

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. 2)

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. 2. 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 11. MATERIAL TO BE FILED AS EXHIBITS.

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

(a)(10) Letter to Participants in the Masland Associates Security Plan.

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 6, 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.
99.1(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.

Offer to Purchase for Cash  
All Outstanding Shares of Common Stock  
(Including the Associated Preferred Stock Purchase Rights)  
of  
MASLAND CORPORATION  
at  
\$26.00 Net Per Share  
by  
PA ACQUISITION CORP.  
a wholly-owned subsidiary of  
LEAR CORPORATION

-----  
THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT, NEW YORK  
CITY TIME, ON WEDNESDAY, JUNE 26, 1996, UNLESS THE OFFER IS EXTENDED.  
-----

TO PARTICIPANTS IN THE MASLAND ASSOCIATES SECURITY PLAN:

Enclosed for your consideration are the Offer to Purchase, dated May 30, 1996 (the "Offer to Purchase"), and a Letter of Transmittal (blue) (which, together with the Offer to Purchase and any amendments or supplements thereto, constitute the "Offer") and the Solicitation/Recommendation Statement on Schedule 14D-9, together with Amendment No. 1 thereto, relating to the Offer by PA Acquisition Corp., a Delaware corporation (the "Purchaser") and a wholly-owned subsidiary of Lear Corporation, a Delaware corporation (the "Parent"), to purchase all of the 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"), at a price of \$26.00 per Share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer.

OUR NOMINEE IS THE HOLDER OF RECORD OF SHARES HELD FOR YOUR ACCOUNT AS A PARTICIPANT IN THE MASLAND ASSOCIATES SECURITY PLAN (THE "PLAN"). A TENDER OF SUCH SHARES CAN BE MADE ONLY BY US THROUGH OUR NOMINEE AS THE HOLDER OF RECORD AND PURSUANT TO YOUR INSTRUCTIONS. THE LETTER OF TRANSMITTAL IS FURNISHED TO YOU FOR YOUR INFORMATION ONLY AND CANNOT BE USED BY YOU TO TENDER SHARES HELD IN YOUR PLAN ACCOUNT.

We request instructions as to whether you wish to have us tender on your behalf any or all of the Shares held in your Plan account, upon the terms and subject to the conditions set forth in the Offer.

If you wish to have us tender any or all of the Shares held in your Plan account, please so instruct us by completing, executing and returning to us the instruction form attached to this letter and the Substitute Form W-9 BY 5:00 P.M., NEW YORK CITY TIME, ON MONDAY, JUNE 24, 1996, unless the Offer is extended. If you authorize the tender of such Shares, all such Shares (except for any fractional Share in your account as to which the Plan directs us to tender on a proportionate basis) will be tendered unless otherwise specified in your instructions. An envelope in which to return your instructions to us is enclosed. Your authorization should be forwarded to us in ample time to permit us to tender on your behalf prior to the expiration of the Offer.

The Company has requested that we provide you with the following information:

1. The tender price is \$26.00 per Share, net to you in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer.
2. The Offer is being made for all outstanding Shares.

3. The Offer is subject to there being validly tendered and not withdrawn prior to the expiration of the Offer a number of Shares which represents at least a majority of the number of Shares outstanding on a fully diluted basis on the date of purchase and certain other conditions.

4. The board of directors of the Company has unanimously approved the Offer and the Merger (as defined in the Offer to Purchase) and determined that the Offer and the Merger are fair to and in the best interests of the Company's stockholders and recommends that the Company's stockholders accept the Offer.

5. Tendering stockholders will not be obligated to pay brokerage fees or commissions or, except as otherwise provided in Instruction 6 of the Letter of Transmittal, stock transfer taxes on the purchase of Shares by the Purchaser pursuant to the Offer.

6. The Offer and withdrawal rights will expire at 12:00 Midnight, New York City time, on Wednesday, June 26, 1996, unless the Offer is extended.

The Offer is not being made to (nor will tenders be accepted from or on behalf of) holders of Shares residing in any jurisdiction in which the making of the Offer or the acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. However, the Purchaser may, in its discretion, take such action as it may deem necessary to make the Offer in any jurisdiction and extend the Offer to holders of Shares in such jurisdiction.

In any jurisdiction where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer, the Offer will be deemed to be made on behalf of the Purchaser by Chase Securities Inc., the Dealer Manager for the Offer, or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

Very truly yours,

Mellon Bank, N.A.  
as Trustee

PAYER'S NAME: MELLON BANK, N.A.

SUBSTITUTE  
FORM W-9  
DEPARTMENT OF THE TREASURY  
INTERNAL REVENUE SERVICE

PART I--PLEASE PROVIDE YOUR TIN  
IN THE BOX AT RIGHT AND CERTIFY  
BY SIGNING AND DATING BELOW.

PART III--Social Security  
Number OR  
Employer Identification Number

(If awaiting TIN write "Applied  
For")

PART II--For Payees Exempt From Backup Withholding, see the  
enclosed  
Guidelines for Certification of Taxpayer Identification Number on

Payer's Request for Taxpayer  
Identification Number (TIN)

Sub-  
stitute Form W-9 and complete as instructed therein.

CERTIFICATION--Under penalties of perjury, I certify that:

- (1) The Number shown on this form is my correct Taxpayer Identification Number (or I am waiting for a number to be issued to me); and
- (2) I am not subject to backup withholding either because I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or the IRS has notified me that I am no longer subject to backup withholding.

CERTIFICATE INSTRUCTIONS--You must cross out item (2) above if you have been notified by the IRS that you are subject to backup withholding because of underreporting interest or dividends on your tax return. However, if after being notified by the IRS that you were subject to backup withholding, you received another notification from the IRS that you were no longer subject to backup withholding, do not cross out item (2). (Also see instructions in the enclosed Guidelines.)

NAME

(Please  
Print)

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_

NOTE: FAILURE TO COMPLETE AND RETURN THIS SUBSTITUTE FORM W-9 MAY RESULT IN BACKUP WITHHOLDING OF 31% OF ANY PAYMENTS MADE TO YOU PURSUANT TO THE OFFER TO PURCHASE. PLEASE REVIEW THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 FOR ADDITIONAL DETAILS.

YOU MUST COMPLETE THE FOLLOWING CERTIFICATE IF YOU ARE AWAITING A TIN.

CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER

I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and either (1) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate Internal Revenue Service Center or Social Security Administration Office or (2) I intend to mail or deliver an application in the near future. I understand that if I do not provide a taxpayer identification number within sixty (60) days, 31% of all payments of the Offer Price made to me thereafter will be withheld until I provide a number.

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_



Instructions to the Trustee with Respect to  
the Offer to Purchase for Cash  
all Outstanding Shares of Common Stock  
(Including the Associated Preferred Stock Purchase Rights)  
of  
MASLAND CORPORATION

The undersigned acknowledge(s) receipt of your letter and the enclosed Offer to Purchase, dated May 30, 1996 (the "Offer to Purchase"), and the related Letter of Transmittal (blue) (such documents, together with any amendments or supplements thereto, collectively constitute the "Offer"), and the Solicitation/Recommendation Statement on Schedule 14D-9, together with Amendment No. 1 thereto, in connection with the offer by PA Acquisition Corp., a Delaware corporation (the "Purchaser") and a wholly-owned subsidiary of Lear Corporation, a Delaware corporation ("Parent"), to purchase all the 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"). The undersigned understand(s) that the Offer applies to Shares allocated to the account of the undersigned in the Masland Associates Security Plan (the "Plan").

This will instruct you, as Trustee for the Plan, to tender the number of Shares indicated below (or, if no number is indicated below, all Shares) that are held for the Plan account of the undersigned, upon the terms and subject to the conditions set forth in the Offer.

SIGN HERE

-----  
Number of Shares to be Tendered\*  
(Check one choice ONLY)

\_\_\_\_\_ Please tender ALL shares in my account

\_\_\_\_\_ Please tender \_\_\_\_\_ shares from my account.  
(Note: Check this selection ONLY if you do not wish to tender ALL shares in your account.)

Date:

-----  
-----  
Signature(s)  
-----  
(Print Name(s))  
-----  
(Print Address(es))  
-----  
(Area Code and Telephone Number(s))  
-----  
(Taxpayer Identification or  
Social Security Number(s))  
-----

-----  
\* Unless otherwise indicated, it will be assumed that all Shares in your Plan account are to be tendered, including any additional Shares credited to your account through the Expiration Date (as defined in the Offer to Purchase).

MAIL THIS FORM IN THE ENCLOSED REPLY ENVELOPE TO:

Mellon Bank, N.A.  
Attn.: Mary Snyder Hunt  
193-0270  
P.O. Box 7899  
Philadelphia, PA 19101-9951  
Phone number: 215-553-2507