
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 6, 2010

LEAR CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation)

1-11311
(Commission File Number)

13-3386776
(IRS Employer
Identification
Number)

21557 Telegraph Road, Southfield, Michigan
(Address of principal executive offices)

48033
(Zip Code)

(248) 447-1500
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 2 — Financial Information

Item 2.02 Results of Operations and Financial Condition.

The following information is provided pursuant to Item 2.02 of Form 8-K, "Results of Operations and Financial Condition," and Item 7.01 of Form 8-K, "Regulation FD Disclosure."

On May 6, 2010, Lear Corporation issued a press release reporting financial results for the first quarter of 2010 and updating its outlook for the full year of 2010. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

On May 6, 2010, Lear Corporation made available the presentation slides attached hereto as Exhibit 99.2 in a webcast of its first quarter 2010 earnings call. Exhibit 99.2 is incorporated by reference herein.

The information contained in Exhibits 99.1 and 99.2 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Section 7 — Regulation FD

Item 7.01 Regulation FD Disclosure.

See "Item 2.02 Results of Operations and Financial Condition" above.

Section 9 — Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release issued May 6, 2010, furnished herewith.

99.2 Presentation slides from the Lear Corporation webcast of its first quarter 2010 earnings call held on May 6, 2010, furnished herewith.

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.

Lear Corporation

Date: May 6, 2010

By: /s/ Matthew J. Simoncini

Name: Matthew J. Simoncini

Title: Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued May 6, 2010, furnished herewith.
99.2	Presentation slides from the Lear Corporation webcast of its first quarter 2010 earnings call held on May 6, 2010, furnished herewith.

FOR IMMEDIATE RELEASE

Investor / Media Contact:**Mel Stephens
(248) 447-1624****Investor Contact:****Ed Lowenfeld
(248) 447- 4380****Lear Reports First Quarter Financial Results and
Improves 2010 Outlook**

SOUTHFIELD, Mich., May 6, 2010 — Lear Corporation [NYSE: LEA], a leading global supplier of automotive seating and electrical power management systems, today reported financial results for the first quarter of 2010 and updated its outlook for the full year of 2010. Highlights include:

- First quarter net sales of \$2.9 billion, up 36% from a year ago
- First quarter core operating earnings of \$138 million; positive free cash flow
- Refinanced capital structure, resulting in improved financial flexibility, lower total debt and no significant debt maturities until 2018
- Quarter-end cash balance of \$1.3 billion; total debt of \$745 million
- Increased full year outlook for net sales, core operating earnings and free cash flow

Business Conditions

In the first quarter, the production environment improved from year-ago levels, with mature markets moving higher from distressed levels and growth in emerging markets continuing. In North America, vehicle production was up 72% year-over-year, and in Europe, vehicle production was up 32%. Production volumes continued to grow in the first quarter in major emerging markets, with increases ranging from 20% in Brazil to 65% in China.

“Business conditions in the first quarter reflected an improved economic climate and increased industry vehicle production from a year ago. In this early stage of economic recovery, we achieved positive operating earnings and free cash flow. In addition, we completed a major refinancing of our capital structure. I am very proud of the Lear team for all of their hard work in positioning the Company for long-term success,” said Bob Rossiter, Lear’s chairman, chief executive officer and president.

(more)

First Quarter 2010 Financial Results

For the first quarter of 2010, Lear reported net sales of \$2.9 billion and pretax income of \$80.2 million, including restructuring costs and other special items of \$18.0 million. Income before interest, other expense, income taxes, restructuring costs and other special items (core operating earnings) was \$138.2 million in the first quarter of 2010. This compares with net sales of \$2.2 billion, a pretax loss of \$257.1 million and negative core operating earnings of \$66.7 million in the first quarter of 2009. A reconciliation of core operating earnings to pretax income (loss), as determined by generally accepted accounting principles ("GAAP"), is provided in the attached supplemental data page.

In the seating segment, net sales were up 32% to \$2.3 billion, primarily driven by the improvement in global vehicle production and favorable foreign exchange. In the electrical power management segment, net sales were up 50% to \$625 million, primarily driven by the improvement in global vehicle production, new backlog coming on line and favorable foreign exchange. Operating margins in both segments improved significantly, reflecting the increase in sales, favorable operating performance and the benefit of operational restructuring actions.

In March 2010, we issued \$700 million in senior unsecured bonds and used the net proceeds, together with cash on hand, to repay in full all amounts outstanding under the term loans provided under our first lien and second lien credit facilities. The principal amounts repaid under the first and second lien term loans were \$375 million and \$550 million, respectively. The new bonds were issued in two equal \$350 million tranches that mature in 2018 and 2020.

In the first quarter of 2010, free cash flow was \$4.1 million, as compared with negative free cash flow of \$219.0 million in the first quarter of 2009. Our cash balance decreased by about \$250 million in the first quarter to \$1.3 billion, primarily reflecting the paydown of debt and related fees in connection with the refinancing of our capital structure. Net cash provided by (used in) operating activities was \$38.9 million and (\$336.8) million in the first quarters of 2010 and 2009, respectively. A reconciliation of free cash flow to net cash provided by (used in) operating activities, as determined by GAAP, is provided in the attached supplemental data page.

Full Year 2010 Financial Outlook

Summarized below is our revised full year 2010 financial outlook. Key assumptions underlying Lear's 2010 financial outlook include expectations for industry vehicle production of approximately 11.0 million units in North America, 15.8 million units in Europe and 13.1 million units in China. In addition, we are assuming an exchange rate of \$1.35/Euro.

Lear expects 2010 global net sales of approximately \$11.0 billion and 2010 core operating earnings of \$375 million to \$425 million. Operational restructuring costs in 2010 are estimated to be about \$110 million.

Interest expense for 2010 is estimated to be approximately \$65 million. Pretax income before restructuring costs and other special items is anticipated to be in the range of \$285 million to \$335 million. Tax expense is expected to be in the range of \$80 million to \$100 million, depending on the mix of earnings by country.

Capital spending in 2010 is estimated to be approximately \$175 million. Depreciation and amortization expense is anticipated to be about \$250 million. Free cash flow is expected to be in the range of \$150 million to \$200 million for the year.

Lear will webcast a conference call to review the Company's first quarter 2010 financial results and related matters on Thursday, May 6, 2010, at 9:00 a.m. eastern time, through the Investor Relations link at <http://www.lear.com>. In addition, the conference call can be accessed by dialing 1-800-789-4751 (domestic) or 1-973-200-3975 (international). The audio replay will be available two hours following the call at 1-800-642-1687 (domestic) or 1-706-645-9291 (international) and will be available until May 20, 2010, with a Conference I.D. of 63220873.

Non-GAAP Financial Information

In addition to the results reported in accordance with GAAP included throughout this press release, the Company has provided information regarding "income (loss) before interest, other expense, income taxes, restructuring costs and other special items (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, non-income related taxes, foreign exchange gains and losses, discounts and expenses associated with the Company's factoring facilities, gains and losses related to certain derivative instruments and hedging activities, equity in net income of affiliates and gains and losses on the sales of assets. Free cash flow represents net cash provided by (used in) 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 press release 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 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 provides 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 future periods.

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 (used in) operating activities or other statement of operations 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.

For reconciliations of non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP, see the attached supplemental data page which, together with this press release, have been posted on the Company's website through the investor relations link at <http://www.lear.com>.

Given the inherent uncertainty regarding special items and other expense 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.

In connection with the Company's emergence from Chapter 11 bankruptcy proceedings on November 9, 2009, the Company adopted fresh-start accounting on November 7, 2009, in accordance with ASC Topic 852, "Reorganizations," which resulted in the Company being considered a new entity for financial reporting purposes. Accordingly, the Company's financial statements after November 7, 2009, after giving effect to the adoption of fresh-start accounting (references to the Company for such periods, "Successor"), are not comparable to its financial statements for any period prior to November 7, 2009 (references to the Company for such periods, "Predecessor"). The financial information accompanying this earnings release provides Successor and Predecessor GAAP results for the applicable periods.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding anticipated financial results and liquidity. The words "will," "may," "designed to," "outlook," "believes," "should," "anticipates," "plans," "expects," "intends," "estimates" and similar expressions identify these forward-looking statements. All statements contained or incorporated in this press release which address operating performance, events or developments that the Company expects or anticipates may occur in the future, including statements related to business opportunities, awarded sales contracts, sales backlog and ongoing commercial arrangements, or statements expressing views about future operating results, are forward-looking statements. Important factors, risks

and uncertainties that may cause actual results to differ materially from anticipated results include, but are 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 and restructuring actions of the Company's customers and suppliers, changes in actual industry vehicle production levels from the Company's current estimates, fluctuations in the production of vehicles or the loss of business with respect to 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 outcome of customer 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, the cost and availability of raw materials and energy, the Company's ability to mitigate 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, impairment charges initiated by adverse industry or market developments, the anticipated future performance of the Company, including, without limitation, the Company's ability to maintain or increase revenue and gross margins, control future operating expenses and make necessary capital expenditures, and other risks described from time to time in the Company's Securities and Exchange Commission filings. Future operating results will be based on various factors, including actual industry production volumes, commodity prices and the Company's success in implementing its operating strategy.

This press release also makes reference to the Company's sales backlog. The Company's sales backlog reflects anticipated net sales from formally awarded new programs and open replacement programs, less phased-out and cancelled programs. The calculation of the sales backlog does not reflect customer price reductions on existing or newly awarded programs. The sales 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.

The forward-looking statements in this press release 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.

Lear Corporation is one of the world's leading suppliers of automotive seating and electrical power management systems. The Company's world-class products are designed, engineered and manufactured by a diverse team of 75,000 employees at 197 facilities in 35 countries. Lear's headquarters are in Southfield, Michigan, and Lear is traded on the New York Stock Exchange under the symbol [LEA]. Further information about Lear is available on the internet at <http://www.lear.com>.

Lear Corporation and Subsidiaries
Condensed Consolidated Statements of Operations

(Unaudited; in millions, except per share amounts)

	Three Month Period Ended	
	Successor April 3, 2010	Predecessor April 4, 2009
Net sales	\$ 2,938.5	\$ 2,168.3
Cost of sales	2,683.7	2,243.0
Selling, general and administrative expenses	127.9	112.1
Amortization of intangible assets	6.7	1.1
Interest expense	19.0	56.4
Other expense, net	<u>21.0</u>	<u>12.8</u>
Consolidated income (loss) before income taxes	80.2	(257.1)
Income taxes	<u>6.4</u>	<u>5.7</u>
Consolidated net income (loss)	73.8	(262.8)
Net income attributable to noncontrolling interests	<u>7.7</u>	<u>2.0</u>
Net income (loss) attributable to Lear	<u>\$ 66.1</u>	<u>\$ (264.8)</u>
Basic net income (loss) per share attributable to Lear	<u>\$ 1.58</u>	<u>\$ (3.42)</u>
Diluted net income (loss) per share attributable to Lear	<u>\$ 1.22</u>	<u>\$ (3.42)</u>
Weighted average number of shares outstanding		
Basic	<u>41.9</u>	<u>77.5</u>
Diluted	<u>54.0</u>	<u>77.5</u>

Lear Corporation and Subsidiaries
Condensed Consolidated Balance Sheets

(In millions)

	April 3, 2010 (Unaudited)	December 31, 2009 (Audited)
ASSETS		
Current:		
Cash and cash equivalents	\$ 1,300.4	\$ 1,554.0
Accounts receivable	1,874.3	1,479.9
Inventories	499.6	447.4
Other	337.5	305.7
	<u>4,011.8</u>	<u>3,787.0</u>
Long-Term:		
PP&E, net	1,005.2	1,050.9
Goodwill	609.5	621.4
Other	606.8	614.0
	<u>2,221.5</u>	<u>2,286.3</u>
Total Assets	<u>\$ 6,233.3</u>	<u>\$ 6,073.3</u>
LIABILITIES AND EQUITY		
Current:		
Short-term borrowings	\$ 42.9	\$ 37.1
Accounts payable and drafts	1,802.1	1,547.5
Accrued liabilities	897.9	808.1
Current portion of long-term debt	2.9	8.1
	<u>2,745.8</u>	<u>2,400.8</u>
Long-Term:		
Long-term debt	699.2	927.1
Other	547.0	563.6
	<u>1,246.2</u>	<u>1,490.7</u>
Equity	<u>2,241.3</u>	<u>2,181.8</u>
Total Liabilities and Equity	<u>\$ 6,233.3</u>	<u>\$ 6,073.3</u>

Lear Corporation and Subsidiaries
Supplemental Data

(Unaudited; in millions, except content per vehicle)

	Three Months Ended	
	Successor April 3, 2010	Predecessor April 4, 2009
Net Sales		
Europe	\$ 1,255.6	\$ 1,042.7
North America	987.6	695.9
Rest of World	695.3	429.7
Total	\$ 2,938.5	\$ 2,168.3
Content Per Vehicle *		
Europe	\$ 283	\$ 301
North America	\$ 335	\$ 397
Free Cash Flow **		
Net cash provided by (used in) operating activities	\$ 38.9	\$ (336.7)
Net change in sold accounts receivable	—	138.5
Net cash provided by (used in) operating activities before net change in sold accounts receivable	38.9	(198.3)
Capital expenditures	(34.8)	(20.7)
Free cash flow	\$ 4.1	\$ (219.0)
Depreciation and Amortization	\$ 58.5	\$ 65.6
Basic Shares Outstanding at end of quarter	44,365,551	77,516,590
Diluted Shares Outstanding at end of quarter ***	54,075,843	77,516,590
Core Operating Earnings **		
Pretax income (loss)	\$ 80.2	\$ (257.1)
Interest expense	19.0	56.4
Other expense, net	21.0	12.8
Restructuring costs and other special items —		
Costs related to operational restructuring actions	14.2	115.3
Fees and expenses related to capital restructuring	—	5.9
Other	3.8	—
Core Operating Earnings	\$ 138.2	\$ (66.7)

* Content Per Vehicle for 2009 has been updated to reflect actual production levels.

** See "Non-GAAP Financial Information" included in this press release.

*** 2010 diluted shares outstanding at end of quarter were calculated using the closing stock price at the end of the quarter. 2009 diluted shares outstanding at end of quarter exclude shares related to outstanding convertible debt, options, restricted stock units, performance units and stock appreciation rights, all of which were antidilutive.

First Quarter Results And Revised Full Year 2010 Outlook

May 6, 2010



Agenda

- ▶▶ Company Overview
 - *Bob Rossiter, Chairman, CEO and President*
- ▶▶ First Quarter Results and Full Year 2010 Outlook
 - *Matt Simoncini, SVP and CFO*
- ▶▶ Summary and Outlook
 - *Bob Rossiter, Chairman, CEO and President*
- ▶▶ Q and A Session

First Quarter 2010 Company Highlights*



Continued Positive Momentum

- Completed transformational refinancing; no significant debt maturities until 2018
- Sales growth and margin improvement in both Seating and Electrical Power Management segments
- Positive first quarter financial results provide a strong start for the year

Strong Operating Fundamentals

- Operating efficiency continues to improve; quality at world-class levels
- Named a "Supplier of the Year" by General Motors for the 6th year in a row
- Received "Volkswagen Group Award" as one of VW's best suppliers

Increasing Full Year 2010 Outlook

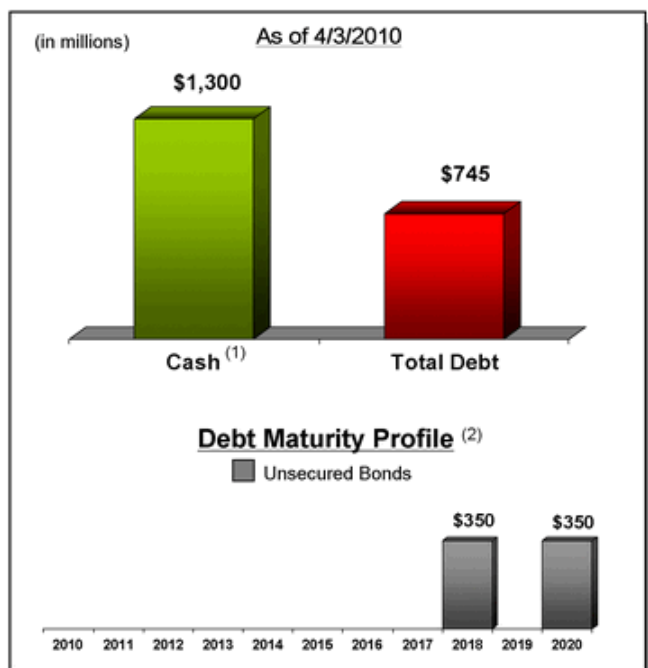
- Raising industry production estimates in key markets
- Increasing full year net sales, core operating earnings and free cash flow outlook

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

First Quarter 2010 Completed Transformational Refinancing*



Cash and Debt Balances



(1) Cash includes cash and cash equivalents

(2) Excludes undrawn \$110 million revolver/letter of credit facility and approximately \$51 million of miscellaneous debt reflecting primarily debt at foreign wholly-owned subsidiaries and consolidated joint ventures

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

Benefits of 2010 Refinancing

- ▶▶ No significant debt maturities until 2018
- ▶▶ Improves long-term financial flexibility
 - Low overall total debt levels
 - Lower annual interest expense
 - Substantially unsecured debt structure
- ▶▶ Minimal debt subject to financial covenants
- ▶▶ Capital structure provides flexibility to invest in our business and execute our strategic objectives going forward
- ▶▶ Company continues to have a strong liquidity position

First Quarter Results and Revised Full Year 2010 Outlook

First Quarter 2010 Lear Financial Summary*



- ▶▶ Industry production improved year-over-year in mature markets; strong growth in Asia continued
- ▶▶ Net sales of \$2.9 billion, up 36%
- ▶▶ Core operating earnings of \$138 million vs. negative \$67 million a year ago
- ▶▶ Free cash flow of \$4 million vs. negative \$219 million a year ago

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

First Quarter 2010 Global Vehicle Production Environment



Units (in millions)	First Quarter 2010	
	Actual	Change From Prior Year
Europe	4.4	up 32%
North America	2.9	up 72%
China	3.3	up 65%
Brazil	0.7	up 20%
India	0.8	up 40%
Global	17.2	up 47%

Source: Ward's Automotive and CSM Worldwide

First Quarter 2010 Reported Financials*



(in millions)	<i>First Quarter</i>		<i>2010 B/(W) 2009</i>
	<i>2009</i>	<i>2010</i>	
Net Sales			
Europe	\$ 1,042.7	\$ 1,255.6	20%
North America	695.9	987.6	42%
Rest of World	429.7	695.3	62%
Worldwide	\$ 2,168.3	\$ 2,938.5	36%
Pretax Income (Loss) Before Interest and Other Expense	\$ (187.9)	\$ 120.2	\$ 308.1
Pretax Income (Loss)	\$ (257.1)	\$ 80.2	\$ 337.3
Net Income (Loss) Attributable to Lear	\$ (264.8)	\$ 66.1	\$ 330.9
SG&A % of Net Sales	5.2%	4.4%	80 bps
Interest Expense	\$ 56.4	\$ 19.0	\$ 37.4
Depreciation / Amortization	\$ 65.6	\$ 58.5	\$ 7.1
Other Expense, Net	\$ 12.8	\$ 21.0	\$ (8.2)

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

First Quarter 2010

Impact of Restructuring and Other Special Items*



(in millions)		<i>First Quarter 2010</i>	
Reported Results			
Pretax Income Before Interest and Other Expense		\$	120.2
Costs related to operational restructuring actions			14.2
Other special items			3.8
2010 Core Operating Earnings		\$	138.2
2009 Core Operating Earnings		\$	(66.7)

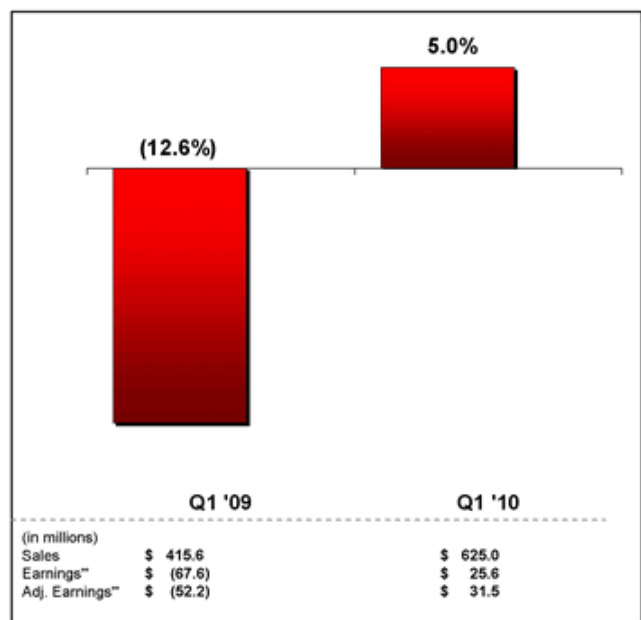
Income Statement Category	
COGS	SG&A
\$14.0	\$ 0.2
2.7	1.1

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

First Quarter 2010 Electrical Power Management Performance*



Adjusted Electrical Power Management Segment Margins



Explanation of First Quarter Year-to-Year Change

Sales Factors

- + Higher global vehicle production
- + Sales backlog
- + Favorable foreign exchange
- Selling price reductions

Margin Performance

- + Higher global vehicle production
- + Favorable operating performance
- + Restructuring savings
- Selling price reductions

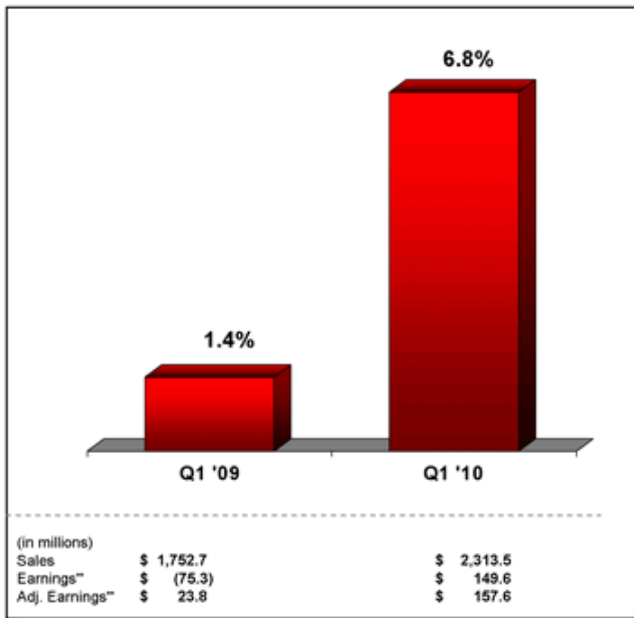
* Please see slides titled "Non-GAAP Financial Information" at the end of this presentation for further information.

** Reported segment earnings represents pretax income (loss) before interest and other expense. Adjusted segment earnings represents reported segment earnings adjusted for restructuring costs and other special items.

First Quarter 2010 Seating Performance*



Adjusted Seating Segment Margins



Explanation of First Quarter Year-to-Year Change

Sales Factors

- + Higher global vehicle production
- + Favorable foreign exchange
- Selling price reductions

Margin Performance

- + Higher global vehicle production
- + Favorable operating performance
- + Restructuring savings
- Selling price reductions

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

** Reported segment earnings represents pretax income (loss) before interest and other expense. Adjusted segment earnings represents reported segment earnings adjusted for restructuring costs and other special items.

First Quarter 2010 Free Cash Flow*



(in millions)	First Quarter 2010
Net Income Attributable to Lear	\$ 66.1
Depreciation / Amortization	58.5
Working Capital / Other	(85.7)
Cash from Operations	\$ 38.9
Capital Expenditures	(34.8)
Free Cash Flow	\$ 4.1

* Free cash flow represents net cash provided by operating activities (\$38.9 million for the three months ended 4/3/10) before net change in sold accounts receivable (\$0 for the three months ended 4/3/10) (Cash from Operations), less capital expenditures. Please see slides titled "Non-GAAP Financial Information" at the end of this presentation for further information.

Status of Lear Share Count

Number of Shares

Common Stock (as of 4/3/10)	44.4 million
Preferred Stock (as of 4/3/10)	5.2 million
Warrants (as of 4/3/10)	3.7 million
Management Restricted Stock Units (vest through Feb. 2013)	1.3 million
Total Shares, assuming full conversion/exercise/vesting	54.6 million

Preferred Stock

- ▶ Convertible into Common Stock on a 1:1 basis at any time at the option of the holder
- ▶ Preferred stockholders have a liquidation preference ahead of Common stockholders of \$41.30 per share
- ▶ Unless earlier converted by the holders, all shares of Preferred Stock will be converted into shares of Common Stock at the earlier of:
 - A date after November 9, 2010 if the closing price of the Common Stock exceeds 135% of the \$41.30 conversion price (subject to adjustment) for 20 days of trading within a period of 30 consecutive trading days ending on such date; or
 - November 9, 2012
- ▶ Through April 3, 2010, 5.7 million (53%) shares of Preferred Stock have been converted into Common Stock

Warrants

- ▶ Each Warrant entitles the holder to purchase one share of Common Stock
- ▶ Warrants are exercisable at an exercise price of \$0.01 per share through November 9, 2014
- ▶ Through April 3, 2010, 4.4 million (55%) Warrants have been converted into Common Stock

Revised Full Year 2010 Global Industry Environment*



Units (in millions)	Full Year 2010 Forecast		Memo: Change From Prior Year
	Revised Outlook	Change From Prior Outlook	
Europe	15.8	up 3%	up 1%
North America	11.0	up 5%	up 28%
China	13.1	up 8%	up 18%
Brazil	3.1	flat	up 5%
India	3.1	up 9%	up 28%
Global	65.4	up 4%	up 14%
Memo:			
Euro	\$ 1.35 / €	down 4%	down 4%

Source: Ward's Automotive, CSM Worldwide and Company estimates

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

Revised Full Year 2010 Financial Outlook*



	<u>Revised Full-Year 2010 Financial Outlook</u>
Net Sales	≈ \$11.0 billion
Core Operating Earnings	\$375 to \$425 million
Pretax income before interest, other expense, restructuring costs and other special items	
Depreciation and Amortization	≈ \$250 million
Interest Expense	≈ \$65 million
Pretax Income	\$285 to \$335 million
before restructuring costs and other special items	
Estimated Tax Expense	\$80 to \$100 million
Pretax Operational Restructuring Costs	≈ \$110 million
Capital Spending	≈ \$175 million
Free Cash Flow	\$150 to \$200 million
Fully-Diluted Shares Outstanding (Full Year Average)	54.1 million

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

Summary and Outlook

Summary and Outlook*

- ▶▶ Completed transformational refinancing; no significant debt maturities until 2018
- ▶▶ Lear's strong customer focus and operating fundamentals remain unchanged
- ▶▶ April 3, 2010 cash balance of \$1.3 billion and total debt of \$745 million
- ▶▶ 2010 financial outlook:
 - Core Operating Earnings of \$375 to \$425 million
 - Depreciation and Amortization of about \$250 million
 - Free Cash Flow of \$150 to \$200 million
- ▶▶ Continuing to win net new business; expect to update sales backlog at mid-year

***Well Positioned to Benefit from Industry Recovery with
Competitive Cost Structure, Focus on Quality and
Commitment to Customer Satisfaction***

* Please see slides titled "Non-GAAP Financial Information" and "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 "pretax income (loss) before interest and other expense," "pretax income (loss) before interest, other expense, restructuring costs and other special items" (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, non-income related taxes, foreign exchange gains and losses, discounts and expenses associated with the Company's factoring facilities, gains and losses related to derivative instruments and hedging activities, equity in net income of affiliates and gains and losses on the sales of assets. Free cash flow represents net cash provided by (used in) 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 pretax income (loss) before interest and other expense, 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 future periods.

Pretax income (loss) before interest and other expense, 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 (used in) operating activities or other statement of operations 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 and other expense 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



(in millions)	Three Months	
	Q1 2009	Q1 2010
Pretax income (loss)	\$ (257.1)	\$ 80.2
Interest expense	56.4	19.0
Other expense, net	12.8	21.0
Pretax income (loss) before interest and other expense	\$ (187.9)	\$ 120.2
Restructuring costs and other special items -		
Costs related to restructuring actions	115.3	14.2
Fees and expenses related to capital restructuring	5.9	-
Other	-	3.8
Pretax income (loss) before interest, other expense, restructuring costs and other special items (core operating earnings)	\$ (66.7)	\$ 138.2

Non-GAAP Financial Information

Segment Earnings



(in millions)	Three Months	
	Q1 2009	Q1 2010
Seating	\$ (75.3)	\$ 149.6
Electrical power management	(67.6)	25.6
Segment earnings	(142.9)	175.2
Corporate and geographic headquarters and elimination of intercompany activity	(45.0)	(55.0)
Pretax income (loss) before interest and other expense	\$ (187.9)	\$ 120.2
Interest expense	56.4	19.0
Other expense, net	12.8	21.0
Pretax income (loss)	\$ (257.1)	\$ 80.2

Non-GAAP Financial Information

Adjusted Segment Earnings



(in millions)	Three Months Q1 2009	
	Seating	Electrical Power Management
Sales	\$ 1,752.7	\$ 415.6
Segment earnings	\$ (75.3)	\$ (67.6)
Costs related to restructuring actions	99.1	15.4
Adjusted segment earnings	\$ 23.8	\$ (52.2)

(in millions)	Three Months Q1 2010	
	Seating	Electrical Power Management
Sales	\$ 2,313.5	\$ 625.0
Segment earnings	\$ 149.6	\$ 25.6
Costs related to restructuring actions	8.0	5.9
Adjusted segment earnings	\$ 157.6	\$ 31.5

Non-GAAP Financial Information

Cash from Operations and Free Cash Flow



(in millions)	Three Months	
	Q1 2009	Q1 2010
Net cash provided by (used in) operating activities	\$ (336.8)	\$ 38.9
Net change in sold accounts receivable	138.5	-
Net cash provided by operating activities before net change in sold accounts receivable (cash from operations)	(198.3)	38.9
Capital expenditures	(20.7)	(34.8)
Free cash flow	\$ (219.0)	\$ 4.1

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. The words "will," "may," "designed to," "outlook," "believes," "should," "anticipates," "plans," "expects," "intends," "estimates" and similar expressions identify these forward-looking statements. All statements contained or incorporated in this presentation which address operating performance, events or developments that the Company expects or anticipates may occur in the future, including statements related to business opportunities, awarded sales contracts, sales backlog and ongoing commercial arrangements, or statements expressing views about future operating results, are forward-looking statements. Important factors, risks and uncertainties that may cause actual results to differ materially from anticipated results include, but are 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 and restructuring actions of the Company's customers and suppliers, changes in actual industry vehicle production levels from the Company's current estimates, fluctuations in the production of vehicles or the loss of business with respect to 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 outcome of customer 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, the cost and availability of raw materials and energy, the Company's ability to mitigate 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, impairment charges initiated by adverse industry or market developments, the anticipated future performance of the Company, including, without limitation, the Company's ability to maintain or increase revenue and gross margins, control future operating expenses and make necessary capital expenditures, and other risks described from time to time in the Company's Securities and Exchange Commission filings. Future operating results will be based on various factors, including actual industry production volumes, commodity prices and the Company's success in implementing its operating strategy.

This presentation also makes reference to the Company's sales backlog. The Company's sales backlog reflects anticipated net sales from formally awarded new programs and open replacement programs, less phased-out and cancelled programs. The calculation of the sales backlog does not reflect customer price reductions on existing or newly awarded programs. The sales 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.

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.