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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) February 5, 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 February 5, 2010, Lear Corporation issued a press release reporting preliminary financial results for the fourth quarter and full year of 2009. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

On February 5, 2010, Lear Corporation made available the presentation slides attached hereto as Exhibit 99.2 in a webcast of its fourth quarter and full year 2009 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 February 5, 2010, furnished herewith.   |
| 99.2 | Presentation slides from the Lear Corporation webcast of its fourth quarter and full year 2009 earnings call held on February 5, 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: February 5, 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 February 5, 2010, furnished herewith.
99.2	Presentation slides from the Lear Corporation webcast of its fourth quarter and full year 2009 earnings call held on February 5, 2010, furnished herewith.

FOR IMMEDIATE RELEASE

**Lear Contact:****Mel Stephens****(248) 447-1624****Lear Reports Fourth-Quarter and  
Full-Year 2009 Financial Results**

**SOUTHFIELD, Mich., February 5, 2010** — Lear Corporation [NYSE: LEA], a leading global supplier of automotive Seating and Electrical Power Management systems, today reported financial results for the fourth quarter and full year of 2009, as follows:

- Fourth Quarter core operating earnings of \$116 million
- Year-end 2009 cash balance of \$1.6 billion; total debt of less than \$1 billion
- Operational restructuring has significantly reduced structural costs and improved Lear's global production footprint
- Financial restructuring has reduced total debt obligations, increased financial flexibility and strengthened Lear's balance sheet

**Business Conditions**

In the fourth quarter, the production environment improved from year-ago levels, with mature markets moving higher from distressed levels and growth in emerging markets accelerating. In North America, industry production was up 3% year-over-year, and in Europe, industry production was up 20%. In major emerging markets, production increased 50% or more.

For the full year, production in mature markets declined sharply, with North America down 32% from the year earlier and down 50% from its peak in 2000. In Europe, production was down 17% from the prior year and down 22% from its peak in 2007. While production continued to increase in emerging markets, global automotive production was down 13% from the prior year. This represented the second consecutive year of decline in global production following six years of steady increases.

"Business conditions in 2009 were extremely challenging in the automotive sector. In this environment, we continued to reduce our structural costs and realign our global production footprint. In addition, we completed a major financial restructuring. These very difficult actions were necessary to restore our Company to financial health and position our business for longer-term success," said Bob Rossiter, Lear's chairman, chief executive officer and president.

(more)

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**Fourth-Quarter 2009 Financial Results**

For the fourth quarter of 2009, Lear reported net sales of \$2.7 billion and pretax income of \$1,194 million, including a gain related to reorganization items and fresh start accounting adjustments of \$1,513 million, a goodwill impairment charge of \$319.0 million and restructuring costs of \$59.3 million. Income before interest, other expense, income taxes, restructuring costs and other special items (core operating earnings) was \$115.5 million in the fourth quarter of 2009. This compares with net sales of \$2.6 billion, a pretax loss of \$682.9 million, including a goodwill impairment charge of \$530.0 million, and core operating earnings of \$22.0 million in the fourth quarter of 2008. 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 pages.

In the Seating segment, net sales were up 5% to \$2.2 billion, primarily driven by favorable foreign exchange. Operating margins improved significantly, reflecting favorable cost performance and the benefit of operational restructuring savings. In the Electrical Power Management segment, net sales were up 8% to \$569 million, primarily as a result of the improved production environment and favorable foreign exchange. Operating margins improved significantly, reflecting the increase in sales, favorable cost performance and the benefit of operational restructuring savings.

In the fourth quarter of 2009, free cash flow was \$11.2 million, as compared with free cash flow of negative \$35.4 million in the fourth quarter of 2008. Net cash provided by (used in) operating activities was \$67.3 million and (\$88.0) million in the fourth quarters of 2009 and 2008, 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 pages.

**Full-Year 2009 Financial Results**

For the full year 2009, Lear reported net sales of \$9.7 billion and pretax income of \$832 million, including a gain related to reorganization items and fresh start accounting adjustments of \$1,475 million, a goodwill impairment charge of \$319.0 million and restructuring costs of \$160.0 million. Core operating earnings were \$106.8 million in 2009. This compares with net sales of \$13.6 billion, a pretax loss of \$578.6 million, including a goodwill impairment charge of \$530.0 million, and core operating earnings of \$418.4 million in 2008. A reconciliation of core operating earnings to pretax income (loss) as determined by GAAP is provided in the attached supplemental data pages.

The decline in net sales for the full year primarily reflects a significant reduction in production in North America and Europe and unfavorable foreign exchange. The decline in core operating earnings reflects the decline in net sales offset in part by favorable cost performance, including the benefit of operational restructuring actions.

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Free cash flow in 2009 was negative \$155.6 million as compared with free cash flow of negative \$51.3 million in 2008. Net cash provided by (used in) operating activities was (\$175.3) million and \$163.6 million in 2009 and 2008, 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 pages.

The Company continued its comprehensive efforts to restructure global operations for improved long-term competitiveness. Since mid-2005, Lear has invested \$740 million in restructuring actions, resulting in a significant reduction in structural costs and a major repositioning of its production footprint. Noteworthy actions include the closure of 35 manufacturing and 10 administrative facilities, the reduction in global headcount by 35,000 employees and the location of over 50% of total facilities and 75% of employment in 21 low-cost countries.

In response to sharply lower industry sales and vehicle production levels in mature markets and significant distress within the automotive sector globally, Lear completed a comprehensive evaluation of its strategic and financial options during the first half of 2009. The Company concluded that filing for Chapter 11 bankruptcy protection was necessary in order to re-align its capital structure and position the Company for long-term success. On July 7, 2009, the Company filed for bankruptcy, and on November 9, 2009, it emerged from Chapter 11 with substantially lower total debt obligations and an improved credit profile.

In the second half of 2009, Lear delivered strong operating results and achieved positive free cash flow. At year end, Lear had a cash balance of \$1.6 billion and total debt of less than \$1 billion.

Lear also continued to make progress on its strategic priorities, including further diversification of its global sales, business development in emerging markets and the implementation of an operating improvement plan for the Electrical Power Management segment. Approximately 70% of Lear's 2009 net sales were generated outside of North America. In addition, Lear continues to improve quality and win new business globally.

### **Full-Year 2010 Financial Outlook**

Summarized below is our 2010 full-year financial outlook. Lear expects 2010 global net sales in the range of \$10.2 billion to \$10.7 billion. Lear anticipates 2010 core operating earnings of \$250 million to \$350 million. Operational restructuring costs in 2010 are estimated to be about \$110 million.

Interest expense for 2010 is estimated to be approximately \$85 million. Pretax income before restructuring costs and other special items is estimated to be in the range of \$145 million to \$245 million. Tax expense is expected to be in the range of \$70 million to \$90 million, depending on the mix of earnings by country.

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Capital spending in 2010 is estimated to be approximately \$170 million. Depreciation expense is estimated at about \$240 million and amortization is estimated at about \$25 million. Free cash flow is expected to be in the range of \$50 million to \$100 million for the year.

Key assumptions underlying Lear's 2010 financial outlook include expectations for industry vehicle production of approximately 10.5 million units in North America and 15.4 million units in Europe. In addition, we are assuming an exchange rate of \$1.40/Euro.

Lear will webcast a conference call to review the Company's fourth-quarter and full-year 2009 financial results and related matters on Friday, February 5, 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 February 19, 2010, with a Conference I.D. of 50508763.

### **Fresh-Start Accounting**

In connection with the Company's emergence from Chapter 11 bankruptcy proceedings on November 9, 2009, and the application of fresh-start reporting on November 7, 2009, in accordance with ASC Topic 852, "Reorganizations," the results for the two-month period ended December 31, 2009 (references to the Company for such period, the "Successor") and the results for the one-month and ten-month periods ended November 7, 2009 (references to the Company for such periods, the "Predecessor") are presented separately. This presentation is required by GAAP, as the Successor is considered to be a new entity for financial reporting purposes, and the results of the Successor reflect the application of fresh-start reporting. Accordingly, the Company's financial statements after November 7, 2009, are not comparable to its financial statements for any period prior to its emergence from Chapter 11. For illustrative purposes in this earnings release, the Company has combined the Successor and Predecessor results to derive combined results for the three- and twelve-month periods ended December 31, 2009. However, because of various adjustments to the consolidated financial statements in connection with the application of fresh-start reporting, including asset valuation adjustments, liability adjustments and recognition of cancellation of indebtedness income, the results of operations for the Successor are not comparable to those of the Predecessor. The financial information accompanying this earnings release provides the Successor and Predecessor GAAP results for the applicable periods, along with the combined results described above.

### **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 before interest, other expense, income taxes, restructuring costs and other

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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 in 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 pages 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, 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

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calculated and presented in accordance with GAAP is not feasible. The magnitude of these items, however, may be significant.

### **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. 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 and restructuring actions of the Company's customers or suppliers, changes in actual industry vehicle production levels from the Company's current estimates, 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, including further declines in sales of full-size pickup trucks and large sport utility vehicles, 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 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, the Company's ability to access capital markets on commercially reasonable terms, further impairment charges initiated by adverse industry or market developments, the potential adverse impacts of the Company's Chapter 11 bankruptcy proceedings on its business, financial condition or results of operations that could continue or arise since its emergence from such proceedings, the anticipated future performance of the reorganized 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.

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.

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The financial results in this press release are preliminary in nature and subject to change until the Company files its Annual Report on Form 10-K for year ended December 31, 2009, with the Securities and Exchange Commission. The Company is in the process of completing its year-end internal review and external audit procedures.

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 205 facilities in 36 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>.

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**Lear Corporation and Subsidiaries**  
**Condensed Consolidated Statements of Operations**

(In millions, except per share amounts)

	<u>Two Month Period Ended Successor December 31, 2009</u>	<u>One Month Period Ended Predecessor November 7, 2009</u>	<u>Three Month Period Ended</u>	
			<u>Combined December 31, 2009</u>	<u>Predecessor December 31, 2008</u>
Net sales	\$ 1,580.9	\$ 1,161.5	\$ 2,742.4	\$ 2,600.4
Cost of sales	1,508.1	1,069.9	2,578.0	2,541.5
Selling, general and administrative expenses	71.2	45.5	116.7	96.2
Amortization of intangible assets	4.5	0.6	5.1	1.2
Goodwill impairment charges	—	319.0	319.0	530.0
Interest expense	11.1	11.2	22.3	50.8
Other expense, net	17.9	2.9	20.8	63.6
Reorganization items and fresh start accounting adjustments, net	<u>—</u>	<u>(1,513.4)</u>	<u>(1,513.4)</u>	<u>—</u>
Consolidated income (loss) before income taxes	(31.9)	1,225.8	1,193.9	(682.9)
Income taxes	<u>(24.2)</u>	<u>(9.6)</u>	<u>(33.8)</u>	<u>(3.9)</u>
Consolidated net income (loss)	(7.7)	1,235.4	1,227.7	(679.0)
Net income (loss) attributable to noncontrolling interests	<u>(3.9)</u>	<u>3.3</u>	<u>(0.6)</u>	<u>9.2</u>
Net income (loss) attributable to Lear	<u>\$ (3.8)</u>	<u>\$ 1,232.1</u>	<u>\$ 1,228.3</u>	<u>\$ (688.2)</u>
Basic net income (loss) per share	<u>\$ (0.11)</u>	<u>\$ 15.89</u>		<u>\$ (8.91)</u>
Diluted net income (loss) per share	<u>\$ (0.11)</u>	<u>\$ 15.89</u>		<u>\$ (8.91)</u>
Weighted average number of shares outstanding				
Basic	<u>34.5</u>	<u>77.5</u>		<u>77.3</u>
Diluted	<u>34.5</u>	<u>77.5</u>		<u>77.3</u>

**Lear Corporation and Subsidiaries**  
**Condensed Consolidated Statements of Operations**

(In millions, except per share amounts)

	<u>Two Month Period Ended Successor December 31, 2009</u>	<u>Ten Month Period Ended Predecessor November 7, 2009</u>	<u>Twelve Month Period Ended</u>	
			<u>Combined December 31, 2009</u>	<u>Predecessor December 31, 2008</u>
Net sales	\$ 1,580.9	\$ 8,158.7	\$ 9,739.6	\$ 13,570.5
Cost of sales	1,508.1	7,871.3	9,379.4	12,822.9
Selling, general and administrative expenses	71.2	376.7	447.9	511.5
Amortization of intangible assets	4.5	4.1	8.6	5.3
Goodwill impairment charges	—	319.0	319.0	530.0
Interest expense	11.1	151.4	162.5	190.3
Other expense, net	17.9	47.3	65.2	89.1
Reorganization items and fresh start accounting adjustments, net	—	(1,474.8)	(1,474.8)	—
Consolidated income (loss) before income taxes	(31.9)	863.7	831.8	(578.6)
Income taxes	(24.2)	29.2	5.0	85.8
Consolidated net income (loss)	(7.7)	834.5	826.8	(664.4)
Net income (loss) attributable to noncontrolling interests	(3.9)	16.2	12.3	25.5
Net income (loss) attributable to Lear	<u>\$ (3.8)</u>	<u>\$ 818.3</u>	<u>\$ 814.5</u>	<u>\$ (689.9)</u>
Basic net income (loss) per share	<u>\$ (0.11)</u>	<u>\$ 10.56</u>		<u>\$ (8.93)</u>
Diluted net income (loss) per share	<u>\$ (0.11)</u>	<u>\$ 10.55</u>		<u>\$ (8.93)</u>
Weighted average number of shares outstanding				
Basic	<u>34.5</u>	<u>77.5</u>		<u>77.2</u>
Diluted	<u>34.5</u>	<u>77.6</u>		<u>77.2</u>

**Lear Corporation and Subsidiaries**  
**Condensed Consolidated Balance Sheets**

(In millions)

	<u>Successor December 31, 2009</u>	<u>Predecessor December 31, 2008</u>
<b>ASSETS</b>		
<b>Current:</b>		
Cash and cash equivalents	\$ 1,554.0	\$ 1,592.1
Accounts receivable	1,479.9	1,210.7
Inventories	447.4	532.2
Other	305.7	339.2
	<u>3,787.0</u>	<u>3,674.2</u>
<b>Long-Term:</b>		
PP&E, net	1,050.9	1,213.5
Goodwill, net	621.4	1,480.6
Other	614.0	504.6
	<u>2,286.3</u>	<u>3,198.7</u>
<b>Total Assets</b>	<u>\$ 6,073.3</u>	<u>\$ 6,872.9</u>
<b>LIABILITIES AND EQUITY</b>		
<b>Current:</b>		
Short-term borrowings	\$ 37.1	\$ 42.5
Primary credit facility	—	2,177.0
Accounts payable and drafts	1,547.5	1,453.9
Accrued liabilities	808.1	932.1
Current portion of long-term debt	8.1	4.3
	<u>2,400.8</u>	<u>4,609.8</u>
<b>Long-Term:</b>		
Long-term debt	927.1	1,303.0
Other	563.6	712.4
	<u>1,490.7</u>	<u>2,015.4</u>
<b>Equity</b>	<u>2,181.8</u>	<u>247.7</u>
<b>Total Liabilities and Equity</b>	<u>\$ 6,073.3</u>	<u>\$ 6,872.9</u>

**Lear Corporation and Subsidiaries**  
**Supplemental Data**

(Unaudited; in millions, except content per vehicle)

	Three Months Ended	
	Combined December 31, 2009	Predecessor December 31, 2008
<b>Net Sales</b>		
North America	\$ 866.3	\$ 1,036.5
Europe	1,208.2	1,121.2
Rest of World	667.9	442.7
Total	<u>\$ 2,742.4</u>	<u>\$ 2,600.4</u>
<b>Content Per Vehicle *</b>		
North America	\$ 319	\$ 372
Europe	\$ 286	\$ 298
<b>Free Cash Flow **</b>		
Net cash provided by (used in) operating activities	\$ 67.3	\$ (88.0)
Net change in sold accounts receivable	—	86.5
Net cash provided by (used in) operating activities before net change in sold accounts receivable	67.3	(1.5)
Capital expenditures	(56.1)	(33.9)
Free cash flow	<u>\$ 11.2</u>	<u>\$ (35.4)</u>
<b>Depreciation and Amortization</b>	\$ 64.4	\$ 71.8
<b>Core Operating Earnings **</b>		
Pretax income (loss)	\$ 1,193.9	\$ (682.9)
Interest expense	22.3	50.8
Other expense, net	19.2***	57.9***
Restructuring costs and other special items -		
Goodwill impairment charges	319.0	530.0
Reorganization items and fresh start accounting adjustments, net	(1,513.3)****	—
Costs related to restructuring actions	59.3	66.2
Other	15.1	—
Core Operating Earnings	<u>\$ 115.5</u>	<u>\$ 22.0</u>

\* Content Per Vehicle for 2008 has been updated to reflect actual production levels.

\*\* See “Non-GAAP Financial Information” included in this press release.

\*\*\* Reported 2009 and 2008 other expense, net of \$20.8 million and \$63.6 million, respectively, includes costs related to restructuring actions of \$1.6 million and \$5.7 million, respectively, listed below.

\*\*\*\* Reported 2009 reorganization items and fresh start accounting adjustments, net of \$(1,513.4) million includes costs related to restructuring actions of (\$0.1) million listed below.

**Lear Corporation and Subsidiaries**  
**Supplemental Data**

(Unaudited; in millions, except content per vehicle and share data)

	Twelve Months Ended	
	Combined December 31, 2009	Predecessor December 31, 2008
<b>Net Sales</b>		
North America	\$ 2,944.7	\$ 4,924.6
Europe	4,585.8	6,593.2
Rest of World	2,209.1	2,052.7
Total	<u>\$ 9,739.6</u>	<u>\$ 13,570.5</u>
<b>Content Per Vehicle *</b>		
North America	\$ 345	\$ 391
Europe	\$ 293	\$ 350
<b>Free Cash Flow **</b>		
Net cash provided by (used in) operating activities	\$ (175.3)	\$ 163.6
Net change in sold accounts receivable	138.5	(47.2)
Net cash provided by (used in) operating activities before net change in sold accounts receivable	(36.8)	116.4
Capital expenditures	(118.8)	(167.7)
Free cash flow	<u>\$ (155.6)</u>	<u>\$ (51.3)</u>
<b>Depreciation and Amortization</b>	\$ 263.7	\$ 299.3
<b>Basic Shares Outstanding at end of quarter</b>	36,954,733	77,403,859
<b>Diluted Shares Outstanding at end of quarter ***</b>	36,954,733	77,403,859
<b>Core Operating Earnings **</b>		
Pretax income (loss)	\$ 831.8	\$ (578.6)
Interest expense	162.5	190.3
Other expense, net	65.4****	82.8****
Restructuring costs and other special items -		
Goodwill impairment charges	319.0	530.0
Reorganization items and fresh start accounting adjustments, net	(1,470.9)*****	—
Costs related to restructuring actions	160.0	193.9
Fees and expenses related to capital restructuring	23.9	—
Other	15.1	—
Core Operating Earnings	<u>\$ 106.8</u>	<u>\$ 418.4</u>

\* Content Per Vehicle for 2008 has been updated to reflect actual production levels.

\*\* See “Non-GAAP Financial Information” included in this press release.

\*\*\* Calculated using stock price at end of quarter. Excludes certain shares related to outstanding convertible debt, as well as certain options, restricted stock units, performance units and stock appreciation rights, all of which were antidilutive.

\*\*\*\* Reported 2009 and 2008 other expense, net of \$65.2 million and \$89.1 million, respectively, includes costs related to restructuring actions of \$(0.2) million and \$6.3 million, respectively.

\*\*\*\*\* Reported 2009 reorganization items and fresh start accounting adjustments, net of \$(1,474.8) million includes costs related to restructuring actions of \$(3.9) million listed below.



# ***Fourth-Quarter and Full-Year 2009 Results***

***February 5, 2010***



## Agenda

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- ▶▶ 2009 Company Overview
  - *Bob Rossiter, Chairman, CEO and President*
- ▶▶ Fourth-Quarter and Full-Year 2009 Results
  - *Matt Simoncini, SVP and CFO*
- ▶▶ Summary and Outlook
  - *Bob Rossiter, Chairman, CEO and President*
- ▶▶ Q and A Session

## 2009 Company Overview\*

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- ▶▶ Operational Restructuring has reduced structural costs and improved global production footprint
- ▶▶ Financial Restructuring has reduced total debt obligations and increased financial flexibility
- ▶▶ Continued progress on sales diversification – 70% of 2009 net sales outside of North America
- ▶▶ Maintained a leadership position in Seating – business performing near margin target, with significant growth opportunity in Asia
- ▶▶ Strengthened global capabilities in Electrical Power Management – sales growth and margin improvement plans in place; significant opportunity in high-power and hybrids

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

# Restructuring has Reduced Structural Costs and Improved Capital Structure\*

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## Operational Restructuring

- ▶▶ Continued comprehensive effort to restructure the Company's global operations for improved long-term competitiveness. Since mid-2005, Lear has invested \$740 million in restructuring actions, resulting in a significant reduction in structural costs and a major repositioning of our production footprint. Noteworthy actions include:
  - Divested money-losing Interior segment
  - Closed 35 manufacturing and 10 administrative facilities
  - Located 50% of total facilities and 75% of employment in 21 low-cost countries
  - Annual ongoing savings totals approximately \$400 million

## Financial Restructuring

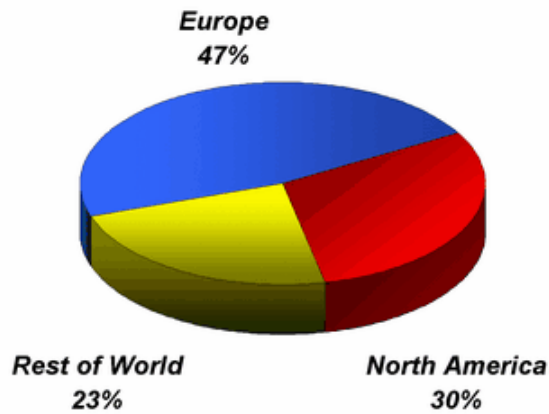
- ▶▶ Voluntarily filed for Chapter 11 bankruptcy protection on July 7th to complete a major capital restructuring. Emerged on November 9th with substantially lower total debt and improved financial flexibility. Ended 2009 with a cash balance of \$1.6 billion and total debt of less than \$1 billion.

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

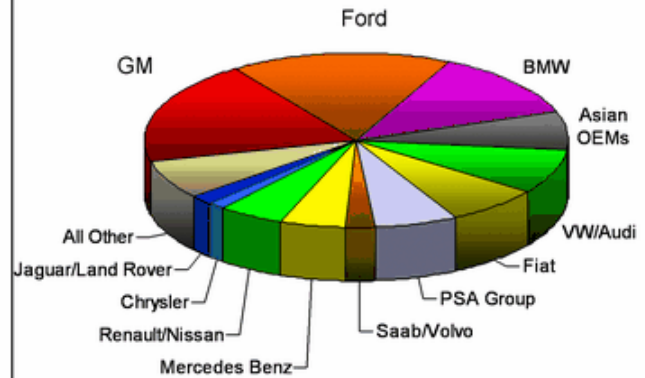
# Continued Progress on Sales Diversification

## 2009 Net Sales

### By Region



### By Customer

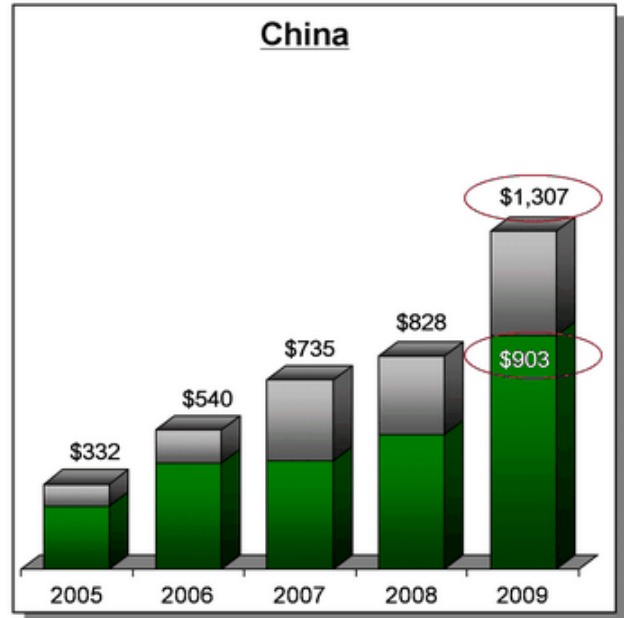


**70% Of 2009 Net Sales Outside Of North America**

# Significant Growth Opportunity in Asia

Lear's Net Sales (in millions)

■ Consolidated Sales  
■ Non-Consolidated Sales

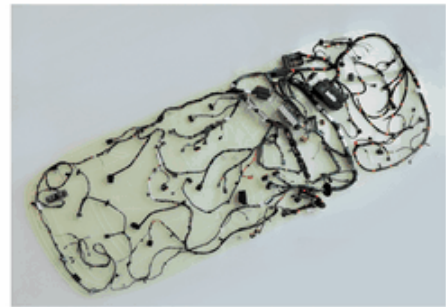


# Sales Growth and Margin Opportunity in **LEAR** CORPORATION

## Electrical Power Management\*

### ▶▶ Business Segment Improvement Plans in Place

- Global Capabilities and Low-Cost Footprint
- 2010 to 2012 Sales Backlog of \$800 million
- Sales Target -- \$4 to \$5 billion
- Margin Target -- 6½% to 7½%



### ▶▶ Growth Opportunity in High-Power and Hybrid Electrical Systems

- Lear has won High-Power and Hybrid business with BMW, Chevrolet, Coda, Daimler, Land Rover, Nissan and Renault



#### Lear Content on Chevy Volt

- High and low-voltage wire harnesses
- Custom terminals and connectors, including the industry's first terminal with 250-amp capability
- External charging cable with Lear's Smart Connector™ system
- Battery charger and other proprietary electronic components

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

# **Fourth-Quarter and Full-Year 2009 Results**



## 2009 Financial Summary\*

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### Fourth-Quarter 2009

- ▶▶ Industry production improved year-over-year in mature markets; strong growth in Asia continued
- ▶▶ Net sales of \$2.7 billion, up 5%
- ▶▶ Core operating earnings of \$116 million\*\*
- ▶▶ Free cash flow of positive \$11 million\*\*\*

### Full-Year 2009

- ▶▶ Net sales of \$9.7 billion, down 28%
- ▶▶ Core operating earnings of \$107 million\*\*
- ▶▶ Free cash flow of negative \$156 million\*\*\*

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

\*\* Core operating earnings represents income 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.

# Fourth-Quarter and Full-Year 2009 Global Industry Production Environment



	<u>Fourth-Quarter 2009</u>		<u>Full-Year 2009</u>	
	<u>Units (in millions)</u>	<u>% Change vs. Yr. Ago</u>	<u>Units (in millions)</u>	<u>% Change vs. Yr. Ago</u>
Europe	4.3	up 20%	15.7	down 17%
North America	2.7	up 3%	8.5	down 32%
China	3.2	up 88%	10.8	up 48%
India	0.7	up 56%	2.4	up 17%
Brazil	0.8	up 52%	2.9	up 2%
<b>Global</b>	<b><u>16.8</u></b>	<b><u>up 20%</u></b>	<b><u>56.9</u></b>	<b><u>down 13%</u></b>

Source: Ward's Automotive and CSM Worldwide

## Fresh Start Accounting

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- ▶▶ Fresh start accounting results in a new basis of assets and liabilities and a new entity for financial reporting purposes
- ▶▶ 2009 financial results are segregated and reported as:
  - Pre-emergence financial results are presented as “predecessor”
    - Predecessor financial results include the impact of Chapter 11 reorganization (e.g., extinguishment of debt) and fresh start accounting
  - Post-emergence financial results are presented as “successor”
- ▶▶ Under fresh start accounting, the Company’s consolidated assets and liabilities are recorded at fair value as of the Chapter 11 emergence date (November 9, 2009) in a manner similar to purchase accounting
- ▶▶ Distributable value of \$3,054 million based on the Plan of Reorganization approved by Bankruptcy Court
  - Distributable value consisted of equity of \$2,086 million and debt of \$968 million as of emergence date

## **Fresh Start Accounting (continued)**

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- ▶▶ Key Fair Value Adjustments:
  - Goodwill – reduction of ≈\$900 million to \$621 million
  - Customer/Technology intangible assets – increase in value of \$162 million
    - Annual amortization increase of ≈\$22 million
  - Fixed assets – reduction in value of \$5 million:
    - Land and buildings – reduction of \$14 million
    - Machinery and equipment – increase of \$9 million
  - Finished goods inventory – increase of \$9 million
  - Equity investments (non-consolidated JVs) – increase of \$9 million
  - Non-controlling interests (consolidated JVs) – increase of \$55 million

# Fourth-Quarter and Full-Year 2009 Reported Financials



(in millions)	<i>Fourth-Quarter</i>		<i>Full-Year</i>	
	<i>2008</i>	<i>2009</i>	<i>2008</i>	<i>2009</i>
Europe	\$ 1,121.2	\$ 1,208.2	\$ 6,593.2	\$ 4,585.8
North America	1,036.5	866.3	4,924.6	2,944.7
Rest of World	442.7	667.9	2,052.7	2,209.1
<b>Net Sales</b>	<b>\$ 2,600.4</b>	<b>\$ 2,742.4</b>	<b>\$ 13,570.5</b>	<b>\$ 9,739.6</b>
<b>Pretax Income (Loss) Before Interest and Other Expense</b>	<b>\$ (568.5)</b>	<b>\$ 1,237.0</b>	<b>\$ (299.2)</b>	<b>\$ 1,059.5</b>
<b>Pretax Income (Loss)</b>	<b>\$ (682.9)</b>	<b>\$ 1,193.9</b>	<b>\$ (578.6)</b>	<b>\$ 831.8</b>
<b>SG&amp;A % of Net Sales</b>	<b>3.7%</b>	<b>4.3%</b>	<b>3.8%</b>	<b>4.6%</b>
<b>Interest Expense</b>	<b>\$ 50.8</b>	<b>\$ 22.3</b>	<b>\$ 190.3</b>	<b>\$ 162.5</b>
<b>Depreciation / Amortization</b>	<b>\$ 71.8</b>	<b>\$ 64.4</b>	<b>\$ 299.3</b>	<b>\$ 263.7</b>
<b>Other Expense, Net</b>	<b>\$ 63.6</b>	<b>\$ 20.8</b>	<b>\$ 89.1</b>	<b>\$ 65.2</b>
<b>Reorganization Items and Fresh Start Accounting Adjustments, net</b>	<b>\$ -</b>	<b>\$ (1,513.4)</b>	<b>\$ -</b>	<b>\$ (1,474.8)</b>
<b>Goodwill Impairment Charges</b>	<b>\$ 530.0</b>	<b>\$ 319.0</b>	<b>\$ 530.0</b>	<b>\$ 319.0</b>

# Fourth-Quarter and Full-Year 2009 Impact of Restructuring and Other Special Items\*



(in millions)

<b>Reported Results</b>	<i>Fourth- Quarter 2009</i>	<i>Full-Year 2009</i>
<b>Pretax Income (Loss) Before Interest and Other Expense</b>	\$ 1,237.0	\$ 1,059.5
<b>Reorganization items and fresh start accounting adjustments, net</b>	(1,513.4)	(1,474.8)
<b>Goodwill impairment charges</b>	319.0	319.0
<b>Costs related to operational restructuring actions**</b>	57.8	164.1
<b>Other special items</b>	15.1	39.0
<b>2009 Core Operating Earnings</b>	<b>\$ 115.5</b>	<b>\$ 106.8</b>
<b>2008 Core Operating Earnings</b>	<b>\$ 22.0</b>	<b>\$ 418.4</b>

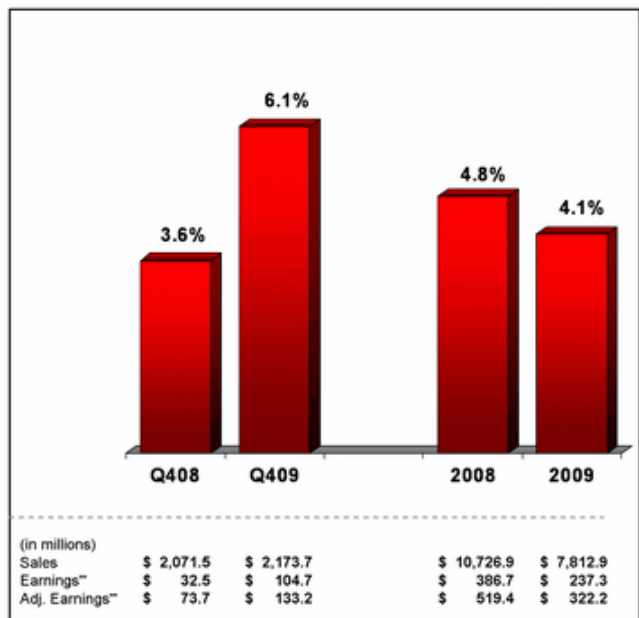
\* Please see slide titled "Non-GAAP Financial Information" at the end of this presentation for further information.

\*\* Excludes \$1.5 million of expense and \$4.1 million of income during the fourth quarter and full year, respectively, of restructuring charges recorded in other expense, net and reorganization items and fresh start adjustments, net.

# Fourth-Quarter and Full-Year 2009 Seating Performance\*



## Adjusted Seating Segment Margins



## Full-Year Explanation of Year-to-Year Change

### Sales Factors

- Lower industry production in North America and Europe
- Unfavorable foreign exchange

### Margin Performance

- Lower industry production in North America and Europe
- Net selling price reductions
- + Favorable cost performance
- + Restructuring savings

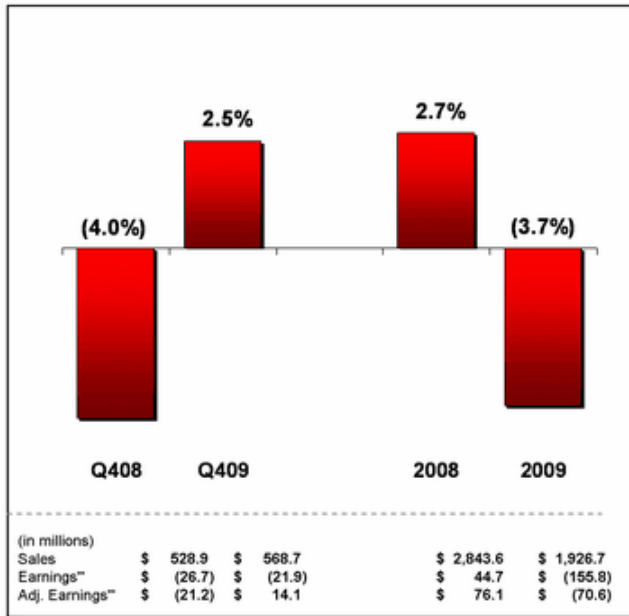
\* Please see slides titled "Non-GAAP Financial Information" at the end of this presentation for further information.

\*\* Reported segment earnings represents pretax income before goodwill impairment charges, interest, other expense, reorganization items and fresh start accounting adjustments. Adjusted segment earnings represents reported segment earnings adjusted for restructuring costs and other special items.

# Fourth-Quarter and Full-Year 2009 Electrical Power Management Performance\*



## Adjusted Electrical Power Management Segment Margins



## Full-Year Explanation of Year-to-Year Change

### Sales Factors

- Lower industry production in North America and Europe
- Unfavorable foreign exchange
- Net selling price reductions

### Margin Performance

- Lower industry production in North America and Europe
- Net selling price reductions
- + Favorable operating performance
- + Restructuring savings

\* 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 goodwill impairment charges, interest, other expense, reorganization items and fresh start accounting adjustments. Adjusted segment earnings represents reported segment earnings adjusted for restructuring costs and other special items.



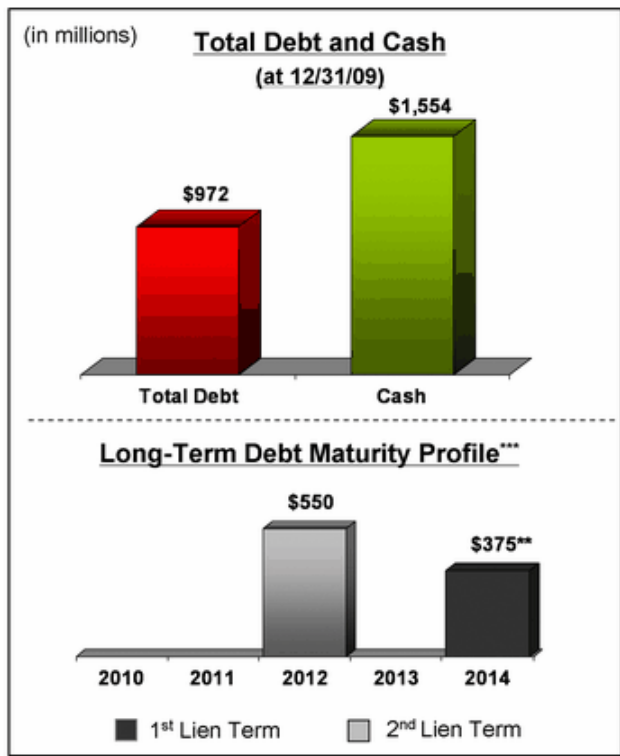
# Fourth-Quarter and Full-Year 2009 Free Cash Flow\*



(in millions)	Fourth- Quarter 2009	Full-Year 2009
Net Income (Loss) Attributable to Lear	\$ 1,228.3	\$ 814.5
Depreciation / Amortization	64.4	263.7
Goodwill impairment charges	319.0	319.0
Reorganization items and fresh start accounting adjustments, net	(1,513.4)	(1,474.8)
Working Capital / Other	(31.0)	40.8
<b>Cash from Operations</b>	<b>\$ 67.3</b>	<b>\$ (36.8)</b>
Capital Expenditures	(56.1)	(118.8)
<b>Free Cash Flow</b>	<b>\$ 11.2</b>	<b>\$ (155.6)</b>

\* Free cash flow represents net cash provided by (used in) operating activities (\$67.3 million for the three months ended 12/31/09 and (\$175.3) million for the twelve months ended 12/31/09) before net change in sold accounts receivable (\$0 for the three months ended 12/31/09 and \$138.5 million for the twelve months ended 12/31/09) (Cash from Operations), less capital expenditures. Please see slides titled "Non-GAAP Financial Information" at the end of this presentation for further information.

## Key Balance Sheet Metrics\*



- ▶▶ Debt obligations reduced by approximately \$2.7 billion to \$972 million
- ▶▶ Adequate liquidity to support global operating needs and growth plans
- ▶▶ No significant debt maturities until 2012
- ▶▶ Covenants provide sufficient flexibility to navigate current environment and execute operating plan

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

\*\* Assumes that the 2<sup>nd</sup> lien term loan is refinanced at least 3 months prior to its scheduled maturity.

\*\*\* Excludes \$47 million of miscellaneous debt globally with no meaningful maturities in any given year.

## Full-Year 2010 Financial Outlook\*

	<u>Full-Year 2010 Financial Outlook</u>
<b>Net Sales</b>	\$10.2 to \$10.7 billion
<b>Core Operating Earnings</b>	\$250 to \$350 million
Pretax income before interest, other expense, restructuring costs and other special items	
<b>Depreciation</b>	≈ \$240 million
<b>Amortization</b>	≈ \$25 million
<b>Interest Expense</b>	≈ \$85 million
<b>Pretax Income</b>	\$145 to \$245 million
before restructuring costs and other special items	
<b>Estimated Tax Expense</b>	\$70 to \$90 million
<b>Pretax Operational Restructuring Costs</b>	≈ \$110 million
<b>Capital Spending</b>	≈ \$170 million
<b>Free Cash Flow</b>	\$50 to \$100 million
<b>North America Production</b>	10.5 million units
<b>Europe Production</b>	15.4 million units
<b>Foreign Exchange</b>	\$ 1.40 / €
<b>Fully Diluted Shares Outstanding (Full Year Average)</b>	54.0 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\*

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- ▶▶ Lear's strong customer focus and operating fundamentals remain unchanged
- ▶▶ Completed financial restructuring in four months; emerged from Chapter 11 with a strong and flexible balance sheet
- ▶▶ Year-end 2009 cash balance of \$1.6 billion and total debt of less than \$1 billion
- ▶▶ 2010 financial outlook:
  - Core Operating Earnings of \$250 million to \$350 million
  - Depreciation and Amortization of about \$265 million
  - Free Cash Flow of \$50 million to \$100 million
- ▶▶ 2010 to 2012 consolidated sales backlog of net new business totals \$1.4 billion

***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.



**LEAR**<sup>®</sup>  
CORPORATION

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▶▶ [www.lear.com](http://www.lear.com)

## Non-GAAP Financial Information

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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," "income 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 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 in 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, 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



(in millions)	Three Months		Twelve Months	
	Q4 2008	Q4 2009	2008	2009
Pretax income (loss)	\$ (682.9)	\$ 1,193.9	(578.6)	831.8
Interest expense	50.8	22.3	190.3	162.5
Other expense, net *	63.6	20.8	89.1	65.2
<b>Income (loss) before interest, other expense and income taxes</b>	<b>\$ (568.5)</b>	<b>\$ 1,237.0</b>	<b>\$ (299.2)</b>	<b>\$ 1,059.5</b>
Restructuring costs and other special items -				
Goodwill impairment charges	530.0	319.0	530.0	319.0
Reorganization items and fresh start adjustments, net	-	(1,513.4)	-	(1,474.8)
Costs related to restructuring actions **	60.5	57.8	187.6	164.1
Costs related to capital restructuring / other	-	6.0	-	29.9
Impact of fresh start accounting	-	9.1	-	9.1
<b>Income before interest, other expense, income taxes, restructuring costs and other special items (core operating earnings)</b>	<b>\$ 22.0</b>	<b>\$ 115.5</b>	<b>\$ 418.4</b>	<b>\$ 106.8</b>

\* Includes equity in net income of affiliates.

\*\* Excludes \$5.7 million and \$1.5 million for the three months ended December 31, 2008 and 2009, respectively, and \$6.3 million and (\$4.1) million for the twelve months ended December 31, 2008 and 2009, respectively, of restructuring charges recorded in other expense, net and reorganization items and fresh start adjustments, net.



# Non-GAAP Financial Information

## Segment Earnings



(in millions)	Three Months		Twelve Months	
	Q4 2008	Q4 2009	2008	2009
Seating	\$ 32.5	\$ 104.7	\$ 386.7	\$ 237.3
Electrical power management	(26.7)	(21.9)	44.7	(155.8)
Segment earnings	5.8	82.8	431.4	81.5
Corporate and geographic headquarters and elimination of intercompany activity	(44.3)	(40.2)	(200.6)	(177.8)
<b>Income before goodwill impairment charges, interest, other expense, reorganization items and fresh start accounting adjustments and income taxes</b>	<b>\$ (38.5)</b>	<b>\$ 42.6</b>	<b>\$ 230.8</b>	<b>\$ (96.3)</b>
Goodwill impairment charges	530.0	319.0	530.0	319.0
Reorganization items and fresh start accounting adjustments, net	-	(1,513.4)	-	(1,474.8)
Interest expense	50.8	22.3	190.3	162.5
Other expense, net	63.6	20.8	89.1	65.2
<b>Pretax income (loss)</b>	<b>\$ (682.9)</b>	<b>\$ 1,193.9</b>	<b>\$ (578.6)</b>	<b>\$ 831.8</b>

# Non-GAAP Financial Information

## Adjusted Segment Earnings



	Three Months Q4 2008		Three Months Q4 2009	
	Seating	Electrical	Seating	Electrical
(in millions)				
<b>Sales</b>	\$ 2,071.5	\$ 528.9	\$ 2,173.7	\$ 568.7
<b>Segment earnings</b>	\$ 32.5	\$ (26.7)	\$ 104.7	\$ (21.9)
Costs related to restructuring actions	41.2	5.5	25.3	30.2
Impact of fresh start accounting	-	-	3.2	5.8
<b>Adjusted segment earnings</b>	\$ 73.7	\$ (21.2)	\$ 133.2	\$ 14.1

	Twelve Months 2008		Twelve Months 2009	
	Seating	Electrical	Seating	Electrical
(in millions)				
<b>Sales</b>	\$ 10,726.9	\$ 2,843.6	\$ 7,812.9	\$ 1,926.7
<b>Segment earnings</b>	\$ 386.7	\$ 44.7	\$ 237.3	\$ (155.8)
Costs related to restructuring actions	132.7	31.4	78.6	79.4
Costs related to capital restructuring	-	-	3.1	-
Impact of fresh start accounting	-	-	3.2	5.8
<b>Adjusted segment earnings</b>	\$ 519.4	\$ 76.1	\$ 322.2	\$ (70.6)

## Non-GAAP Financial Information

### Cash from Operations and Free Cash Flow

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(in millions)	Three Months	Twelve Months
	Q4 2009	2009
Net cash provided by (used in) operating activities	\$ 67.3	\$ (175.3)
Net change in sold accounts receivable	-	138.5
<b>Net cash provided by (used in) operating activities before net change in sold accounts receivable (cash from operations)</b>	<b>67.3</b>	<b>(36.8)</b>
Capital expenditures	(56.1)	(118.8)
<b>Free cash flow</b>	<b>\$ 11.2</b>	<b>\$ (155.6)</b>

## Forward-Looking Statements

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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 and restructuring actions of the Company's customers or suppliers, changes in actual industry vehicle production levels from the Company's current estimates, 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, including further declines in sales of full-size pickup trucks and large sport utility vehicles, 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 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, the Company's ability to access capital markets on commercially reasonable terms, further impairment charges initiated by adverse industry or market developments, the potential adverse impacts of the Company's Chapter 11 bankruptcy proceedings on its business, financial condition or results of operations that could continue or arise since its emergence from such proceedings, the anticipated future performance of the reorganized 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 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 2010 – 2012 sales backlog is based on an exchange rate of \$1.40/per Euro and the October 2009 status of CSM Worldwide's industry production assumptions.

The financial results in this presentation are preliminary in nature and subject to change until the Company files its Annual Report on Form 10-K for year ended December 31, 2009 with the Securities and Exchange Commission. The Company is in the process of completing its year-end internal review and external audit procedures.

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.