
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) **April 29, 2008**

LEAR CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware

1-11311

13-3386776

(State or other
jurisdiction of
incorporation)

(Commission File Number)

(IRS Employer
Identification
Number)

21557 Telegraph Road, Southfield, Michigan

48033

(Address of principal executive offices)

(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 April 29, 2008, Lear Corporation issued a press release reporting its financial results for the first quarter of 2008 and confirming its financial outlook for 2008. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

On April 29, 2008, Lear Corporation made available the presentation slides attached hereto as Exhibit 99.2 in a webcast of its first quarter 2008 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 April 29, 2008, furnished herewith.

99.2 Presentation slides from the Lear Corporation webcast of its first quarter 2008 earnings call held on April 29, 2008, 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: April 29, 2008

By: /s/ Matthew J. Simoncini

Name: Matthew J. Simoncini
Title: Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release issued April 29, 2008, furnished herewith.
99.2	Presentation slides from the Lear Corporation webcast of its first quarter 2008 earnings call held on April 29, 2008, furnished herewith.

FOR IMMEDIATE RELEASE

Investor Relations:

Mel Stephens
(248) 447-1624

Media:

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(248) 447-1651

Lear Reports First-Quarter 2008 Financial Results;
Full-Year 2008 Earnings Outlook Remains Unchanged

SOUTHFIELD, Mich., April 29, 2008 -- Lear Corporation [NYSE: LEA], a leading global supplier of automotive seating systems, electrical distribution systems and related electronic products today reported financial results for the first quarter of 2008 and confirmed its full-year 2008 earnings outlook.

First-Quarter Highlights:

- **Net sales in core businesses of \$3.9 billion, up 2% vs. year ago**
- **Core operating earnings of \$187 million, up 10% vs. year ago**
- **Established global operating structure for business units**
- **Grew international sales and expanded low-cost footprint**
- **Received numerous customer and industry awards**
- **Full-year 2008 earnings outlook unchanged**

For the first quarter of 2008, Lear reported net sales of \$3.9 billion and pretax income of \$109.5 million, including restructuring costs of \$23.6 million. This compares with net sales of \$4.4 billion and pretax income of \$82.3 million for the first quarter of 2007, including restructuring costs of \$15.8 million and other special items totaling \$10.7 million. Net income was \$78.2 million, or \$1.00 per share, for the first quarter of 2008. This compares with net income of \$49.9 million, or \$0.64 per share, for the first quarter of 2007.

Income before interest, other expense, income taxes, restructuring costs and other special items (core operating earnings) was \$186.5 million in the first quarter of 2008. This compares with core operating earnings of \$170.2 million in the first quarter of 2007, excluding the divested Interior business. A reconciliation of core operating earnings to pretax income as determined by generally accepted accounting principles is provided in the supplemental data page.

“Although we are facing significant challenges in North America, Lear’s underlying operating fundamentals remain strong,” said Bob Rossiter, Lear Chairman, Chief Executive Officer and President. “The Lear team remains very focused on delivering outstanding quality and customer service to our customers.

(more)

At the same time, we are putting in place a global operating structure for our business units and taking aggressive actions to improve our longer-term competitiveness.”

The decline in net sales for the quarter reflects the divestiture of the Interior business and lower industry production in North America, due in part to the impact of a strike at a major supplier, offset in part by favorable foreign exchange and new business.

In the seating segment, net sales increased slightly driven by favorable foreign exchange and the benefit of new business, offset by lower industry production in North America. Operating margins improved slightly, reflecting favorable cost performance and increased savings from restructuring actions, as well as the timing of commercial settlements, largely offset by lower industry production in North America.

In the electrical and electronic segment, net sales increased slightly driven by favorable foreign exchange, partially offset by lower industry production in North America. Operating margins improved, reflecting favorable operating performance, including savings from restructuring actions and the net impact of legal and commercial claims, partially offset by lower industry production in North America.

In the first quarter of 2008, free cash flow was negative \$31.4 million, compared with negative \$32.1 million in the first quarter of 2007. (Net cash provided by operating activities was \$125.8 million in the first quarter of 2008 as compared to net cash used in operating activities of \$41.8 million in the first quarter of 2007. A reconciliation of free cash flow to net cash provided by (used in) operating activities is provided in the supplemental data page.)

During the quarter, the Company implemented a global operating structure for its two business units, naming Lou Salvatore, President – Global Seating Systems, and Ray Scott, President – Global Electrical and Electronic Systems. This new structure is consistent with the global strategies of the Company’s major customers, allows Lear to take full advantage of its global scale, leverages Lear’s worldwide engineering and product development resources and enables Lear to access the lowest cost manufacturing and sourcing available.

Additionally, Lear continued to grow its sales outside of North America and expand its low-cost footprint in Asia, including a new foam plant in Wuhu, China and a new seat trim facility in Hai Phong, Vietnam. The Company was also the recipient of numerous customer and industry awards. This recognition included “Supplier of the Year” from GM, three “World Excellence Awards” from Ford and awards from several other automakers, including BMW, Toyota, Volkswagen and Hyundai, as well as industry recognition for Lear’s ProTec PLus™ whiplash protection system and SoyFoam™ products.

Full-Year 2008 Outlook

Lear expects 2008 net sales of approximately \$15.5 billion, compared with prior guidance of \$15.0 billion. The increase reflects the positive impact of foreign exchange, mainly the strong Euro, partially offset by lower industry production in North America. Lear's 2008 earnings outlook remains unchanged, reflecting favorable operating performance and foreign exchange, offset by lower industry production in North America and increasing commodity costs.

Lear anticipates 2008 income before interest, other expense, income taxes, restructuring costs and other special items (core operating earnings) of \$660 to \$700 million. Restructuring costs in 2008 are estimated to be about \$100 million.

Interest expense for 2008 is estimated between \$185 and \$195 million. Pretax income before restructuring costs and other special items is estimated in the range of \$430 to \$470 million. Tax expense is expected to be approximately \$135 million, depending on the mix of earnings by country.

Capital spending in 2008 is estimated in the range of \$255 to \$275 million. Depreciation and amortization expense is estimated at about \$300 million. Free cash flow is expected to be solidly positive, at about \$250 million, for the year.

Key assumptions underlying Lear's financial outlook include expectations for industry vehicle production of approximately 14.1 million units in North America compared with a prior forecast of 14.4 million units. In Europe, our forecast for industry production is 20.2 million units. Lear expects production for the Domestic Three to be down about 10% in North America, compared with a prior forecast of a 9% decline. In addition, we are assuming an exchange rate of \$1.52/Euro, compared with a prior forecast of \$1.45/Euro.

Lear will webcast its first-quarter earnings conference call through the Investor Relations link at <http://www.lear.com> at 9:00 a.m. EDT on April 29, 2008. In addition, the conference call can be accessed by dialing 1-800-789-4751 (domestic) or 1-706-679-3323 (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 14, 2008, with a Conference I.D. of 37038451.

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 press release, the Company has provided information regarding "income before interest, other expense, income taxes, restructuring costs and other special items, excluding the divested Interior business" (core operating earnings), "pretax income before restructuring costs and other special items" and "free cash flow"

(each, a non-GAAP financial measure). Other expense includes, among other things, non-income related taxes, foreign exchange gains and losses, discounts and expenses associated with the Company's asset-backed securitization and factoring facilities, minority interests in consolidated subsidiaries, equity in net income of affiliates and gains and losses on the sale of assets. Free cash flow represents net cash provided by operating activities before the net change in sold accounts receivable, less capital expenditures. The Company believes it is appropriate to exclude the net change in sold accounts receivable in the calculation of free cash flow since the sale of receivables may be viewed as a substitute for borrowing activity.

Management believes the non-GAAP financial measures used in this 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 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.

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, net income, cash provided by (used in) operating activities or other income statement or cash flow statement data prepared in accordance with GAAP or as a measure of profitability or liquidity. In addition, the calculation of free cash flow does not reflect cash used to service debt and therefore, does not reflect funds available for investment or other discretionary uses. Also, these non-GAAP financial measures, as determined and presented by the Company, may not be comparable to related or similarly titled measures reported by other companies.

For reconciliations of non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP, see the supplemental data page which, together with this press release, has 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 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 of the Company's customers or suppliers, changes in the Company's current vehicle production 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, 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 and duration of the American Axle strike, the Company's ability to achieve cost reductions that offset or exceed customer-mandated selling price reductions, the outcome of customer productivity negotiations, the impact and timing of program launch costs, the costs, timing and success of restructuring actions, increases in the Company's warranty or product liability costs, risks associated with conducting business in foreign countries, competitive conditions impacting the Company's key customers and suppliers, the cost and availability of raw materials and energy, the Company's ability to mitigate any increases in raw material, energy and commodity costs, the outcome of legal or regulatory proceedings to which the Company is or may become a party, unanticipated changes in cash flow, including the Company's ability to align its vendor payment terms with those of its customers and other risks described from time to time in the Company's Securities and Exchange Commission filings. In particular, the Company's financial outlook for 2008 is based on several factors, including the Company's current vehicle production and raw material pricing assumptions. The Company's actual financial results could differ materially as a result of significant changes in these factors.

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 largest suppliers of automotive seating systems, electrical distribution systems and related electronic products. The Company's world-class products are designed, engineered and manufactured by a diverse team of 91,000 employees at 215 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>.

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Lear Corporation and Subsidiaries
Consolidated Statements of Income

(Unaudited; in millions, except per share amounts)

	Three Months Ended	
	March 29, 2008	March 31, 2007
Net sales	\$ 3,857.6	\$ 4,406.1
Cost of sales	3,561.5	4,095.2
Selling, general and administrative expenses	133.2	126.5
Divestiture of Interior business	—	25.6
Interest expense	47.4	51.5
Other expense, net	6.0	25.0
	109.5	82.3
Income before income taxes	109.5	82.3
Income tax provision	31.3	32.4
	78.2	49.9
Net income	\$ 78.2	\$ 49.9
	1.01	0.65
Basic net income per share	\$ 1.01	\$ 0.65
	1.00	0.64
Diluted net income per share	\$ 1.00	\$ 0.64
	77.2	76.4
Weighted average number of shares outstanding	77.2	76.4
Basic	77.2	76.4
	78.4	78.0
Diluted	78.4	78.0

Lear Corporation and Subsidiaries
Consolidated Balance Sheets

(In millions)

	March 29, 2008	December 31, 2007
	(Unaudited)	(Audited)
<u>ASSETS</u>		
Current:		
Cash and cash equivalents	\$ 701.9	\$ 601.3
Accounts receivable	2,380.1	2,147.6
Inventories	669.8	605.5
Other	382.1	363.6
	4,133.9	3,718.0
Long-Term:		
PP&E, net	1,402.1	1,392.7
Goodwill, net	2,087.5	2,054.0
Other	660.1	635.7
	4,149.7	4,082.4
Total Assets	\$ 8,283.6	\$ 7,800.4
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
Current:		
Short-term borrowings	\$ 13.5	\$ 13.9
Accounts payable and drafts	2,497.2	2,263.8
Accrued liabilities	1,311.4	1,230.1
Current portion of long-term debt	99.6	96.1
	3,921.7	3,603.9
Long-Term:		
Long-term debt	2,345.5	2,344.6
Other	766.6	761.2
	3,112.1	3,105.8
Stockholders' Equity	1,249.8	1,090.7
Total Liabilities and Stockholders' Equity	\$ 8,283.6	\$ 7,800.4

Lear Corporation and Subsidiaries
Supplemental Data

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

	Three Months Ended	
	March 29, 2008	March 31, 2007
<u>Net Sales</u>		
North America	\$ 1,448.8	\$ 2,225.8
Europe	1,930.2	1,766.7
Rest of World	478.6	413.6
Total	\$ 3,857.6	\$ 4,406.1
<u>Net Sales - Core Businesses</u>		
North America	\$ 1,448.8	\$ 1,645.4
Europe	1,930.2	1,732.8
Rest of World	478.6	404.7
Total	\$ 3,857.6	\$ 3,782.9
<u>Content Per Vehicle *</u>		
North America	\$ 421	\$ 584
North America - core businesses	\$ 421	\$ 432
Europe	\$ 374	\$ 336
Europe - core businesses	\$ 374	\$ 329
<u>Free Cash Flow **</u>		
Net cash provided by (used in) operating activities	\$ 125.8	\$ (41.8)
Net change in sold accounts receivable	(111.7)	38.9
Net cash provided by (used in) operating activities <u>before</u> net change in sold accounts receivable	14.1	(2.9)
Capital expenditures	(45.5)	(29.2)
Free cash flow	\$ (31.4)	\$ (32.1)
<u>Depreciation and Amortization</u>	\$ 74.5	\$ 74.5
<u>Basic Shares Outstanding at end of quarter</u>	77,303,615	76,658,409
<u>Diluted Shares Outstanding at end of quarter ***</u>	78,271,486	78,080,260
<u>Core Operating Earnings **</u>		
Pretax income	\$ 109.5	\$ 82.3
Interest expense	47.4	51.5
Other expense, net	6.0	21.1****
Restructuring costs and other special items -		
Costs related to restructuring actions	23.6	15.8
Costs related to divestiture of Interior business	—	33.8
U.S. salaried pension plan curtailment gain	—	(36.4)
Costs related to merger transaction	—	9.4
Loss on joint venture transaction	—	3.9
Less: Interior business	—	(11.2)
Core Operating Earnings	\$ 186.5	\$ 170.2

* Content Per Vehicle for 2007 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 2007 other expense, net of \$25.0 million includes losses of \$3.9 million related to restructuring costs and other special items detailed below.

advance relentlessly®

***First-Quarter Results and Full-Year
2008 Financial Outlook***

April 29, 2008



Agenda

▶▶ **Business Conditions**

- *Jim Vandenberghe, Vice Chairman*

▶▶ **First-Quarter Results and Full-Year 2008 Outlook**

- *Matt Simoncini, SVP and Chief Financial Officer*

▶▶ **Summary and Outlook**

- *Bob Rossiter, Chairman, CEO and President*

▶▶ **Q and A Session**

Business Conditions

Global Automotive Industry Environment*

- ▶▶ Global industry production for 2008 is projected to be up 3%, driven by solid growth in emerging markets
- ▶▶ Business conditions in North America remain challenging:
 - 2008 industry production forecasted at the lowest level since 1993
 - Shifts in consumer purchasing patterns, away from full-size pickups and large SUVs and toward crossovers and passenger cars
 - Increasing energy and commodity prices
 - Adverse impact of labor disruptions
 - Increasing financial distress within supply base
- ▶▶ Industry is implementing major restructuring initiatives, further consolidation and globalization strategies to improve longer-term results

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

Business Conditions

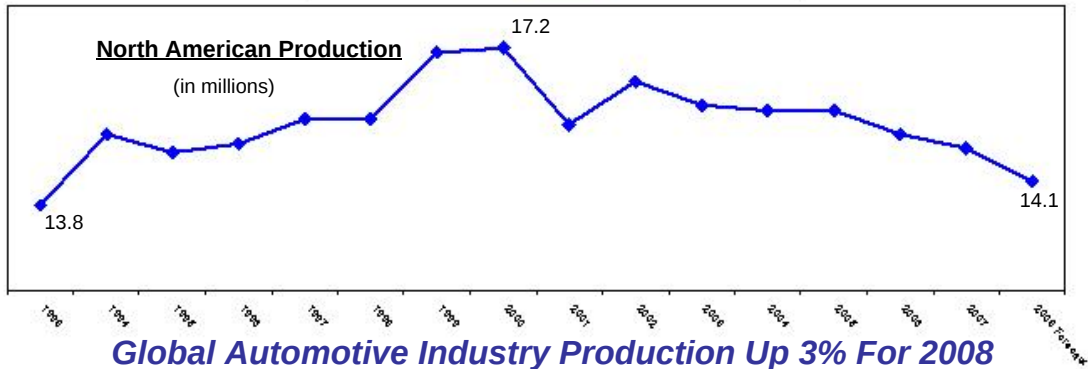


2008 Outlook for Industry Production *

2008 Industry Production Forecast

(in millions of vehicles)

Major Market	2008	B/(W) 2007
North America	14.1	(6)%
Europe	20.2	0%
China	7.8	13%
Brazil	3.0	12%
India	2.5	31%
Russia	1.8	19%
Global	70.6	3%

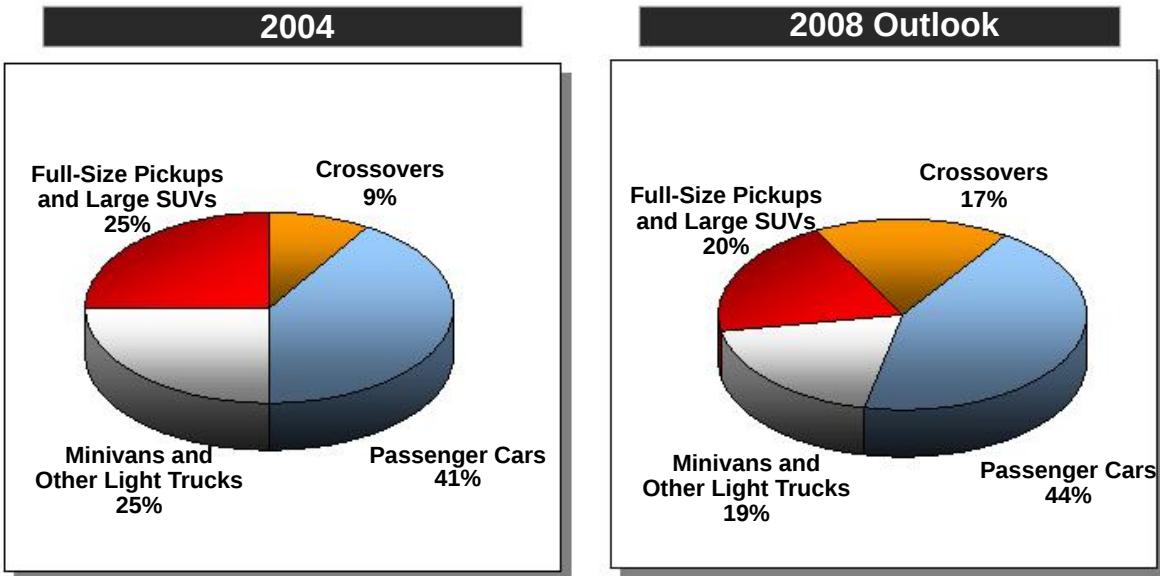


Global Automotive Industry Production Up 3% For 2008

Source: CSM Worldwide & Company Estimates

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

Composition of North American Market Changing*



***North American Production Mix Shifting To
Smaller, More Fuel-Efficient Vehicles***

Source: Ward's AutoInfoBank and company estimates
* Please see slide titled "Forward-Looking Statements" at the end of this presentation for further information.

Business Conditions

Key Commodity Price Trends Since 2004

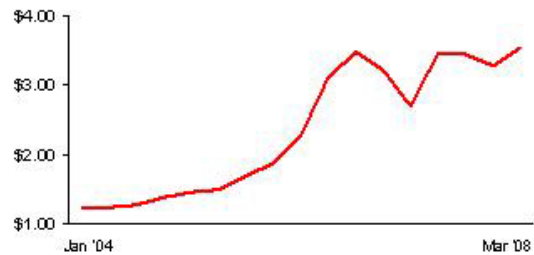


Steel (Hot Roll)



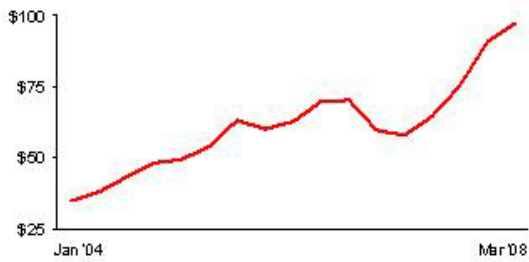
Source: AAM
Steel pricing includes processing fee

Copper



Source: NYMEX

Crude Oil



Source: AAM (LME)

Foam Chemicals



Source: ICIS
Foam price is estimated based on isocyanates and polyols

Note: Quarterly average prices

Business Conditions

Monitoring and Managing Supply Chain*

- ▶▶ Lear has been pro-active in monitoring and managing supply chain for several years
- ▶▶ Actions have included supply base compression, value engineering, selective in-sourcing and managing contractual terms
- ▶▶ Lear significantly decreased its exposure to resins and supplier issues with the divestiture of its Interior business
- ▶▶ Focused effort on containing increased distressed supplier and commodity cost issues within full-year outlook

Proactive Supply Chain Management Minimizes Risk

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

Benefits of Lear's Global Organization Structure*

During the first quarter, Lear implemented a new global operating structure for its Seating and Electrical and Electronic business units. This structure . . .

- ▶▶ Best aligns Lear with global strategies of major customers
- ▶▶ Allows Lear to take full advantage of its global scale
- ▶▶ Leverages worldwide engineering and product development resources and enables Lear to access the lowest cost manufacturing and sourcing available

***Significant Opportunity To Increase Low-Cost Engineering
And Sourcing With Global Product Groups***

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

First-Quarter Results and Full-Year 2008 Outlook

First Quarter 2008

Financial Highlights*



First-Quarter 2008 Results Improve

- ▶▶ Net sales in core business of \$3.9 billion, up 2%
- ▶▶ Core operating earnings of \$187 million, up 10%**
- ▶▶ Free cash flow of \$(31) million**

Major Factors Impacting First-Quarter 2008 Results

- ▶▶ Impact of major supplier strike (≈ 90,000 units of lost production)
- ▶▶ Increased benefit from restructuring
- ▶▶ Strong underlying operating performance
- ▶▶ Timing of commercial settlements

Full-Year 2008 Earnings Outlook Unchanged

- ▶▶ Favorable foreign exchange driving increase in full-year revenue forecast (from \$15.0 to \$15.5 billion) partially offset by lower full-year N.A. industry production
- ▶▶ Favorable operating performance and foreign exchange offset by lower full-year N.A. industry production (14.1 vs. 14.4 million) and increasing commodity costs

* 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 before interest, other expense, income taxes, restructuring costs and other special items, excluding the divested Interior business. Free cash flow represents net cash provided by operating activities before the net change in sold accounts receivable, less capital expenditures.

First Quarter 2008 Industry Environment



	<u>First Quarter 2008</u>	<u>First Quarter 2008 vs. 2007</u>
North American Production		
Industry	3.5 mil	down 8%
Domestic Three	2.1 mil	down 13%
Lear's Top 15 Platforms	0.8 mil	down 16%
European Production		
Industry	5.2 mil	flat
Lear's Top 5 Customers	2.7 mil	down 2%
Key Commodities (Quarterly Average) vs. Prior Quarter		
Steel (Hot Rolled)	up 23%	up 25%
Copper	up 8%	up 31%
Crude Oil	up 7%	up 67%
Foam-Related Chemicals	up 5%	up 10%

First Quarter 2008 Reported Financials



(in millions, except net income per share)	<i>First Quarter 2008</i>	<i>First Quarter 2007</i>	<i>1Q '08 B/(W) 1Q '07</i>
Net Sales	\$3,857.6	\$4,406.1	(\$548.5)
Income Before Interest, Other Expense and Income Taxes*	\$162.9	\$184.4	(\$21.5)
Pretax Income	\$109.5	\$82.3	\$27.2
Net Income	\$78.2	\$49.9	\$28.3
Net Income Per Share	\$1.00	\$0.64	\$0.36
SG&A % of Net Sales	3.5 %	2.9 %	(0.6) pts.
Interest Expense	\$47.4	\$51.5	\$4.1
Depreciation / Amortization	\$74.5	\$74.5	\$0.0
Other Expense, Net	\$6.0	\$25.0	\$19.0

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

First Quarter 2008 Restructuring Impact*



(in millions)	<u>First Quarter</u> Income Before Interest, Other Expense and Income Taxes	
Reported Results		
2008 Total Company	\$	162.9
Reported Results Include the Following Items:		
Costs related to restructuring actions	\$	23.6
Income Statement Category		
	<u>COGS</u>	<u>SG&A</u>
	\$ 22.8	\$ 0.8
2008 Core Operating Earnings	\$	186.5
2007 Core Operating Earnings	\$	170.2

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

First Quarter 2008 Net Sales Changes and Margin Impact



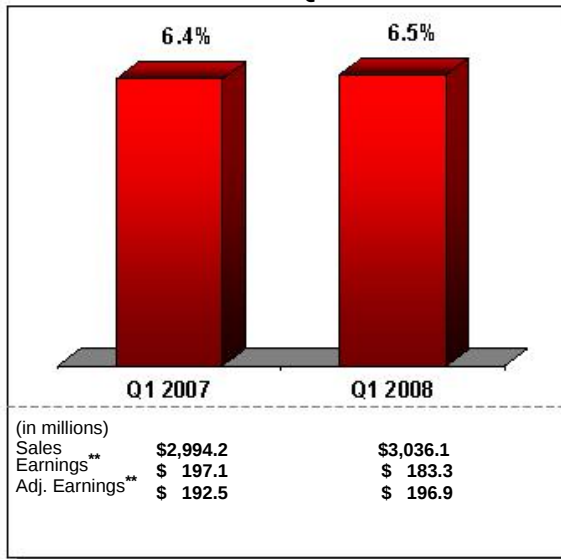
Performance Factor	Net Sales Change (in millions)	Margin Impact	Comments
Industry Production / Platform Mix / Net Pricing	\$ (323)	Negative	Lower production in North America, including impact of major supplier strike
Global New Business	96	Neutral	Primarily outside of North America
F/X Translation	285	Neutral	Euro up 14%, Canadian dollar up 17%
Acquisition / Divestiture	(607)	Positive	Divestiture of Interior business
Performance		Positive	Favorable operating performance, including efficiency actions and benefits from restructuring actions

First Quarter 2008 Seating Performance*



Adjusted Seating Segment Margins

First Quarter



Explanation of Year-to-Year Change

Sales Factors

Increase driven by favorable foreign exchange and the benefit of new business about offset by lower production in North America

Margin Performance

Slight improvement reflecting favorable cost performance, increased savings from restructuring and the timing of commercial settlements, largely offset by lower production in North America

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

** Reported segment earnings represents income before interest, other expense and income taxes; adjusted segment earnings represents reported segment earnings adjusted for restructuring costs and other special items.

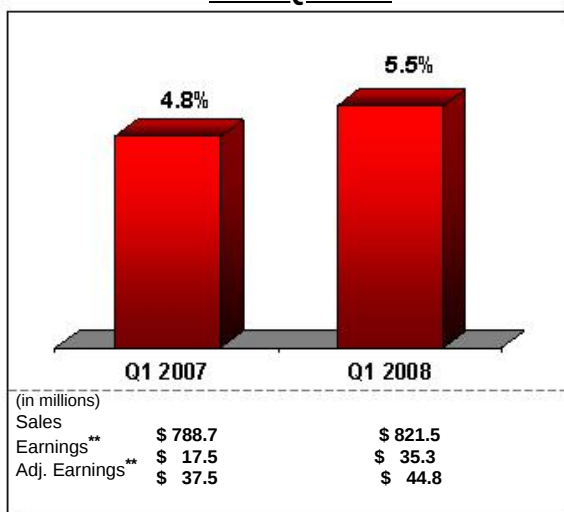
First Quarter 2008

Electrical and Electronic Performance*



Adjusted Electrical and Electronic Segment Margins

First Quarter



Explanation of Year-to-Year Change

Sales Factors

Increase driven by favorable foreign exchange partially offset by lower production in North America

Margin Performance

Improvement reflecting favorable operating performance, including savings from restructuring and the net impact of legal and commercial claims, partially offset by lower production in North America

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

** Reported segment earnings represents income before interest, other expense and income taxes; adjusted segment earnings represents reported segment earnings adjusted for restructuring costs and other special items.

First Quarter 2008

Free Cash Flow*



	First Quarter 2008
(in millions)	
Net Income	\$ 78.2
Depreciation / Amortization	74.5
Working Capital / Other	<u>(138.6)</u>
Cash from Operations	\$ 14.1
Capital Expenditures	<u>(45.5)</u>
Free Cash Flow	<u>\$ (31.4)</u>

* Free cash flow represents net cash provided by operating activities (\$125.8 million for the three months ended 3/29/08) before net change in sold accounts receivable ((\$111.7) million for the three months ended 3/29/08) (Cash from Operations), less capital expenditures. Please see slides titled "Non-GAAP Financial Information" at the end of this presentation for further information.

2008 Outlook

Full-Year Production Assumptions*



	<u>Full-Year 2008 Outlook</u>	<u>Change from Prior Year</u>
North American Production		
Total Industry	≈14.1 mil	down 6%
Domestic Three	≈8.5 mil	down 10%
Lear's Top 15 Platforms	≈3.4 mil	down 16%
European Production		
Total Industry	≈20.2 mil	flat
Lear's Top 5 Customers	≈10.2 mil	down 1%
Euro	\$1.52 / Euro	up 11%

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

2008 Outlook

Full-Year Financial Forecast*



	<u>2008 Full-Year Financial Forecast</u>
<u>Net Sales</u>	≈ \$15.5 billion
<u>Core Operating Earnings</u>	\$660 to \$700 million
Income before interest, other expense, income taxes, restructuring costs and other special items	
<u>Interest Expense</u>	\$185 to \$195 million
<u>Pretax Income</u>	\$430 to \$470 million
before restructuring costs and other special items	
<u>Estimated Tax Expense</u>	≈ \$135 million **
<u>Pretax Restructuring Costs</u>	≈ \$100 million
<u>Capital Spending</u>	\$255 to \$275 million
<u>Depreciation and Amortization</u>	≈ \$300 million
<u>Free Cash Flow</u>	≈ \$250 million

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

** Subject to actual mix of earnings by country.

Summary and Outlook

First Quarter 2008 Summary

- ▶▶ Continuation of solid global operating performance, despite industry challenges in North America
- ▶▶ Implemented global operating structure for business units, including the relocation of global seat engineering and purchasing positions to China
- ▶▶ Completed strategic review of electrical and electronic business; improvement plan underway
- ▶▶ Continued global sales diversification; expanded footprint in low-cost regions
- ▶▶ Continued emphasis on and recognition for excellence in quality, service and innovation

Electrical and Electronic Strategy Update*

- ▶▶ Completed a comprehensive global strategic review
- ▶▶ Established global organizational structure
 - Global product line strategy and responsibility
- ▶▶ Executing restructuring plan and evaluating investment opportunities
 - Manufacturing and infrastructure cost reduction, further moves to low-cost regions
- ▶▶ Implementing Global Centers of Excellence
 - Global technology focus vs. regional concentration
- ▶▶ Aggressive pursuit of global sales growth and diversification:
 - In core products of electrical distribution systems, smart junction boxes, terminals and connectors, wireless products and select body electronics
 - In new technologies such as hybrid electric systems and high-voltage components

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

Continuing to Evolve Low-Cost Footprint*

- ▶▶ New seat foam plant in Wuhu, China
- ▶▶ New seat trim facility in Hai Phong, Vietnam
- ▶▶ Expanded Electrical & Electronic production at WOFE in Shanghai, China
- ▶▶ Other new low-cost facilities being established in Asia, Eastern Europe, Morocco and Mexico



Wuhu Foam Plant



Hai Phong Trim Facility



Expanding Shanghai, China Campus

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

Recognized as an Industry Leader



"Supplier of the Year" for global Seating Systems



3 Silver "World Excellence Awards" – Genk, Belgium, St. Thomas, Ontario, Canada and Liberty, Missouri

"Supplier Recognition" for significant cost results in Brazil



"Highest rated seat supplier"



"VW Group Award 2008 for Enterprise Performance, Excellence in Development and Logistics" in Puebla, Mexico



"A- Level Supplier Status" at Lear Shenyang plant



Mercedes-Benz

"Supplier of the Year 2007" for Best JiT Supplier LEAR East London



"Quality Achievement Performance Certificate 2007" in Argentina

"2007 Supplier of the Year" in Kolin, Czech Republic



"Customer Appreciation" cut and sew operation in Halol, India



"Award for Excellent Service and Outstanding Performance in 2007" in Montgomery, Alabama



*Lear's ProTecPLuS™ afinalist for Automotive News PACE Award;
SoyFoam™ received honorable mention*

Summary and Outlook*

- ▶▶ **Business structure improvements being aggressively implemented to improve long-term competitiveness:**
 - Divested Interior business; retained minority interest
 - Aggressive actions to improve cost structure since 2005
 - Sales diversification; expanding low-cost footprint
 - Adopted global operating structure for business units
 - Implementing improvement plan for electrical and electronics

- ▶▶ **First-quarter 2008 financial results improve:**
 - Net sales in core businesses of \$3.9 billion, up 2%
 - Core operating earnings of \$187 million, up 10%
 - Fifth consecutive quarter of year-over-year improvement
 - Continued focus on quality, service and innovation

- ▶▶ **Full-year 2008 outlook unchanged, with favorable operating performance and foreign exchange offset by lower full-year N.A. industry production and increasing commodity costs**

- ▶▶ **Longer-term financial outlook continues to be positive**

* 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 "income before interest, other expense and income taxes," "income before interest, other expense, income taxes, restructuring costs and other special items, excluding the divested Interior business" (core operating earnings), "pretax income before restructuring costs and other special items" and "free cash flow" (each, a non-GAAP financial measure). Other expense includes, among other things, non-income related taxes, foreign exchange gains and losses, discounts and expenses associated with the Company's asset-backed securitization and factoring facilities, minority interests in consolidated subsidiaries, equity in net income of affiliates and gains and losses on the sale of assets. Free cash flow represents net cash provided by operating activities before the net change in sold accounts receivable, less capital expenditures. The Company believes it is appropriate to exclude the net change in sold accounts receivable in the calculation of free cash flow since the sale of receivables may be viewed as a substitute for borrowing activity.

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

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

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

Non-GAAP Financial Information Core Operating Earnings



(in millions)	Three Months	
	Q1 2008	Q1 2007
Pretax income	\$ 109.5	\$ 82.3
Divestiture of Interior business	-	25.6
Interest expense	47.4	51.5
Other expense, net *	6.0	25.0
Income before interest, other expense and income taxes	\$ 162.9	\$ 184.4
Restructuring costs and other special items -		
Costs related to restructuring actions	23.6	15.8
Additional costs related to Interior divestiture (COS and SG&A)	-	8.2
Costs related to merger transaction	-	9.4
U.S. salaried pension plan curtailment gain	-	(36.4)
Less: Interior business	-	(11.2)
Income before interest, other expense, income taxes, restructuring costs and other special items, excluding the divested Interior business (core operating earnings)	\$ 186.5	\$ 170.2

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

Non-GAAP Financial Information Segment Earnings Reconciliation



(in millions)	Three Months	
	Q1 2008	Q1 2007
Seating	\$ 183.3	\$ 197.1
Electrical and electronic	35.3	17.5
Interior	-	8.8
Segment earnings	218.6	223.4
Corporate and geographic headquarters and elimination of intercompany activity	(55.7)	(39.0)
Income before interest, other expense and income taxes	\$ 162.9	\$ 184.4
Divestiture of Interior business	-	25.6
Interest expense	47.4	51.5
Other expense, net	6.0	25.0
Pretax income	\$ 109.5	\$ 82.3

Non-GAAP Financial Information Adjusted Segment Earnings



(in millions)	Three Months Q1 2008		Three Months Q1 2007	
	Seating	Electrical and Electronic	Seating	Electrical and Electronic
Sales	\$ 3,036.1	\$ 821.5	\$ 2,994.2	\$ 788.7
Segment earnings	\$ 183.3	\$ 35.3	\$ 197.1	\$ 17.5
Costs related to restructuring actions	13.6	9.5	(4.6)	20.0
Adjusted segment earnings	\$ 196.9	\$ 44.8	\$ 192.5	\$ 37.5

Non-GAAP Financial Information

Cash from Operations and Free Cash Flow



(in millions)	<u>Three Months</u> <u>Q1 2008</u>
Net cash provided by operating activities	\$ 125.8
Net change in sold accounts receivable	<u>(111.7)</u>
Net cash provided by operating activities before net change in sold accounts receivable (cash from operations)	14.1
Capital expenditures	<u>(45.5)</u>
Free cash flow	<u>\$ (31.4)</u>

Forward-Looking Statements

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding anticipated financial results and liquidity. Actual results may differ materially from anticipated results as a result of certain risks and uncertainties, including but not limited to, general economic conditions in the markets in which the Company operates, including changes in interest rates or currency exchange rates, the financial condition of the Company's customers or suppliers, fluctuations in the production of vehicles for which the Company is a supplier, changes in the Company's current vehicle production estimates, the loss of business with respect to, or the lack of commercial success of, a vehicle model for which the Company is a significant supplier, disruptions in the relationships with the Company's suppliers, labor disputes involving the Company or its significant customers or suppliers or that otherwise affect the Company, the outcome and duration of the American Axle strike, the Company's ability to achieve cost reductions that offset or exceed customer-mandated selling price reductions, the outcome of customer productivity negotiations, the impact and timing of program launch costs, the costs, timing and success of restructuring actions, increases in the Company's warranty or product liability costs, risks associated with conducting business in foreign countries, competitive conditions impacting the Company's key customers and suppliers, the cost and availability of raw materials and energy, the Company's ability to mitigate any increases in raw material, energy and commodity costs, the outcome of legal or regulatory proceedings to which the Company is or may become a party, unanticipated changes in cash flow, including the Company's ability to align its vendor payment terms with those of its customers and other risks described from time to time in the Company's Securities and Exchange Commission filings. In particular, the Company's financial outlook for 2008 is based on several factors, including the Company's current vehicle production and raw material pricing assumptions. The Company's actual financial results could differ materially as a result of significant changes in these factors.

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.