

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. 4)

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

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. 4. 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 4. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 4(b) is hereby amended to add the following:

On June 12, 1996, Parent filed two registration statements with the Securities and Exchange Commission covering, respectively, (i) 7,500,000 shares of common stock of Parent to be issued and sold by Parent and 7,500,000 shares of common stock of Parent to be sold by certain selling stockholders and (ii) \$200 million of subordinated notes due 2006 to be sold by Parent. Proceeds from the sale of both the common stock and subordinated notes by Parent will be used to repay a portion of the indebtedness to be incurred under the Credit Agreement in connection with the Offer and the Merger. On June 12, 1996, Parent issued a press release regarding its filing of such registration statements, a copy of which is attached hereto as Exhibit(a)(12) 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)(12) Text of Press Release, dated June 12, 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 12, 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.
99.12(a)*	-- Text of Press Release, dated June 12, 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.

LEAR CORPORATION ANNOUNCES FILING OF
REGISTRATION STATEMENTS

SOUTHFIELD, MICH., JUNE 12 /PRNEWSWIRE/ -- Lear Corporation (NYSE: LEA) announced today the filing of two registration statements with the Securities and Exchange Commission. The registration statements relate to: 1) 7,500,000 shares of common stock and 2) \$200 million of subordinated notes due 2006. Additionally, two of the Company's stockholders, certain merchant banking partnerships affiliated with Lehman Brothers Holding, Inc. and Fima Finance Management Inc. (a wholly owned subsidiary of EXOR Group) are selling 6,186,370 and 1,313,630 shares, respectively, which are also included under the registration statement relating to the company's common stock. The sale of both the common stock and the subordinated notes is expected to occur in the third quarter.

The proceeds from the sale of both the common stock and subordinated notes by the Company will be used to repay a portion of the indebtedness anticipated to be incurred under the company's senior credit facility to finance the planned acquisition of Masland Corporation.

The common stock offering will be managed by Lehman Brothers, Inc., Donaldson, Lufkin & Jenrette Securities Corporation, Morgan Stanley & Co., PaineWebber Incorporated, and Schroder Werthheim & Co. The selling stockholders have granted the underwriters an option to purchase up to an additional 2,250,000 shares of common stock to cover over-allotments, if any. The subordinated notes offering will be managed by BT Securities Corporation, Chase Securities, Morgan Stanley & Co. Incorporated and Schroder Werthheim & Co.

Lear Corporation is the world's largest independent supplier of automotive interior systems.

A copy of the preliminary prospectus relating to the common stock offering, when it becomes available, may be obtained from Lehman Brothers, Three World Financial Center, New York, New York 10285.

A copy of the preliminary prospectus relating to the subordinated notes offering, when it becomes available, may be obtained from BT Securities Corporation, 130 Liberty Street, New York, New York 10006.

Registration statements relating to these securities have been filed with the Securities and Exchange Commission but have not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the applicable registration statement becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any State in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such State.

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6/12/96

/CONTACT: Media: Leslie A. Touma, 810-746-1678, or Analysts: Jonathan Peisner, 810-746-1624, both of Lear/