

GOODYEAR TIRE & RUBBER CO /OH/

Form 11-K

June 27, 2008

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**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 Number: 1-1927
THE GOODYEAR TIRE & RUBBER COMPANY
SAVINGS PLAN FOR RETAIL EMPLOYEES
(Full title of the Plan)
THE GOODYEAR TIRE & RUBBER COMPANY
(Name of Issuer of the Securities)
1144 East Market Street
Akron, Ohio 44316-0001
(Address of Issuer's Principal Executive Office)**

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ITEM 1. Not applicable.

ITEM 2. Not applicable.

ITEM 3. Not applicable.

ITEM 4. FINANCIAL STATEMENTS OF THE PLAN

EXHIBITS.

SIGNATURES

EX-23.1

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**THE GOODYEAR TIRE & RUBBER COMPANY
SAVINGS PLAN FOR RETAIL EMPLOYEES**

ITEM 1. Not applicable.

ITEM 2. Not applicable.

ITEM 3. Not applicable.

ITEM 4. FINANCIAL STATEMENTS OF THE PLAN

The Financial Statements of The Goodyear Tire & Rubber Company Savings Plan for Retail Employees (the Plan) as of December 31, 2007 and April 1, 2007 and for the fiscal year ended December 31, 2007, together with the report of Bober, Markey, Fedorovich & Company, independent registered public accounting firm, are attached to this Annual Report on Form 11-K as Annex A, and are by specific reference incorporated herein and filed as a part hereof. 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. The Plan is subject to the requirements of the Employee Retirement Income Security Act of 1974 (ERISA).

EXHIBITS.

EXHIBIT 23.1 Consent of Bober, Markey, Fedorovich & Company, independent registered public accounting firm.

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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.

THE GOODYEAR TIRE & RUBBER
COMPANY

Plan Administrator of THE GOODYEAR TIRE &
RUBBER COMPANY SAVINGS PLAN FOR
RETAIL EMPLOYEES

June 27, 2008

By: /s/ Damon Audia

Damon Audia, Vice President and Treasurer

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**ANNEX A
TO
Form 11-K**

**THE GOODYEAR TIRE & RUBBER COMPANY
SAVINGS PLAN FOR RETAIL EMPLOYEES**

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**FINANCIAL STATEMENTS
DECEMBER 31, 2007**

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**The Goodyear Tire & Rubber Company
Savings Plan
For Retail Employees
Financial Statements
December 31, 2007 and April 1, 2007**

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Participants and Administrator of
The Goodyear Tire & Rubber Company Savings Plan for
Retail Employees
Akron, Ohio

We have audited the accompanying statements of net assets available for benefits of The Goodyear Tire & Rubber Company Savings Plan for Retail Employees (the Plan) as of December 31, 2007 and April 1, 2007, and the related statement of changes in net assets available for benefits for the period of inception (April 1, 2007) to 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 audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides 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 Goodyear Tire & Rubber Company Savings Plan for Retail Employees as of December 31, 2007 and April 1, 2007 and the changes in its net assets available for benefits for the period of inception (April 1, 2007) to December 31, 2007 in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The 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 basic 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. This supplemental information is the responsibility of the Plan's management. The supplemental information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

BOBER, MARKEY, FEDOROVICH & COMPANY

Akron, Ohio
June 27, 2008

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The Goodyear Tire & Rubber Company
Savings Plan for Retail Employees
December 31, 2007 and April 1, 2007
Statements of Net Assets Available for Benefits

	December 31, 2007	April 1, 2007
(Dollars in Thousands)		
Plan's Interest in Commingled Trust at fair value	\$ 105,318	\$
Participant Loans	4,981	
Contribution Receivable Employee	145	
Contribution Receivable Employer	6	
Net Assets Available for Benefits at fair value	110,450	
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts	(547)	
Net Assets Available for Benefits	\$ 109,903	\$

Statement of Changes in Net Assets Available for Benefits

	Period of Inception (April 1, 2007) to December 31, 2007
(Dollars in Thousands)	
Contributions:	
Employer	\$ 200
Employee	4,402
Total Contributions	4,602
Deductions:	
Benefits Paid to Participants or Their Beneficiaries	(3,510)
Interest From Participant Loans	267
Net Investment Gain from Plan's Interest in Commingled Trust	2,104
Transfer from The Goodyear Tire & Rubber Company Employee Savings Plan for Salaried Employees	106,440
Net Increase in Net Assets Available for Benefits During the Period	109,903

Net Assets Available for Benefits at Beginning of Period

Net Assets Available for Benefits at End of Period	\$	109,903
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The accompanying notes are an integral part of these statements.

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**The Goodyear Tire & Rubber Company
Savings Plan for Retail Employees
December 31, 2007 and April 1, 2007**

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting

The accounts of The Goodyear Tire & Rubber Company Savings Plan for Retail Employees (the Plan) are maintained on the accrual basis of accounting and in accordance with The Northern Trust Company (the Trustee) Trust Agreement.

Plan Year

The Plan Year is a Calendar year.

Trust Assets

Certain savings plans sponsored by The Goodyear Tire & Rubber Company and certain subsidiaries (the Company) maintain their assets in a master trust entitled The Goodyear Tire & Rubber Company Commingled Trust (the Commingled Trust) administered by the Trustee. The Company sponsored three savings plans at December 31, 2007 that participate in the Commingled Trust. The Plan 's undivided interest in the Commingled Trust is presented in the accompanying financial statements in accordance with the allocation made by the Trustee.

Recordkeeper

JP Morgan Retirement Plan Services, LLC is the recordkeeper of the Plan.

Asset Valuation and Income Recognition

The majority of the assets of the Plan are valued at fair market value. The fair value of the Plan 's interest in the Commingled Trust is based on the beginning of the period value in the trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. Investments in the Goodyear Stock Fund are valued at the last reported sales price on the last business day of the Plan year. If no sales were reported on that date, the shares are valued at the last bid price. Investments in mutual funds are valued at the net asset value of shares held by the Commingled Trust at year end. Investments in commingled funds are valued at fair value, as determined by the fund manager. Investments in the self directed account are valued at fair value, based on the underlying investments in the account. Participant loans are valued at their outstanding balances, which approximate fair value. Investment income and administrative expenses relating to the Commingled Trust are allocated on a daily basis to the Plan based on the Plan 's value in each applicable fund within the Commingled Trust.

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-*

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**The Goodyear Tire & Rubber Company
Savings Plan for Retail Employees
December 31, 2007 and April 1, 2007**

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. As required by the FSP, the Statement of Net Assets Available for Benefits presents the fair value of the investment contracts held in the Stable Value fund of the Commingled Trust as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Purchases of securities are recorded on the trade date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Concentration of Credit Risk

The Stable Value Fund of the Commingled Trust invests part of the fund in investment contracts of financial institutions with strong credit ratings and has established guidelines relative to diversification and maturities that maintain safety and liquidity (See Note 8).

The Goodyear Stock Fund invests primarily in the Common Stock of the Company. Significant changes in the price of Goodyear Stock can result in significant changes in the Net Assets Available for Benefits.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the basic financial statements and related notes to financial statements. Changes in such estimates may affect amounts reported in future years.

Risk and Uncertainties

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

New Accounting Standard

In September 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards (SFAS) No. 157, *Fair Value Measurements*. This standard establishes

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**The Goodyear Tire & Rubber Company
Savings Plan for Retail Employees
December 31, 2007 and April 1, 2007**

a single authoritative definition of fair value, sets out a framework for measuring fair value and requires additional disclosures about fair value measurements. SFAS No. 157 applies to fair value measurements already required or permitted by existing standards. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007.

Plan management is currently evaluating the impact the adoption of SFAS No. 157 will have on the Plan's financial statements.

2. GENERAL DESCRIPTION AND OPERATION OF THE PLAN:

Inception

The Plan is a defined contribution plan, which became effective April 1, 2007. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Participants of the Plan were previously covered by The Goodyear Tire & Rubber Company Employee Savings Plan for Salaried Employees (the "Salaried Plan"). The Plan was created pursuant to a spin-off from the Salaried Plan, which was originally effective July 1, 1984. In connection with the spin-off of the Plan, \$106,440,363 was transferred to the Plan from the Salaried Plan.

Eligibility

Salaried employees of retail store locations of the Company who were participants under the Salaried Plan immediately prior to April 1, 2007 are participants under this plan on and after that date. All other eligible employees will become eligible to participate in the Plan as of the first enrollment date after completing one year of continuous service with the Company.

Vesting

Employee contributions are fully vested. Employer contributions are vested after the participant has completed two years of continuous service with the Company, provided the employee terminates employment with the Company under certain conditions specified in the Plan document.

Contributions

Eligible employees may elect to contribute any whole percent from 1% to 50% of earnings, including wages, bonuses, commissions, overtime and vacation pay into the Plan. In addition, the Plan permits catch-up contributions by participants who have attained age 50 by December 31 of each year subject to certain limitations under the Internal Revenue Code. Participating employees may elect to have their contributions invested in any of the funds available for employees at the time of their contributions. The Company calculates and deducts employee contributions from gross earnings each pay period based on the percent elected by the employee. Employees may change their contribution percent any time. The

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**The Goodyear Tire & Rubber Company
Savings Plan for Retail Employees
December 31, 2007 and April 1, 2007**

change will become effective as soon as administratively possible after participant makes it. Employees may transfer amounts attributable to employee contributions from one fund to the other on a daily basis. Employees may suspend their contributions at any time effective immediately.

The Plan has been established under section 401 of the Internal Revenue Code. Therefore, employee (except for Roth 401(k) contributions) and employer contributions to the Plan are not subject to federal withholding tax, but are taxable when they are withdrawn from the Plan.

Participants who were hired by the Company on or after January 1, 2005 and are not eligible to participate in a Company pension plan will receive matching employer contributions equal to 50% of the first 4% of compensation contributed by the participant through elective deferrals to the Plan. Effective January 1, 2009, all participants will be eligible to receive the matching employer contribution.

Effective for pay periods occurring after December 31, 2008, the Company shall make retirement contributions to the Plan for employees older than forty years of age, at percentages ranging from 1% to 2%, dependant on age.

Participants must be hired before January 1, 2005, participating in a Company pension plan, not yet receiving pension benefits and participating in the Plan during the contribution period in order to be eligible to receive the Company retirement contribution. The employee can elect to invest this contribution in any of the investment options available for employee contributions.

Participant Accounts

A variety of funds have been established for each participant in the Plan. All accounts are valued daily by the Trustee. Interest and dividends (in non Goodyear Stocks) are automatically reinvested in each participant's respective accounts and reflected in the unit value of the fund which affects the value of the participant's accounts.

Under the Employee Stock Ownership Plan (the ESOP), participants may elect to receive in cash dividends on the Goodyear stock held in their employer match account. Such election results in a distribution to the participant. For the year ended December 31, 2007 there were no dividends paid on the Goodyear stock held.

Plan Withdrawals and Distributions

Participants may take in-service distributions of vested amounts from their accounts if they:

Attain the age of 59^{1/2}, or

Qualify for a financial hardship.

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**The Goodyear Tire & Rubber Company
Savings Plan for Retail Employees
December 31, 2007 and April 1, 2007**

The Internal Revenue Service (IRS) issued guidelines governing financial hardship. Under the IRS guidelines, withdrawals are permitted for severe financial hardship. Contributions to the Plan are suspended for 6 months subsequent to a financial hardship withdrawal.

Participant vested amounts are payable upon retirement, death or other termination of employment.

All withdrawals and distributions are valued as of the end of the month they are processed, and may be subject to federal income tax upon receipt. Any non-vested Company contributions are forfeited and applied to reduce plan expenses and future contributions by the Company. As of December 31, 2007, the Plan had forfeiture credits in the amounts of \$11,460.

Participant Loans

Eligible employees may borrow money from their participant accounts. The minimum amount to be borrowed is \$1,000. The maximum amount to be borrowed is the lesser of \$50,000 reduced by the highest outstanding balance of any loan during the preceding twelve month period, or 50% of the participant's vested account balance. Participants may have up to two loans outstanding at any time. The interest rate charged will be a fixed rate that will be established at the time of the loan application based on prime plus one (8.25% at December 31, 2007).

Loan repayments, with interest, are made through payroll deductions. If a loan is not repaid when due, the loan balance is treated as a taxable distribution from the Plan.

Rollovers

Employees, Plan participants, or former Plan participants may transfer eligible cash distributions from any other employer sponsored plan qualified under Section 401 of the Internal Revenue Code into the Plan by a direct transfer from such other plan.

Expenses

Expenses of administering the Plan were paid partly by the Company and partly by the Commingled Trust. The payment of Trustee's fees and brokerage commissions associated with the Company Stock Fund are paid by the Company. Expenses related to the asset management of the investment funds, and recordkeeping services are paid from such Funds which reduce the investment return reported and credited to participant accounts.

The JPMorgan Personal Asset Manager Program provides personalized portfolio management for participants who wish to delegate investment decisions about fund choices within the Plan to a professional manager. Participation in the program is paid solely by those participants electing to enroll. The expense reduces the investment return reported and credited to participant accounts.

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**The Goodyear Tire & Rubber Company
Savings Plan for Retail Employees
December 31, 2007 and April 1, 2007**

Termination Provisions

The Company anticipates and believes that the Plan will continue without interruption, but reserves the right to discontinue the Plan. In the event of termination, the obligation of the Company to make further contributions ceases. All participants' accounts would then be fully vested with respect to Company contributions.

3. RELATED PARTY TRANSACTIONS:

The Trustee serves as the fund manager of the Daily S&P 500 Index Stock Equity Fund.

JP Morgan Investment Management Inc. serves as the fund manager for the Large Capitalization Value Fund and the International Equity Fund.

The Goodyear Stock Fund is designed primarily for investment in common stock of the Company, except for short-term investments needed for Plan operations. During 2007, the price per share of Goodyear common stock on The New York Stock Exchange composite transactions ranged from \$21.40 to \$36.90. The closing price per share of Goodyear common stock on The New York Stock Exchange was \$28.22 at December 31, 2007. The common stock of The Goodyear Tire & Rubber Company and a Short-Term Investments Fund are the current investments of this fund. The portion of this fund related to employer contributions is within an employee stock ownership plan (ESOP).

4. TAX STATUS OF PLAN:

The Plan is currently in the process of completing an application for a determination letter. However, the Company and the Plan's tax counsel believe the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

5. LITIGATION:

Following the announcement of a restatement of the Company's financial statements in October 2003, several lawsuits were filed in the U.S. District Court for the Northern District of Ohio against the Company and current and/or former officers, directors and associates of the Company asserting breach of fiduciary duty claims under ERISA on behalf of a putative class of participants in The Goodyear Tire & Rubber Company Employee Savings Plan for Bargaining Unit Employees and the Salaried Plan. All of these actions were consolidated into a separate action in the U. S. District Court for the Northern District of Ohio. In July 2006, the Court denied the defendants motion to dismiss the breach of fiduciary duty claims

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The Goodyear Tire & Rubber Company
Savings Plan for Retail Employees
December 31, 2007 and April 1, 2007

under ERISA. Although the Company continues to believe the ERISA claims are without merit, the Company has entered into a settlement agreement with the plaintiffs, which is subject to court approval, in order to eliminate the ongoing cost and distraction of the litigation. If the settlement agreement is not approved by the court, the Company will continue to vigorously defend these claims.

6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2007 to the Form 5500:

	December 31, 2007
(Dollars in Thousands)	
Net Assets Available for Benefits per the Financial Statements	\$ 109,903
Amount for adjustment from fair value to contract value for fully benefit-responsive investment contracts	547
Amounts Allocated to Withdrawing Participants	(2)
Net Assets Available for Benefits per the Form 5500	\$ 110,448

The following is a reconciliation of benefits paid to participants per the financial statements for the period ended December 31, 2007 to the Form 5500:

	Period Ended December 31, 2007
(Dollars in Thousands)	
Benefits Paid to Participants per the Financial Statements	\$ 3,510
Add: Amounts Allocated to Withdrawing Participants at December 31, 2007	2
Benefits Paid to Participants per the Form 5500	\$ 3,512

Amounts allocated to withdrawing participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to the plan year end, but not yet paid as of that date.

The following is a reconciliation of net investment gain from the Plan's interest in commingled trust per the financial statements for the period ended December 31, 2007 to the Form 5500:

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The Goodyear Tire & Rubber Company
Savings Plan for Retail Employees
December 31, 2007 and April 1, 2007

	Period Ended December 31, 2007
(Dollars in Thousands)	
Net Investment Gain from Plan's Interest in Commingled Trust per the Financial Statements	\$ 2,104
Impact of reflecting fully benefit-responsive investment contracts at fair value at December 31, 2007	547
Net Investment Gain from Plan's Interest in Commingled Trust per the Form 5500	\$ 2,651

Fully benefit-responsive investment contracts are recorded at fair value on the Form 5500.

7. FINANCIAL DATA OF THE COMMINGLED TRUST:

All the Plan's investments except for the participant loans are in the Commingled Trust, which was established for the investment of assets of the Plan. Each Participating plan has an undivided interest in the Commingled Trust. At December 31, 2007, the Plan's interest in the net assets of the Commingled Trust was approximately 5.3%. The Commingled Trust assets are held by the Trustee.

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The Goodyear Tire & Rubber Company
Savings Plan for Retail Employees
December 31, 2007 and April 1, 2007

The financial data of the Commingled Trust is as follows:

Statement of Net Assets Available for Benefits of the Commingled Trust

	December 31, 2007
(Dollars in Thousands)	
Investments:	
Common Collective Trusts	
JP Morgan Value Opportunities Fund	\$ 71,850
NTGI-QM Daily S & P 500 Equity Index Fund	414,998
JPMCB EAFE Plus Fund	157,902
Short-Term Investments	28,269
Mutual Funds	
Western Asset Core Plus Bond Fund Inst. Class Fund	18,750
Vanguard Target Retirement Income Fund	2,099
Vanguard Target Retirement 2005 Fund	19,449
Vanguard Target Retirement 2015 Fund	17,587
Vanguard Target Retirement 2025 Fund	60,100
Vanguard Target Retirement 2035 Fund	10,961
Vanguard Target Retirement 2045 Fund	39,825
Wellington Management Growth Fund	55,798
Artisan Small Capitalization Growth Fund	68,157
RS Partners Small Capitalization Value Fund	14,585
Charles Schwab Self Directed Account	32,776
Common Stock of The Goodyear Tire & Rubber Company	215,030
Investment Contracts (See Note 8)	747,277
Total Investments	1,975,413
Receivables:	
Pending Trades	3,433
Accrued Interest and Dividends	201
Total Assets Available for Benefits	1,979,047
Liabilities:	
Administrative Expenses Payable	(1,613)
Total Liabilities	(1,613)
Net Assets Available for Benefits	\$ 1,977,434

Table of Contents**The Goodyear Tire & Rubber Company****Savings Plan for Retail Employees****December 31, 2007 and April 1, 2007****COMMINGLED TRUST INVESTMENT INCOME:**

Net Investment income for the Commingled Trust is as follows:

	Year Ended December 31, 2007
(Dollars in Thousands)	
Net Appreciation in Fair Value of Investments:	
Common Collective Trust	\$ 40,437
Mutual Funds	18,851
Common Stock	74,465
Self Directed Funds Mutual Funds	2,519
	136,272
Interest and dividends	43,918
Investment Gain from Plan's Interest in Master Trust	\$ 180,190
Administrative Expenses	(5,517)
Net Investment Income	\$ 174,673

8. INVESTMENT CONTRACTS

The Commingled Trust invests in The Goodyear Tire & Rubber Company Employee Savings Plan Stable Value Fund (Stable Value Fund) which has entered into benefit-responsive guaranteed investment contracts and wrapper contracts with various insurance companies. The insurance companies maintain the contributions in general accounts. The accounts are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses.

As described in Note 1, because the guaranteed investment contracts held by the Commingled Trust are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contracts. Contract value, as reported to the Commingled Trust by the manager of the Stable Value Fund, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuers or otherwise. The crediting interest rate is based on a formula agreed upon with the issuers.

The Stable Value Fund has purchased wrapper contracts from the insurance companies. The wrapper contracts amortize the realized and unrealized gains and losses on the underlying fixed income investments, typically over the duration of the investments, through adjustments to the future interest crediting rate (which is the rate earned by participants in the

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**The Goodyear Tire & Rubber Company
Savings Plan for Retail Employees
December 31, 2007 and April 1, 2007**

fund for underlying investments). The issuers of the wrapper contracts provide assurance that the adjustments to the interest crediting rate do not result in a future interest crediting rate that is less than zero.

Certain events limit the ability of the Plan to transact at contract value with the issuer. These events include termination of the Plan, a material adverse change to the provisions of the Plan, if the Commingled Trust elects to withdraw from a wrapper contract in order to switch to a different investment provider, or if the terms of a successor plan (in the event of the spin-off or sale of a division) do not meet the wrapper contract issuer's underwriting criteria for issuance of a clone wrapper contract. The events described above that could result in the payment of benefits at market value rather than contract value are not probable of occurring in the foreseeable future.

The wrapper contracts do not permit the issuers to terminate the contracts unless the Plan loses its qualified status, has incurred material breaches of responsibilities, or material and adverse changes occur to the provisions of the Plan.

***Year Ended December 31,
2007***

Average yields:

Based on actual earnings	5.1%
Based on interest rate credited to participants	4.7%

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(a)	(b)	(c) Description of investment Including maturity date, rate of interest, collateral par, or maturity value	(d)	(e)
Identity of issue,borrower	lessor or similar party		Cost	Current Value
	Participant Loans	5.0% - 9.25%	\$	\$4,981,022

Note: This schedule excludes the Plan's interest in the Commingled Trust, which is not required to be reported on the schedule pursuant to the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.