

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1
TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)

MASLAND CORPORATION
(NAME OF SUBJECT COMPANY)

PA ACQUISITION CORP.
LEAR CORPORATION
(BIDDERS)

COMMON STOCK, PAR VALUE \$.01 PER SHARE
(INCLUDING THE ASSOCIATED PREFERRED STOCK PURCHASE RIGHTS)
(TITLE OF CLASS OF SECURITIES)

574806105

(CUSIP NUMBER OF CLASS OF SECURITIES)

JAMES H. VANDENBERGHE
21557 TELEGRAPH ROAD
SOUTHFIELD, MICHIGAN 48034
(810) 746-1500

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSONS AUTHORIZED TO
RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF BIDDERS)

Copy to:

JOHN L. MACCARTHY, ESQ.
WINSTON & STRAWN
35 WEST WACKER DRIVE
SUITE 4200
CHICAGO, ILLINOIS 60601
(312) 558-5600

CALCULATION OF FILING FEE

Transaction Valuation*

Amount of Filing Fee

\$384,865,636.94

\$76,973.12

* Estimated solely for purposes of calculating the amount of filing fee. The amount assumes the purchase of 15,473,597 shares of Common Stock, par value \$.01 per share of the Subject Company (together with the associated preferred stock purchase rights, the "Shares"), comprised of (i) the 13,590,393 Shares that were outstanding as of May 23, 1996 and (ii) 1,883,204 Shares that would be issued assuming the exercise as of May 23, 1996 of all the then outstanding stock options and warrants to acquire Shares pursuant to the Subject Company's 1991 Stock Purchase and Option Plan, 1993 Stock Option Incentive Plan and Non-Employee Director Stock Option Plan (the "Stock Option Shares"), at a price per Share of \$26.00 in cash, less \$17,447,885.06 representing the number of Stock Option Shares multiplied by an average exercise price of \$9.265 applicable to the stock options and warrants relating to the Stock Option Shares.

/X/ Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

AMOUNT PREVIOUSLY PAID: \$76,973.12

FILING PARTY: PA ACQUISITION CORP.
LEAR CORPORATION

FORM OR REGISTRATION NO.: SCHEDULE 14D-1

DATE FILED: MAY 30, 1996

CUSIP No. 574806105

 1 NAME OF REPORTING PERSONS:
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 PA Acquisition Corp.

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /
 (b) / /

 3 SEC USE ONLY

 4 SOURCE OF FUNDS
 BK, AF

 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f) / /

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

 7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 230,771*

 8 CHECK IF THE AGGREGATE AMOUNT IN ROW (7) INCLUDES CERTAIN SHARES / /

 9 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7) APPROXIMATELY
 Approximately 1.7%*

 10 TYPE OF REPORTING PERSON
 CO

 * See footnote on following page.

CUSIP No. 574806105

1 NAME OF REPORTING PERSONS:
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
LEAR CORPORATION (13-3386776)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS
BK

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(e) or 2(f) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
230,771*

8 CHECK IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES / /

9 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7) APPROXIMATELY
Approximately 1.7%*

10 TYPE OF REPORTING PERSON
CO

*On May 23, 1996, Lear Corporation ("Parent") and PA Acquisition Corp., a wholly-owned subsidiary of Parent (the "Purchaser"), entered into certain agreements (collectively, the "Stockholders Agreement") with William J. Branch, Larry W. Owen and Darrell F. Sallee (collectively, the "Stockholders") pursuant to which the Stockholders have agreed, among other things, to validly tender (and not to withdraw) pursuant to the Purchaser's tender offer all of the Shares beneficially owned by them (representing an aggregate of 230,771 Shares, or approximately 1.7% of the Shares outstanding as of May 23, 1996). Pursuant to the Stockholders Agreement, each of the Stockholders has also constituted Parent or its nominee as his attorney and proxy to vote, and has agreed to grant a consent or approval in respect of, the Shares subject to the Stockholders Agreement (i) in favor of the Merger and the Merger Agreement (each as defined in the Offer to Purchase (as defined below)) and (ii) against certain transactions involving Masland Corporation, other than the transactions contemplated by the Merger Agreement. The Stockholders Agreement is described more fully in Section 12 of the Offer to Purchase dated May 30, 1996 of Parent and the Purchaser (the "Offer to Purchase").

Lear Corporation, a Delaware corporation ("Parent"), and PA Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Parent (the "Purchaser"), hereby amend and supplement their Tender Offer Statement on Schedule 14D-1, filed on May 30, 1996 (as amended, the "Schedule 14D-1"), relating to the offer by the Purchaser and Parent to purchase all of the outstanding shares of Common Stock, par value \$.01 per share (together with the associated rights to purchase Series A Junior Participating Preferred Stock, par value \$.01 per share, the "Shares") of Masland Corporation, a Delaware corporation (the "Company"), as set forth in this Amendment No. 1. The item numbers and responses thereto below are in accordance with the requirements of Schedule 14D-1 under the Securities Exchange Act of 1934, as amended.

ITEM 10. ADDITIONAL INFORMATION.

Item (10)(f) is hereby amended and supplemented by adding the following:

On June 4, 1996, the Company announced its intention to acquire the assets of the acoustic materials business of The Dexter Corporation. Parent granted a waiver under the Merger Agreement to permit the Company to pursue, but not to consummate, the proposed transaction. Consummation of the proposed transaction is subject to favorable completion of further due diligence by the Company, the execution of definitive and mutually satisfactory documentation for the transaction, approval by the Board of the Company, compliance with the applicable filing provisions of the HSR Act and expiration (or early termination) of the waiting period thereunder and receipt of all consents and approvals of third parties as may be required for consummation of the proposed transaction, including consent by Parent. The Company's press release, dated June 4, 1996, is attached hereto as Exhibit (g)(1) and is incorporated herein by reference.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended and supplemented by adding the following exhibits:

(g)(1) Text of Press Release, dated June 4, 1996, issued by the Company.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 5, 1996

PA ACQUISITION CORP.

By: /s/ James H. Vandenberghe

Name: James H. Vandenberghe
Title: Executive Vice President and
Chief
Financial Officer

LEAR CORPORATION

By: /s/ James H. Vandenberghe

Name: James H. Vandenberghe
Title: Executive Vice President and
Chief
Financial Officer

EXHIBIT INDEX

EXHIBIT NUMBER	EXHIBIT NAME
99.1(a)*	-- Offer to Purchase dated May 30, 1996.
99.2(a)*	-- Letter of Transmittal.
99.3(a)*	-- Notice of Guaranteed Delivery.
99.4(a)*	-- Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.
99.5(a)*	-- Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.
99.6(a)*	-- Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
99.7(a)*	-- Form of Summary Advertisement dated May 30, 1996.
99.8(a)*	-- Text of Press Release, dated May 24, 1996, issued by the Company and Parent.
99.9(a)*	-- Text of Press Release, dated May 30, 1996, issued by Parent.
99.1(b)*	-- Credit Agreement, dated as of August 17, 1995, among Parent, the financial institutions party thereto, Chemical Bank, as Administrative Agent, and the Managing Agents, Co-Agents and Lead Managers named therein, as amended.
99.1(c)*	-- Agreement and Plan of Merger, dated as of May 23, 1996, by and among Parent, the Purchaser and the Company.
99.2(c)*	-- Stockholders Agreement, dated as of May 23, 1996, among Parent, the Purchaser, William J. Branch, Larry W. Owen and Darrell F. Sallee.
99.3(c)*	-- Confidentiality and Standstill Agreement, dated as of March 14, 1996, between and among the Company, and its subsidiaries, and Parent, and its subsidiaries.
99.4(c)*	-- Agreement to Negotiate Exclusively, dated as of May 2, 1996, by and between Parent and the Company.
99.5(c)*	-- Termination, Consulting and Noncompete Agreement, dated May 29, 1996, among Parent, the Purchaser and William J. Branch.
99.6(c)*	-- Employment agreement, dated as of May 29, 1996, between the Company and Dr. Frank J. Preston.
99.1(d)	-- None.
99.1(e)	-- Not applicable.
99.1(f)	-- None.
99.1(g)	-- Text of Press Release, dated June 4, 1996, issued by the Company.

* Previously filed.

PRN 12:13 MASLAND CORPORATION ANNOUNCES INTENT TO ACQUIRE ASSETS OF
THE ACOUSTIC MATERIALS BUSINESS OF DEXTER CORPORATION

CARLISLE, Pa., June 4 /PRNewswire/ -- Masland Corporation (Nasdaq-NNM:MSLD), a leading supplier of soft surface interior trim and acoustic components to the automotive industry, today announced its intention to acquire the assets of the Acoustic Materials Business of The Dexter Corporation (NYSE: DEX). Consummation of the proposed transaction would be subject to favorable completion of further due diligence by Masland, the execution of definitive and mutually satisfactory legal documentation for the transaction, approval of Masland's Board of Directors, receipt of all consents and approvals of third parties as may be required, and Hart-Scott-Rodino approval.

The Acoustic Materials Business, headquartered in Auburn Hills, Michigan, has approximately \$40 million in annual sales and is a leading supplier of specialty acoustic materials designed to reduce noise and vibration levels in vehicles during operation. Its customers include Chrysler, Ford and General Motors. The business manufactures and supplies vibration dampers, expandable baffle systems, noise barrier patches, engineered sealants, and anti-rattle aids. The company operates one manufacturing facility in Kansas City, Missouri.

The acquisition will complement Masland's growing line of automotive acoustic products. Dr. Frank J. Preston, President and Chief Executive Officer of Masland, said, "The acquisition of Dexter's Acoustic Materials Business' assets expands Masland's acoustic product offerings and strengthens Masland's position as the leading acoustic system integrator to the North American automotive industry. We see tremendous opportunity to leverage Masland's customer relationships and acoustic systems integrator capabilities to grow the Acoustic Materials Business."

Masland Corporation, through its operating subsidiary Masland Industries, is a leading designer and manufacturer of interior trim and acoustic systems for passenger cars and light trucks. The company operates 10 manufacturing facilities in the U.S., Canada, and Mexico; and has a joint venture with Sommer Allibert, Ltd., in the U.K. Customers include Chrysler, Ford, General Motors, Honda, Isuzu, Nissan, and Toyota, as well as most other North American vehicle manufacturers. The company is headquartered in Carlisle, Pennsylvania.

/delval/

-0- 6/4/96

/CONTACT: Patrick J. Burns of Masland Industries, 717-258-7583/
(MSLD DEX)

CO: Masland Corporation; The Dexter Corporation
ST: Pennsylvania, Michigan
IN: AUT
SU: TNM