

COOPER TIRE & RUBBER CO
Form 11-K
June 24, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549
FORM 11-K
ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended December 31, 2007
Commission File No. 1-4329
Cooper Tire & Rubber Company
Spectrum Investment Savings Plan
(formerly the Thrift and Profit Sharing Plan)
COOPER TIRE & RUBBER COMPANY
(Exact name of registrant as specified in its charter)

DELAWARE	34-4297750
(State or other jurisdiction of incorporation or organization)	(I.R.S. employer identification no.)
Lima and Western Avenues, Findlay, Ohio 45840	
(Address of principal executive offices)	
(Zip code)	
(419) 423-1321	
(Registrant's telephone number, including area code)	

Cooper Tire & Rubber Company
Spectrum Investment Savings Plan
(formerly the Thrift and Profit Sharing Plan)

ITEM 1. Not applicable.

ITEM 2. Not applicable.

ITEM 3. Not applicable.

ITEM 4. FINANCIAL STATEMENTS OF THE PLAN

The Financial Statements of the Cooper Tire & Rubber Spectrum Investment Savings Plan (formerly the Thrift and Profit Sharing Plan) for the fiscal year ended December 31, 2007, together with the report of Ernst & Young LLP, Independent Registered Public Accounting Firm, are attached to this Annual Report on Form 11-K. The Financial Statements and the notes thereto are presented in lieu of the financial statements required by items 1, 2 and 3 of Form 11-K and were prepared in accordance with the financial reporting requirements of the Employee Retirement Income Security Act of 1974.

EXHIBITS:

(23) Consent of Independent Registered Public Accounting Firm

(99) Certification Pursuant To 18 U.S.C. § 1350

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator has duly caused this Annual Report to be signed by the undersigned, thereunto duly authorized.

COOPER TIRE & RUBBER COMPANY

/s/ Stephen O. Schroeder
STEPHEN O. SCHROEDER
Vice President and Treasurer
Plan Administrator

Date: June 20, 2008

Financial Statements and Supplemental Schedule
Cooper Tire & Rubber Company
Spectrum Investment Savings Plan
December 31, 2007 and 2006, and Year Ended December 31, 2007
With Report of Independent Registered Public Accounting Firm

Cooper Tire & Rubber Company
Spectrum Investment Savings Plan
Financial Statements and Supplemental Schedule
December 31, 2007 and 2006, and
Year Ended December 31, 2007

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Report of Independent Registered Public Accounting Firm

The Pre-Tax Savings Plan Committee
Cooper Tire & Rubber Company
Spectrum Investment Savings Plan

We have audited the accompanying statements of net assets available for benefits of the Cooper Tire & Rubber Company Spectrum Investment Savings Plan (the Plan) as of December 31, 2007 and 2006, and the related statement of changes in net assets available for benefits for the year ended December 31, 2007. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2007 and 2006, and the changes in its net assets available for benefits for the year ended December 31, 2007, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2007, is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

Toledo, Ohio

/s/ Ernst & Young LLP

June 20, 2008

Ernst & Young LLP

Cooper Tire & Rubber Company
Spectrum Investment Savings Plan
Statements of Net Assets Available for Benefits

	December 31	
	2007	2006
Investments, at fair value:		
Pooled separate accounts	\$ 58,757,029	\$ 50,799,584
Interest in investment trust fully benefit-responsive investment contracts	49,618,151	64,325,290
Common stock	48,556,552	61,642,858
Mutual fund	15,886,615	17,374,901
Participant loans	2,868,259	3,277,952
	175,686,606	197,420,585
Cash, non-interest-bearing		13,016
Receivables:		
Participant contributions		90,669
Employer contributions	3,315,588	
Interest receivable		1,075
Net assets available for benefits, at fair value	179,002,194	197,525,345
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	129,073	147,486
Net assets available for benefits	\$179,131,267	\$197,672,831

See accompanying notes.

Cooper Tire & Rubber Company
Spectrum Investment Savings Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2007

Additions

Investment income (*Notes 3 and 4*):

Interest and dividends	\$ 3,816,482
Net appreciation in fair value of investments	24,151,855

Total investment income	27,968,337
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Contributions:

Participant	10,663,944
Participant rollover	445,051
Employer	3,315,588

Total contributions	14,424,583
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Total additions	42,392,920
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Deductions

Participant withdrawals	60,934,484
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Total deductions	60,934,484
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Net decrease	(18,541,564)
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Net assets available for benefits:

Beginning of year	197,672,831
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End of year	\$ 179,131,267
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See accompanying notes.

Cooper Tire & Rubber Company
Spectrum Investment Savings Plan
Notes to Financial Statements
December 31, 2007

1. Description of the Plan

The following description of Cooper Tire & Rubber Company Spectrum Investment Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan, as amended and restated effective December 1, 2006, is a defined contribution plan covering all salaried employees of the Cooper Tire & Rubber Company (the Company and the Plan Administrator). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan had a trust agreement with National City Bank to act as trustee and recordkeeper of the Plan's assets. During 2006, the Plan established a trust agreement with Principal Financial Group (the Trustee), effective December 1, 2006, to act as trustee and recordkeeper of the Plan's assets. The Trustee administers and invests the Plan's assets and income for the benefit of the Plan's participants. The Plan's assets were transferred from National City Bank to Principal Financial Group in December 2006.

Contributions

Each year, participants may contribute up to 99% of their pretax or posttax compensation. Participants may direct their contributions to any of the Plan's investment fund options.

The Company contributions are made annually as provided in the Plan document and at the discretion of the Company's Board of Directors. All employer contributions are invested in Cooper Tire & Rubber Company common stock. Effective December 1, 2006, in the amended and restated Plan, participants may direct employer contributions immediately upon receipt. The Company made a contribution in the amount of \$3,315,588 for the year ended December 31, 2007. There were no Company contributions to the Plan for the year ended December 31, 2006.

Vesting

The participants are immediately vested in their contributions plus actual earnings thereon. Effective December 1, 2006, in the amended and restated Plan, the participants are 100% vested in the Company's contributions plus actual earnings thereon after three years.

Cooper Tire & Rubber Company
Spectrum Investment Savings Plan
Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Participant Accounts

Individual accounts are maintained for each participant in the Plan. Each participant's account is credited with the participant's contributions, allocation of the Company's contributions, and Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Forfeitures

At December 31, 2007 and 2006, forfeited nonvested accounts held in the plan totaled \$381,646 and \$0, respectively. Future employer contributions can be reduced by future amounts forfeited by participants.

Participant Loans

Under the Plan, participants may borrow the lesser of 50% of the vested value of their entire account or \$50,000. The interest rate is established based on the prime rate. Interest rates as of December 31, 2006, range from 4.0% to 8.25%. The loan repayment schedule can be no longer than 60 months. Principal and interest is paid ratably through payroll deductions.

Participant Withdrawals

In the event of retirement, death, termination, permanent disability, or other separation from service, participants are entitled to receive an amount equal to the value of the vested interest in their accounts. Payments of benefits are taken in a lump-sum distribution. Under the Plan the participants who are entitled to a benefit for the reasons outlined above will have their vested balance automatically distributed if their vested balance is less than \$1,000 and rolled over to an IRA account administered by the Trustee if their vested balance is greater than \$1,000, but less than \$5,000.

In the event of hardship, as defined by the Plan, participants may make a partial or full distribution of their accounts, subject to certain tax withholdings.

Cooper Tire & Rubber Company
Spectrum Investment Savings Plan
Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Termination of the Plan

Although it has not expressed any intent to do so, the Company has the right, under the Plan to discontinue contributions at any time, and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting. Participant withdrawals are recorded upon distribution.

Investment Valuation and Income Recognition

The shares of common stock are valued at quoted market prices on the last business day of the plan year. The shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. The fair value of the participation units in the pooled separate accounts are based on the quoted price of the underlying securities and the number of units owned by the Plan at year-end. Participation units in the Invesco Stable Value Fund are valued at a unit price determined by the portfolio's sponsor based on the fair value of the underlying assets held by the portfolio. The participant loans are valued at their outstanding balances, which approximate fair value.

As described in Financial Accounting Standards Board Staff Position (FSP) AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the FSP), investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in a fully benefit-responsive guaranteed investment contract (GIC) and synthetic investment contracts (synthetic GICs).

Cooper Tire & Rubber Company
Spectrum Investment Savings Plan
Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

As required by the FSP, the statements of net assets available for benefits present the fair value of the fully benefit-responsive investment contracts. The fair value of the GIC is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations. The underlying investments of the synthetic GICs are valued at quoted redemption values on the last business day of the Plan's year-end. The fair value of the wrap contracts for synthetic GICs is determined using the market approach discounting methodology that incorporates the difference between current market level rates for contract level wrap fees and the wrap fee being charged. The difference is calculated as a dollar value and discounted by the prevailing interpolated swap rate as of period-end. The contract value of the fully benefit-responsive investment contracts represents contributions plus earnings, less participant withdrawals and administrative expenses.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Administrative Expenses

The Company pays the administrative expenses of the Plan, therefore, no administrative expense are reported by 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. Actual results could differ from those estimates.

New Accounting Pronouncement

In September 2006, the Financial Accounting Standards Board issued Statement on Financial Accounting Standards No. 157 (FAS 157), *Fair Value Measurement*. This standard clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value, and requires additional disclosures about the use of fair value measurements. FAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007. Plan management is currently evaluating the effect that the provisions of FAS 157 will have on the Plan's financial statements.

Cooper Tire & Rubber Company
Spectrum Investment Savings Plan
Notes to Financial Statements (continued)

3. Investments

During 2007, the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated (depreciated) in fair value as determined by quoted market prices as follows:

	Net Realized and Unrealized Appreciation (Depreciation) in Fair Value of Investments
Common stock	\$ 19,653,202
Pooled separate accounts	3,035,206
Interest in investment trust	2,982,497
Mutual funds	(1,519,050)
	\$ 24,151,855

Investments in mutual funds, common stock, and pooled separate accounts that represent 5% of the fair value of the Plan net assets available for benefits are as follows:

	December 31	
	2007	2006
Invesco Stable Value Fund	\$49,618,151	\$64,325,290
Cooper Tire & Rubber Company Common Stock	48,556,552	61,642,858
Alliance Bernstein LP PTR Large Cap	16,662,617	24,815,672
Allegiant Large Cap Value I Fund	15,886,615	17,350,488

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Cooper Tire & Rubber Company
Spectrum Investment Savings Plan
Notes to Financial Statements (continued)

4. Investment Trust

At December 31, 2007 and 2006, Invesco Stable Value Fund of the Plan was held in an Investment Trust, which also combined similar investments of the other defined contribution plans sponsored by the Company. Each participating retirement plan has an undivided interest in the Investment Trust. The Plan's interest in the Investment Trust was determined by the Plan's relative asset value to the Investment Trust's total asset value at the end of the year.

Investment income was allocated to the Plan based on its pro rata share in the net assets of the Investment Trust. The assets were identified and allocated to each participating retirement plan.

At December 31, 2007 and 2006, the Plan's interest in the net assets of the Investment Trust was approximately 66.4% and 78.5%, respectively.

The following presents the fair value of investments in the Investment Trust:

	December 31	
	2007	2006
Investments, at fair value:		
Fully benefit-responsive investment contracts	\$74,719,032	\$81,983,003
Total assets, at fair value	74,719,032	81,983,003
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	194,369	187,972
Total assets	\$74,913,401	\$82,170,975

Investment income for the Investment Trust for the year ended December 31, 2007, is as follows:

Interest and dividends	\$ 3,994,286
Net appreciation of fair value of investments, as determined by quoted prices: Investment contracts	4,060,045
	\$ 8,054,331

Cooper Tire & Rubber Company
Spectrum Investment Savings Plan
Notes to Financial Statements (continued)

5. Fully Benefit-Responsive Investment Contracts

The Plan includes an account called the Stable Value Fund as an investment option available to participants. This account is managed by Invesco Institutional (N.A.), Inc. The account is credited with participant contributions plus earnings and charged for participant withdrawals and administrative expenses.

Investments of the Stable Value Fund may periodically include Guaranteed Investment Contracts (GICs), typically issued by insurance companies and which provide for guarantees of interest and repayment of principal. An issuer of a GIC is contractually obligated to repay the principal and a specified interest rate or interest rate index that is guaranteed to the Plan. There are no reserves against contract value for credit risk of the contract issuer. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 0%. Such interest rates are reviewed and may be reset on a monthly basis.

The Plan also invests in synthetic GICs which are wrap contracts paired with an underlying investment or investments, usually a portfolio, owned by the Plan, of high quality, intermediate term fixed income securities. The Plan purchases wrapper contracts from financial services institutions. Synthetic GICs credit a stated interest rate for a specified period of time. Investment gains and losses are amortized over the expected duration through the calculation of the interest rate applicable to the Plan on a prospective basis. Synthetic GICs provide for a variable crediting rate, which typically resets at least quarterly, and the issuer of the wrap contract provides assurance that future adjustments to the crediting rate cannot result in a crediting rate less than zero. The crediting rate is primarily based on the current yield-to-maturity of the covered investments, plus or minus amortization of the difference between the market value and contract value of the covered investments over the duration of the covered investments at the time of the computation. The crediting rate is most affected by the change in the annual effective yield to maturity of the underlying securities, but is also affected by the difference between the contract value and the market value of the covered investments. Depending on the change in duration from reset period to reset period, the magnitude of the impact to the crediting rate of the contract to market difference is heightened or lessened. The crediting rate can be adjusted periodically and is usually adjusted either monthly or quarterly, but in no event is the crediting rate less than 0%.

Cooper Tire & Rubber Company
Spectrum Investment Savings Plan
Notes to Financial Statements (continued)

5. Fully Benefit-Responsive Investment Contracts (continued)

Certain events limit the ability of the Plan to transact at contract value with the insurance company and the financial institution issuer. Such events include (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that the occurrence of any such events that would limit the Plan's ability to transact at contract value with participants is probable.

GICs do not permit the insurance company to terminate the agreement prior to the scheduled maturity date; however, the synthetic GICs generally impose conditions on both the Plan and the issuer. If an event of default occurs and is not cured, the nondefaulting party may terminate the contract. The following may cause the Plan to be in default:

A breach of material obligation under the contract

A material misrepresentation

A material amendment to the plan agreement

The issuer may be in default if it breaches a material obligation under the investment contract, makes a material misrepresentation, or is acquired or reorganized and the successor issuer does not satisfy the investment or credit guidelines applicable to issuers. If, in the event of default of an issuer, the Plan was unable to obtain a replacement investment contract, withdrawing participants may experience losses if the value of the Plan's assets no longer covered by the contract is below contract value. The Plan may seek to add additional issuers over time to diversify the Plan's exposure to such risk, but there is no assurance the Plan may be able to do so. The combination of the default of an issuer and an inability to obtain a replacement agreement could render the Plan unable to achieve its objective of maintaining a stable contract value.

Cooper Tire & Rubber Company
Spectrum Investment Savings Plan
Notes to Financial Statements (continued)

5. Fully Benefit-Responsive Investment Contracts (continued)

The terms of an investment contract generally provide for settlement of payments only upon termination of the contract or total liquidation of the covered investments. Generally, payments will be made pro rata, based on the percentage of investments covered by each issuer. Contract termination occurs whenever the contract value or market value of the covered investments reaches zero or upon certain events of default. If the contract terminates due to issuer default, the issuer will generally be required to pay to the Plan the excess, if any, of contract value over market value on the date of termination. If a synthetic GIC terminates due to a decline in the ratings of the issuer, the issuer may be required to pay to the Plan the cost of acquiring a replacement contract (that is, replacement cost) within the meaning of the contract. If the contract terminates when the market value equals zero, the issuer will pay the excess of contract value over market value to the Plan to the extent necessary for the Plan to satisfy outstanding contract value withdrawal requests. Contract termination also may occur by the Trust upon election and notice. In certain limited circumstances, contract termination by the issuer may also occur but with the Trust retaining the right to require that the contract will remain in force under original terms over a period of time as underlying assets mature and are repaid. As described in Note 2, because GICs and synthetic GICs are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the GIC and synthetic GICs. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

	2007	2006
Average yields for GIC and synthetic GICs		
Based on actual earning	5.22%	5.10%
Based on interest rate credited to participants	4.80%	4.99%

6. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated July 13, 2004, 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. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

Cooper Tire & Rubber Company
Spectrum Investment Savings Plan
Notes to Financial Statements (continued)

7. Related-Party Transactions

Certain plan investments are units of pooled separate accounts managed by the trustee, Principal Financial Group, and, therefore, these transactions qualify as party-in-interest transactions. In addition, the plan investments include the Company's common stock. There have been no known prohibited transactions with a party in interest.

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. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that the changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

9. Reconciliation of Form 5500 to Net Assets Available for Benefits, at Contract Value

Form 5500 reports net assets at fair value and the financial statements report at contract value. The following is a reconciliation of net assets available for benefits:

	December 31	
	2007	2006
Net assets available for benefits, Form 5500	\$179,002,194	\$197,525,345
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	129,073	147,486
Net assets available for benefits, at Contract Value	\$179,131,267	\$197,672,831

Cooper Tire & Rubber Company
Spectrum Investment Savings Plan
Notes to Financial Statements (continued)

9. Reconciliation of Form 5500 to Net Assets Available for Benefits, at Contract Value (continued)

The following is a reconciliation of net additions to net assets available for benefits:

	December 31	
	2007	2006
Total earnings on investments, Form 5500	\$42,411,333	\$21,827,708
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	(18,413)	147,486
 Total net additions to net assets available for benefits, per the financial statements	 \$42,392,920	 \$21,975,194

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Supplemental Schedule

Cooper Tire & Rubber Company
 Spectrum Investment Savings Plan
 EIN #34-4297750 Plan #005
 Schedule H, Line 4i Schedule of Assets
 (Held at End of Year)
 December 31, 2007

Identity of Issue, Borrower, Lessor, or Identity of Issue	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Current Value
Pooled Separate Accounts:		
Alliance Bernstein LP	1,029,564 shares, PTR Large Cap	\$ 16,662,617
Turner Investment Partners	495,791 shares, Midcap Growth	8,253,801
JP Morgan Investment Mgmt. Inc.	460,434 shares, Global Equity	6,206,044
Columbus Circle Investors	203,784 shares, Large Co Growth	6,064,709
	63,208 shares, Principal Diversified	4,536,657
*Principal Global Investors	International	
	61,497 shares, Principal Large Cap Stock Index	3,619,586
	176,066 shares, Principal Lifetime 2030	3,016,766
	131,800 shares, Principal Lifetime 2040	2,311,165
	137,168 shares, Principal Lifetime 2020	2,328,835
	134,276 shares, Principal Lifetime 2010	2,145,587
	2,682 shares, Principal U.S. Property	1,937,581
	47,692 shares, Principal Lifetime 2050	812,911
	558 shares, Principal Bond and Mortgage	445,169
	27,755 shares, Principal Lifetime STR INC	415,601
Investment Trust		
Invesco	48,619,807 shares, Stable Value Fund	49,618,151
Common Stock:		
*Cooper Tire & Rubber Company	2,928,622 shares, Common Stock	48,556,552
Mutual Fund:		
	914,075 shares, Allegiant Large Cap Value I Fund	15,886,615
Allegiant Asset Management Co		
*Participant loans	Interest rates ranging from 4.00% to 8.25%, with the longest maturity date of December 2012	2,868,259
		\$ 175,686,606

* Party in interest