions of ERISA. In the event of partial or total termination of the Plan, participants' benefits become nonforfeitable.

In the event the Plan terminates, its available net assets will be allocated to benefits as prescribed by ERISA, generally in the following order:

- a. Certain annuity benefits that former employees or their beneficiaries are receiving or that employees eligible for retirement would have been receiving had they retired.
- b. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) as discussed below.
- c. All other vested benefits.
- d. All non-vested benefits.

The PBGC guarantees most, but not all, vested retirement benefits and certain disability and survivor's pensions. However, there is a statutory ceiling on the amount of any individual's monthly benefit that PBGC guarantees. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or Plan termination, whichever comes later. For younger annuitants, or for those who elect to receive their benefits in some form other than a single-life annuity, the corresponding ceilings are actuarially adjusted.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits, and the level of benefits guaranteed by the PBGC.

Reorganization of the Plan Sponsor

On August 3, 2009, the Plan Sponsor filed voluntary petitions for reorganization under Chapter 11 of the U.S. Bankruptcy Code. The Plan Sponsor obtained a commitment of Debtor in Possession Financing in order to continue normal operations. The Plan Sponsor does not believe the reorganization will have any impact on its ability to make required contributions to the Plan. Effective May 27, 2010, the Plan Sponsor successfully exited Chapter 11 bankruptcy.

Reclassification

Certain items have been reclassified from their prior presentation to conform to the current year presentation. These reclassifications are not considered material and had no effect on the net assets available for benefits as previously reported.

COOPER-STANDARD AUTOMOTIVE INC.
COLLECTIVELY BARGAINED RETIREMENT PLAN – GAYLORD UAW LOCAL 388
NOTES TO FINANCIAL STATEMENTS – CONTINUED
December 31, 2011 and 2010

Note 2—Summary of significant accounting policies

Basis of accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Investments

The fair value of the Plan's interest in the Master Trust is based on the beginning of the year's value of the Plan's interest in the Master Trust plus actual contributions and allocated investment income (loss), less actual distributions and allocated administrative expenses. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements for the underlying assets of the Master Trust.

Administrative expenses

The administrative expenses of the Plan are paid by either the Plan Sponsor or the Plan.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Estimates are most significantly utilized in determining the actuarial present value of accumulated plan benefits. Actual results could differ from those estimates.

New accounting pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2010-06, Improving Disclosures about Fair Value Measurements, (ASU 2010-06). ASU 2010-06 amended FASB Accounting Standards Codification (ASC) Topic, Fair Value Measurement, to clarify certain existing fair value disclosures and require a number of additional disclosures. The requirement to present changes in Level 3 measurements on a gross basis is effective for reporting periods beginning after December 15, 2010. Since ASU 2010-06 only affects fair value measurement disclosures, adoption of ASU 2010-06 did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In May 2011, the FASB issued Accounting Standards Update 2011-04, Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards, (ASU 2011-04). ASU 2011-04 amended FASB ASC Topic, Fair Value Measurement, to converge the fair value measurement guidance in US generally accepted accounting principles and International Financial Reporting Standards. Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in FASB ASC Topic, Fair Value Measurement. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures will not be required for nonpublic entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

COOPER-STANDARD AUTOMOTIVE INC.
COLLECTIVELY BARGAINED RETIREMENT PLAN – GAYLORD UAW LOCAL 388
NOTES TO FINANCIAL STATEMENTS – CONTINUED
December 31, 2011 and 2010

Note 2—Summary of significant accounting policies—continued

Subsequent events

The Plan Sponsor has evaluated subsequent events through October 3, 2012, the date the financial statements were available to be issued and has determined that there are no other subsequent events that are required to be disclosed except as noted below.

Effective July 1, 2012, the Plan was frozen and no participants will be eligible to accrue service in the Plan.

Note 3—Investments

All investment information for the year ending December 31, 2011 and 2010 disclosed in the accompanying financial statements, including investments held at December 31, 2011 and 2010, interest and dividends and net appreciation (depreciation) in fair value of investments and investment fees and expenses for the years ended December 31, 2011 and 2010, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Custodian, Principal Life Insurance Company, as of and for the years ended December 31, 2011 and 2010. Such information has not been examined by independent auditors.

FASB ASC Topic 820, “Fair Value Measurements” defines fair value, establishes a framework on measuring fair value, establishes a fair value hierarchy on the quality of inputs used to measure fair value, and enhances disclosure requirements for fair value measurements. The Plan accounts for certain financial assets at fair value under various accounting literature.

In accordance with the standard, the Plan has categorized its financial instruments based on the priority of the inputs to the valuation technique, into the three-level fair value hierarchy. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure the financial instruments fall within the different levels of the hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

Financial assets and liabilities recorded on the Statement of Net Assets Available for Benefits are categorized based on the inputs to the valuation techniques as follows:

- Level 1. Financial assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that the Plan has the ability to access.

COOPER-STANDARD AUTOMOTIVE INC.
COLLECTIVELY BARGAINED RETIREMENT PLAN – GAYLORD UAW LOCAL 388
NOTES TO FINANCIAL STATEMENTS – CONTINUED
December 31, 2011 and 2010

Note 3—Investments—continued

Level 2. Financial assets and liabilities whose values are based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- a. Quoted prices for similar assets or liabilities in active markets;
- b. Quoted prices for identical or similar assets or liabilities in non-active markets;
- c. Pricing models whose inputs are observable for substantially the full term of the asset or liability; and
- d. Pricing models whose inputs are derived principally from or corroborated by observable market data through correlation of other means for substantially the full term of the asset or liability.

Level 3. Financial assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect management's own assumptions about the assumptions a market participant would use in pricing the asset or liability.

Note 4—Master Trust

Investments within the Master Trust are valued at their fair value as determined by the Custodian. The Plan's interest in the Master Trust is determined by the Plan's relative asset value to the Master Trust's total asset value at the end of the year. Although assets of participating Plans are commingled, supporting records for the purpose of allocating the net gain or loss of the investment account to the participating Plans are maintained. The net investment income (loss) and administrative expenses of the investment assets are allocated by the custodian to each participating Plan based on the relationship of the interest of each Plan to the total of the interests of the participating Plans. The following has been derived from information which the Custodian has certified as complete and accurate as of December 31, 2011 and 2010, and for the years then ended.

The following presents the values of investments in the Master Trust as of December 31, 2011 and 2010:

	2011	2010
Mutual funds	\$ 124,187,042	\$ 130,778,049
Pooled separate accounts	64,699,905	39,404,092
Collective investment funds	23,520,492	25,641,944
Total investments of the Master Trust	<u>\$ 212,407,439</u>	<u>\$ 195,824,085</u>

COOPER-STANDARD AUTOMOTIVE INC.
COLLECTIVELY BARGAINED RETIREMENT PLAN – GAYLORD UAW LOCAL 388
NOTES TO FINANCIAL STATEMENTS – CONTINUED
December 31, 2011 and 2010

Note 4—Master Trust—continued

	<u>2011</u>	<u>2010</u>
Plan's investment in the Master Trust	\$ 8,830,506	\$ 8,146,325
Plan's percentage investment in the Master Trust	4.16%	4.16%

Investment income (loss) for the Master Trust for the year ended December 31, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Mutual funds	\$ (292,167)	\$ 10,366,993
Pooled separate accounts	(197,346)	4,848,610
Collective investment funds	(228,734)	3,149,869
Total net realized and unrealized gain (loss) on investments	(718,247)	18,365,472
Dividends	2,672,276	3,565,956
Net investment gain	<u>\$ 1,954,029</u>	<u>\$ 21,931,428</u>

Fair values of mutual funds, pooled separate accounts, and collective investment trusts are valued at the net asset value (NAV) of the market value of their underlying investments.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies and assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

COOPER-STANDARD AUTOMOTIVE INC.
COLLECTIVELY BARGAINED RETIREMENT PLAN – GAYLORD UAW LOCAL 388
NOTES TO FINANCIAL STATEMENTS – CONTINUED
December 31, 2011 and 2010

Note 4—Master Trust—continued

The following table represents the balances of the Master Trust's assets measured at fair value by the levels described in Note 3:

		Fair Value Measurements at December 31, 2011			
Description	Total	Quoted Market	Other		
		Prices in Active	Significant	Significant	
		Markets for	Observable	Unobservable	
		Identical Assets	Inputs	Inputs	
		Level (1)	Level (2)	Level (3)	
<u>Mutual funds</u>					
SSGA Long Credit Index	\$ 18,688,024	\$ 18,688,024	\$ 0	\$ 0	
SSGA 20+ Year Treasury	15,458,947	15,458,947			
Aston/TAMRO Small Cap	14,027,439	14,027,439			
PIMCO All Asset Inst'l Fd	13,908,130	13,908,130			
Loomis Sayles Bond Inst'l Fd	13,599,966	13,599,966			
AM Fds EuroPacific Grth R5	12,963,600	12,963,600			
Permal Multi-Manager Fd	12,161,043	12,161,043			
Artio Intl Equity II I Fd	11,409,018	11,409,018			
GMO LLC Strategic					
Opportunities Allocations	8,854,475	8,854,475			
PIMCO Total Return Inst'l	3,116,400	3,116,400			
<u>Pooled separate accounts</u>					
Principal LgCap S&P 500					
Index SA-I5	31,574,262		31,574,262		
Grosvenor Inst'l Partners	11,603,479		11,603,479		
Principal U.S. Property	8,121,742		8,121,742		
Boston Company Emer Mkts					
Value Fund	6,420,878		6,420,878		
GMO Strategic LLC Multi-					
Strategy Fund	3,295,102		3,295,102		
Money Market SEP Acct	2,133,614		2,133,614		
Boston Company Emer Small					
Cap Value Fund	1,550,828		1,550,828		
<u>Collective investment trusts</u>					
Putnam Fiduciary Trust Co.	12,694,407		12,694,407		
Wellington Mgmt Co, LLP					
Opportunistic	10,826,085		10,826,085		
Total	\$ 212,407,439	\$ 124,187,042	\$ 88,220,397	\$ 0	

COOPER-STANDARD AUTOMOTIVE INC.
COLLECTIVELY BARGAINED RETIREMENT PLAN – GAYLORD UAW LOCAL 388
NOTES TO FINANCIAL STATEMENTS – CONTINUED
December 31, 2011 and 2010

Note 4—Master Trust—continued

The following table represents the balances of the Master Trust's assets measured at fair value by the levels described in Note 3:

		Fair Value Measurements at December 31, 2010		
		Quoted Market Prices in Active Markets for Identical Assets Level (1)	Other Significant Observable Inputs Level (2)	Significant Unobservable Inputs Level (3)
Description	Total			
Mutual funds				
AM Fds EuroPacific Grth R5	\$ 20,363,781	\$ 20,363,781	\$ 0	\$ 0
Artio Intl Equity II I Fd	18,073,895	18,073,895		
Aston/TAMRO Small Cap	16,174,496	16,174,496		
SSGA Long Credit Index	15,976,971	15,976,971		
Permal Multi-Manager Fd	12,511,459	12,511,459		
Loomis Sayles Bond Inst'l Fd	10,267,588	10,267,588		
PIMCO All Asset Inst'l Fd	10,209,444	10,209,444		
GMO LLC Strategic Opportunities Allocations	6,821,453	6,821,453		
SSGA 20+ Year Treasury	6,425,688	6,425,688		
PIMCO Total Return Inst'l	1,953,274	1,953,274		
Pooled separate accounts				
Principal LgCap S&P 500 Index SA-I5	28,069,212		28,069,212	
Grosvenor Inst'l Partners	12,000,000		12,000,000	
Principal U.S. Property	7,020,571			7,020,571
GMO Strategic LLC Multi- Strategy Fund	2,692,155		2,692,155	
Money Market SEP Acct	1,622,154		1,622,154	
Collective investment trusts				
Wellington Mgmt Co, LLP Opportunistic	15,424,704		15,424,704	
Putnam Fiduciary Trust Co.	10,217,240		10,217,240	
Total	\$ 195,824,085	\$ 118,778,049	\$ 70,025,465	\$ 7,020,571

COOPER-STANDARD AUTOMOTIVE INC.
COLLECTIVELY BARGAINED RETIREMENT PLAN – GAYLORD UAW LOCAL 388
NOTES TO FINANCIAL STATEMENTS – CONTINUED
December 31, 2011 and 2010

Note 4—Master Trust—continued

The following table represents a reconciliation of beginning and ending balances of Level 3 inputs, consisting only of pooled separate accounts, as of December 31, 2011 and 2010:

	2011	2010
Beginning balance	\$ 7,020,571	\$ 6,003,342
Total gains	0	979,235
Purchases, issuances, settlements	0	37,994
*Transfers out of Level 3	(7,020,571)	0
Ending balance	<u>\$ 0</u>	<u>\$ 7,020,571</u>

The amount of total gains for the period attributable to the change in unrealized losses relating to assets still held at the reporting date

<u>\$ 0</u>	<u>\$ 1,014,039</u>
-------------	---------------------

* Resulted from the release of a temporary withdrawal limitation on the U.S. Property Fund

Note 5—Federal income tax status

The Plan has received a determination letter from the Internal Revenue Service dated July 19, 2011, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code), and therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes that the Plan is being operated in compliance with the applicable requirements of the Code, and therefore, believes that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2008.

Note 6—Party in interest transactions

Certain Plan investments are shares of mutual funds managed by the Custodian, and therefore, these transactions qualify as party-in-interest transactions. There are no known prohibited transactions with a party-in-interest.

COOPER-STANDARD AUTOMOTIVE INC.
COLLECTIVELY BARGAINED RETIREMENT PLAN – GAYLORD UAW LOCAL 388
NOTES TO FINANCIAL STATEMENTS – CONTINUED
December 31, 2011 and 2010

Note 7—Actuarial present value of accumulated plan benefits

Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired employees or their beneficiaries, (b) terminated employees with vested benefits, (c) beneficiaries of employees who have died, and (d) present employees or their beneficiaries. Benefits for active employees under the Plan are based on the employees' years of credited service computed to the nearest completed 1/12 of a year, multiplied by the pension amount in effect on the valuation date. Benefits payable under all circumstances are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

An actuary estimates the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected dates of payment.

Significant actuarial assumptions used in performing the valuations include: (1) interest rate of 7.8 percent in 2011 and 8 percent in 2010; (2) mortality based on the 2011 PPA Static Mortality Tables with separate mortality rates for annuitants and non-annuitants for 2011 and the 2010 PPA Static Mortality Tables with separate mortality rates for annuitants and non-annuitants for 2010 ; (3) probability table of retirement with ages ranging from 55 to 65 with ten years of service; and (4) disability pension is based upon the 1985 Pension Disability Table.

These actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The actuary has determined the present value of the accumulated plan benefits as of January 1, 2011 and 2010, to be as follows:

	<u>2011</u>	<u>2010</u>
Actuarial present value of accumulated plan benefits		
Vested benefits:		
Participants currently receiving benefits	\$ 5,674,279	\$ 5,689,161
Other participants	3,073,502	3,031,129
Total vested benefits	<u>8,747,781</u>	<u>8,720,290</u>
Non-vested benefits:	<u>120,541</u>	<u>139,571</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 8,868,322</u>	<u>\$ 8,859,861</u>

COOPER-STANDARD AUTOMOTIVE INC.
COLLECTIVELY BARGAINED RETIREMENT PLAN – GAYLORD UAW LOCAL 388
NOTES TO FINANCIAL STATEMENTS – CONTINUED
December 31, 2011 and 2010

Note 7—Actuarial present value of accumulated plan benefits—continued

A reconciliation of the changes in the actuarial present value of accumulated plan benefits is summarized as follows:

	<u>2011</u>	<u>2010</u>
Actuarial present value of accumulated plan benefits as of January 1, 2010 and 2009	\$ 8,859,861	\$ 8,894,164
Increase (decrease) during year due to:		
Change in discount period	682,592	683,422
Change in assumptions	170,932	15,892
Benefits paid	(752,801)	(760,251)
Benefits accumulated and net actuarial (gains)/losses	<u>(92,262)</u>	<u>26,634</u>
Actuarial present value of accumulated plan benefits as of January 1, 2011 and 2010	<u>\$ 8,868,322</u>	<u>\$ 8,859,861</u>

Note 8—Risks and uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2011

See Part V for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Plan Name: Cooper-Standard Automotive Local Union 388 UAW Retirement Income Plan for Gaylord Plant
EIN / PN: 34-0549970 / 003

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V – Summary of plan provisions

Plan Sponsor

Cooper-Standard Automotive Inc.

Plan

Cooper-Standard Automotive, Inc. Collectively Bargained Retirement Plan – Gaylord UAW Local Union 388

Effective Date and Most Recent Amendment

The plan was originally effective January 1, 1954 and was last amended May 1, 2009

Plan Year

The twelve-month period ending December 31.

Coverage and Participation

An employee meeting the following requirements is an active participant on the first day of employment:

- p Represented by the International Union, United Automobile, Aerospace and Agricultural Implement Worker of America, (UAW) and its Local No. 388 affiliate.
- p Not a leased employee

Credited Service

The participant earns one full year of service if compensated for working at least 1,700 hours in the year, and earns 1/12th of a year of service for each 142 hours worked if total hours worked in the year was less than 1,700.

Service prior to January 1, 1954 is based on total seniority with the company at that date.

Benefit accruals were frozen for the period May 1, 2009 to April 30, 2010.

Plan Name: Cooper-Standard Automotive Local Union 388 UAW Retirement Income Plan for
Gaylord Plant
EIN / PN: 34-0549970 / 003

SCHEDULE SB ATTACHMENTS

Vesting Service

The participant earns one full year of service if compensated for working at least 870 hours in the year, and earns 1/12th of a year of service for each 142 hours worked if total hours worked in the year was less than 870.

Service prior to January 1, 1954 is based on total seniority with the company at that date.

Normal Retirement Benefit

Eligibility: End of the month in which the participant attains age 65.

Benefit: \$21 multiplied by Accrual Service

Benefit accruals were frozen for the period May 1, 2009 to April 30, 2010.

Normal Form of Benefit

If single a monthly life annuity. If married a 50% joint and survivor monthly annuity.

Early Retirement Benefit

Eligibility: Age 55 and 10 years of Vesting Service.

Benefit: Monthly accrued benefit reduced by 0.6% for each complete month by which the date of commencement of the benefit precedes age 62.

Disability Benefit

Eligibility: 10 years of vesting service, totally and permanently disabled, and no longer entitled to temporary disability benefits.

Pre-Retirement Benefit: A monthly accrued benefit equal to benefit multiplier at the date of disability (see Normal Retirement Benefit) times 30 plus \$7.20.

Post-Retirement Benefit: If disabled after normal retirement age the benefit is computed in the same manner as normal retirement benefit.

Termination Benefit

Eligibility: 5 years of Vesting Service and terminate service before retirement, disability, or death.

Plan Name: Cooper-Standard Automotive Local Union 388 UAW Retirement Income Plan for
Gaylord Plant
EIN / PN: 34-0549970 / 003

SCHEDULE SB ATTACHMENTS

Benefit: Monthly accrued benefit reduced by 0.6% for each month commencement precedes age 65.

Death Benefits for Participants in Active Service

Eligibility: Participant is married for at least one year, is vested and dies before retiring.

Pre-Retirement Benefit:

Upon the death of a participant after 5 years of Vesting Service, the surviving spouse shall receive a 50% survivor benefit computed as if the participant had terminated employment at date of death, survived to earliest retirement age and elected commencement of benefits under the Normal Form of Payment and at that time died.

Post-Retirement Benefit:

Elected form of payment.

Special Age 65 Benefit

Eligibility: For participants at least age 65 who retired from active service, became disabled, or whose spouse is receiving a death benefit.

Benefit: The lesser of \$7.20 per month and the cost of the Medicare supplement.

Optional Forms

- p A lump sum if the value of the benefit is no more than \$5,000.
- p 50% Joint and Survivor Annuity
- p 75% Joint and Survivor Annuity

Changes in Plan Provisions since Last Actuarial Valuation

None.

Plan Name: Cooper-Standard Automotive Local Union 388 UAW Retirement Income Plan for
Gaylord Plant
EIN / PN: 34-0549970 / 003

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Cooper-Standard Automotive Inc.
EIN/PN	34-0549970/003
Plan Name	Cooper-Standard Automotive Local Union 388 UAW Retirement Income Plan for Gaylord Plant
Valuation Date	January 1, 2011
Enrolled Actuary	Julie Campbell
Enrollment Number	11-04548

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

Plan Name:	Cooper-Standard Automotive Local Union 388 UAW Retirement Income Plan for Gaylord Plant
EIN / PN:	34-0549970 / 003

Schedule SB, Line 24 Change in Assumption as of January 1, 2011

1. The expected administrative expenses included in the normal cost was changed from \$139,000 to \$130,000.

Plan Name: Cooper-Standard Automotive Local Union 388 UAW Retirement Income Plan for Gaylord Plant
EIN / PN: 34-0549970 / 003

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32
Schedule of Amortization Bases
as of January 1, 2011

Type of Base		Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1	Shortfall	01/01/2011	391,737	7	391,737	63,303
2	Shortfall	01/01/2010	494,974	6	452,997	82,723
3	Shortfall	01/01/2009	130,836	5	109,641	23,217
4	Shortfall	01/01/2008	1,851,001	4	1,184,016	308,991
Total					2,138,391	478,234

Plan Name: Cooper-Standard Automotive Local Union 388 UAW Retirement Income Plan for Gaylord Plant
 EIN / PN: 34-0549970 / 003

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V – Statement of actuarial assumptions and methods

Plan Sponsor

Cooper-Standard Automotive Inc.

EIN/PN

34-0549970/003

Discount Rates

Interest rate basis:

Applicable month:	January
Yield curve basis:	3-segment rates

Interest rates:

First segment rate:	2.94%
Second segment rate:	5.82%
Third segment rate:	6.46%

Compensation Increases

N/A

Wage Base

N/A

Future Increases in Maximum Benefits and Plan Compensation/Salary Limitations

N/A

Assumed Pension Increases

N/A

Plan Name:	Cooper-Standard Automotive Local Union 388 UAW Retirement Income Plan for Gaylord Plant
EIN / PN:	34-0549970 / 003

SCHEDULE SB ATTACHMENTS

Inclusion Date

The valuation date coincident with or next following the date on which the employee is hired.

Administrative Expenses

The amount included this year for plan-related expenses is \$130,000.

Mortality

For disabled and non-disabled participants: The prescribed mortality assumption under IRC §430(h)(3)(A) using 2011 PPA Static Mortality Tables with separate mortality rates for annuitants and nonannuitants.

Retirement

The rates at which all active participants are assumed to retire by age and gender are shown below:

Age	Males	Females
55	10	10
56-59	5	5
60-61	15	15
62-63	30	30
64	40	40
65	100	100

Terminated vested participants are assumed to commence at the age benefits are unreduced.

Disability Rates

100% of Pension Disability Table (DP-85) class 1 Incidence Rates.

Plan Name: Cooper-Standard Automotive Local Union 388 UAW Retirement Income Plan for
Gaylord Plant
EIN / PN: 34-0549970 / 003

SCHEDULE SB ATTACHMENTS

Representative Termination Rates Not Due to Disability, Retirement or Mortality

The rates at which participants are assumed to leave the company by age and gender are shown below:

Age	Males %	Females %
25	6.80	6.80
30	5.05	5.05
35	3.95	3.95
40	3.25	3.25
45	2.75	2.75
50	2.25	2.25
55	0.00	0.00

Form of Payment

For valuation purposes, participants are assumed to elect the normal pension payment option.

Marriage

For purposes of valuing the pre-retirement surviving spouse's benefit, 80% of eligible male and female participants are assumed to be married. Male participants are assumed to be 3 years older than their spouses and female participants are assumed to be 3 years younger than their spouses.

Employees

It was assumed that there will be no new or rehired employees.

Asset Method

Under this method, the valuation assets are equal to the average of three values (all determined without regard to receivable contributions), the result increased by the discounted present value of contributions expected to be made after the valuation date based on the prior plan year PPA effective interest rate. This amount is then subject to a 10% corridor around the market value of assets (including the discounted present value of receivable contributions) as of the valuation date. The three values used to develop the average value are: the market value of assets as of the current valuation date, the adjusted market value of assets as of the prior valuation date, and the adjusted market value of assets as of the second prior valuation date. The adjusted market value as of a relevant valuation date is equal to the market value of assets as of the prior valuation date increased by actual plan contributions and assumed return on plan assets and decreased by actual plan disbursements after that date until the current valuation date. The assumed rate of return on plan assets for the prior plan year (pursuant to IRS Notice 2009-22) was 6.76%, which is the lesser of the anticipated rate of return on assets for the plan year, equal to 8.00%, and the applicable limitation for the plan year, equal to 6.76%. The assumed rate of return on plan assets for to the second prior plan year (pursuant to IRS Notice 2009-22) was 6.69%, which is the lesser of the anticipated rate of return on assets for the plan

Plan Name: Cooper-Standard Automotive Local Union 388 UAW Retirement Income Plan for Gaylord Plant
EIN / PN: 34-0549970 / 003

SCHEDULE SB ATTACHMENTS

year, equal to 8.00%, and the applicable limitation for the plan year, equal to 6.69%. The algebraically equivalent development of this method (pursuant to IRS Notice 2009-22) is shown in Section 2.4. Because expected investment returns under this method are limited under WRERA, over time it is more likely to produce an actuarial value that is expected to be less than the market value of assets.

Participant Data

Employee data was supplied by Principal Financial Group as of the census date for active and inactive participants.

Tax Policy

The actuarial valuation performed for the plan year ending December 31, 2011 is used to determine the maximum deductible contribution for the tax year ending December 31, 2011.

Benefits Not Included in Valuation

We believe that we have reflected all significant Plan provisions in this valuation.

Significant Events Since Last Actuarial Valuation

None.

Changes in Assumptions and Methods Since Last Actuarial Valuation

The mortality was updated as prescribed under IRC 430(h)(3)(A) using 2011 PPA Static Mortality tables with separate mortality rates for annuitants and non-annuitants.

Plan Name: Cooper-Standard Automotive Local Union 388 UAW Retirement Income Plan for
Gaylord Plant
EIN / PN: 34-0549970 / 003

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26
Schedule of Active Participant Data as of January 1, 2011

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 - 29	0		0		0		0		0		0		0		0		0		0	
30 - 34	0		0		0		0		0		0		0		0		0		0	
35 - 39	0		0		0		1		2		0		0		0		0		0	
40 - 44	0		0		1		1		1		1		0		0		0		0	
45 - 49	0		0		0		5		9		0		0		0		0		0	
50 - 54	0		0		1		3		6		5		5		5		0		0	
55 - 59	0		0		0		4		4		5		6		2		0		0	
60 - 64	0		0		0		0		1		1		5		1		2		0	
65 - 69	0		0		0		1		0		0		1		0		0		0	
70 & Over	0		0		0		0		1		0		0		0		0		0	

Plan Name: Cooper-Standard Automotive Local Union 388 UAW Retirement Income Plan for Gaylord Plant
 EIN / PN: 34-0549970 / 003

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2011**This Form is Open to Public
Inspection**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

Round off amounts to nearest dollar.

Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan

COOPER-STANDARD AUTOMOTIVE LOCAL UNION 388 UAW RETIREMENT

**B Three-digit
plan number (PN)**

003

INCOME PLAN

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

COOPER-STANDARD AUTOMOTIVE INC.

D Employer Identification Number (EIN)

34-0549970

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B**F Prior year plan size:** ☐ 100 or fewer ☐ 101-500 ☒ More than 500**Part I Basic Information****1** Enter the valuation date: Month 1 Day 1 Year 2011**2 Assets:**

	2a	
a Market value	9,172,997	
b Actuarial value	8,554,402	

3 Funding target/participant count breakdown:

(1) Number of participants

(2) Funding Target

	3a	3b	3c(1)	3c(2)	3c(3)	3d
a For retired participants and beneficiaries receiving payment.....	206					
b For terminated vested participants	84					
c For active participants:						
(1) Non-vested benefits.....						
(2) Vested benefits						
(3) Total active.....	80					
d Total.....	370					

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐

	4a	4b
a Funding target disregarding prescribed at-risk assumptions		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....		

5 Effective interest rate **5** 5.84 %**6** Target normal cost **6** 236,552**Statement by Enrolled Actuary**

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN
HERE**

Signature of actuary

Julie Campbell

Type or print name of actuary

Towers Watson Delaware Inc.

28411 Northwestern Hwy, Suite 500

Southfield

MI 48034

Address of the firm

10/4/2012

Date

11-04548

Most recent enrollment number

(248) 936-7700

Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2011
v.012611

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8).....	0	0
10 Interest on line 9 using prior year's actual return of <u>12.94</u> %.....		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		630,836
b Interest on (a) using prior year's effective rate of <u>6.53</u> % except as otherwise provided (see instructions).....		41,194
c Total available at beginning of current plan year to add to prefunding balance.....		672,030
d Portion of (c) to be added to prefunding balance.....		332
12 Other reductions in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	332

Part III Funding percentages

14 Funding target attainment percentage	14	80.00 %
15 Adjusted funding target attainment percentage	15	80.00 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	80.00 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2011	153,408				
07/15/2011	153,408				
10/13/2011	153,408				
01/13/2012	153,408				
03/27/2012	672,000				
Totals •			18(b)	1,285,632	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date.....	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	1,217,340

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost**21** Discount rate:**a** Segment rates:

1st segment: 2.94 %	2nd segment: 5.82 %	3rd segment: 6.46 %	☐ N/A, full yield curve used
------------------------	------------------------	------------------------	---

b Applicable month (enter code)..... **21b** 0**22** Weighted average retirement age **22** 62**23** Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute**Part VI Miscellaneous Items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment..... ☒ Yes ☐ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**27** If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment **27****Part VII Reconciliation of unpaid minimum required contributions for prior years****28** Unpaid minimum required contributions for all prior years **28****29** Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)..... **29****30** Remaining amount of unpaid minimum required contributions (line 28 minus line 29)..... **30** 0**Part VIII Minimum required contribution for current year****31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6)..... **31a** 236,552**b** Excess assets, if applicable, but not greater than 31a **31b**

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment.....	2,138,391	478,234
b Waiver amortization installment.....		0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount..... **33** 0**34** Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33).... **34** 714,786

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)..... **36** 714,786**37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)..... **37** 1,217,340**38** Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36) **38a** 502,554**b** Portion included in line 38a attributable to use of prefunding and funding standard carryover balances **38b** 0**39** Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) **39** 0**40** Unpaid minimum required contributions for all years..... **40** 0**Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)****41** If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:**a** Schedule elected ☐ 2 plus 7 years ☐ 15 years**b** Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011**42** Amount of acceleration adjustment **42** 0**43** Excess installment acceleration amount to be carried over to future plan years **43** 0