

COOPER TIRE & RUBBER CO

Form 10-Q

May 08, 2008

Table of Contents

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549
FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**
For the quarterly period ended March 31, 2008

OR

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

**Commission File No. 1-4329
COOPER TIRE & RUBBER COMPANY**
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

34-4297750
(I.R.S. employer
identification no.)

701 Lima Avenue, Findlay, Ohio 45840
(Address of principal executive offices)
(Zip code)

(419) 423-1321

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days.

Yes No

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

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

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Number of shares of common stock of registrant outstanding
at April 30, 2008: 58,897,151

TABLE OF CONTENTS

Part I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Item 4. CONTROLS AND PROCEDURES

Part II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

Item 1A. RISK FACTORS

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Item 5. OTHER INFORMATION

Item 6. EXHIBITS

SIGNATURES

EX-31.1

EX-31.2

EX-32

Table of Contents

Part I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

COOPER TIRE & RUBBER COMPANY
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (Dollar amounts in thousands except per-share amounts)

| | December 31, 2007 (Note 1) | March 31, 2008 (Unaudited) |
|---|----------------------------------|---|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 345,947 | \$ 266,041 |
| Short-term investments | 49,765 | 49,139 |
| Accounts receivable, less allowances of \$8,631 in 2007 and \$9,735 in 2008 | 354,939 | 376,490 |
| Inventories at lower of cost or market: | | |
| Finished goods | 185,658 | 253,831 |
| Work in process | 30,730 | 44,404 |
| Raw materials and supplies | 88,172 | 103,335 |
| | 304,560 | 401,570 |
| Other current assets | 134,713 | 133,845 |
| Total current assets | 1,189,924 | 1,227,085 |
| Property, plant and equipment: | | |
| Land and land improvements | 37,299 | 37,299 |
| Buildings | 340,512 | 348,033 |
| Machinery and equipment | 1,646,590 | 1,671,072 |
| Molds, cores and rings | 273,032 | 276,997 |
| | 2,297,433 | 2,333,401 |
| Less accumulated depreciation and amortization | 1,305,657 | 1,330,919 |
| Net property, plant and equipment | 991,776 | 1,002,482 |
| Goodwill | 24,439 | 24,439 |
| Intangibles, net of accumulated amortization of \$22,893 in 2007 and \$23,927 in 2008 | 28,014 | 26,980 |
| Restricted cash | 2,791 | 2,743 |
| Other assets | 59,924 | 63,001 |
| | \$ 2,296,868 | \$ 2,346,730 |
| LIABILITIES AND STOCKHOLDERS EQUITY | | |
| Current liabilities: | | |
| Notes payable | \$ 86,384 | \$ 126,503 |
| Payable to noncontrolling owner of subsidiary | 10,364 | 3,707 |
| Accounts payable | 291,257 | 306,930 |
| Accrued liabilities | 141,748 | 144,803 |

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| | | |
|--|---------------------|---------------------|
| Income taxes | 1,450 | 1,398 |
| Liabilities related to the sale of automotive operations | 1,332 | 1,424 |
| Current portion of long term debt | | 17,160 |
| Total current liabilities | 532,535 | 601,925 |
| Long-term debt | 464,608 | 435,775 |
| Postretirement benefits other than pensions | 244,491 | 246,912 |
| Other long-term liabilities | 163,723 | 172,005 |
| Long-term liabilities related to the sale of automotive operations | 10,185 | 9,655 |
| Noncontrolling shareholders' interests in consolidated subsidiaries | 89,035 | 95,371 |
| Stockholders' equity: | | |
| Preferred stock, \$1 par value; 5,000,000 shares authorized; none issued | | |
| Common stock, \$1 par value; 300,000,000 shares authorized; 86,322,514 shares issued in 2007 and in 2008 | 86,323 | 86,323 |
| Capital in excess of par value | 40,676 | 42,363 |
| Retained earnings | 1,350,527 | 1,346,017 |
| Cumulative other comprehensive loss | (205,677) | (197,103) |
| | 1,271,849 | 1,277,600 |
| Less: common shares in treasury at cost (26,661,295 in 2007 and 27,425,363 in 2008) | (479,558) | (492,513) |
| Total stockholders' equity | 792,291 | 785,087 |
| | \$ 2,296,868 | \$ 2,346,730 |

See accompanying notes.

Table of Contents

COOPER TIRE & RUBBER COMPANY
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
 THREE MONTHS ENDED MARCH 31, 2007 AND 2008
 (UNAUDITED)
 (Dollar amounts in thousands except per-share amounts)

| | 2007 | 2008 |
|--|-----------------|-------------------|
| Net sales | \$ 669,600 | \$ 679,321 |
| Cost of products sold | 598,761 | 623,083 |
| Gross profit | 70,839 | 56,238 |
| Selling, general and administrative Restructuring | 40,663 1,047 | 46,684 |
| Operating profit | 29,129 | 9,554 |
| Interest expense | (12,519) | (11,478) |
| Interest income | 3,529 | 3,723 |
| Debt extinguishment expense | | (583) |
| Dividend from unconsolidated subsidiary | 2,007 | 1,943 |
| Other net | 4,606 | 1,317 |
| Income from continuing operations before income taxes and noncontrolling shareholders interests | 26,752 | 4,476 |
| Provision for income taxes | 6,848 | 1,048 |
| Income from continuing operations before noncontrolling shareholders interests | 19,904 | 3,428 |
| Noncontrolling shareholders interests, net of income taxes | (399) | (2,086) |
| Income from continuing operations | 19,505 | 1,342 |
| Income from discontinued operations, net of income taxes | 1,246 | 344 |
| Net income | \$ 20,751 | \$ 1,686 |
| Basic earnings per share: | | |
| Income from continuing operations | \$ 0.32 | \$ 0.02 |
| Income from discontinued operations | 0.02 | 0.01 |
| Net income | \$ 0.34 | \$ 0.03 |
| Diluted earnings per share: | | |
| Income from continuing operations | \$ 0.31 | \$ 0.02 |

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| | | |
|--|----------|-----------------|
| Income from discontinued operations | 0.02 | 0.01 |
| Net income | \$ 0.33 | \$ 0.03 |
| Weighted average number of shares outstanding (000 s): | | |
| Basic | 61,475 | 59,484 |
| Diluted | 61,972 | 60,474 |
| Dividends per share | \$ 0.105 | \$ 0.105 |

See accompanying notes.

Table of Contents

COOPER TIRE & RUBBER COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
THREE MONTHS ENDED MARCH 31, 2007 AND 2008
(UNAUDITED)
(Dollar amounts in thousands)

| | 2007 | 2008 |
|--|-----------|-----------------|
| Operating activities: | | |
| Net income | \$ 20,751 | \$ 1,686 |
| Adjustments to reconcile net income to net cash provided by (used in) continuing operations: | | |
| Income from discontinued operations, net of income taxes | (1,246) | (344) |
| Depreciation | 31,352 | 34,019 |
| Amortization | 1,867 | 1,358 |
| Deferred income taxes | 755 | 192 |
| Stock based compensation | 1,031 | 2,270 |
| Amortization of unrecognized postretirement benefits | 4,606 | 3,269 |
| Gain on sale of corporate aircraft | (4,165) | |
| Debt extinguishment costs | | 583 |
| Noncontrolling shareholders' income (expense) | 399 | 2,086 |
| Restructuring asset write-down | 378 | |
| Changes in operating assets and liabilities of continuing operations: | | |
| Accounts receivable | (37,984) | (16,987) |
| Inventories | (16,867) | (91,543) |
| Other current assets | (4,408) | (768) |
| Accounts payable | 23,396 | 9,456 |
| Accrued liabilities | 22,769 | (975) |
| Other items | 16,919 | 8,108 |
| Net cash provided by (used in) continuing operations | 59,553 | (47,590) |
| <i>Net cash used in discontinued operations</i> | (384) | (94) |
| Net cash provided by (used in) operating activities | 59,169 | (47,684) |
| Investing activities: | | |
| Property, plant and equipment | (42,754) | (31,664) |
| Proceeds from the sale of available-for-sale debt securities | | 626 |
| Acquisition of business, net of cash acquired | | (5,956) |
| Proceeds from the sale of assets | 6,791 | |
| Net cash used in continuing operations | (35,963) | (36,994) |
| <i>Net cash used in discontinued operations</i> | (647) | |
| Net cash used in investing activities | (36,610) | (36,994) |
| Financing activities: | | |
| Issuance of debt | 11,876 | 37,486 |
| Payments on long-term debt | | (14,000) |

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| | | |
|--|------------|------------|
| Premium paid on debt repurchases | | (543) |
| Contributions of joint venture partner | 8,500 | 4,250 |
| Purchase of treasury shares | | (13,853) |
| Payment of dividends | (6,474) | (6,218) |
| Issuance of common shares and excess tax benefits on options | 4,329 | 297 |
| Net cash provided by financing activities | 18,231 | 7,419 |
| Effects of exchange rate changes on cash of continuing operations | (2) | (2,647) |
| Changes in cash and cash equivalents | 40,788 | (79,906) |
| Cash and cash equivalents at beginning of year | 221,655 | 345,947 |
| Cash and cash equivalents at end of period | \$ 262,443 | \$ 266,041 |
| Cash and cash equivalents at end of period continuing operations | \$ 262,386 | \$ 266,041 |
| Cash and cash equivalents at end of period discontinued operations | 57 | |
| Cash and cash equivalents at end of period | \$ 262,443 | \$ 266,041 |

See accompanying notes.

Table of Contents

COOPER TIRE & RUBBER COMPANY
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollar amounts in thousands except per-share amounts)

1. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. There is a year-round demand for the Company's passenger and truck replacement tires, but passenger replacement tires are generally strongest during the third and fourth quarters of the year. Winter tires are sold principally during the months of August through November. Operating results for the three-month period ended March 31, 2008 are not necessarily indicative of the results that may be expected for the year ended December 31, 2008.

The balance sheet at December 31, 2007 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements.

For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

Certain amounts for the prior year have been reclassified to conform to 2008 presentations.

2. On July 31, 2007, the Company announced it had signed a definitive agreement to sell Oliver Rubber Company, a subsidiary which produces tread rubber and retreading equipment, to Michelin North America, Inc. The sale was completed on October 5, 2007. The sale does not meet the thresholds for the disposition of a significant subsidiary, and, therefore, no pro forma financial information is presented.

The operations of Oliver Rubber Company, previously included in the results of the North American Tire Operations segment, are considered to be discontinued operations as defined under Statement of Financial Accounting Standard (SFAS) No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, and require specific accounting and reporting for this quarter which differs from the approach used to report the Company's results in prior quarters. The standard also requires restatement of comparable prior periods to conform to the required presentation.

The Company's consolidated financial statements reflect the accounting and disclosure requirements of SFAS No. 144, which mandate the segregation of operating results for the current year and comparable prior year periods and the balance sheets related to the discontinued operations from those related to ongoing operations. Accordingly, the consolidated statements of income for the three-month periods ended March 31, 2007 and 2008 reflect this segregation as income from continuing operations and income from discontinued operations.

In addition to the segregation of operating financial results, assets and liabilities, Emerging Issues Task Force (EITF) No. 87-24, Allocation of Interest to Discontinued Operations, mandates the reallocation to continuing operations of general corporate overhead previously allocated to discontinued operations. Corporate overhead that previously would have been allocated to these operations of \$197 for the period ended March 31, 2007 is charged against continuing operations in the Company's consolidated statements of income.

Operating results for the Oliver Rubber Company are included in income (loss) from discontinued operations, net of income taxes on the Company's consolidated statements of operations. Sales for this operation were \$19,485 for

the period ended March 31, 2007. For the period ended March 31, 2007, this operation generated a pretax profit of \$1,288 and net income of \$871.

Table of Contents

3. On January 1, 2008, the Company adopted the provisions of SFAS No. 157.

SFAS No. 157 defines fair value, establishes a framework for 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 Company accounts for certain financial assets and liabilities at fair value under various accounting literature.

In accordance with SFAS No. 157, the Company 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 Consolidated Balance Sheet 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 Company has the ability to access.

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 or 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.

The following table presents the Company's fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis as of March 31, 2008:

| Description | March 31, 2008 | Fair Value Measurements at March 31, 2008 Using | | |
|-------------|----------------------|---|---|--|
| | | Quoted Prices in Active Markets for Identical Assets Level (1) | Significant Other Observable Inputs Level (2) | Significant Unobservable Inputs Level (3) |

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Assets:

| | | |
|-------------------------------|-----------|-----------|
| Available for sale securities | \$ 49,139 | \$ 49,139 |
|-------------------------------|-----------|-----------|

Liabilities:

| | | |
|---|----------------|-----------|
| Accrued liabilities foreign currency (gain) loss on derivative financial instruments | \$ 12,737 6 | \$ 12,737 |
|---|----------------|-----------|

Table of Contents

4. The following table details information on the Company's operating segments.

| | Three months ended March | |
|--|--------------------------|------------|
| | 2007 | 2008 |
| Revenues from external customers: | | |
| North American Tire | \$ 515,089 | \$ 497,672 |
| International Tire | 182,961 | 231,780 |
| Eliminations | (28,450) | (50,131) |
| Net sales | \$ 669,600 | \$ 679,321 |
| Segment profit: | | |
| North American Tire | \$ 26,797 | \$ 8,144 |
| International Tire | 6,114 | 6,909 |
| Eliminations | (825) | (1,269) |
| Unallocated corporate charges | (2,957) | (4,230) |
| Operating profit | 29,129 | 9,554 |
| Interest expense | (12,519) | (11,478) |
| Interest income | 3,529 | 3,723 |
| Debt extinguishment | | (583) |
| Dividend from unconsolidated subsidiary | 2,007 | 1,943 |
| Other net | 4,606 | 1,317 |
| Income from continuing operations before income taxes and noncontrolling shareholders' interests | \$ 26,752 | \$ 4,476 |

5. As of January 1, 2006, the Company adopted Statement of Financial Accounting Standards (SFAS) No. 123(R), Share-Based Payment, which is a revision of SFAS No. 123 and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees, and amends SFAS No. 95, Statement of Cash Flows. The Company adopted SFAS No. 123 (R) using the modified prospective method of transition.

Prior to the adoption of SFAS No. 123 (R), the Company presented all benefits of its tax deductions resulting from the exercise of share-based compensation as operating cash flows in its Statement of Cash Flows. SFAS No. 123(R) requires the benefits of tax deductions in excess of the compensation cost recognized for those options (excess tax benefits) to be classified as financing cash flows. For the three months ended March 31, 2007 and 2008, the Company recognized \$457 and \$14 of excess tax benefits as financing cash flows, respectively.

The Company recorded \$51 and \$91 of stock compensation expense in the first quarter of 2007 and 2008, respectively, associated with stock option grants from prior years as there were no stock option grants made in the first quarter of 2007 or 2008.

With the adoption of SFAS No. 123(R), the Company has recognized compensation expense associated with restricted stock units granted subsequent to January 1, 2006 based on the earlier of the vesting date or the date when the employee becomes eligible to retire. The Company recognized \$604 in 2007 and \$615 in 2008 in

compensation expense associated with restricted stock units and stock awards.

7

Table of Contents

The following table provides details of the restricted stock unit activity for the three months ended March 31, 2008:

| | |
|---|----------|
| Restricted stock units outstanding at January 1, 2008 | 401,681 |
| Restricted stock units granted | |
| Accrued dividend equivalents | 2,741 |
| Restricted stock units settled | (21,896) |
| Restricted stock units cancelled | (152) |
| | |
| Restricted stock units outstanding at March 31, 2008 | 382,374 |

The Company recorded compensation expense associated with performance based units of \$376 and \$1,564 in the first quarter of 2007 and 2008, respectively. Executives participating in the Company's Long-Term Incentive Plan earn performance based units based on the Company's financial performance. As part of the 2007-2009 plan, the units earned in 2007 and 2008 will vest in February 2010. As part of the 2008-2010 plan, the units earned in 2008 will vest in February 2011.

6. The following table discloses the amount of net periodic benefit costs for the three months ended March 31, 2007 and 2008 for the Company's defined benefit plans and other postretirement benefits relating to continuing operations:

| | Pension Benefits | | Other Postretirement Benefits | |
|--|------------------|----------|-------------------------------|----------|
| | 2007 | 2008 | 2007 | 2008 |
| Components of net periodic benefit cost: | | | | |
| Service cost | \$ 5,475 | \$ 5,524 | \$ 1,393 | \$ 1,244 |
| Interest cost | 15,406 | 16,269 | 3,919 | 3,873 |
| Expected return on plan assets | (19,229) | (20,508) | | - |
| Amortization of prior service cost | 177 | 126 | (77) | (77) |
| Recognized actuarial loss | 3,797 | 2,921 | 709 | 299 |
| | | | | |
| Net periodic benefit cost | \$ 5,626 | \$ 4,332 | \$ 5,943 | \$ 5,339 |

7. On an annual basis, disclosure of comprehensive income is incorporated into the Statement of Shareholders' Equity. This statement is not presented on a quarterly basis. Comprehensive income includes net income and components of other comprehensive income, such as foreign currency translation adjustments, unrealized gains or losses on certain marketable securities and derivative instruments and unrecognized postretirement benefits plans.

Table of Contents

The Company's comprehensive income is as follows:

| | Three months ended March 31 | |
|---|--------------------------------|----------|
| | 2007 | 2008 |
| Income from continuing operations | \$ 19,505 | \$ 1,342 |
| Other comprehensive income: | | |
| Currency translation adjustments | 1,352 | 10,936 |
| Unrealized net gains (losses) on derivative instruments and marketable securities | (431) | (5,351) |
| Unrecognized postretirement benefit plans | 4,317 | 2,989 |
| Comprehensive income from continuing operations | \$ 24,743 | \$ 9,916 |

8. During 2007, the Company recorded restructuring expenses associated with four initiatives.

In September of 2006, the North American Tire Operations segment announced its plans to reconfigure its tire manufacturing facility in Texarkana, Arkansas so that its production levels can flex to meet tire demand. This initiative was completed during the third quarter of 2007. During the first quarter of 2007, the Company recorded equipment relocation costs of \$479 associated with this initiative.

In November of 2006, a restructuring of salaried support positions was announced. During the first quarter of 2007, the Company recorded \$444 of severance benefits and made payments for outplacement services of \$6 for a total of \$450 of restructuring expense associated with this initiative.

In December of 2006, the North American Tire Operations segment initiated a plan to reduce the number of stock-keeping units manufactured in its facilities and to take tire molds out of service. During the first quarter of 2007, \$80 of accelerated depreciation was recorded.

In March of 2007, the International Tire Operations segment closed a small warehouse in the United Kingdom and incurred \$38 of restructuring expense.

9. The Company provides for the estimated cost of product warranties at the time revenue is recognized based primarily on historical return rates, estimates of the eligible tire population and the value of tires to be replaced. The following table summarizes the activity in the Company's product warranty liabilities for 2007 and 2008:

| | 2007 | 2008 |
|----------------------|-----------|-----------|
| Reserve at January 1 | \$ 15,967 | \$ 16,510 |
| Additions | 3,723 | 4,663 |
| Payments | (4,194) | (3,638) |
| Reserve at March 31 | \$ 15,496 | \$ 17,535 |

Table of Contents

10. The Company's other current assets are:

| | December 31, 2007 | March 31, 2008 |
|------------------------------------|-------------------------|---------------------------|
| Investment in Kumho Tire Co., Inc. | \$ 112,170 | \$ 106,950 |
| Other | 22,543 | 26,895 |
| | \$ 134,713 | \$ 133,845 |

The Company exercised its put option associated with its investment in Kumho Tire Co., Inc. in March 2008 and intends to monetize this investment. This asset has been classified as an other current asset in the balance sheet at March 31, 2008 at its put option value of \$106,950.

11. The Company's accrued liabilities due within one year are:

| | December 31, 2007 | March 31, 2008 |
|--------------------------|-------------------------|---------------------------|
| Payroll and withholdings | \$ 46,140 | \$ 36,664 |
| Products liability | 16,864 | 22,556 |
| Other | 78,744 | 85,583 |
| | \$ 141,748 | \$ 144,803 |

12. The Company is a defendant in various products liability claims brought in numerous jurisdictions in which individuals seek damages resulting from automobile accidents allegedly caused by defective tires manufactured by the Company. Each of the products liability claims faced by the Company generally involve different types of tires, models and lines, different circumstances surrounding the accident such as different applications, vehicles, speeds, road conditions, weather conditions, driver error, tire repair and maintenance practices, service life conditions, as well as different jurisdictions and different injuries. In addition, in many of the Company's products liability lawsuits the plaintiff alleges that his or her harm was caused by one or more co-defendants who acted independently of the Company. Accordingly, both the claims asserted and the resolutions of those claims have an enormous amount of variability. The aggregate amount of damages asserted at any point in time is not determinable since often times when claims are filed, the plaintiffs do not specify the amount of damages. Even when there is an amount alleged, at times the amount is wildly inflated and has no rational basis.

The fact that the Company is a defendant in products liability lawsuits is not surprising given the current litigation climate which is largely confined to the United States. However, the fact that the Company is subject to claims does not indicate that there is a quality issue with the Company's tires. The Company sells approximately 35 to 40 million passenger, light truck, SUV, high performance, ultra high performance and radial medium truck tires per year in North America. The Company estimates that approximately 300 million Cooper-produced tires made up of thousands of different specifications are still on the road in North America. While tire disablements do occur, it is the Company's and the tire industry's experience that the vast majority of tire failures relate to service-related conditions which are entirely out of the Company's control such as failure to maintain proper tire

pressure, improper maintenance, road hazard and excessive speed.

Table of Contents

The Company's exposure for each claim occurring prior to April 1, 2003 is limited by the coverage provided by its excess liability insurance program. The program for that period includes a relatively low per claim retention and a policy year aggregate retention limit on claims arising from occurrences which took place during a particular policy year. Effective April 1, 2003, the Company established a new excess liability insurance program. The new program covers the Company's products liability claims occurring on or after April 1, 2003 and is occurrence-based insurance coverage which includes an increased per claim retention limit, increased policy limits and the establishment of a captive insurance company.

The Company accrues costs for products liability at the time a loss is probable and the amount of loss can be estimated. The Company believes the probability of loss can be established and the amount of loss can be estimated only after certain minimum information is available, including verification that Company-produced products were involved in the incident giving rise to the claim, the condition of the product purported to be involved in the claim, the nature of the incident giving rise to the claim and the extent of the purported injury or damages. In cases where such information is known, each products liability claim is evaluated based on its specific facts and circumstances. A judgment is then made to determine the requirement for establishment or revision of an accrual for any potential liability. The liability often cannot be determined with precision until the claim is resolved.

Pursuant to applicable accounting rules, the Company accrues the minimum liability for each known claim when the estimated outcome is a range of possible loss and no one amount within that range is more likely than another. The Company uses a range of settlements because an average settlement cost would not be meaningful since the products liability claims faced by the Company are unique and widely variable. The cases involve different types of tires, models and lines, different circumstances surrounding the accident such as different applications, vehicles, speeds, road conditions, weather conditions, driver error, tire repair and maintenance practices, service life conditions, as well as different jurisdictions and different injuries. In addition, in many of the Company's products liability lawsuits the plaintiff alleges that his or her harm was caused by one or more co-defendants who acted independently of the Company. Accordingly, the claims asserted and the resolutions of those claims have an enormous amount of variability. The costs have ranged from zero dollars to \$12 million in one case with no average that is meaningful. No specific accrual is made for individual unasserted claims or for premature claims, asserted claims where the minimum information needed to evaluate the probability of a liability is not yet known. However, an accrual for such claims based, in part, on management's expectations for future litigation activity and the settled claims history is maintained. Because of the speculative nature of litigation in the United States, the Company does not believe a meaningful aggregate range of potential loss for asserted and unasserted claims can be determined. The Company's experience has demonstrated that its estimates have been reasonably accurate and, on average, cases are settled at amounts close to the reserves established. However, it is possible an individual claim from time to time may result in an aberration from the norm and could have a material impact.

The Company determines its reserves using the number of incidents expected during a year. During the first quarter of 2008, the Company increased its products liability reserve by \$25,124. The addition of another quarter of self-insured incidents accounted for \$8,675 of this increase. The Company revised its estimates of future settlements for unasserted and premature claims, which increased the reserve by \$1,990. Finally, amounts on existing reserves increased by \$14,459.

The time frame for the payment of a products liability claim is too variable to be meaningful. From the time a claim is filed to its ultimate disposition depends on the unique nature of the case, how it is resolved—claim dismissed, negotiated settlement, trial verdict and appeals process—and is highly dependent on jurisdiction, specific facts, the plaintiff's attorney, the court's docket and other factors. Given that some claims may be resolved in weeks and others may take five years or more, it is impossible to predict with any reasonable reliability the time frame over which the accrued amounts may be paid.

The Company paid \$4,902 during the first quarter of 2008 to resolve cases and claims. The Company's products liability reserve balance at December 31, 2007 totaled \$107,304 (current portion of \$16,864) and the balance at March 31, 2008 totaled \$127,527 (current portion of \$22,556).

Table of Contents

The products liability expense reported by the Company includes amortization of insurance premium costs, adjustments to settlement reserves and legal costs incurred in defending claims against the Company offset by recoveries of legal fees. Legal costs are expensed as incurred and products liability insurance premiums are amortized over coverage periods. The Company is entitled to reimbursement, under certain insurance contracts in place for periods ending prior to April 1, 2003, of legal fees expensed in prior periods based on events occurring in those periods. The Company records the reimbursements under such policies in the period the conditions for reimbursement are met.

Products liability costs totaled \$14,082 and \$27,876 for the periods ended March 31, 2007 and 2008, respectively, and include recoveries of legal fees of \$1,966 and \$4,168 in the periods ended March 31, 2007 and 2008, respectively. Policies applicable to claims occurring on April 1, 2003 and thereafter do not provide for recovery of legal fees.

13. For the quarter ended March 31, 2008, the Company recorded income tax expense using an aggregate worldwide forecasted annual effective tax rate of 32.4 percent for continuing operations, exclusive of discrete items. The 2008 annualized effective tax rate was unfavorably impacted by an anticipated increase in the required valuation allowance principally due to an increase in net deferred tax assets.

The total income tax expense recorded in the first quarter for continuing operations was \$1,049, which included tax expense related to discrete items of \$524. Discrete items related primarily to the receipt of a dividend from an investment in an unconsolidated subsidiary.

For the comparable period in 2007, the effective tax rate for continuing operations, exclusive of discrete items, was 28.8 percent. The change in the tax rate recorded in the comparative quarters, exclusive of discrete items, related primarily to the mix of earnings by jurisdiction plus a change in valuation allowance due to an increase in net deferred tax assets.

Results from discontinued operations include a tax benefit of \$361 relating primarily to the partial release of a SFAS No. 5 contingency reserve due to a favorable resolution of a tax dispute in a foreign jurisdiction.

The Company continues to maintain a valuation allowance pursuant to SFAS No. 109, Accounting for Income Taxes, on its net U.S. deferred tax asset position. The valuation allowance will be maintained as long as it is more likely than not that some portion of the deferred tax assets will not be realized. Deferred tax assets and liabilities are determined separately for each taxing jurisdiction in which the Company conducts its operations or otherwise generates taxable income or losses. In the United States, the Company has recorded significant deferred tax assets, the largest of which relates to products liability, pension and other postretirement benefit obligations. These deferred tax assets are partially offset by deferred tax liabilities, the most significant of which relates to accelerated depreciation. Based upon this assessment, the Company maintains an \$85,484 valuation allowance for the portion of U.S. deferred tax assets exceeding its U.S. deferred tax liabilities. In addition the Company has recorded valuation allowances of \$847 for deferred tax assets associated with initial start-up losses in foreign jurisdictions.

The Company and its subsidiaries are subject to income taxes in the U.S. federal jurisdiction and various state and foreign jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state and foreign tax examinations by tax authorities for years prior to 2000.

During the first quarter 2008, the Company became aware of the potential settlement of the pending bilateral Advance Pricing Agreement negotiations between the United States and Canada relating to pre-disposition years of a discontinued operation (2000-2004). The Company is responsible for pre-disposition tax obligations and is entitled to refunds applicable to that period under the agreement for the disposition of its former automotive

operations. At this time the Company believes the settlement could be significant but is unable to quantify the potential impact from this settlement with certainty until the final settlement agreement is completed and signed and complex adjustments are made to the affected years' income tax returns in the United States and Canada. At such time

Table of Contents

as a more definitive estimate of the impact from the resolution can be made, the Company will record what is expected to be a favorable adjustment to discontinued operations.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) presents information related to the consolidated results of operations of the Company, a discussion of the past results and future outlook of each of the Company's segments, and information concerning both the liquidity and capital resources of the Company. An important qualification regarding the forward-looking statements made in this discussion is then presented.

Table of Contents**Consolidated Results of Operations**

(Dollar amounts in millions except per share amounts)

| | Three months ended March 31 | | |
|--|-----------------------------|--------|----------|
| | 2007 | Change | 2008 |
| Revenues: | | | |
| North American Tire | \$ 515.1 | -3.4% | \$ 497.7 |
| International Tire | 183.0 | 26.7% | 231.8 |
| Eliminations | (28.5) | 76.1% | (50.2) |
| Net sales | \$ 669.6 | 1.4% | \$ 679.3 |
| Segment profit: | | | |
| North American Tire | \$ 26.8 | -69.8% | \$ 8.1 |
| International Tire | 6.1 | 13.1% | 6.9 |
| Unallocated corporate charges | (3.0) | 40.0% | (4.2) |
| Eliminations | (0.8) | 50.0% | (1.2) |
| Operating profit | 29.1 | -67.0% | 9.6 |
| Interest expense | (12.5) | -8.0% | (11.5) |
| Debt extinguishment expense | | n/m | (0.6) |
| Interest income | 3.5 | 5.7% | 3.7 |
| Dividend from unconsolidated subsidiary | 2.0 | -5.0% | 1.9 |
| Other net | 4.6 | -71.7% | 1.3 |
| Income from continuing operations before income taxes | 26.7 | | 4.4 |
| Income tax expense | (6.8) | | (1.0) |
| Income from continuing operations before noncontrolling shareholders interests | 19.9 | | 3.4 |
| Noncontrolling shareholders interests | (0.4) | | (2.1) |
| Income from continuing operations | \$ 19.5 | | \$ 1.3 |
| Basic earnings per share | \$ 0.32 | | \$ 0.02 |
| Diluted earnings per share | \$ 0.31 | | \$ 0.02 |

Consolidated net sales for the three-month period ended March 31, 2008 were \$9.7 million higher than for the comparable period one year ago. The increase in net sales for the first quarter of 2008 compared to the first quarter of

2007 was primarily the result of improved net pricing and product mix in both the North American Tire Operations and International Tire Operations segments and higher unit volumes in the International Tire Operations segment, partially offset by lower unit volumes in the North American Tire Operations segment. Operating profit in the first quarter of 2008 decreased by \$19.5 million from the operating profit reported for the first quarter of 2007. The favorable impacts of improved pricing and mix, along with lower incentive-related compensation expense, were offset by the lower unit volumes in North America, higher raw material costs, and higher products liability costs. The Company continued to experience increases in the costs of certain of its principal raw materials during the first quarter of 2008 compared with the levels experienced during the first quarter of 2007. The principal raw materials for the Company include natural rubber, synthetic rubber, carbon black, chemicals and reinforcement components. Approximately 65 percent of the Company's raw materials are petroleum-based and crude oil

Table of Contents

continued its upward trend by setting new price ceilings in the first quarter of 2008. Natural rubber prices also continued at all-time highs during the first quarter of 2008. The increases in the cost of petroleum-based materials and natural rubber were the most significant drivers of higher raw material costs during the first quarter of 2008, which were up approximately \$35.0 million from the first quarter of 2007. The pricing volatility in these commodities contributes to the difficulty in managing the costs of raw materials. The growing global demand and increased prices of crude oil and natural rubber remain fundamental factors to the raw material cost increases experienced by the Company.

The Company manages the procurement of its raw materials to assure supply and to obtain the most favorable pricing. For natural rubber and natural gas, procurement is managed by buying forward of production requirements and utilizing the spot market when advantageous. For other principal materials, procurement arrangements include supply agreements that may contain formula-based pricing based on commodity indices, multi-year agreements or spot purchase contracts. These arrangements provide quantities necessary to satisfy normal manufacturing demands.

Selling, general and administrative expenses were \$46.7 million in the first quarter of 2008 (6.9 percent of net sales) and \$40.7 million in the first quarter of 2007 (6.1 percent of net sales). The increase in selling, general and administrative expenses was due primarily to higher advertising costs in the International Tire Operations segment and the continued ramp-up of the Company's operations in Asia.

Products liability costs totaled \$14.1 million and \$27.9 million in the first quarter of 2007 and 2008, respectively, and include recoveries of legal fees of \$2.0 million and \$4.2 million in the first quarter of 2007 and 2008, respectively.

Insurance policies applicable to claims occurring on April 1, 2003, and thereafter, do not provide for recovery of legal fees.

Additional information related to the Company's accounting for products liability costs appears in the Notes to Consolidated Financial Statements.

During the first quarter of 2007, the Company recorded \$1.0 million in restructuring costs related to the four initiatives described in the Notes to Consolidated Financial Statements.

Interest expense decreased \$1.0 million in the first quarter of 2008 from the first quarter of 2007 as a result of the Company's repurchases of debt during 2007 and the first quarter of 2008.

The Company incurred \$0.6 million in costs associated with the repurchase of \$14.0 million of its long-term debt during the first quarter of 2008.

Interest income in the first quarter of 2008 increased \$0.2 million compared to the first quarter of 2007 as a result of higher cash levels in 2008 than in 2007.

The Company recorded dividend income from its investment in Kumho Tire Co., Inc. in both 2008 and 2007. The dividend rate in both 2008 and 2007 was approximately \$.27 per share. The Company owned 15 million global depository shares (the equivalent of 7,500,000 common shares) and recorded dividend income of \$2.0 million in 2007 and \$1.9 million in 2008.

Other net decreased by \$3.3 million in the first quarter of 2008 compared to 2007 as a result of the \$4.2 million gain on the sale of a corporate aircraft in the first quarter of 2007, partially offset by an increase in foreign currency gains in the first quarter of 2008 compared to 2007.

For the quarter ended March 31, 2008, the Company recorded income tax expense using an aggregate worldwide forecasted annual effective tax rate of 32.4 percent for continuing operations, exclusive of discrete items. The 2008 annualized effective tax rate was unfavorably impacted by an anticipated increase in the required valuation allowance principally due to an increase in net deferred tax assets.

Table of Contents

The total income tax expense recorded in the first quarter for continuing operations was \$1.0 million, which included tax expense related to discrete items of \$0.5 million. Discrete items related primarily to the receipt of a dividend from an investment in an unconsolidated subsidiary.

For the comparable period in 2007, the effective tax rate for continuing operations, exclusive of discrete items, was 28.8 percent. The change in the tax rate recorded in the comparative quarters, exclusive of discrete items, related primarily to the mix of earnings by jurisdiction plus a change in valuation allowance due to an increase in net deferred tax assets.

Results from discontinued operations include a tax benefit of \$0.4 million relating primarily to the partial release of a SFAS No. 5 contingency reserve due to a favorable resolution of a tax dispute in a foreign jurisdiction.

The Company continues to maintain a valuation allowance pursuant to SFAS No. 109, Accounting for Income Taxes, on its net U.S. deferred tax asset position. The valuation allowance will be maintained as long as it is more likely than not that some portion of the deferred tax assets will not be realized. Deferred tax assets and liabilities are determined separately for each taxing jurisdiction in which the Company conducts its operations or otherwise generates taxable income or losses. In the United States, the Company has recorded significant deferred tax assets, the largest of which relates to products liability, pension and other postretirement benefit obligations. These deferred tax assets are partially offset by deferred tax liabilities, the most significant of which relates to accelerated depreciation. Based upon this assessment, the Company maintains an \$85.5 million valuation allowance for the portion of U.S. deferred tax assets exceeding its U.S. deferred tax liabilities. In addition the Company has recorded valuation allowances of \$0.8 million for deferred tax assets associated with initial start-up losses in foreign jurisdictions.

Table of Contents**North American Tire Operations Segment**

| | Three months ended March 31 | | |
|-----------------------------------|------------------------------------|---------------|-------------|
| | 2007 | Change | 2008 |
| (Dollar amounts in millions) | | | |
| Sales | \$515.1 | -3.4% | \$497.7 |
| Operating profit | \$ 26.8 | -69.8% | \$ 8.1 |
| United States unit sales changes: | | | |
| Passenger tires | | | |
| Segment | | -12.5% | |
| RMA members | | -4.3% | |
| Total Industry | | -4.2% | |
| Light truck tires | | | |
| Segment | | -13.8% | |
| RMA members | | -6.4% | |
| Total Industry | | -5.6% | |
| Total light vehicle tires | | | |
| Segment | | -12.7% | |
| RMA members | | -4.6% | |
| Total Industry | | -4.4% | |
| Total segment unit sales change | | -11.0% | |

Overview

The North American Tire Operations segment produces passenger car and light truck tires, primarily for sale in the United States replacement market. Major distribution channels and customers include independent tire dealers, wholesale distributors, regional and national retail tire chains, and large retail chains that sell tires as well as other automotive products. The segment does not sell its products directly to end users, except through three Company-owned retail stores, and does not manufacture tires for sale to the automobile original equipment manufacturers (OEMs).

Sales

Sales of the North American Tire Operations segment decreased \$17.4 million in the first quarter of 2008 from levels in 2007. The decrease in sales was a result of lower unit volume (\$61.7 million), offset by improved net pricing and product mix (\$44.3 million). The segment experienced a decrease in unit sales in all product categories, most notably in the economy and broadline tire lines. The improved pricing was the result of price increases implemented during 2007 and the first quarter of 2008. The improved product mix was the result of the decreased unit sales of economy and broadline tires, along with the introduction of a new premium touring replacement tire in the second quarter of 2007.

Table of Contents

In the United States, the segment's unit sales of total light vehicle tires decreased 12.7 percent in the first quarter of 2008 compared to the first quarter of 2007. This decrease was larger than the 4.4 percent decrease in total light vehicle shipments experienced by the total industry (which includes an estimate for non-RMA members). The industry decrease in light vehicle tire units was primarily due to the overall economic conditions in North America. Higher fuel prices and recession concerns have caused delays in replacement tire purchases. Volumes in the segment decreased more significantly than the industry due to a tougher comparable as the segment benefited in 2007 from a competitor's strike. Further impacting the segment's volumes were strategic decisions made by the Company to eliminate one brand and to exit unprofitable lines of business.

Operating Profit

Segment operating profit decreased \$18.7 million in the first quarter of 2008 from the level in the first quarter of 2007. The decrease in operating profit was due to lower unit volumes (\$11.8 million), higher raw material costs (\$24.7 million), higher products liability costs (\$13.8 million) and less favorable plant operations than the previous year (\$3.3 million). These decreases were partially offset by improved net pricing and product mix (\$32.1 million), restructuring charges recorded in the first quarter of 2007 (\$1.0 million), and lower incentive-related compensation expense.

The declining dollar's impact and other factors still have driven record-high raw material prices, specifically, in natural rubber and oil-derived materials, coupled with the use of last-in, first-out (LIFO) cost flow assumptions for inventory accounting in North America, have all contributed to decreased earnings. The LIFO accounting method results in the most recent costs being charged against sales and is impacted by purchases late in the quarter. When the costs moderate, the North American operations will experience lower charges to cost of goods sold than would be reported under a first-in, first-out accounting method.

A combination of events during the first quarter of 2008 resulted in an increase in products liability costs of \$13.8 million. Details of the methodology used to calculate the products liability reserve is discussed in the Notes to Consolidated Financial Statements. The Company does not believe that increases of this magnitude will occur repeatedly in the future.

Segment Outlook

The segment is cautiously optimistic regarding its sales opportunities for 2008. New premium products launched to satisfy customer requirements are expected to improve profitability by improving the mix of products sold. The Company expects a recovery in sales volumes during the second half of 2008. This recovery is not solely dependant on improvement in general economic conditions. The Company has identified specific opportunities for increased sales in profitable products and channels. The Company is currently executing plans to capitalize on these opportunities which will primarily impact the second half of 2008.

Manufacturing operations in North America will continue to improve during the implementation of Six Sigma, LEAN, automation and other projects throughout the rest of the year. These efforts, in addition to the increased sourcing of tires from lower cost countries, will continue to improve the Company's cost competitiveness.

The price of natural rubber and petroleum-based raw materials reached historic highs during the first quarter of 2008. The cost of steel cord, another significant commodity for the Company, has also begun to elevate. Raw material costs are expected to continue increasing in price during the next two quarters. There are no indications that the prices of these raw materials will decline appreciably thereafter. The Company will continue to evaluate the need for price increases to offset the effects of higher raw material costs.

The segment is cautious in its expectations of future profitability levels because of the factors impacting the industry including raw material cost volatility given the segment's use of the LIFO inventory accounting method described above and general market demand.

Table of Contents**International Tire Operations Segment**

| | Three months ended March 31 | | |
|------------------------------|------------------------------------|---------------|-------------|
| | 2007 | Change | 2008 |
| (Dollar amounts in millions) | | | |
| Sales | \$ 183.0 | 26.7% | \$ 231.8 |
| Operating profit | \$ 6.1 | 13.1% | \$ 6.9 |
| Unit sales change | | 19.0% | |

Overview

The International Tire Operations segment manufactures and markets passenger car, light truck and motorcycle tires for the replacement market, as well as racing tires and tire retread materials, in Europe and the United Kingdom. The segment's Cooper Chengshan joint venture manufactures for and markets passenger car and light truck radial tires as well as radial and bias medium truck tires in the Asian market. The segment's Cooper Kenda joint venture manufactures tires to be exported to markets outside of China. Until May 2012, all of the tires produced by this joint venture will be sold to Cooper Tire & Rubber Company.

Sales

Sales of the International Tire Operations segment increased \$48.8 million, or 26.7 percent, in the first quarter of 2008 compared to the first quarter of 2007. The foreign currency impact of a weakened United States dollar in relation to the British pound and the Chinese renminbi increased sales \$13.2 million in the first quarter of 2008. The remainder of the increase in net sales in the first quarter of 2008 compared to the first quarter of 2007 was due to higher unit volumes (\$23.5 million), primarily from the start-up of Cooper Kenda, and improved net pricing and product mix (\$12.1 million).

Operating Profit

Operating profit for the segment in the first quarter of 2008 was \$0.8 million higher than in the first quarter of 2007. The impacts of higher unit volumes (\$4.4 million) and improved net pricing and product mix (\$10.2 million) were partially offset by higher raw material costs (\$10.3 million), higher advertising costs in Asia and higher expenses related to the continued start-up of the segment's Asian operations.

Segment Outlook

The segment is optimistic regarding its opportunities for 2008.

In Europe, the focus will continue on growing the Cooper and Avon brands in profitable channels using performance and niche products. The manufacturing facility in Melksham, England will concentrate on high performance, racing and motorcycle products. Additional opportunities for outsourced products from low cost suppliers will be explored to supply customer needs.

The segment has manufacturing, sales, marketing, distribution and technical facilities in Asia. The segment intends to grow in both radial medium truck and passenger sales in China during 2008. This growth will be focused in profitable channels and products and should continue to elevate the Company's brands in Asia.

The ramp up of production at the Cooper Kenda Tire facility will continue in 2008 and the facility expects to produce nearly 3 million tires during the year. These tires are exported from China and used in North America to support the Company's growth.

Table of Contents

The operations at Cooper Chengshan (Shandong) Tire Company, Ltd. are expected to continue improving and expanding through the rest of the year.

Outlook for Company

Recent changes in macroeconomic conditions in North America have created a new set of challenges for the Company. Consumers have reduced the number of miles driven in reaction to the economic slowdown and subsequently are delaying tire purchases. Raw material costs have continued to climb and show no signs of declining in the near term.

The Company is well-positioned and fully committed to its long-term strategy to build a sustainable and cost competitive supply of tires, profitably grow its business and increase its organizational capabilities. The Company is fortunate to be in a position to deal with this current economic environment with a strong balance sheet, high liquidity levels and the anticipated sale of its investment in Kumho Tire Company. The Company has the financial strength to pursue these goals going into the second quarter, the rest of the year and beyond.

The Company will increase its focus on delivering cost improvements during 2008, with many initiatives already in place. These efforts, seasonal volume increases, very good order patterns in specific profitable tire lines and success in implementing price increases, provide support for the Company's belief that results will be appreciably more favorable as the economy improves.

Liquidity and Capital Resources

Generation and uses of cash Net cash used in operating activities of continuing operations was \$47.6 million in the first three months of 2008, a decrease of \$107.2 million from the \$59.6 million provided in the first three months of 2007. Income after adjustments for non-cash items decreased by \$10.6 million due primarily to lower income in 2008. Changes in operating assets and liabilities consumed \$92.7 million of cash in 2008 versus a cash generation of \$3.8 million in 2007. The growth in inventories during the first quarter of 2008 and the timing of accruals are the main drivers of this change.

Net cash used in investing activities during the first quarter of 2008 reflects capital expenditures of \$31.7 million and the final payment associated with the purchase of Cooper Chengshan. Net cash used in investing activities during the first quarter of 2007 reflects capital expenditures of \$42.8 million and proceeds from the sale of assets, the majority from the sale of a corporate aircraft, of \$6.8 million.

The issuances of debt in 2007 and 2008 relate to the Company's operations in China. During the first quarter of 2007, the Company's Cooper Kenda joint venture received \$8.5 million from its joint venture partner and the joint venture received \$4.3 million during the first quarter of 2008.

During the first quarter of 2008, the Company repurchased \$14.0 million of its Senior Notes due in 2009 and repurchased 803,300 shares of its common stock for \$13.9 million.

Dividends paid on the Company's common shares in the first quarter of 2007 and 2008 were \$6.5 million and \$6.2 million, respectively. During the first quarter of 2007, there were 279,554 stock options exercised while in 2008, there were 19,192 stock options exercised.

Available credit facilities The Company has a revolving credit facility with a consortium of six banks that provides up to \$200 million in credit facilities and expires November 9, 2012. The Company also has an accounts receivable securitization facility with a \$125 million limit with a September 2010 maturity. These credit facilities do not contain financial covenants.

Available cash and contractual commitments At March 31, 2008, the Company had cash and cash equivalents of \$266.0 million. The Company's additional borrowing capacity through use of its credit facility with its bank group and its accounts receivable securitization facility at March 31, 2008 was \$297.8 million.

The Company expects capital expenditures for 2008 to be in the \$200 million range. Of this capital expenditure amount, approximately \$109 million will be in consolidated entities where the Company's ownership is at or near 50 percent.

Table of Contents

The Company has no remaining obligations relating to the acquisition of its 51 percent interest in the two Chinese companies previously wholly owned by Chengshan. There are no significant long-term debt obligations due until 2009.

Contingencies

The Company is a defendant in various products liability claims brought in numerous jurisdictions in which individuals seek damages resulting from automobile accidents allegedly caused by defective tires manufactured by the Company. Each of the products liability claims faced by the Company generally involve different types of tires, models and lines, different circumstances surrounding the accident such as different applications, vehicles, speeds, road conditions, weather conditions, driver error, tire repair and maintenance practices, service life conditions, as well as different jurisdictions and different injuries. In addition, in many of the Company's products liability lawsuits the plaintiff alleges that his or her harm was caused by one or more co-defendants who acted independently of the Company. Accordingly, both the claims asserted and the resolutions of those claims have an enormous amount of variability. The aggregate amount of damages asserted at any point in time is not determinable since often times when claims are filed, the plaintiffs do not specify the amount of damages. Even when there is an amount alleged, at times the amount is wildly inflated and has no rational basis.

Pursuant to applicable accounting rules, the Company accrues the minimum liability for each known claim when the estimated outcome is a range of possible loss and no one amount within that range is more likely than another. The Company uses a range of settlements because an average settlement cost would not be meaningful since the products liability claims faced by the Company are unique and widely variable. The cases involve different types of tires, models and lines, different circumstances surrounding the accident such as different applications, vehicles, speeds, road conditions, weather conditions, driver error, tire repair and maintenance practices, service life conditions, as well as different jurisdictions and different injuries. In addition, in many of the Company's products liability lawsuits the plaintiff alleges that his or her harm was caused by one or more co-defendants who acted independently of the Company. Accordingly, the claims asserted and the resolutions of those claims have an enormous amount of variability. The costs have ranged from zero dollars to \$12 million in one case with no average that is meaningful. No specific accrual is made for individual unasserted claims or for premature claims, asserted claims where the minimum information needed to evaluate the probability of a liability is not yet known. However, an accrual for such claims based, in part, on management's expectations for future litigation activity and the settled claims history is maintained. Because of the speculative nature of litigation in the United States, the Company does not believe a meaningful aggregate range of potential loss for asserted and unasserted claims can be determined. The Company's experience has demonstrated that its estimates have been reasonably accurate and, on average, cases are settled at amounts close to the reserves established. However, it is possible an individual claim from time to time may result in an aberration from the norm and could have a material impact.

Forward-Looking Statements

This report contains what the Company believes are forward-looking statements, as that term is defined under the Private Securities Litigation Reform Act of 1995, regarding projections, expectations or matters that the Company anticipates may happen with respect to the future performance of the industries in which the Company operates, the economies of the United States and other countries, or the performance of the Company itself, which involve uncertainty and risk. Such forward-looking statements are generally, though not always, preceded by words such as anticipates, expects, believes, projects, intends, plans, estimates, and similar terms that connote a view to the future and are not merely recitations of historical fact. Such statements are made solely on the basis of the Company's current views and perceptions of future events, and there can be no assurance that such statements will prove to be true. It is possible that actual results may differ materially from those projections or expectations due to a variety of factors, including but not limited to:

- changes in economic and business conditions in the world, especially the continuation of the global tensions and risks of further terrorist incidents that currently exist;

Table of Contents

increased competitive activity, including the inability to obtain and maintain price increases to offset higher production or material costs;
the failure to achieve expected sales levels;
consolidation among the Company's competitors and customers;
technology advancements;
fluctuations in raw material and energy prices, including those of steel, crude petroleum and natural gas and the unavailability of such raw materials or energy sources;
changes in interest and foreign exchange rates;
increases in pension expense resulting from investment performance of the Company's pension plan assets and changes in discount rate, salary increase rate, and expected return on plan assets assumptions;
government regulatory initiatives, including the proposed and final regulations under the TREAD Act;
changes in the Company's customer relationships, including loss of particular business for competitive or other reasons;
the impact of labor problems, including a strike brought against the Company or against one or more of its large customers;
litigation brought against the Company;
an adverse change in the Company's credit ratings, which could increase its borrowing costs and/or hamper its access to the credit markets;
the inability of the Company to execute its cost reduction/Asian strategies;
the failure of the Company's suppliers to timely deliver products in accordance with contract specifications;
the impact of reductions in the insurance program covering the principal risks to the Company, and other unanticipated events and conditions;
the failure of the Company to achieve the full cost reduction and profit improvement targets; and
the inability or failure to implement the Company's strategic plan.

It is not possible to foresee or identify all such factors. Any forward-looking statements in this report are based on certain assumptions and analyses made by the Company in light of its experience and perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances. Prospective investors are cautioned that any such statements are not a guarantee of future performance and actual results or developments may differ materially from those projected.

The Company makes no commitment to update any forward-looking statement included herein or to disclose any facts, events or circumstances that may affect the accuracy of any forward-looking statement.

Further information covering issues that could materially affect financial performance is contained in the Company's periodic filings with the U. S. Securities and Exchange Commission (SEC).

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in market risk at March 31, 2008 from those detailed in the Company's Annual Report on Form 10-K filed with the SEC for the year ended December 31, 2007.

Item 4. CONTROLS AND PROCEDURES

Pursuant to the requirements of the Sarbanes-Oxley Act of 2002, the Company's management, with the participation of the Chief Executive Officer and Chief Financial Officer of the Company, have evaluated, as of the end of the period covered by this Quarterly Report on Form 10-Q, the effectiveness of the Company's disclosure controls and procedures, including its internal controls and procedures. Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures were effective in identifying the information required to be disclosed in the Company's periodic reports filed with the SEC, including this Quarterly Report on Form 10-Q,

Table of Contents

and ensuring that such information is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

There have been no changes in the Company's internal control over financial reporting during the first quarter of 2008 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II. OTHER INFORMATION**Item 1. LEGAL PROCEEDINGS**

The Company is a defendant in various judicial proceedings arising in the ordinary course of business. A significant portion of these proceedings are products liability cases in which individuals involved in vehicle accidents seek damages resulting from allegedly defective tires manufactured by the Company. In the future, products liability costs could have a materially greater impact on the consolidated results of operations and financial position of the Company than in the past.

Item 1A. RISK FACTORS

There have been no material changes in the risk factors at March 31, 2008 from those detailed in the Company's Annual Report on Form 10-K filed with the SEC for the year ended December 31, 2007.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

- (a) The Company's Annual Meeting of Stockholders was held on May 6, 2008.
- (b) All of the nominees for directors, as listed below under (c) and on pages 3 and 4 of the Company's Proxy Statement dated March 31, 2008, were elected. The following directors have terms of office which continued after the Annual Meeting.

| | |
|-----------------|-------------------|
| Roy V. Armes | John F. Meier |
| Thomas P. Capo | John H. Shuey |
| John J. Holland | Robert D. Welding |

- (c) A description of each matter voted upon at the Annual Meeting is contained on pages 3 and 4 and 7 of the Company's Proxy Statement dated March 31, 2008, which pages are incorporated herein by reference.

The number of votes cast by common stockholders with respect to each matter is as follows:

- (i) Election of directors

| | Term Expires | Affirmative Votes | Withheld Votes |
|----------------------|---------------------|--------------------------|-----------------------|
| Laurie J. Breininger | 2011 | 49,526,005 | 807,870 |
| Steven M. Chapman | 2011 | 49,540,724 | 793,151 |
| Richard L. Wambold | 2011 | 49,508,050 | 825,825 |

At March 14, 2008, the record date, there were 59,010,451 shares of common stock issued and outstanding and entitled to vote at the Annual Meeting. Each of the directors received in excess of a majority of votes cast for their respective election.

Table of Contents

- (ii) Proposal to adopt a policy that the selection of the Company's independent auditors be submitted to the Company's shareholders for their ratification. The votes that had been submitted on the proposal were as follows:

| | |
|-------------------|------------|
| Affirmative Votes | 50,022,789 |
| Negative Votes | 267,187 |
| Abstentions | 43,899 |

Item 5. OTHER INFORMATION

Messrs. Arthur H. Aronson and Byron O. Pond, members of the class of Directors having a term expiring in August 2010, retired from the Board of Directors effective immediately before the 2008 Annual Meeting of Shareholders held on May 6, 2008, and did not stand for re-election. As a result of these retirements, there would be two vacancies in the 2010 class of Directors and the three classes of Directors would no longer be as equal as possible, as required by the Company's Bylaws. In order to best re-balance the three classes of Directors, the Board of Directors, on May 6, 2008, elected Mr. Thomas P. Capo to fill one of the vacancies in the 2010 class of Directors and eliminated the remaining vacancy. As a result of filling this vacancy, Mr. Capo's term was extended for one additional year and his initial term as Director will run until the Company's 2010 Annual Meeting of Stockholders.

On May 6, 2008, Cooper Tire & Rubber Company revised its compensation policy for the Directors who are not employees of the Company (Non-Employee Directors). Effective July 1, 2008:

Each Non-Employee Director will receive an annual retainer of \$70,000 (paid pro rata for 2008), which represents an increase of \$25,000 from the annual retainer paid in 2007. Fees for attendance at meetings of the Board of Directors and meetings of Committees of the Board of Directors were eliminated,

The Lead Director will receive an annual fee of \$10,000 for serving in that capacity, which represents an increase of \$3,000 from the fee previously paid to the Lead Director,

The Chair of the Audit Committee will receive an annual fee of \$10,000 for serving in that capacity, which represents an increase of \$3,000 from the fee paid in 2007 to the Chair of the Audit Committee, and

The Chairs of the Compensation Committee and Nominating and Governance Committee will each receive an annual fee of \$7,000 for serving in those capacities, which represents an increase of \$2,000 from the fees paid in 2007 to each of the Chairs of the Compensation Committee and the Nominating and Governance Committee.

Effective May 6, 2008, Non-Employee Directors will receive an annual grant of phantom stock units in an amount equal to \$70,000 divided by the average of the highest and the lowest quoted selling price of a share of the Company's common stock, as reported on the New York Stock Exchange Composite Tape, on the grant date for that particular year. This represents an increase of \$40,000 from the \$30,000 annual grant made to the Non-Employee Directors in 2007. The Non-Employee Directors will no longer be awarded stock options as part of the Director compensation.

Also effective May 6, 2008, the Company increased the Share Ownership Guidelines for Non-Employee Directors to a level of 10,000 shares. This represents an increase of 2,000 shares from the level of shares required in 2007.

Item 6. EXHIBITS

(a) Exhibits

- (31.1) Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- (31.2) Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- (32) Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

COOPER TIRE & RUBBER COMPANY

/s/ P. G. Weaver
P. G. Weaver
Vice President and Chief
Financial Officer
(Principal Financial Officer)

/s/ R. W. Huber
R. W. Huber
Director of External Reporting
(Principal Accounting Officer)

May 8, 2008
(Date)