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Third-Quarter 2007 Results and Financial Outlook

November 6, 2007







- Company Overview
 - Bob Rossiter, Chairman, CEO and President
- Business Conditions
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- Third-Quarter 2007 Results and Outlook
 - Matt Simoncini, Chief Financial Officer
- Q and A Session



Company Overview



Company Overview

- Lear has implemented a number of significant actions to improve shareholder value
- Despite challenging business conditions, we are continuing to improve our financial results
- Seating business performing well; electrical and electronic business needs further improvement
- Aggressively growing in Asia and with Asian manufacturers globally
- Priority focus on delivering superior quality and customer service continues



Actions to Improve Shareholder Value*

- Implementing global restructuring initiative
- Refinanced 2007-2009 debt maturities
- Divested Interior business; retained minority interest in IAC joint ventures
- Revitalized strategic focus on "growth"

Strategic Actions To Improve Shareholder Value Have Improved Financial Results, Increased Financial Flexibility And Enhanced Future Competitiveness

^{*} Please see slide titled "Forward-Looking Statements" at the end of this presentation for further information.

Strategic Assessment Seating Systems*



Market Environment

- Lear has a strong competitive position globally
- Business performing well today

Core Strategies

- Leverage global leadership in systems integration
- Achieve lowest cost global footprint
- Expand capabilities in value-added components
- Further sales growth and diversification

Business Outlook

Core strategies support a leading competitive position globally

^{*} Please see slide titled "Forward-Looking Statements" at the end of this presentation for further information.

Strategic Assessment Electrical and Electronic Segment*



Market Environment

- Fierce global competition is depressing margins
- Increasing consumer demand for electrical content in vehicles (i.e., safety-related features, infotainment and power equipment)

Core Strategies

- Further develop system integration capabilities
- Achieve lowest cost global footprint
- Capitalize on emerging technologies in power distribution and growth in value-added electronic products

Business Outlook

- Margin pressure as industry restructures and consolidates
- >> Significant new business coming on line over next few years
- Solid future opportunity by strengthening global position in power distribution and growing electronic business

^{*} Please see slide titled "Forward-Looking Statements" at the end of this presentation for further information.



Update on IAC Joint Ventures

- IAC provides opportunity for future success of Interior business
- Industry consolidation, restructuring and business integration in this segment is on-track
- Lear positioned to participate in improving business fundamentals

IAC-Europe

- Annual sales of over \$1 billion
- Lear holds a 34% minority interest in IAC-Europe

IAC-North America

- Recently completed acquisition of Collins & Aikman's (C&A) soft trim business
- Annual sales now total about \$3 billion
- Lear settled contingent liabilities and invested an additional
 \$32 million for its share of the C&A acquisition
- Lear now holds a 19% minority interest in IAC-NA



New Asian Program Awards in Third Quarter**

Automaker	Market	Lear Content	Future Vehicle Program(s)	SOP
神化沒车有限公 DONGFING PELIGIOT CITTORIN AUTOMOBILE COMPA	China	Seats	W2/X7	2009/2011
Auto Alliance	Thai/S.Afr.	Wire Harnesses	T6 Ranger	2010/2011
GM & I	China/India	Seats	M300/T300	2009/2010
DAIMLER	China	Seats	W204/C Class	January 2008
Auto Alliance	Australia	Seat Trim/Map Pocket	Orion/Territory	November 2007
State Tord	Thai/S.Afr.	Junction Box	T6 Ranger	2010/2011
⊘ CH∆NG∆N	China	Seats	CM9/V101	October 2007
<u>GM</u>	India	Wire Harnesses	M300	February 2010
NISSAN	Global	Wire Harnesses	Dualis	December 2007
	China	Wire Harnesses	Cummins Diesel	January 2009
CHERY 東安全 東节館 東母領	China	TPMS	B12/B21/B22/B23	2008/2009

New Asian Business Awarded In Third Quarter Worth About \$245 Million Annually*

^{*} Includes consolidated and non-consolidated sales.

^{**} Please see slide titled "Forward-Looking Statements" at the end of this presentation for further information.



Major Customer Awards and Industry Recognition



Customer Awards

"Supplier of the Year" for global Seating Systems



3 World Excellence Awards--

- "Gold Award" at Genk, Belgium seating plant
- •"Silver Award" and "Recognition of Achievement for consumer-driven Six-Sigma" at St. Thomas, Ontario Canada seating plant



"Superior Supplier Diversity" and "Excellence in Quality" at Edinburgh, Indiana



"Outstanding Performance – Quality and Delivery" at East London, South Africa



"Excellence in Performance" for Wire Harnesses



"Outstanding Supplier Performance Award" at Boeblingen, Germany



"Value Analysis / Value Engineering Performance Award" and "Value Analysis Award" for most cost saving ideas generated



"Supplier Award for Successful Partnership" in Brazil



"Supplier of the Year" at Liuzhou, China





"...Most Impressive Stereo Sound in the World" (from March 2007 review of Lear's premium sound system in the BMW M5)



Environmental Innovation Award 2007 for SoyFoam™ (Institute for Transport Management)



Business Conditions



Present Business Environment

Macro Economic Factors

- Positives: U.S. interest rates and key commodity prices moderating
- Risks: consumer credit, weak housing sector and high oil prices
- Volatile capital markets

Industry Production

- Relatively stable in North America and Europe
- Full-size pick-up trucks and large SUVs down from 2004 peak
- Continued growth and business development in key Asian markets

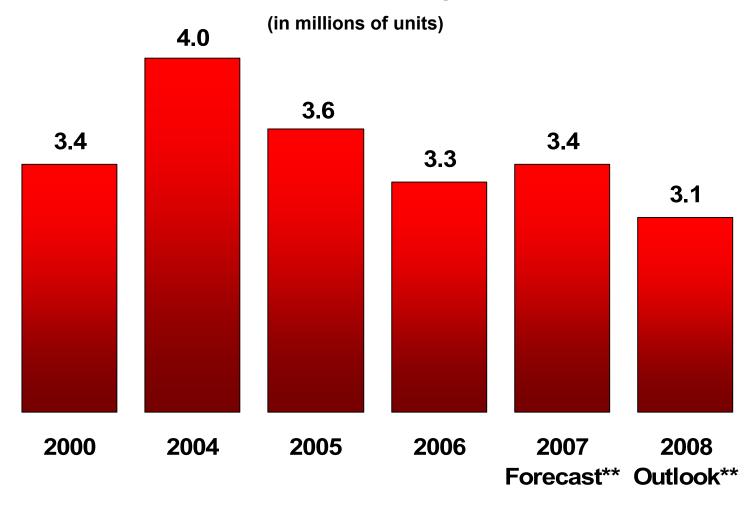
Industry Developments

- Supplier consolidation and restructuring continues
- New pattern UAW labor agreement in place



Lower Production Of Full-Size Pick-Ups And Large SUVs In North America Since 2004 Peak*

Production of Full-Size Pick-Ups and Large SUVs in North America



^{*} Please see slide titled "Forward-Looking Statements" at the end of this presentation for further information.

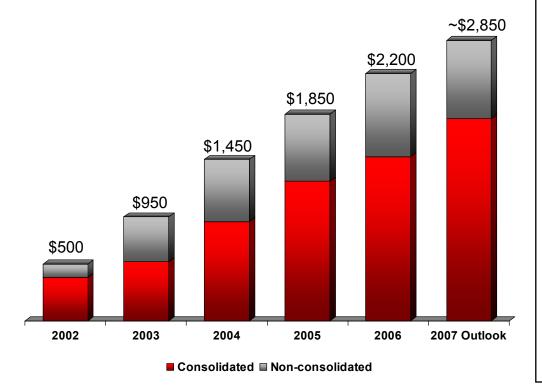
^{** 2007} Forecast and 2008 Outlook reflects CSM Worldwide forecast/outlook.



Aggressively Growing Total Asian Sales***

Total Asian Sales -- Core Businesses **

(\$ in millions)



2007 Highlights

- Significant market position in China:
 - Total sales > \$700 million*
 - Supply 20+ OEMs on100 vehicle programs
 - 19 manufacturing facilities with approximately 6,000 employees
 - Lear's fastest growing market
- 11 new facilities in China and India supporting Ford, Mazda, Chery, Tata, M&M, BMW and Hyundai

* Includes consolidated and non-consolidated sales.

Targeting Continued Asian Growth

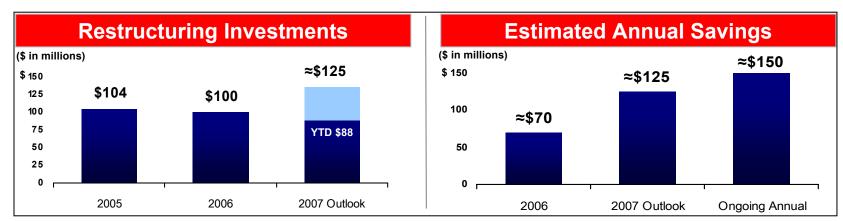
^{**} Includes sales in Asia and with Asian manufacturers globally.

^{***} Please see slide titled "Forward-Looking Statements" at the end of this presentation for further information.



Restructuring Plan Update

- Objectives: eliminate excess capacity, improve operating efficiency in response to structural changes within the industry and accelerate our move to low-cost countries.
- Present Status: closure of 17 manufacturing facilities, numerous consolidations of administrative centers and technical locations, reduced global headcount by over 5% and increased sourcing and engineering in low-cost countries.
- Investment: implementing a \$300 million overall restructuring plan. We now expect to invest an additional \$25 million this year, bringing the total to about \$325 million.
- Savings: estimated savings for 2007 and ongoing increased to reflect additional investment and improved payback.





New Pattern UAW Labor Agreement

- New pattern UAW contract reached without a major production disruption
- Major contract provisions significantly improve automaker competitiveness and preserve union benefits
- Agreements include an innovative VEBA trust for retiree health care liability, a second-tier wage and benefit structure and restrictions on further outsourcing
- We intend to maintain a fully-competitive wage and benefit structure going forward
- We do not see a fundamental change in the overall sourcing patterns for our core seating, electrical distribution and electronic products



Third-Quarter 2007 Results and Outlook



Financial Summary*

- Third-Quarter special items include:
 - Costs related to restructuring actions
 - Costs related to AREP merger transaction
 - Settlement of transaction-related items from divestiture of Interior business
- Third-Quarter <u>core operating earnings</u> were \$170 million, up \$70 million from a year ago, reflecting:
 - Favorable cost performance and operating efficiencies
 - Net savings from restructuring initiative
 - Benefit of new business outside of North America
- Full-Year outlook increased to reflect lower production risk and more favorable operating performance:
 - Core operating earnings increased to \$680 million range
 - Free cash flow now expected in the \$350 million range

^{*} Core operating earnings represent income before interest, other expense, income taxes, restructuring costs and other special items, excluding the divested Interior business. Free cash flow represents net cash provided by operating activities before the net change in sold accounts receivable, less capital expenditures. Please see slides titled "Non-GAAP Financial Information" and "Forward Looking Statements" at the end of this presentation for further information.





	Third Quarter 2007	Third Quarter 2007 vs. 2006
North American Production		
Industry	3.5 mil	Up 4%
Big Three	2.2 mil	Up 1%
Lear's Top 15 Platforms	1.1 mil	Down 1%
European Production		
Industry	4.3 mil	Up 2%
Lear's Top 5 Customers	2.2 mil	Up 2%
Key Commodities (Quarterly Average)	vs. Prior Quarter	
Steel (Hot Rolled)	Down 6%	Down 15%
Crude Oil	Up 16%	Up 7%
Copper	Flat	Down 1%





(in millions, except net income per share)	Third Quarter 2007	Third Quarter 2006	3Q '07 B/(W) 3Q '06
Net Sales	\$3,574.6	\$4,069.7	(\$495.1)
Income Before Interest, Other Expense and Income Taxes*	\$108.0	\$28.8	\$79.2
Pretax Income (Loss)	\$60.1	(\$65.9)	\$126.0
Net Income (Loss)	\$41.0	(\$74.0)	\$115.0
Net Income (Loss) Per Share	\$0.52	(\$1.10)	\$1.62
SG&A % of Net Sales	4.5 %	3.9 %	(0.6) pts.
Interest Expense	\$47.5	\$56.6	\$9.1
Depreciation / Amortization	\$70.7	\$98.1	\$27.4
Other Expense, Net	\$17.5	\$9.4	(\$8.1)

^{*} Please see slides titled "Non-GAAP Financial Information" at the end of this presentation for further information.

Third Quarter 2007 Restructuring Costs and Other Special Items*

(in millions)	Inco Intel Exp	d Quarter me Before rest, Other pense and me Taxes		
Reported Results				
2007 Total Company	\$	108.0		
		_	Income State	ment Category
Reported Results Include the Following Ite	ms:		COGS	SG&A
Costs related to restructuring actions	\$	37.3	\$ 35.3	\$ 2.0
Costs related to merger transaction		25.1	-	25.1
2007 Core Operating Earnings	\$	170.4		
2006 Core Operating Earnings	\$	100.1		

^{*} Please see slides titled "Non-GAAP Financial Information" at the end of this presentation for further information.

Third Quarter 2007 Net Sales Changes and Margin Impact Versus Prior Year

Performance Factor	Ch	Sales ange nillions)	Margin Impact	Comments
Industry Production / Platform Mix / Net Pricing	\$	(64)	Negative	Primarily industry pricing and unfavorable platform mix in North America offset in part by favorable industry production
Global New Business		174 Pos		Mainly seating programs outside North America
F/X Translation		149	Neutral	Euro up 8%, Canadian dollar up 7%
Acquisition / Divestiture		(754)	Positive	Divestiture of Interior business
Performance			Positive	Favorable operating performance in core businesses, including benefits from restructuring actions and efficiency actions





millions)	Third Quarter								
		2007 2006				6			
Seating			Margin			Margin			
Net Sales	\$	2,881.4	•	\$	2,633.0				
Reported Segment Earnings*	\$	181.2	6.3%	\$	125.6	4.8%			
Adjusted Earnings**	\$	200.7	7.0%	\$	133.4	5.1%			
Electrical and Electronic									
Net Sales	\$	693.2		\$	682.6				
Reported Segment Earnings*	\$	4.0	0.6%	\$	16.4	2.4%			
Adjusted Earnings**	\$	13.8	2.0%	\$	23.5	3.4%			
Headquarters Costs									
Reported Segment Earnings*	\$	(77.2)		\$	(57.4)				
Adjusted Earnings**	\$	(44.1)		\$	(56.8)				
Core Business									
Net Sales	\$	3,574.6		\$	3,315.6				
Reported Earnings*	\$	108.0	3.0%	\$	84.6	2.6%			
Adjusted Earnings**	\$	170.4	4.8%	\$	100.1	3.0%			
Total Company									
Net Sales	\$	3,574.6		\$	4,069.7				
Reported Earnings*	\$	108.0	3.0%	\$	28.8	0.7%			
Adjusted Earnings**	\$	170.4	4.8%	\$	46.2	1.1%			

^{*} Reported segment earnings represent income (loss) before interest, other expense and income taxes.

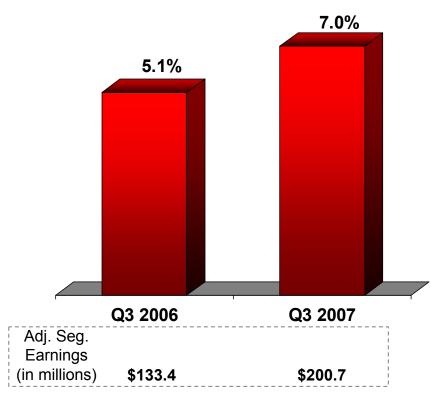
^{**} Adjusted earnings and margin exclude restructuring costs and other special items as follows – in the third quarter of 2007, adjustments for seating - \$19.5M, electrical and electronic - \$9.8M, HQ - \$33.1M and core business and total company - \$62.4M and in the third quarter of 2006, adjustments for seating - \$7.8M, electrical and electronic - \$7.1M, HQ - \$0.6M, core business - \$15.5M and total company - \$17.4M.

^{***} Please see slides titled "Non-GAAP Financial Information" at the end of this presentation for further information.

Third Quarter 2007 Seating Segment Performance*



Adjusted Seating Margin



Explanation of Year-to-Year Change

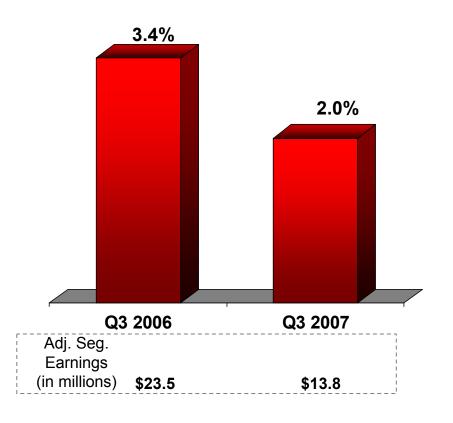
- + Favorable cost performance from restructuring
- + On-going efficiency actions
- + Margin improvement actions, including selective vertical integration
- + Benefit of new business, primarily outside of North America

^{*} Please see slides titled "Non-GAAP Financial Information" at the end of this presentation for further information.

Third Quarter 2007 Electrical and Electronic Segment Performance*

Adjusted Electrical and Electronic Margin

Explanation of Year-to-Year Change



- Unfavorable net pricing
- Roll-off of several large programs in North America
- Slightly lower copper prices and favorable prior period recovery

^{*} Please see slides titled "Non-GAAP Financial Information" at the end of this presentation for further information.

Third Quarter 2007 Free Cash Flow*



(in millions)

	Third Quarter 2007			_	ine Months 2007	
Net Income	\$	41.0		\$	214.5	
Depreciation / Amortization		70.7			220.9	
Working Capital / Other		24.9			(58.6)	
Cash from Operations	\$	136.6		\$	376.8	
Capital Expenditures		(45.8)			(114.1)	
Free Cash Flow	\$	90.8		\$	262.7	

^{*} Free Cash Flow represents net cash provided by operating activities (\$62.0 million for the three months and \$309.5 million for the nine months ended 9/29/07) before net change in sold accounts receivable (\$74.6 million for the three months and \$67.3 million for the nine months ended 09/29/07) (Cash from Operations), less capital expenditures. Please see slides titled "Non-GAAP Financial Information" at the end of this presentation for further information.





	Full-Year 2007 Outlook	Change from Prior Year
North American Production		
Total Industry	≈ 15.0 mil	down 2%
Big Three	≈ 9.4 mil	down 6%
Lear's Top 15 Platforms	≈ 4.5 mil	down 8%
European Production		
Total Industry	≈ 19.7 mil	up 3%
Lear's Top 5 Customers	≈10.1 mil	up 3%
Euro	\$1.35 / Euro	up 8%

^{*} Please see slide titled "Forward-Looking Statements" at the end of this presentation for further information.

2007 Outlook Full-Year Financial Forecast*



2007 Full-Year Financial Forecast for Core Businesses

Net Sales ≈ \$15 billion

Core Operating Earnings ≈ \$680 million

Income before interest, other expense,

income taxes, restructuring

costs and other special items

Interest Expense ≈ \$200 million

Pretax Income ≈ \$430 million

before restructuring costs

and other special items

Estimated Tax Expense ≈ \$135 million **

Pretax Restructuring Costs ≈ \$125 million

Capital Spending ≈ \$200 million

Depreciation and Amortization ≈ \$300 million

Free Cash Flow ≈ \$350 million

^{*} Please see slides titled "Non-GAAP Financial Information" and "Forward-Looking Statements" at the end of this presentation for further information.

^{**} Subject to actual mix of earnings by country.



Preliminary 2008 Outlook*

Industry Production

- North America
- Europe

Lear Factors

- Sales Backlog
- N.A. Platform Mix

Selected 2008 Financial Metrics

- Net Sales
- Core Operating Earnings (excluding restructuring-related costs)

Preliminary 2008 Assessment

- Generally in-line with 2007 outlook
- Up slightly from 2007 outlook

- About \$300 million
- Negative, reflecting lower production of full-size pick-up trucks and large SUVs

- About flat with 2007 outlook
- Generally in-line with 2007 outlook

^{*} Please see slide titled "Forward-Looking Statements" at the end of this presentation for further information.



Summary and Outlook*

- Lear is financially sound
 - Nine months financial results show solid improvement
 - Full-year 2007 earnings and cash flow forecast increased
- Making progress on strategic priorities
 - Completed divestiture of Interior business
 - Expanding in Asia and growing Asian sales globally
 - Implementing global restructuring initiative
 - Actively evaluating options to strengthen and grow our Electrical and Electronic business
- Preliminary 2008 financial outlook in-line with 2007
 - Despite lower forecast production for full-size pick-ups and large SUVs in North America
- Longer-term outlook for Lear continues to be positive

^{*} Please see slide titled "Forward-Looking Statements" at the end of this presentation for further information.





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Non-GAAP Financial Information

In addition to the results reported in accordance with accounting principles generally accepted in the United States ("GAAP") included throughout this presentation, the Company has provided information regarding "income before interest, other expense and income taxes," "income before interest, other expense, income taxes, restructuring costs and other special items, excluding the divested Interior business" (core operating earnings), "pretax income before restructuring costs and other special items" and "free cash flow" (each, a non-GAAP financial measure). Other expense includes, among other things, state and local non-income taxes, foreign exchange gains and losses, fees associated with the Company's asset-backed securitization and factoring facilities, minority interests in consolidated subsidiaries, equity in net income of affiliates and gains and losses on the sale of assets. Free cash flow represents net cash provided by operating activities before the net change in sold accounts receivable, less capital expenditures. The Company believes it is appropriate to exclude the net change in sold accounts receivable in the calculation of free cash flow since the sale of receivables may be viewed as a substitute for borrowing activity.

Management believes the non-GAAP financial measures used in this presentation are useful to both management and investors in their analysis of the Company's financial position and results of operations. In particular, management believes that income before interest, other expense and income taxes, core operating earnings and pretax income before restructuring costs and other special items are useful measures in assessing the Company's financial performance by excluding certain items (including those items that are included in other expense) that are not indicative of the Company's core operating earnings or that may obscure trends useful in evaluating the Company's continuing operating activities. Management also believes that these measures are useful to both management and investors in their analysis of the Company's results of operations and provide improved comparability between fiscal periods. Management believes that free cash flow is useful to both management and investors in their analysis of the Company's ability to service and repay its debt. Further, management uses these non-GAAP financial measures for planning and forecasting in future periods.

Income before interest, other expense and income taxes, core operating earnings, pretax income before restructuring costs and other special items and free cash flow should not be considered in isolation or as a substitute for pretax income (loss), net income (loss), cash provided by operating activities or other income statement or cash flow statement data prepared in accordance with GAAP or as a measure of profitability or liquidity. In addition, the calculation of free cash flow does not reflect cash used to service debt and therefore, does not reflect funds available for investment or other discretionary uses. Also, these non-GAAP financial measures, as determined and presented by the Company, may not be comparable to related or similarly titled measures reported by other companies.

Set forth on the following slides are reconciliations of these non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP. Given the inherent uncertainty regarding special items, other expense and the net change in sold accounts receivable in any future period, a reconciliation of forward-looking financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP is not feasible. The magnitude of these items, however, may be significant.



Non-GAAP Financial Information Core Operating Earnings

		Three	Mon	ths
(in millions)	C	3 2007	Q	3 2006
Pretax income (loss) Divestiture of Interior business Interest expense Other expense, net *	\$	60.1 (17.1) 47.5 17.5	\$	(65.9) 28.7 56.6 9.4
Income before interest, other expense and income taxes	\$	108.0	\$	28.8
Costs related to restructuring actions Costs related to merger transaction		37.3 25.1		17.4 -
Income before interest, other expense, income taxes, restructuring costs and other special items	\$	170.4	\$	46.2
Less: Interior business				53.9
Income before interest, other expense, income taxes, restructuring costs and other special items, excluding the divested Interior business (core operating earnings)	<u>\$</u>	170.4	\$	100.1

^{*} Includes minority interests in consolidated subsidiaries and equity in net income of affiliates.



Non-GAAP Financial Information Segment Earnings Reconciliation

		Three I	Mont	lonths			
(in millions)	Q	3 2007	Q	3 2006			
Seating Electrical and electronic Interior	\$	181.2 4.0 -	\$	125.6 16.4 (55.8)			
Segment earnings		185.2		86.2			
Corporate and geographic headquarters and elimination of intercompany activity		(77.2)		(57.4)			
Income before interest, other expense and income taxes	\$	108.0	\$	28.8			
Divestiture of Interior business Interest expense Other expense, net		(17.1) 47.5 17.5		28.7 56.6 9.4			
Pretax income (loss)	\$	60.1	\$	(65.9)			



Non-GAAP Financial Information Adjusted Segment Earnings

	Q3 2007

(in millions)	S	eating	ectrical and Electronic	(HQ/ Other	В	Core usinesses	Int	erior	Γotal mpany
Segment earnings	\$	181.2	\$ 4.0	\$	(77.2)	\$	108.0	\$	-	\$ 108.0
Costs related to restructuring actions Costs related to merger transaction		19.5 -	9.8		8.0 25.1		37.3 25.1		-	37.3 25.1
Adjusted segment earnings	\$	200.7	\$ 13.8	\$	(44.1)	\$	170.4	\$	-	\$ 170.4

Three Months Q3 2006

	111100 III0111110 Q0 2000											
(in millions)	Seating		Electrical and Electronic		HQ/ Other		Core Businesses		Interior		Total Company	
Segment earnings	\$	125.6	\$	16.4	\$	(57.4)	\$	84.6	\$	(55.8)	\$	28.8
Costs related to restructuring actions		7.8		7.1		0.6		15.5		1.9		17.4
Adjusted segment earnings	\$	133.4	\$	23.5	\$	(56.8)	\$	100.1	\$	(53.9)	\$	46.2



Non-GAAP Financial Information Cash from Operations and Free Cash Flow

(in millions)		Months 2007	Nine Months Q3 2007		
Net cash provided by operating activities	\$	62.0	\$	309.5	
Net change in sold accounts receivable		74.6		67.3	
Net cash provided by operating activities					
before net change in sold accounts receivable					
(cash from operations)		136.6		376.8	
Capital expenditures		(45.8)		(114.1)	
Free cash flow	\$	90.8	\$	262.7	



Forward-Looking Statements

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding anticipated financial results and liquidity. Actual results may differ materially from anticipated results as a result of certain risks and uncertainties, including but not limited to, general economic conditions in the markets in which the Company operates, including changes in interest rates or currency exchange rates, the financial condition of the Company's customers or suppliers, fluctuations in the production of vehicles for which the Company is a supplier, the loss of business with respect to, or the lack of commercial success of, a vehicle model for which the Company is a significant supplier, disruptions in the relationships with the Company's suppliers, labor disputes involving the Company or its significant customers or suppliers or that otherwise affect the Company, the Company's ability to achieve cost reductions that offset or exceed customer-mandated selling price reductions, the outcome of customer productivity negotiations, the impact and timing of program launch costs, the costs, timing and success of restructuring actions, increases in the Company's warranty or product liability costs, risks associated with conducting business in foreign countries, competitive conditions impacting the Company's key customers and suppliers, raw material costs and availability, the Company's ability to mitigate the significant impact of increases in raw material, energy and commodity costs, the outcome of legal or regulatory proceedings to which the Company is or may become a party, unanticipated changes in cash flow, including the Company's ability to align its vendor payment terms with those of its customers and other risks described from time to time in the Company's Securities and Exchange Commission filings.

This presentation also contains information on the Company's sales backlog. The Company's incremental sales backlog reflects: anticipated net sales from formally awarded new programs and open replacement programs, less phased-out and cancelled programs. The calculation of backlog does not reflect customer price reductions on existing or newly awarded programs. The backlog may be impacted by various assumptions embedded in the calculation, including vehicle production levels on new and replacement programs, foreign exchange rates and the timing of major program launches. Lear's preliminary 2008 sales backlog is based on an exchange rate of \$1.40/per Euro and industry production assumptions: in North America, generally in line with 15.0 million units in 2007; and in Europe, up slightly from 19.7 million units in 2007.

The forward-looking statements in this presentation are made as of the date hereof, and the Company does not assume any obligation to update, amend or clarify them to reflect events, new information or circumstances occurring after the date hereof.