UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)
|X| QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended JUNE 27, 1998

OR

| | TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ________________ to ___________________.

COMMISSION FILE NUMBER: 1-11311

LEAR CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	13-3386776
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
21557 TELEGRAPH ROAD, SOUTHFIELD, MI	48086-5008
(Address of principal executive offices)	(zip code)

(248) 447-1500
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to the filing requirements for the past 90 days. Yes |X| No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Approximate number of shares of Common Stock, $0.01 par value per share, outstanding at July 31, 1998: 67,114,742

LEAR CORPORATION

FORM 10-Q

FOR THE QUARTER ENDED JUNE 27, 1998

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LEAR CORPORATION

PART I - FINANCIAL INFORMATION

ITEM 1 - CONSOLIDATED FINANCIAL STATEMENTS

INTRODUCTION TO THE CONSOLIDATED FINANCIAL STATEMENTS

The condensed consolidated financial statements of Lear Corporation and subsidiaries (the "Company") have been prepared by Lear Corporation, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. The Company believes that the disclosures are adequate to make the information presented not misleading when read in conjunction with the financial statements and the notes thereto included in the Company's Annual Report on Form 10-K as filed with the Securities and Exchange Commission for the period ended December 31, 1997.

The financial information presented reflects all adjustments (consisting only of normal recurring adjustments) which are, in the opinion of management, necessary for a fair statement of the results of operations and statements of financial position for the interim periods presented. These results are not necessarily indicative of a full year's results of operations.

LEAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(IN MILLIONS, EXCEPT SHARE DATA)

	June 27, 1998 (Unaudited)	Dec. 31, 1997
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 28.2	$ 12.9
Accounts receivable, net	1,370.2	1,065.8
Inventories	263.0	231.4
Recoverable customer engineering and tooling	198.8	152.6
Other	169.3	152.2
	2,029.5	1,614.9
LONG-TERM ASSETS:		
Property, plant and equipment, net	1,017.7	939.1
Goodwill, net	1,789.5	1,692.3
Other	279.2	212.8
	3,086.4	2,844.2
	$ 5,115.9	$ 4,459.1
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Short-term borrowings	$ 52.2	$ 37.9
Accounts payable	1,364.3	1,186.5
Accrued liabilities	752.8	620.5
Current portion of long-term debt	13.0	9.1
	2,182.3	1,854.0
LONG-TERM LIABILITIES:		
Deferred national income taxes	60.3	61.7
Long-term debt	1,277.8	1,063.1
Other	277.3	273.3
	1,615.4	1,398.1
STOCKHOLDERS' EQUITY:		
Common stock, $.01 par value, 150,000,000 authorized; 67,106,362 issued at June 27, 1998 and 66,872,188 issued at December 31, 1997	.7	.7
Additional paid-in capital	854.8	851.9
Notes receivable from sale of common stock	(.1)	(.1)
Less- Common stock held in treasury, 10,230 shares at cost	(.1)	(.1)
Retained earnings	514.3	401.3
Minimum pension liability adjustment	(.5)	(.5)
Cumulative translation adjustment	(50.9)	(46.2)
	1,318.2	1,207.0
	$ 5,115.9	$ 4,459.1

The accompanying notes are an integral part of these balance sheets.

LEAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED, IN MILLIONS, EXCEPT PER SHARE DATA)

	Three Months Ended		Six Months Ended	
	June 27, 1998	June 28, 1997	June 27, 1998	June 28, 1997
Net sales	$ 2,175.0	$ 1,839.3	$ 4,207.1	$ 3,563.3
Cost of sales	1,943.4	1,625.8	3,775.3	3,171.9
Selling, general and administrative expenses	80.5	67.2	158.5	133.3
Amortization of goodwill	11.5	9.7	23.0	19.4
Operating income	139.6	136.6	250.3	238.7
Interest expense	25.5	26.7	50.2	53.9
Other expense, net	5.5	7.3	13.5	12.8
Income before provision for national income taxes	108.6	102.6	186.6	172.0
Provision for national income taxes	42.9	41.5	73.6	69.0
Net income	$ 65.7	$ 61.1	$ 113.0	$ 103.0
Basic net income per share	$ .98	$ .92	$ 1.69	$ 1.56
Diluted net income per share	$ .96	$ .90	$ 1.65	$ 1.51

The accompanying notes are an integral part of these statements.

LEAR CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN MILLIONS)

	Six Months Ended	
	June 27, 1998	June 28, 1997
	(Unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 113.0	$ 103.0
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	106.5	89.0
Other, net	(67.3)	(20.1)
Change in working capital items, net	(128.3)	(48.4)
Net cash provided by operating activities	23.9	123.5
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to property, plant and equipment	(125.1)	(75.1)
Acquisitions, net	(101.1)	(59.1)
Other, net	-	1.4
Net cash used in investing activities	(226.2)	(132.8)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Change in long-term debt, net	191.8	(56.2)
Increase in cash overdrafts	10.1	38.7
Short-term borrowings, net	13.7	10.8
Other, net	2.9	3.5
Net cash provided by (used in) financing activities	218.5	(3.2)
Effect of foreign currency translation	(0.9)	3.0
NET CHANGE IN CASH AND CASH EQUIVALENTS	15.3	(9.5)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	12.9	26.0
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 28.2	$ 16.5
CHANGES IN WORKING CAPITAL, NET OF IMPACT OF ACQUISITIONS:		
Accounts receivable	$ (225.4)	$ (234.1)
Inventories	(16.6)	5.2
Accounts payable	83.3	89.5
Accrued liabilities and other	30.4	91.0
	$(128.3)	$ (48.4)
SUPPLEMENTARY DISCLOSURE:		
Cash paid for interest	$ 49.5	$ 53.2
Cash paid for income taxes	$ 41.2	$ 41.7

The accompanying notes are an integral part of these statements.

LEAR CORPORATION AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(1) BASIS OF PRESENTATION

The consolidated financial statements include the accounts of Lear Corporation, a Delaware corporation, and its wholly-owned and majority-owned subsidiaries. Investments in less than majority-owned businesses are generally accounted for under the equity method.

(2) 1998 ACQUISITIONS

Delphi Automotive Systems

In February, 1998, the Company signed an agreement to negotiate exclusively to acquire the seating business of Delphi Automotive Systems ("Delphi Seating"), a division of General Motors Corporation. Delphi Seating is a leading supplier of seat systems to General Motors. The acquisition is expected to close in the third quarter of 1998. However, there can be no assurance that the acquisition will be consummated.

Chapman

In May, 1998, the Company acquired the A.W. Chapman Ltd. and A.W. Chapman Belgium NV subsidiaries ("Chapman") of the Rodd Group Limited. Chapman produces seat tracks, mechanisms and seat height adjusters at plants in Bicester and Shepperton in the U.K. and in Houthalen, Belgium.

Gruppo Pianfei S.r.L.

In May, 1998, the Company acquired Gruppo Pianfei S.r.L. ("Pianfei"). Pianfei produces door panels, headliners and plastic interior components at six facilities located throughout Italy.

Strapazzini Resine S.r.L.

In May, 1998, the Company acquired Strapazzini Resine S.r.L. ("Strapazzini"). Strapazzini produces instrument panels, door panels, sunshades, consoles, and pillar trim at two facilities located in Italy.

LEAR CORPORATION AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

(3) INVENTORIES

Inventories are stated at the lower of cost or market. Cost is determined principally using the first-in, first-out method. Finished goods and work-in-process inventories include material, labor and manufacturing overhead costs. Inventories are comprised of the following (in millions):

	June 27, 1998	Dec. 31, 1997
Raw materials	$ 181.1	$ 165.7
Work-in-process	24.8	22.5
Finished goods	57.1	43.2
	$ 263.0	$ 231.4

(4) PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at cost. Depreciable property is depreciated over the estimated useful lives of the assets, using principally the straight-line method. A summary of property, plant and equipment is shown below (in millions):

	June 27, 1998	Dec. 31, 1997
Land	$ 64.5	$ 60.5
Buildings and improvements	371.1	345.9
Machinery and equipment	1,099.9	974.2
Total property, plant and equipment	1,535.5	1,380.6
Less accumulated depreciation	(517.8)	(441.5)
Property, plant and equipment, net	$ 1,017.7	$ 939.1

LEAR CORPORATION AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

(5) LONG-TERM DEBT

Long term debt is comprised of the following (in millions):

	June 27, 1998	Dec. 31, 1997
Credit agreement	$ 775.6	$ 647.7
Other	179.2	88.5
	954.8	736.2
Less- Current portion	(13.0)	(9.1)
	941.8	727.1
9 1/2% Subordinated Notes	200.0	200.0
8 1/4% Subordinated Notes	136.0	136.0
	336.0	336.0
	$ 1,277.8	$ 1,063.1

(6) FINANCIAL INSTRUMENTS

The company uses derivative financial instruments selectively to offset exposures to market risks arising from changes in foreign exchange rates and interest rates. Derivative financial instruments currently utilized by the Company primarily include forward foreign exchange contracts and interest rate swaps.

Certain foreign currency contracts entered into by the Company qualify for hedge accounting as only firm foreign currency commitments are hedged. Gains and losses from these contracts are deferred and generally recognized in cost of sales as of the settlement date. Other foreign currency contracts entered into by the Company, which do not receive hedge accounting treatment, are marked to market with unrealized gains or losses recognized in other expense in the income statement. Interest rate swaps are accounted for by recognizing interest expense and interest income in the amount of anticipated interest payments.

(7) FINANCIAL ACCOUNTING STANDARDS

Earnings per Share

In 1997, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 128, "Earnings Per Share," which was effective December 15, 1997. The statement changes the calculation of earnings per share to be more consistent with countries outside of the United States. In general, the statement requires two calculations of earnings per share to be disclosed, basic EPS and diluted EPS. Basic EPS is computed using only weighted average shares outstanding. Diluted EPS is computed using the average share price for the period when

LEAR CORPORATION AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

calculating the dilution of stock options. Net income per share information has been restated for all periods presented. Shares outstanding for the periods presented were as follows:

	Three Months Ended		Six Months Ended	
	June 27, 1998	June 28, 1997	June 27, 1998	June 28, 1997
Weighted Average shares outstanding	67,089,593	66,073,255	67,028,822	65,925,861
Dilutive effect of stock options	1,359,323	1,997,018	1,419,690	2,133,419
Diluted shares outstanding	68,448,916	68,070,273	68,448,512	68,059,280

Comprehensive Income

In the first quarter of 1998, the Company adopted SFAS No. 130, "Reporting Comprehensive Income," which establishes standards for the reporting and display of comprehensive income. Comprehensive income is defined as all changes in a Company's net assets except changes resulting from transactions with shareholders. It differs from net income in that certain items currently recorded to equity would be a part of comprehensive income. Comprehensive income for the periods is as follows (in millions):

	Three Months Ended		Six Months Ended	
	June 27, 1998	June 28, 1997	June 27, 1998	June 28, 1997
Net income	$ 65.7	$ 61.1	$ 113.0	$ 103.0
Other comprehensive income				
Foreign currency translation adjustment	7.0	(0.9)	(4.7)	(27.0)
Minimum pension liability adjustment	-	-	-	-
Other comprehensive income	7.0	(0.9)	(4.7)	(27.0)
Comprehensive income	$ 72.7	$ 60.2	$ 108.3	$ 76.0

Reclassification

Certain items in prior year's quarterly financial statements have been reclassified to conform with the presentation used in the quarter ended June 27, 1998.

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

THREE MONTHS ENDED JUNE 27, 1998 VS. THREE MONTHS ENDED JUNE 28, 1997.

Net sales increased by 18.2% to $2.2 billion in the second quarter of 1998 as compared to $1.8 billion in the second quarter of 1997. Net sales for the quarter ended June 27, 1998 benefited from acquisitions, which collectively accounted for $253.6 million of the increase and new business introduced in North America and Europe. Partially offsetting the increase in sales were unfavorable exchange rate fluctuations in Europe, North America and South America and reduced market demand on certain mature programs. As a result of Lear's global presence, the Company anticipates that foreign exchange fluctuations will continue to impact net sales. Although sales were impacted by the General Motors work stoppage in the second quarter of 1998, the overall impact in comparison to 1997 was minimal due to General Motors and Chrysler work stoppages in the second quarter of 1997.

Net sales in the United States and Canada of $1.3 billion in the second quarter of 1998 exceeded the comparable period in the prior year by $102.1 million, or 8.6%. Net sales in the current quarter benefited from new truck and passenger car programs introduced by domestic automotive manufacturers and $39.6 million in revenues from acquisitions. Partially offsetting the increase in net sales was a downturn in industry build schedules on mature programs. The 1998 General Motors work stoppages impacted revenues by approximately $70.0 million in the second quarter of 1998.

Net sales in Europe of $.7 billion increased by $178.1 million, or 36.8%, in the second quarter of 1998 as compared to the second quarter of 1997. Net sales in the quarter ended June 27, 1998 benefited from $185.8 million in revenues from acquisitions and new passenger car programs. Partially offsetting the increases in net sales were unfavorable exchange rate fluctuations in Italy, Germany and Sweden.

Net sales of $216.8 million in the Company's remaining geographic regions, consisting of Mexico, South America, the Asia/Pacific Rim region and South Africa, increased by $55.5 million as compared to the second quarter of 1997. Net sales in the second quarter of 1998 benefited from the contribution of $28.5 million in sales from recent acquisitions and incremental volume on existing Chrysler truck programs in Mexico.

Gross profit and gross margin were $231.6 million and 10.6% for the second quarter of 1998 as compared to $213.5 million and 11.6% for the second quarter of 1997. Gross profit in 1998 reflects the contribution of recent acquisitions and the overall growth in new and established programs. Gross margin in the second quarter of 1998 declined in relation to prior year due to a shift in product mix in the United States and Canada and to new program and facility costs in Europe, the Asia/Pacific Rim region, the United States and South America.

Selling, general and administrative expenses, including research and development, as a percentage of net sales, remained unchanged at 3.7% in the second quarter of 1998 as compared to the same period in the prior year. Actual expenditures in the current quarter increased in comparison to the prior year period due to the integration of engineering and administrative expenses incurred as a result of acquisitions and research, development and administrative expenses required to support existing and potential new business opportunities.

For the quarter ended June 27, 1998, interest expense decreased by $1.2 million to $25.5 million as compared to the prior year due to debt reduction from cash generation, savings due to the redemption of the Company's 11 1/4% Senior Subordinated Notes and lower borrowing rates under the Company's multi-currency revolving credit facility (the "Credit Agreement") due to the achievement of certain financial ratios. Partially offsetting the above was interest incurred on borrowings to finance acquisitions.

Other expenses for the second quarter of 1998, which include state and local taxes, foreign exchange, minority interests in consolidated subsidiaries, equity in net income of affiliates and other non-operating expenses, decreased $1.8 million to $5.5 million due primarily to reduced state and local taxes.

Net income for the second quarter of 1998 was $65.7 million, or $.96 per share, as compared to $61.1 million, or $.90 per share in the previous year. Earnings per share for the second quarter of 1998 were adversely affected by approximately $.14 per share due to the General Motors work stoppage. The provision for income taxes in the current quarter was $42.9 million, or an effective tax rate of 39.5% as compared to $41.5 million, or an effective tax rate of 40.4% in the prior year.

SIX MONTHS ENDED JUNE 27, 1998 VS. SIX MONTHS ENDED JUNE 28, 1997.

Net sales of $4.2 billion for the first six months of 1998 increased by $643.8 million or 18.1%, as compared to the first six months of 1997. Sales as compared to the prior year benefited from acquisitions, which accounted for $519.4 million of the increase, and new business introduced globally within the past twelve months. Partially offsetting the increase in sales were unfavorable exchange rate fluctuations in Europe and North America and a modest downturn on certain existing programs.

Gross profit and gross margin were $431.8 million and 10.3% for the first half of 1998 as compared to $391.4 million and 11.0% a year earlier. Gross profit for the current six months reflects the contribution of acquisitions coupled with the benefits derived from the overall growth in sales. Partially offsetting the increase in gross profit was the impact of new program and facility costs in Europe, South America and the Asia/Pacific Rim region.

Selling, general and administrative expenses, including research and development, for the six month period ended June 27, 1998, increased as a percentage of net sales to 3.8% from 3.7% in the prior year. Actual expenditures increased in comparison to the prior year period due to the inclusion of operating expenses of acquired businesses and increased engineering and administrative expenses required to support the expansion of existing domestic and international business.

For the six months ended June 27, 1998, interest expense decreased by $3.7 million to $50.2 million over the comparable period in 1997 largely as a result of debt reduction from cash generation, savings due to the redemption of the Company's 11 1/4% Senior Subordinated Notes and lower borrowing rates under the Credit Agreement due to the achievement of certain financial ratios. Partially offsetting the above was interest incurred on borrowings to finance acquisitions.

Other expenses for the first half of 1998, which include state and local taxes, foreign exchange, minority interests in consolidated subsidiaries, equity in net income of affiliates and other non-operating expenses, increased to $13.5 million from $12.8 million for the first half of 1997, primarily due to foreign exchange losses and increased minority interest expense partially offset by reduced state and local taxes.

Net income for the first six months of 1998 was $113.0 million, or $1.65 per share, as compared to $103.0 million, or $1.51 per share, for the first six months of 1997. Earnings per share in the current six month period increased by 9.3% over the same period in 1997 despite an increase in the weighted average number of shares outstanding of approximately four hundred thousand shares. Earnings per share for the first six months of 1998 were adversely affected by approximately $.14 per share due to the General Motors work stoppage. The provision for income taxes in the current period was $73.6 million, or an effective tax rate of 39.4%, as compared to $69.0 million, or an effective tax rate of 40.1%, in the previous year period.

LIQUIDITY AND FINANCIAL CONDITION

The Company's financial position remained strong during the first half of 1998 despite the General Motors work stoppages and the additional debt incurred to finance acquisitions. Net cash provided by operating activities was $24 million during the first six months of 1998 as compared to $124 million for the same period in 1997. Net income included non-cash depreciation and goodwill amortization charges of $107 million in 1998 and $89 million in 1997, with the increase primarily due to the acquisitions of Keiper Car Seating GmbH & Co. and certain of its subsidiaries and affiliates (collectively, "Keiper Seating"), Dunlop Cox Limited ("Dunlop Cox"), ITT Automotive's Seat Sub-Systems Unit and Chapman.

The change in working capital resulted in a use of $128 million and $48 million for the six months ended June 27, 1998 and June 28, 1997, respectively. The use of working capital resulted primarily from an increase in reimbursable customer tooling on new programs and timing on the collection of receivables at quarter end.

Net cash used in investing activities increased to $226 million in the first six months of 1998 versus $133 million in the first six months of 1997. The 1998 Chapman, Pianfei and Strapazzini acquisitions resulted in a net use of funds of $101 million, while the 1997 Dunlop Cox and Empetek acquisitions resulted in an aggregate net use of $59 million. Capital expenditures for the six months ended June 27, 1998 increased to $125 million from $75 million for the same period in 1997 primarily due to capital expenditures at acquired companies and to support future programs. The Company currently anticipates approximately $175 million in additional capital expenditures for the remaining six months of 1998.

On May 26, 1998 the Company entered into an amendment to its Credit Agreement which, among other things, increased total borrowing availability from $1.8 billion to $2.1 billion and eliminated the pledge of subsidiary stock which secured the facility. As of June 28, 1998, the Company had $776 million outstanding under the Credit Agreement and $53 million committed under outstanding letters of credit, resulting in approximately $1.3 billion unused and available credit. The Credit Agreement matures on September 30, 2001 and may be used for general corporate purposes.

In addition to debt outstanding under the Credit Agreement, the Company had $515 million of long-term debt outstanding as of June 28, 1998, consisting primarily of $336 million of subordinated notes due between 2002 and 2006.

The Company believes that cash flows from operations and available credit facilities will be sufficient to meet its debt service obligations, projected capital expenditures and working capital requirements.

ACCOUNTING POLICIES

In June 1998, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities. The Statement establishes accounting and reporting standards requiring that every derivative instrument (including certain derivative instruments embedded in other contracts) be recorded in the balance sheet as either an asset or liability measured at its fair value. The Statement requires that changes in the derivative's fair value be recognized currently in earnings unless specific hedge accounting criteria are met. Special accounting for qualifying hedges allows a derivative's gains and losses to offset related results on the hedged item in the income statement, and requires that a company must formally document, designate, and assess the effectiveness of transactions that receive hedge accounting. Statement 133 is effective for fiscal years beginning after June 15, 1999. The Company anticipates adopting this standard in 1998 and does not anticipate a material impact on the Company's financial position or results of operations when adopted.

Segment Information

On June 30, 1997, the FASB issued SFAS No. 131, "Disclosures About Segments of an Enterprise and Related Information," which requires disclosures for each segment that are similar to those required under current standards with the addition of quarterly disclosure requirements and a finer partitioning of geographic disclosures. It requires limited segment data on a quarterly basis. It also requires geographic data by country. This statement must be adopted by the Company in its December 31, 1998 consolidated financial statements.

YEAR 2000

The Company is currently working to resolve the potential impact of the year 2000 on the processing of date-sensitive information by the Company's computerized information systems. The year 2000 problem is the result of computer programs being written using two digits (rather than four) to define the applicable year. Any of the Company's programs that have time-sensitive software may recognize a date using "00" as the year 1900 rather than the year 2000, which could result in miscalculations or system failures. The Company has completed an evaluation of the impact of the year 2000 issue and management believes that the costs of addressing this issue will not have a material impact on the Company's financial position, results of operations or cash flows in future periods. The Company will expense any maintenance or modification costs incurred to resolve this issue while the costs of new software will be capitalized and amortized over the software's useful life.

FORWARD LOOKING STATEMENTS

This Report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that any forward-looking statements, including statements regarding the intent, belief, or current expectations of the Company or its management, are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those in the forward-looking statements as a result of various factors including, but not limited to, (i) general economic conditions in the markets in which the Company operates, (ii) fluctuations in worldwide or regional automobile and light truck production, (iii) labor disputes involving the Company or its significant customers, (iv) changes in practices and/or policies of the Company's significant customers towards outsourcing automotive components and systems, and (v) fluctuations in currency exchange rates and (vi) other risks detailed from time to time in the Company's Securities and Exchange Commission filings. The Company does not intend to update these forward-looking statements.

LEAR CORPORATION

PART II - OTHER INFORMATION

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

(a) The annual Meeting of Stockholders of Lear Corporation was held on May 14, 1998. At the meeting, the following matters were submitted to a vote of the stockholders of Lear Corporation. Pursuant to the rules of the New York Stock Exchange, there were no broker non-votes in any of the matters described below.

(1) The election of three directors to hold office until the 2001 Annual Meeting of Stockholders. The vote with respect to each nominee was as follows:

Nominee	For	Withheld
Larry W. McCurdy	53,853,801	2,836,739
Roy E. Parrott	53,849,215	2,841,325
Kenneth L. Way	53,848,881	2,841,659

(2) The appointment of the firm of Arthur Andersen LLP as independent auditors of Lear Corporation for the year ending December 31, 1998.

For	Against	Abstain
56,613,918	61,663	14,959

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits.

10.1 Second Amendment and Release, dated as of May 26, 1998, to the Amended and Restated Credit and Guarantee Agreement, filed herewith.

27.1 Financial Data Schedule for the Quarter Ended June 27, 1998.

(b) Reports on Form 8-K.

No exhibits or reports on Form 8-K were filed during the quarter ended June, 27, 1998.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused the report to be signed on its behalf by the undersigned thereunto duly authorized.

LEAR CORPORATION

Dated: August 11, 1998 By: /s/ Donald J. Stebbins

Donald J. Stebbins
Senior Vice President, and
Chief Financial Officer

LEAR CORPORATION
FORM 10-Q
EXHIBIT INDEX
FOR THE QUARTER ENDED JUNE 27, 1998

EXHIBIT NUMBER	
10.1	Second Amendment and Release, dated as of May 26, 1998, to the Amended and Restated Credit and Guarantee Agreement, filed herewith.
27.1	Financial Data Schedule for the Quarter Ended June 27, 1998.

EXHIBIT 10.1

SECOND AMENDMENT AND RELEASE

SECOND AMENDMENT AND RELEASE, dated as of May 26, 1998 (this "Amendment"), to the Amended and Restated Credit and Guarantee Agreement, dated as of December 20, 1996 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among LEAR CORPORATION, a Delaware corporation (the "U.S. Borrower"), LEAR CORPORATION CANADA LTD., a company organized under the laws of the province of Ontario, Canada (the "Canadian Borrower"), the FOREIGN SUBSIDIARY BORROWERS parties thereto (together with the U.S. Borrower and the Canadian Borrower, the "Borrowers"), the several banks and other financial institutions from time to time parties thereto (the "Lenders"), the Managing Agents named therein (the "Managing Agents"), the Co-Agents named therein (the "Co-Agents"), the Lead Managers named therein (the "Lead Managers"), and THE BANK OF NOVA SCOTIA, a Canadian chartered bank (as hereinafter defined, the "Canadian Administrative Agent"), and THE CHASE MANHATTAN BANK, a New York banking corporation (as hereinafter defined, the "General Administrative Agent"), as administrative agents for the Lenders thereunder (collectively, the "Administrative Agents").

W I T N E S S E T H :

WHEREAS, pursuant to the Credit Agreement, the Lenders have agreed to make, and have made, extensions of credit to the Borrowers; and

WHEREAS, the Borrowers have requested that certain provisions of the Credit Agreement and the other Loan Documents (as defined in the Credit Agreement) be modified in the manner provided for in this Amendment, and the Lenders are willing to agree to such modifications as provided for in this Amendment;

NOW, THEREFORE, in consideration of the premises and mutual agreements contained herein, and for other good and valuable consideration, the sufficiency of which is hereby acknowledged, the parties hereto hereby agree as follows:

1. Defined Terms. Unless otherwise defined herein, terms defined in the Credit Agreement and used herein shall have the meanings given to them in the Credit Agreement.

2. Amendments to Credit Agreement. (a) Subsection 13.8 of the Credit Agreement is hereby amended by deleting such subsection in its entirety and substituting in lieu thereof the following:

"13.8 [RESERVED]"

(b) Subsection 13.10 of the Credit Agreement is hereby amended by deleting such subsection in its entirety and substituting in lieu thereof the following:

"13.10 [RESERVED]"

(c) Schedule I of the Credit Agreement is hereby amended by deleting such Schedule in its entirety and substituting in lieu thereof Schedule I attached hereto.

3. Releases. The Lenders and the General Administrative Agent hereby (a) release the guarantors under the Subsidiary Guarantee and the Additional Subsidiary Guarantee from all their respective obligations under such Guarantees, (b) release the security interest in all collateral held by the General Administrative Agent under the Pledge Agreements and (c) release the pledgors under the Pledge Agreements from all their respective obligations under the Pledge Agreements. The Lenders hereby authorize and direct the General Administrative Agent to take such actions as it shall deem appropriate to effect such release, including the execution and delivery of such release instruments as it shall deem appropriate. The parties to the Credit Agreement agree that, notwithstanding any provision contained in the Credit Agreement or the other Loan Documents to the contrary, (i) all obligations of the Loan Parties contained in the Credit Agreement and the other Loan Documents with respect to (A) the Subsidiary Guarantee, (B) the Additional Subsidiary Guarantee and (C) the Pledge Agreements (collectively, the "Released Documents") are hereby released and (ii) all references in the Credit Agreement and the other Loan Documents to the Released Documents shall have no force or effect.

4. Conditions to Effectiveness. This Amendment shall become effective on the date (the "Amendment Effective Date") that the following conditions precedent have been satisfied:

(a) the General Administrative Agent shall have received counterparts hereof, duly executed and delivered by the Borrowers, the Swing Line Lender and all the Lenders;

(b) the General Administrative Agent shall have received, with a copy for each Lender, a certificate of the Secretary or Assistant Secretary of the U.S. Borrower, dated the Amendment Effective Date, as to the incumbency and signature of its officers executing this Amendment, together with satisfactory evidence of the incumbency of such Secretary or Assistant Secretary;

(c) the General Administrative Agent shall have received, with a copy for each Lender, a copy of the resolutions in form and substance satisfactory to the General Administrative Agent, of the Board of Directors (or the executive committee thereof) of the U.S. Borrower authorizing the execution, delivery and performance of the U.S. Borrower of this Amendment, which certificate shall state that the resolutions thereby certified have not been amended, modified, revoked or rescinded as of the Amendment Effective Date; and

(d) the General Administrative Agent shall have received, with a copy for each Lender, an opinion, dated the Amendment Effective Date, of Winston & Strawn, special counsel to the U.S. Borrower, in form and substance satisfactory to the General Administrative Agent.

5. Representations and Warranties. The Borrowers represent and warrant that

the representations and warranties made by the Borrowers in the Loan Documents are true and correct in all material respects on and as of the Amendment Effective Date, before and after giving effect to the effectiveness of this Amendment, as if made on and as of the Amendment Effective Date, except to the extent such representations and warranties expressly relate to an earlier date.

6. Payment of Expenses. The Borrowers agree to pay or reimburse the General Administrative Agent for all of its out-of-pocket costs and reasonable expenses incurred in connection with this Amendment and any other documents prepared in connection herewith and the transactions contemplated hereby, including, without limitation, the reasonable fees and disbursements of counsel to the General Administrative Agent.

7. No Other Amendments; Confirmation. Except as expressly amended, modified and supplemented hereby, the provisions of the Credit Agreement, the Notes and the other Loan Documents are and shall remain in full force and effect.

8. Governing Law; Counterparts. (a) This Amendment and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York.

(b) This Amendment may be executed by one or more of the parties to this Amendment on any number of separate counterparts, and all of said counterparts taken together shall be deemed to constitute one and the same instrument. A set of the copies of this Amendment signed by all the parties shall be lodged with the U.S. Borrower and the General Administrative Agent. This Amendment may be delivered by facsimile transmission of the relevant signature pages hereof.

9. Exiting Lenders. Each Lender which after the Amendment Effective Date no longer holds a Commitment (an "Exiting Lender") is executing this Amendment solely for the purpose of acknowledging that its Commitment will terminate on the Amendment Effective Date upon repayment in full of all amounts owing to it under the Credit Agreement on the Amendment Effective Date. The modifications to the Credit Agreement and the other Loan Documents, effected by this Amendment are being approved by Lenders holding 100% of the Commitments after giving effect to termination of the Commitments of the Lenders on the Amendment Effective Date. On the Amendment Effective Date, the Borrowers shall effect such borrowings and repayments among the Lenders (which need not be pro rata among the Lenders) so that, after giving effect thereto, (a) the respective principal amounts of the Canadian Revolving Credit Loans to the Canadian Borrower held by the Canadian Lenders shall be pro rata according to their respective Canadian Revolving Credit Commitment Percentages, as amended hereby, (b) the respective principal amounts of Multicurrency Loans to any Borrower held by the Multicurrency Lenders shall be pro rata according to their respective Multicurrency Commitment Percentages, as amended hereby and (c) the Committed Outstandings Percentage of each U.S. Lender will equal (as nearly as possible) its U.S. Revolving Credit Commitment Percentage, as amended hereby. The Borrowers shall remain obligated to pay any amounts due pursuant to subsection 10.11 of Credit Agreement in connection with such prepayments.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and delivered by their respective proper and duly authorized officers as of the day and year first above written.

LEAR CORPORATION

By:___________________________
Title:

LEAR CORPORATION CANADA LTD.

By:___________________________
Title:

LEAR CORPORATION SWEDEN AB

By:___________________________
Title:

LEAR FRANCE SARL

By:___________________________
Title:

LEAR CORPORATION GMBH & CO. KG

By:
Title:________________________

NS BETEILIGUNG GMBH

By:
Title:________________________

THE CHASE MANHATTAN BANK, as General Administrative Agent, as a Lender and as Swing Line Lender

By:__________________________
Title:

BANCA COMMERCIALE ITALIANA

By:__________________________
Title:

THE BANK OF NOVA SCOTIA

By:__________________________
Title:

CHASE MANHATTAN BANK DELAWARE

By:___________________________
Title:

ABN AMRO BANK N.V. CHICAGO BRANCH

By:___________________________
Title:

By:___________________________
Title:

THE ASAHI BANK, LTD.

By:___________________________
Title:

BANCA NAZIONALE DEL LAVORO S.P.A.
NEW YORK BRANCH

By:____________________________
Title:

By:____________________________
Title:

BANK AUSTRIA AKTIENGESELLSCHAFT

By:____________________________
Title:

By:____________________________
Title:

BANK OF AMERICA NT & SA

By:____________________________
Title:

THE BANK OF NEW YORK

By:____________________________
Title:

THE BANK OF TOKYO-MITSUBISHI
TRUST COMPANY

By:____________________________
Title:

BANKERS TRUST COMPANY

By:____________________________
Title:

BANQUE NATIONALE DE PARIS

By:____________________________
Title:

BANQUE PARIBAS

By:____________________________
Title:

By:____________________________
Title:

CARIPLO CASSA DI RISPARMIO DELLE PROVINCIE
LOMBARDE SPA

By:___________________________
Title:

CREDIT AGRICOLE INDOSUEZ

By:___________________________
Title:

By:___________________________
Title:

CANADIAN IMPERIAL BANK OF COMMERCE

By:___________________________
Title:

CITICORP USA, INC.

By:____________________________
Title:

COMERICA BANK

By:____________________________
Title:

CREDITO ITALIANO S.P.A.

By:____________________________
Title:

By:____________________________
Title:

CREDIT LYONNAIS CHICAGO BRANCH

By:____________________________
Title:

CREDIT SUISSE FIRST BOSTON

By:____________________________
Title:

By:____________________________
Title:

DAI-ICHI KANGYO BANK, LTD.,
CHICAGO BRANCH

By:____________________________
Title:

DEN DANSKE BANK

By:_____________________________
Title:

DEUTSCHE BANK AG

By:_____________________________
Title:

DG BANK

By:_____________________________
Title:

DRESDNER BANK AG NEW YORK AND GRAND CAYMAN BRANCHES

By:_____________________________
Title:

By:_____________________________
Title:

FIFTH THIRD BANK

By:_____________________________
Title:

FIRST AMERICAN NATIONAL BANK

By:_____________________________
Title:

BANKBOSTON N.A.

By:______________________________
Title:

NBD BANK

By:______________________________
Title:

FIRST UNION NATIONAL BANK

By:______________________________
Title:

FLEET NATIONAL BANK

By:______________________________
Title:

THE FUJI BANK, LIMITED

By:______________________________
Title:

GULF INTERNATIONAL BANK B.S.C.

By:______________________________
Title:

By:______________________________
Title:

THE INDUSTRIAL BANK OF JAPAN, LIMITED

By:____________________________
Title:

ISTITUTO BANCARIO SAN PAOLO DI TORINO SPA

By:____________________________
Title:

By:____________________________
Title:

KEYBANK NATIONAL ASSOCIATION

By:____________________________
Title:

KREDIETBANK N.V.

By:____________________________
Title:

By:____________________________
Title:

LEHMAN COMMERCIAL PAPER INC.

By:___________________________
Title:

THE LONG-TERM CREDIT BANK OF JAPAN, LTD.

By:___________________________
Title:

MICHIGAN NATIONAL BANK

By:___________________________
Title:

MORGAN GUARANTY TRUST COMPANY OF NEW YORK

By:___________________________
Title:

NATIONAL CITY BANK

By:___________________________
Title:

NATIONSBANK N.A.

By:___________________________
Title:

THE NORTHERN TRUST COMPANY

By:____________________________
Title:

ROYAL BANK OF CANADA

By:____________________________
Title:

THE SAKURA BANK, LTD.

By:____________________________
Title:

THE SANWA BANK, LIMITED,
CHICAGO BRANCH

By:____________________________
Title:

SOCIETE GENERALE

By:____________________________
Title:

THE SUMITOMO BANK, CHICAGO BRANCH

By:____________________________
Title:

SUNTRUST BANK, ATLANTA

By:____________________________
Title:

SVENSKA HANDELSBANKEN

By:____________________________
Title:

THE TORONTO DOMINION BANK (TEXAS), INC.

By:____________________________
Title:

U.S. BANK NATIONAL ASSOCIATION

By:____________________________
Title:

WACHOVIA BANK

By:____________________________
Title:

EXITING BANKS

BANK OF MONTREAL

By:____________________________
Title:

THE MITSUBISHI TRUST AND BANKING
CORPORATION, CHICAGO BRANCH

By:____________________________
Title:

By:____________________________
Title:

THE MITSUI TRUST AND BANKING COMPANY,
LIMITED

By:____________________________
Title:

THE TOKAI BANK, LTD., CHICAGO BRANCH

By:____________________________
Title:

THE TOYO TRUST AND BANKING CO., LTD.

By:____________________________
Title:

COOPERATIVE CENTRALE
RAIFFEISENBOERENLEENBANK B.A., "RABOBANK
NEDERLAND", NEW YORK BRANCH

By:____________________________
Title:

THE SUMITOMO TRUST AND BANKING CO., LTD.,
NEW YORK BRANCH

By:____________________________
Title:

SCHEDULE I

COMMITMENTS; ADDRESSES

A. U.S. Revolving Credit Commitment and Multicurrency Commitment Amounts
(U.S. Dollars)

U.S. Lender	U.S. Revolving Credit Commitment	Counterpart Lender	Multicurrency Commitment
ABN AMRO Bank N.V., Chicago Branch	$50,000,000		$35,000,000
The Asahi Bank, Ltd.	$35,000,000		
Banca Commerciale Italiana	$15,000,000		
Banca Nazionale del Lavoro S.p.A., New York Branch	$15,000,000		
Bank Austria Aktiengesellschaft	$20,000,000		
Bank of America NT & SA	$75,000,000		$35,000,000
The Bank of New York	$50,000,000		$35,000,000
The Bank of Nova Scotia	$75,000,000	The Bank of Nova Scotia	
The Bank of Tokyo-Mitsubushi Ltd., New York Branch	$50,000,000		
Bankers Trust Company	$87,500,000		
Banque Nationale de Paris	$50,000,000		$30,000,000
Banque Paribas	$35,000,000		$15,000,000

U.S. Lender	U.S. Revolving Credit Commitment	Counterpart Lender	Multicurrency Commitment
CARIPLO Cassa di Risparmio delle Provincie Lombarde SPA	$15,000,000		
Credit Agricole Indosuez	$35,000,000		$10,000,000
The Chase Manhattan Bank	$95,000,000		$85,000,000
CIBC, Inc.	$50,000,000	Canadian Imperial Bank of Commerce	
Citicorp USA, Inc.	$87,500,000		$40,000,000
Comerica Bank	$60,000,000		$10,000,000
Credito Italiano S.p.A.	$15,000,000		
Credit Lyonnais Chicago Branch	$45,000,000		$10,000,000
CS First Boston Group, Inc.	$25,000,000		
The Dai-Ichi Kangyo Bank, Ltd., Chicago Branch	$30,000,000		
Den Danske Bank	$25,000,000		
DG Bank	$25,000,000		
Deutsche Bank AG	$50,000,000		
Dresdner Bank AG New York and Grand Cayman Branches	$35,000,000		$35,000,000
First American National Bank	$15,000,000		
BankBoston N.A.	$35,000,000		$30,000,000
NBD Bank	$50,000,000		$35,000,000
Fifth Third Bank	$20,000,000		

U.S. Lender	U.S. Revolving Credit Commitment	Counterpart Lender	Multicurrency Commitment
First Union National Bank of North Carolina	$50,000,000		
Fleet National Bank	$45,000,000		
The Fuji Bank, Limited	$35,000,000		
Gulf International Bank B.S.C.	$15,000,000		
The Industrial Bank of Japan, Limited	$50,000,000		
Istituto Bancario Sao Paolo Di Torino SpA	$20,000,000		
KeyBank National Association	$50,000,000		
Kredietbank N.V.	$25,000,000		$15,000,000
Lehman Commercial Paper Inc.	$25,000,000		
The Long-Term Credit Bank of Japan, Ltd.	$35,000,000		
Michigan National Bank of Detroit	$20,000,000		
Morgan Guaranty Trust Company of New York	$25,000,000		
National City Bank	$25,000,000		
NationsBank, N.A.	$75,000,000		$35,000,000
The Northern Trust Company	$25,000,000		
Royal Bank of Canada	$35,000,000	Royal Bank of Canada	
The Sakura Bank, Ltd.	$10,000,000		
The Sanwa Bank, Limited, Chicago Branch	$50,000,000		

U.S. Lender	U.S. Revolving Credit Commitment	Counterpart Lender	Multicurrency Commitment
Societe Generale	$30,000,000		$10,000,000
The Sumitomo Bank, Chicago Branch	$35,000,000		
Suntrust Bank, Atlanta	$30,000,000		
Svenska Handelsbanken	$20,000,000		
The Toronto-Dominion Bank	$50,000,000		
Wachovia Bank	$25,000,000		
U.S. Bank National Association	$25,000,000		$15,000,000
TOTAL	$2,100,000,000		$500,000,000

B. Canadian Commitment Amounts (U.S. Dollars)

Canadian Lender	Canadian Revolving Credit Commitment	Counterpart Lender
The Bank of Nova Scotia	$20,000,000	The Bank of Nova Scotia
Canadian Imperial Bank of Commerce	$20,000,000	CIBC, Inc.
Royal Bank of Canada	$10,000,000	Royal Bank of Canada
TOTAL	$50,000,000	

C. ADDRESSES FOR NOTICES

ABN AMRO BANK N.V., CHICAGO BRANCH
135 South LaSalle Street, Suite 625
Chicago, IL 60674
Attn: David Sagers
Tel: (312) 904-2854
Fax: (312) 606-8425

THE ASAHI BANK, LTD.
One World Trade Center, Suite 6011
New York, NY 10048-0476
Attn: James P. Surless
Tel: (212) 912-7041
Fax: (212) 432-1135

BANCA COMMERCIALE ITALIANA (CHICAGO)
150 North Michigan Avenue, Suite 1500
Chicago, IL 60601
Attn: Mark Mooney
Tel: (312) 346-1112
Fax: (312) 346-5769

BANCA NAZIONALE DEL LAVORO S.P.A., NEW YORK BRANCH
25 West 51st Street
New York, NY 10019
Attn: Giulio Giovine
Tel: (212) 581-0710
Fax: (212) 765-2978

BANK AUSTRIA AKTIENGESELLSCHAFT
565 Fifth Avenue, 26th Floor
New York, NY 10017
Attn: Jeanine B. Long
Tel: (212) 880-1075
Fax: (212) 880-1080

BANK OF AMERICA NT & SA
231 South LaSalle Street
Chicago, IL 60693
Attn: Steve Ahrenholz
Tel: (312) 828-1291
Fax: (312) 987-7384

THE BANK OF NEW YORK
One Wall Street, 22nd Floor
New York, NY 10286
Attn: William M. Barnum
Tel: (212) 635-1066
Fax: (212) 635-6434

BANK OF NOVA SCOTIA
181 West Madison Street, Suite 3700
Chicago, IL 60602
Attn: Brian Hewett
Tel: (312) 201-4145
Fax: (312) 201-4108

THE BANK OF TOKYO-MITSUBUSHI LTD., NEW YORK BRANCH
1251 Avenue of the Americas, 12th Floor
New York, NY 10020-1104
Attn: Friedrich N. Wilms
Tel: (212) 782-4341
Fax: (212) 782-6445

BANKERS TRUST COMPANY
233 South Wacker Drive, Suite 8400
Chicago, IL 60606
Attn: Tom Cole
Tel: (312) 993-8051
Fax: (312) 993-8162

BANQUE NATIONALE DE PARIS
209 South LaSalle Street, 5th Floor
Chicago, IL 60604
Attn: Christine L. Howatt
Tel: (312) 977-1383
Fax: (312) 977-1380

BANQUE PARIBAS
227 West Monroe, Suite 3300
Chicago, IL 60606
Attn: Nicholas C. Mast
Tel: (312) 853-6038
Fax: (312) 853-6020

CARIPLO BANK
10 East 53 St., 36th Floor

New York, NY 10022
Attn: Anthony Giobbi
Tel: (212) 527-8737
Fax: (212) 527-8777

CREDIT AGRICOLE INDOSUEZ
55 East Monroe Street, Suite 4700
Chicago, IL 60603-5702
Attn: Richard Drennan
Tel: (312) 917-7441
Fax: (312) 372-3724

CIBC INC.
200 West Madison Street, Suite 2300
Chicago, IL 60606
Attn: Ken Davis
Tel: (312) 750-8733
Fax: (312) 750-0927

CIBC INC. (U.S. BORROWINGS)
Atlanta Agency
Two Paces West
Atlanta, GA 30339
Attn: Ken Auchter
Tel: (770) 319-4814
Fax: (770) 319-4950

CANADIAN IMPERIAL BANK OF COMMERCE (CANADIAN BORROWINGS)
COMMERCE COURT WEST - 50TH FLOOR
Toronto, Ontario M5L 1A2
Attn: Rick DeGrys
Tel: (416) 214-8411
Fax: (416) 980-5855

CITICORP USA, INC.
399 Park Avenue
New York, NY 10043
Attn: Elizabeth Palermo
Tel: (212) 559-3533
Fax: (212) 826-3375

COMERICA BANK
Comerica Tower at Detroit Center
500 Woodward Avenue, MC 3265
Detroit, MI 48226

Attn: Michael Shea
Tel: (313) 222-2977
Fax: (313) 222-3776

CREDITO ITALIANO S.P.A.
375 Park Avenue
New York, NY 10152
Attn: Harmon P. Butler
Tel: (212) 546-9611
Fax: (212) 546-9675

CREDIT LYONNAIS, CHICAGO BRANCH
227 West Monroe Street, Suite 3800
Chicago, IL 60606
Attn: Joce Cote
Tel: (312) 220-7303
Fax: (312) 641-0527

CREDIT SUISSE BOSTON
11 Madison Avenue
New York, New York 10010-3829
Attn: Kristin Lepri
Tel: (212) 325-9058
Fax: (212) 325-8309

THE CHASE MANHATTAN BANK (DELAWARE)
1201 Market Street
Wilmington, Delawar 19801
Attn: Micheal Handago
Tel: (302) 428-3311
Fax: (302) 428-3390

THE DAI-ICHI KANGYO BANK, LTD., CHICAGO BRANCH
10 South Wacker Drive, 26th Floor
Chicago, IL 60606
Attn: Michael D. Pleasants
Tel: (312) 715-6361
Fax: (312) 876-2011

BANK AG NEW YORK BRANCH
31 West 52nd Street
New York, New York 10019
Attn: Hans-Josef Thiele
Tel: (212) 474-8649
Fax: (212) 474-8212

DEN DANSKE BANK (NEW YORK)
280 Park Avenue
New York, New York 10017-1216
Attn: Peter Hargrave
Tel: (212) 984-8433
Fax: (212) 370-9239

DG BANK
609 Fifth Avenue
New York, New York 10017-1021
Attn: Robert Herber
Tel: (212) 745-1581
Fax: (212) 745-1556

DRESDNER BANK AG NEW YORK AND GRAND CAYMAN BRANCHES
190 South LaSalle St., Suite 2700
Chicago, IL 60603
Attn: Jeffrey Mumm
Tel: (312) 444-1336
Fax: (312) 444-1305

FIRST AMERICAN NATIONAL BANK
Fourth & Union Street., NA-0310
Nashville, TN 37238
Attn: Andrew Zimberg
Tel: (615) 748-1401
Fax: (615) 748-6072

BANKBOSTON N.A.
100 Federal Street, MS-01-09-05
Boston, MA 02110
Attn: Christopher M. Holtz
Tel: (617) 434-7690
Fax: (617) 434-6685

NBD BANK
611 Woodward Avenue
Detroit, MI 48226
Attn: Thomas Lakocy
Tel: (313) 225-2884
Fax: (313) 225-2290

FIRST UNION NATIONAL BANK OF NORTH CAROLINA

One First Union Center, DC-5
Charlotte, NC 28288-0745
Attn: Glenn Edwards
Tel: (704) 383-3810
Fax: (704) 314-2802

FLEET NATIONAL BANK
One Federal Street
Boston, MA 02211
Attn: Robert J. Lord
Tel: (617) 346-0597
Fax: (617) 346-0145

THE FUJI BANK, LIMITED
225 West Wacker Drive, Suite 2000
Chicago, IL 60606
Attn: Takeyuki Kuroki
Tel: (312) 621-3381
Fax: (312) 621-0539

GULF INTERNATIONAL BANK B.S.C.
380 Madison Avenue, 21st Floor
New York, NY 10017
Attn: Abdel-Fattah Tahoun
Tel: (212) 922-2325
Fax: (212) 922-2309

THE INDUSTRIAL BANK OF JAPAN, LIMITED
227 West Monroe Street, Suite 2600
Chicago, IL 60606
Attn: David Geddy
Tel: (312) 855-8482
Fax: (312) 855-8200

ISTITUTO BANCARIO SAO PAOLO DI TORINO SPA
245 Park Avenue
New York, NY 10167
Attn: Luca Sergio
Tel: (212) 692-3180
Fax: (212) 599-5303

JP MORGAN (NEW YORK)
50 Wall Street
New York, New York 10260

Attn: Stephen Worth
Tel: (212) 648-4114
Fax: (212) 648-5043

KEYBANK NATIONAL ASSOCIATION
Large Corporate Group
127 Public Square
Cleveland, OH 44114
Attn: Thomas A. Crandell
Tel: (216) 689-3589
Fax: (216) 689-4981

KREDIETBANK N.V.
125 West 55th Street, 10th Floor
New York, NY 10019
Attn: John E. Thierfelder
Tel: (212) 541-0727
Fax: (212) 956-5580

LEHMAN BROTHERS
3 World Financial Center
New York, New York 10285
Attn: Peter Wexler
Tel: (212) 526-3055
Fax: (212) 526-3738

THE LONG TERM CREDIT BANK OF JAPAN, LTD.
190 South LaSalle Street, Suite 800
Chicago, IL 60603
Attn: Robert Orenstein
Tel: (312) 704-5478
Fax: (312) 704-8505

MICHIGAN NATIONAL BANK
27777 Inkster Road
Farmington Hills, MI 48333
Attn: Christopher Mayone
Tel: (248) 473-4357
Fax: (248) 615-5910

The MITSUI TRUST & BANKING COMPANY
1251 Avenue of the Americas
New York, NY
Attn: Maureen Lehocky
Tel: (212) 790-5418
Fax: (212) 768-9044

NATIONSBANK, N.A.

233 South Wacker Drive, Suite 2800
Chicago, IL 60606
Attn: Wallace W. Harris, Jr.
Tel: (312) 234-5626
Fax: (312) 234-5601

NATIONAL CITY BANK (CLEVELAND)
979 Westwood Drive
Birmingham, MI 48009
Attn: Mary Beth Howe
Tel: (248) 644-0502
Fax: (248) 644-0432

NORTHERN TRUST COMPANY (CHICAGO)
50 South LaSalle Street
Chicago, IL 60675
Attn: Tracy Toulouse
Tel: (312) 557-1356
Fax: (312) 630-6082

ROYAL BANK OF CANADA
One North Franklin Street, Suite 700
Chicago, IL 60606
Attn: Patrick K. Shields
Tel: (312) 551-1629
Fax: (312) 551-0805

THE SAKURA BANK, LTD.
277 Park Avenue
New York, NY 10172
Attn: Patricia L. Walsh
Tel: (212) 756-6788
Fax: (212) 756-6781

THE SANWA BANK, LIMITED, CHICAGO BRANCH
10 South Wacker Drive, 31st Floor
Chicago, IL 60606
Attn: Richard H. Ault
Tel: (312) 368-3011
Fax: (312) 346-6677

SOCIETE GENERALE
181 West Madison Street, Suite 3400
Chicago, IL 60602
Attn: Eric Bellaiche
Tel: (312) 578-5056
Fax: (312) 578-5099

THE SUMITOMO BANK, LIMITED, CHICAGO BRANCH
233 South Wacker Drive, Suite 4800
Chicago, IL 60606-6448
Attn: James C. Beckett
Tel: (312) 876-7794
Fax: (312) 876-6436

and

277 Park Avenue
New York, NY 10172
Attn: Paul Kane
Tel: (212) 224-4152
Fax: (212) 224-4079

SUNTRUST BANK, ATLANTA
25 Park Place
Mailcode 118
Atlanta, GA 30303
Attn: Shelly Browne
Tel: 404-230-5224
Fax: 404-588-8505/658-4905

SUNTRUST BANK ATLANTA
25 Park Place
Mailcode 118
Atlanta, GA 30303
Attn: Jennifer Harrelson
Tel: (404) 588-7461
Fax: (404) 588-8505/658-4905

SVENSKA HANDELSBANKEN (NEW YORK)
153 East 53rd Street, 37th Floor
New York, New York 10022
Attn: Karl Forsman
Tel: (212) 326-5144
Fax: (212) 326-5151

SVENSKA HANDELSBANKAN (NEW YORK)
153 East 53rd Street
New York, New York 10022
Attn: David Caceres
Tel: (212) 326-5171
Fax: (212) 326-5151

TD SECURITIES (USA) INC.
70 W. Madison, Suite 5430
Chicago, IL 60602
Attn: Mario da Ponte
Tel: (312) 977-2127
Fax: (312) 782-6332

U.S. BANK NATIONAL ASSOCIATION
601 Second Avenue South
Minneapolis, MN 55402-4302
Attn: Tom Cherry
Tel: (612) 973-0555
Fax: (612) 973-0825

CHEMICAL SECURITIES INC.
270 Park Avenue
New York, New York 10017
Attn: Rosemary Bradley
Tel: (212) 270-7853
Fax: (212) 270-5127

LEAR SEATING CORPORATION
21557 Telegraph Road
Southfield, MI 48034
Attn: Shari Burgess
Tel: (248) 746-1580
Fax: (248) 746-1593

WACHOVIA CORPORATE SERVICES, INC.
191 Peachtree Street, N.E.
Atlanta, GA 30303
Attn: Katie Trocron
Tel: (404)
Fax: (404) 332-6898

FIFTH THIRD BANK
606 Madison Avenue
Toledo, OH 43604
Attn: Chris Prisby
Tel: (419) 259-7141
Fax: (419) 259-7134

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263
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