

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. 3)

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

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. 3. 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 is hereby amended to add the following:

The waiting period under the HSR Act which is applicable to the Offer expired at 11:59 p.m., New York City time, on June 8, 1996 without the Purchaser or Parent receiving a request for additional information or documentary material from the Antitrust Division or the FTC prior to such expiration. On June 10, 1996, Parent issued a press release regarding the expiration of the HSR Act waiting period, a copy of which is attached hereto as Exhibit (a)(11) 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 exhibit:

(a)(11) Text of Press Release, dated June 10, 1996, issued by Parent.

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 10, 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.
99.10(a)*	-- Letter to Participants in the Masland Associates Security Plan.
99.11(a)	-- Text of Press Release, dated June 10, 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.

FOR IMMEDIATE RELEASE

MEDIA:
LESLIE A. TOUMA
(810) 746-1678

ANALYSTS:
JONATHAN PEISNER
(810) 746-1624

LEAR ANNOUNCES EXPIRATION OF HART-SCOTT-RODINO
WAITING PERIOD INVOLVING MASLAND ACQUISITION

SOUTHFIELD, MI, JUNE 10, 1996 -- Lear Corporation (NYSE: LEA) announced today that the Hart-Scott-Rodino waiting period relating to Lear's planned acquisition of Masland Corporation (NASDAQ: MSLD) has expired. The tender offer by a subsidiary of Lear for all outstanding shares of common stock (including the associated preferred stock purchase rights) of Masland is currently scheduled to expire on June 26, 1996.

A Fortune 500 Company, Lear Corporation is the world's largest independent supplier of automotive interior systems, with 1995 sales of \$4.7 billion. In 1995, Lear was the third largest independent automotive supplier in North America and the tenth largest in the world. The company's world-class products are manufactured by more than 36,000 employees in 108 facilities located in 19 countries.

Information about Lear and its products is available on the internet at <http://www.lear.com>.