

<b>United States Bankruptcy Court Southern District of New York</b>	<b>Voluntary Petition</b>
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Name of Debtor (if individual, enter Last, First, Middle): <b>Lear Corporation</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>None</b>	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>13-3386776</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)::
Street Address of Debtor (No. and Street, City, and State): <b>21557 Telegraph Road Southfield, Michigan</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE <b>48033</b>	ZIP CODE
County of Residence or of the Principal Place of Business: <b>Oakland County</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE	ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):	ZIP CODE

<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) <hr style="width: 80%; margin-left: 0;"/>	<b>Nature of Business</b> (Check <b>one</b> box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <b>Manufacturing</b> <hr style="width: 80%; margin-left: 0;"/> <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check <b>one</b> box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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<b>Filing Fee</b> (Check <b>one</b> box.)  <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <hr style="border-top: 1px dashed black;"/> <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. <hr/> <b>Estimated Number of Creditors (on a consolidated basis)</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input checked="" type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000 <hr/> <b>Estimated Assets</b> <input type="checkbox"/> \$0- to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion <hr/> <b>Estimated Liabilities</b> <input type="checkbox"/> \$0- to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion	<b>THIS SPACE IS FOR COURT USE ONLY</b>
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Lear Corporation</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>See attached Schedule 1</b>		Case Number:	Date Filed:
District: <b>Southern District of New York</b>		Relationship:	Judge:
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No. (See attached Schedule 2)			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
		_____ (Name of landlord that obtained judgment)	
		_____ (Address of landlord)	
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

<p><b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): <b>Lear Corporation</b></p>
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><input checked="" type="checkbox"/> _____ Signature of Debtor</p> <p><input checked="" type="checkbox"/> _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only <b>one</b> box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p><input checked="" type="checkbox"/> _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p><input checked="" type="checkbox"/> <u>/s/ Marc Kieselstein</u> Signature of Attorney for Debtor(s) <u>Marc Kieselstein</u> Printed Name of Attorney for Debtor(s) <u>Kirkland &amp; Ellis LLP</u> Firm Name <u>300 North LaSalle</u> <u>Chicago Illinois, 60654</u> Address <u>(312) 862-2000</u> Telephone Number <u>July 7, 2009</u> Date</p> <p>* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19B is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>_____ _____</p> <p><input checked="" type="checkbox"/> _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form of each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>_____ _____</p> <p><input checked="" type="checkbox"/> <u>/s/ Matthew J. Simoncini</u> Signature of Authorized Individual</p> <p><u>Matthew J. Simoncini</u> Printed Name of Authorized Individual</p> <p><u>Authorized Signatory</u> Title of Authorized Individual</p> <p><u>July 7, 2009</u> Date</p>	

## Schedule 1

### **Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in this court for relief under chapter 11 of title 11 of the United States Bankruptcy Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Lear Corporation.

1. Lear Corporation
2. Lear #50 Holdings, LLC
3. Lear Argentine Holdings Corporation #2
4. Lear Automotive Dearborn, Inc.
5. Lear Automotive Manufacturing, LLC
6. Lear Canada
7. Lear Canada Investments Ltd.
8. Lear Corporation (Germany) Ltd.
9. Lear Corporation Canada Ltd.
10. Lear Corporation EEDS and Interiors
11. Lear Corporation Global Development, Inc.
12. Lear EEDS Holdings, LLC
13. Lear European Operations Corporation
14. Lear Holdings, LLC
15. Lear Investments Company, LLC
16. Lear Mexican Holdings Corporation
17. Lear Mexican Holdings, LLC
18. Lear Mexican Seating Corporation
19. Lear Operations Corporation
20. Lear Seating Holdings Corp. #50
21. Lear South Africa Limited
22. Lear South American Holdings Corporation
23. Lear Trim L.P.
24. Renosol Seating, LLC

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
LEAR CORPORATION	)	Case No. 09-_____ (___)
Debtor.	)	Joint Administration Requested

**Exhibit A to Voluntary Petition**

1. The Debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934. The SEC file number is 1-11311.
2. The following financial data is the latest available information and, unless otherwise indicated, is current as of May 30, 2009.

a.	Total assets (on a consolidated basis)	\$	<u>\$1,270,800,000</u>
b.	Total debts (on a consolidated basis)	\$	<u>\$4,536,000,000</u>
c.	Debt securities held by more than 500 holders.	<u>N/A</u>	Approximate number of holders
d.	Number of shares of preferred stock	<u>None</u>	<u>None</u>
e.	Number of shares of common stock <sup>1</sup>	<u>77,521,230</u>	<u>1834</u>

Comments, if any: N/A

3. Brief description of the Debtor's business:

The Debtors are a leading global automotive supplier of seat systems, electrical distribution systems and electronic products and supplies every original equipment manufacturer in the automotive industry, including BMW, Chrysler, Daimler, Fiat, Ford, General Motors, Hyundai, Honda, Mazda, Porsche, PSA, Renault-Nissan, Toyota and Volkswagen.

4. List the name of any person who directly or indirectly owns, controls or holds, with power to vote, 5% or more of the voting securities of debtor:

Title of Class of Shares	Name of Holder	Number of Shares	Percentage of Shares of Ownership
Common Stock	Vanguard Windsor Funds	6,170,100	7.96%
Common Stock	Pzena Investment Management, LLC	5,420,915	6.99%
Common Stock	Barrow, Hanley, Mewhinney & Strauss, Inc.	3,870,270	4.99%

<sup>1</sup> This represents the number of shares of common stock as of June 17, 2009.

## Schedule 2

### Exhibit "C" to Voluntary Petition

**1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary).**

The Debtor is not aware of any definition of "imminent and identifiable harm" as used in this form. The Debtor owns and leases properties where soil or groundwater contamination was identified and is currently being investigated, remediated, or monitored under state agency remediation programs (including voluntary remediation programs). To the best of the Debtor's knowledge, any threats of harm to public health and safety have been or are being addressed, and the properties do not pose "a threat of imminent and identifiable harm to the public health or safety."

**2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary).**

Chlorinated solvents are present in soil and groundwater at or downgradient of the properties identified in question 1. The Debtor is not aware of any definition of "imminent and identifiable harm" as used in this form, but does not believe the conditions at the properties pose a threat of imminent and identifiable harm to public health or safety.

**RESOLUTIONS OF BOARD OF DIRECTORS OF  
LEAR CORPORATION**

Effective as of this 7th day of July, 2009, the members constituting a majority of the votes of a quorum of the board of directors (collectively the “Board of Directors”) of Lear Corporation (the “Company”), a Delaware corporation, acting pursuant to the Company’s organizational documents, took the following actions and adopted the following resolutions:

WHEREAS, the Board of Directors reviewed the materials presented by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company’s business;

WHEREAS, the Board of Directors has had the opportunity to consult with the management and the financial and legal advisors of the Company and fully consider each of the strategic alternatives available to the Company;

WHEREAS, the Company, as the borrower, proposes to enter into that certain Credit and Guarantee Agreement (as amended, supplemented, restated or otherwise modified from time to time and together with all exhibits, schedules and annexes thereto, the “DIP Credit Agreement”), dated on or about the date hereof, with the lenders party thereto from time to time (the “Lenders”) and JPMorgan Chase Bank, N.A., as administrative agent thereunder (in such capacity, the “Administrative Agent”); and

WHEREAS, the Company will obtain direct and indirect benefits from the transactions contemplated in the DIP Credit Agreement.

**I. Voluntary Petition Under the Provisions of Chapter 11 of Title 11 of the United States Code**

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that the Company file or cause to be filed a voluntary petition for relief (such voluntary petition, and the voluntary petitions to be filed by certain of the Company’s affiliates, collectively, the “Chapter 11 Cases”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”);

RESOLVED FURTHER, that Robert E. Rossiter, Matthew J. Simoncini, Shari L. Burgess, Terrence B. Larkin, William P. McLaughlin or any other officers of the Company (collectively, the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized, empowered and directed to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP;

RESOLVED FURTHER, that the Authorized Officers be and they hereby are, authorized and directed to employ the law firm of (a) Brooks Kushman P.C. as intellectual property counsel, (b) Bodman LLP as special Michigan counsel, (c) Curtis, Mallet-Prevost, Colt & Mosle LLP as conflicts counsel and (d) Winston & Strawn LLP as special finance counsel, in each case, to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of the law firms set forth in this paragraph;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Miller Buckfire & Co., LLC as investment banker and financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to



cause to be filed appropriate applications for authority to retain the services of Miller Buckfire & Co., LLC;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Alvarez & Marsal North America, LLC as restructuring advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Alvarez & Marsal North America, LLC;

RESOLVED FURTHER, that the Authorized Officers, and they hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC as notice, claims, and balloting agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Kurtzman Carson Consultants LLC;

RESOLVED FURTHER, that the Authorized Officers, and they hereby are, authorized and directed to employ the firm of Ernst & Young LLP as tax consultants to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Ernst & Young LLP;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

## II. \$500,000,000 Credit and Guarantee Agreement

RESOLVED FURTHER, that the Company, as debtor and debtor in possession under the Chapter 11 Cases shall be, and hereby is, authorized by the Board of Directors to: (a) undertake any and all transactions contemplated in the DIP Credit Agreement on substantially the terms and subject to the conditions either described at this meeting or as set forth in the DIP Credit Agreement or as may hereafter be fixed or authorized by the Board of Directors or the Authorized Officers, (b) borrow funds from, request the issuance of letters of credit, provide guaranties to and undertake any and all related transactions contemplated thereby (collectively, the “Financing Transactions” and each such transaction a “Financing Transaction”) with such lenders and on such terms as may be approved by any one or more of the Authorized Officers, as reasonably necessary for the continuing conduct of the affairs of the Company; and (c) pay related fees and grant security interests in and liens upon some, all or substantially all of the Company’s assets, as may be deemed necessary by any one or more of the Authorized Officers in connection with such borrowings;

RESOLVED FURTHER, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers be, and they hereby are, authorized, directed and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions and negotiate or cause to be prepared and negotiated and to execute and file all such instruments and documents and “Loan Documents” (as defined in the DIP Credit Agreement) (collectively, the “DIP Loan Documents”), and other agreements, certificates, contracts, bonds, documents, disclosure documents, instruments, receipts, petitions, motions or other papers, incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, as such Authorized Officer shall in his or her judgment determine to be necessary or appropriate to consummate the transactions contemplated by the DIP Credit Agreement and DIP Loan Documents, which determination shall be conclusively evidenced by his or their execution or delivery thereof;

RESOLVED FURTHER, that the form, terms and provisions of the DIP Credit Agreement and each of the other DIP Loan Documents, in substantially the form submitted to the Board of Directors, be, and the same hereby are in all respects approved, and that any Authorized Officers or other officer of the Company is hereby authorized and empowered, in the name of and on behalf of the Company, to execute and deliver and to execute and file each of the DIP Loan Documents to which the Company is a party,

each in the form or substantially in the form thereof submitted to the Board of Directors, with such changes, additions and modifications thereto as the officer of the Company executing the same shall approve, such approval to be conclusively evidenced by such officer's execution and delivery thereof;

RESOLVED FURTHER, that each of the Authorized Officers (and their designees), acting alone, hereby is authorized, directed and empowered from time to time in the name and on behalf of the Company to take any and all such actions, and to execute and deliver or cause to be executed and delivered or to execute and file under seal of the Company or otherwise, any and all such other documents, agreements, certificates, writings, petitions, motions and instruments to be delivered in connection with the DIP Loan Documents (including, without limitation, any amendments, supplements or modifications to the DIP Loan Documents and such other documents, agreements (including, without limitation, security agreements, mortgages and guarantees), certificates, writings and instruments to be delivered in connection therewith), and to grant the security interests in or liens on any real or personal property of the Company now or hereafter acquired as contemplated by the DIP Loan Documents, with full authority to indorse, assign or guarantee any of the foregoing in the name of the Company, in each case, as any such officer may deem necessary or advisable to carry out the intent and purposes of the immediately foregoing resolution, and his or her execution and delivery thereof to be conclusive evidence that he or she deems it necessary or advisable, his or her execution and delivery thereof to be conclusive evidence of his or her authority, to so act and his or her approval thereof;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions and execute and deliver and to execute and file (a) the DIP Loan Documents and such agreements (including, without limitation, security agreements, mortgages and guarantees), certificates, instruments, notices and any and all other documents as the Authorized Officers may deem necessary or appropriate to facilitate the Financing Transactions (collectively, the "Financing Documents"); (b) such other instruments, certificates, notices, assignments, petitions, motions and documents as may be reasonably requested by the Administrative Agent; and (c) such forms of deposit and securities account control agreements, officer's certificates and compliance certificates as may be required by the DIP Loan Documents or any other Financing Documents; and to take all such further actions

including, without limitation, to pay all fees and expenses, in accordance with the terms of the DIP Loan Documents and the Financing Documents;

RESOLVED FURTHER, that the Authorized Officers and each other officer of the Company be, and each of them hereby is, authorized and empowered to authorize the Administrative Agent to file any Uniform Commercial Code (the “UCC”) financing statements and any necessary assignments for security or other documents in the name of the Company that the Administrative Agent deems necessary or convenient to perfect any lien or security interest granted under the DIP Loan Documents, including any such UCC financing statement containing a super-generic description of collateral, such as “all assets,” “all property now or hereafter acquired” and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Company and such other filings in respect of intellectual and other property of the Company, in each case as the Administrative Agent may reasonably request to perfect the security interests of the Administrative Agent on behalf of itself, the DIP Lenders and the other secured parties under the DIP Loan Documents;

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Credit Agreement or any of the other DIP Loan Documents or any of the Financing Documents, and to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers or documents, which shall in their sole judgment be necessary, proper or advisable, which determination shall be conclusively evidenced by his or their execution thereof;

RESOLVED FURTHER, that the Company will obtain benefits from the incurrence of the loans under the DIP Credit Agreement by the Borrower and the occurrence and consummation of the Financing Transactions under the DIP Loan Documents and the transactions under the Financing Documents, which are necessary and convenient to the conduct, promotion and attainment of the business of the Company;

### **III. Further Actions and Prior Actions**

RESOLVED FURTHER, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees) be, and they

hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein;

RESOLVED FURTHER, that all members of the Board of Directors of the Company have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice;

RESOLVED FURTHER, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution of the Board of Directors; and

#### **IV. Subsidiary Actions**

RESOLVED FURTHER, that the Authorized Officers be and hereby are authorized and empowered to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member or managing member of each direct subsidiary of the Company, in each case, as such Authorized Officer shall deem necessary or desirable in such Authorized Officer's reasonable business judgment, including without limitation the authorization of resolutions and agreements necessary to authorize the execution, delivery and performance pursuant to any DIP Loan Documents (including affidavits, notices, reaffirmations and amendments and restatements of existing documents) as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

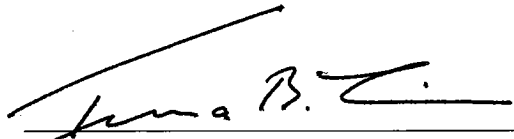
\* \* \* \* \*

**CERTIFICATE**

The undersigned hereby certifies with respect to Lear Corporation (the "Company"), a Delaware corporation, as follows:

1. I am duly qualified and authorized by the board of directors of the Company (the "Board of Directors") to take actions on behalf of the Company and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Company.
2. Attached hereto is a true, complete, and correct copy of the resolutions of the Board of Directors, duly adopted at a properly convened meeting of the Board of Directors on or about the date hereof, by the members constituting a majority of the votes of the quorum of the directors there present, in accordance with the bylaws of the Company.
3. Such resolutions have not been amended, altered, annulled, rescinded, or revoked and are in full force and effect as of the date hereof. There exists no other subsequent resolution of the Board of Directors of the Company relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 7th day of July, 2009.



Terrence B. Larkin

Senior Vice President, General Counsel & Corporate Secretary

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: )  
LEAR CORPORATION ) Chapter 11  
Debtor. ) Case No. 09-\_\_\_\_\_(\_\_\_\_)  
)

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**CORPORATE OWNERSHIP STATEMENT**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the Debtor’s equity interests:

<b>Corporate Entity</b>	<b>Percentage of Equity Held</b>
N/A <sup>1</sup>	N/A

**DECLARATION UNDER PENALTY OF PERJURY**

I, Matthew J. Simoncini, the undersigned authorized signatory of Lear Corporation, named as the debtor in this case, declare under penalty of perjury that I have read the foregoing corporate ownership statement and that it is true and correct to the best of my information and belief.

Dated: July 7, 2009

/s/ Matthew J. Simoncini

Matthew J. Simoncini

Authorized Signatory

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<sup>1</sup> Lear Corporation is not owned by any corporate entity that directly or indirectly controls 10% or more of its equity interests.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: )  
LEAR CORPORATION ) Chapter 11  
Debtor. ) Case No. 09-\_\_\_\_\_(\_\_\_\_)  
)

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**LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>**

<b>Debtor</b>	<b>Equity Holder</b>	<b>Address of Equity Holder</b>	<b>Percentage of Equity Held</b>
Lear Corporation	Vanguard Windsor Funds	100 Vanguard Blvd. Malvern, Pennsylvania 19355	7.96%
Lear Corporation	Pzena Investment Management, LLC	120 West 45th Street, 20th Floor New York, New York 10036	6.99%
Lear Corporation	Barrow, Hanley, Mewhinney & Strauss, Inc.	2200 Ross Avenue, 31st Floor Dallas, Texas 75201-2761	4.99%

**DECLARATION UNDER PENALTY OF PERJURY**

I, Matthew J. Simoncini, the undersigned authorized signatory of Lear Corporation, named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list of equity security holders and that it is true and correct to the best of my information and belief.

Dated: July 7, 2009

/s/ Matthew J. Simoncini

Matthew J. Simoncini  
Authorized Signatory

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<sup>1</sup> This list serves as the disclosure required to be made by the debtors pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are based on information and belief as of June 23, 2009.



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	)	Chapter 11
	)	)	
LEAR CORPORATION, <u>et al.</u> , <sup>1</sup>	)	)	Case No. 09-_____(____)
	)	)	
Debtors.	)	)	Joint Administration Requested

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**CONSOLIDATED LIST OF CREDITORS HOLDING  
THE 50 LARGEST UNSECURED CLAIMS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The following is the consolidated list of the Debtors’ creditors holding the 50 largest unsecured claims (the “Consolidated List”) based on the Debtors’ books and records as of the petition date. The Consolidated List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The Consolidated List does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 50 largest unsecured claims on a consolidated basis. None of these creditors are minor children. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated, disputed or subject to setoff, does not constitute a waiver of the Debtors’ right to contest the validity, priority or amount of any claim.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each U.S. Debtors’ federal tax identification number (if any), include: Lear Corporation (6776); Lear #50 Holdings, LLC (N/A); Lear Argentine Holdings Corporation #2 (7832); Lear Automotive Dearborn, Inc. (4976); Lear Automotive Manufacturing, LLC (3451); Lear Canada (5059); Lear Canada Investments Ltd. (a non-U.S. Debtor that does not maintain a U.S. Federal tax identification number); Lear Corporation (Germany) Ltd. (6716); Lear Corporation Canada Ltd. (a non-U.S. Debtor that does not maintain a U.S. Federal tax identification number); Lear Corporation EEDS and Interiors (6360); Lear Corporation Global Development, Inc. (3121); Lear EEDS Holdings, LLC (4474); Lear European Operations Corporation (8411); Lear Holdings, LLC (4476); Lear Investments Company, LLC (8771); Lear Mexican Holdings Corporation (7829); Lear Mexican Holdings, LLC (4476); Lear Mexican Seating Corporation (4599); Lear Operations Corporation (5872); Lear Seating Holdings Corp. #50 (9055); Lear South Africa Limited (a non-U.S. Debtor that does not maintain a U.S. Federal tax identification number); Lear South American Holdings Corporation (1365); Lear Trim L.P. (8386); and Renosol Seating, LLC (4745). The location of the Debtors’ corporate headquarters and the service address for all of the Debtors is: 21557 Telegraph Road, Southfield, Michigan 48033.

	<b>NAME OF CREDITOR, COMPLETE MAILING ADDRESS AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM</b>	<b>NATURE OF CLAIM</b> <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	<b>INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF</b>	<b>AMOUNT OF CLAIM</b> <i>(if secured, also state value of security)</i>
1	THE BANK OF NEW YORK MELLON, AS INDENTURE TRUSTEE Attn: Roxane J. Ellwanger 2016 Indenture The Bank of New York Mellon Trust Company, N.A., Indenture Trust 480 Washington Blvd, 27th Floor Jersey City, NJ 07310 United States Tel: (312) 827-8574 Fax: (312) 827-8542	Bond Debt	Unliquidated	\$589,250,000.00
2	THE BANK OF NEW YORK MELLON, AS INDENTURE TRUSTEE Attn: Roxane J. Ellwanger 2014 Indenture The Bank of New York Mellon Trust Company, N.A., Indenture Trust 480 Washington Blvd, 27th Floor Jersey City, NJ 7310 United States Tel: (312) 827-8574 Fax: (312) 827-8542	Bond Debt	Unliquidated	\$399,524,000.00
3	THE BANK OF NEW YORK MELLON, AS INDENTURE TRUSTEE Attn: Roxane J. Ellwanger 2013 Indenture The Bank of New York Mellon Trust Company, N.A., Indenture Trust 480 Washington Blvd, 27th Floor Jersey City, NJ 7310 United States Tel: (312) 827-8574 Fax: (312) 827-8542	Bond Debt	Unliquidated	\$298,000,000.00
4	PENSION BENEFIT GUARANTY CORP Attn: Jack Butler, Financial Analyst Corporate Finance and Restructuring Group 1200 K Street, N.W. Suite 270 Washington, DC 20005-4026 United States Tel: (202) 326-4070 Fax: (202) 842-2643	Pension Liability	Contingent Unliquidated	Undetermined
5	PENSION BENEFITS GUARANTEE FUND Attn: Christa Matz, Pension Officer Financial Services Commission of Ontario (FSCO) 5160 Yonge Street P.O. Box 85 Toronto, ON M2N 6L9 Canada Tel: (416) 226-7776 Fax: (416) 226-7777	Pension Liability	Contingent Unliquidated	Undetermined
6	JOHNSON CONTROLS, INC. Attn: Larry Mathias, Vice President 48200 Halyard Drive Plymouth, MI 48170 United States Tel: (616) 283-2365 Fax: (734) 254-5222	Trade Payable	Unliquidated	\$5,076,686.81

	<b>NAME OF CREDITOR, COMPLETE MAILING ADDRESS AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM</b>	<b>NATURE OF CLAIM</b> <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	<b>INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF</b>	<b>AMOUNT OF CLAIM</b> <i>(if secured, also state value of security)</i>
7	CRH-DAS, L.L.C. Attn: Dean Lenane, President 24800 Warner Ave Warren, MI 48091 United States Tel: (586) 757-0000 Fax: (586) 620-7300	Trade Payable	Unliquidated	\$4,655,165.45
8	ROZMOR LAND CO. Attn: Lowell D. Salesin 28400 Northwestern Highway Third Floor Southfield, MI 48034-1839 United States Tel: (248) 827-1889 Fax: (248) 359-6189	Promissory Note	Unliquidated	\$4,151,741.00
9	TYCO ELECTRONICS CORP. Attn: Tom Lynch, Chief Executive Officer 1050 Westlakes Dr. Berwyn, PA 19312 United States Tel: (610) 893-9800 Fax: (717) 986-7575	Trade Payable	Unliquidated	\$3,763,893.41
10	PORTER ENGINEERED SYSTEMS, INC Attn: John Ball, President and Chief Executive Officer 28700 Cabot Drive, Suite 800 Novi, MI 48377 United States Tel: (248) 994-8105 Fax: (248) 994-8102	Trade Payable	Unliquidated	\$3,034,901.44
11	JAY INDUSTRIES, INC. Attn: Rick Taylor, President 150 E. Longview Avenue Mansfield, OH 44903 United States Tel: (734) 994-8800 x15 Fax: (419) 521-0121	Trade Payable	Unliquidated	\$2,996,559.18
12	TK HOLDINGS, INC Attn: Kevin Kennedy, Vice President Sales 2500 Takata Drive Auburn Hills, MI 48326 United States Tel: (248) 377-6127 Fax: (248) 475-2414	Trade Payable	Unliquidated	\$2,718,257.25
13	SUMITOMO MITSUI BANKING CORPORATION Attn: CBDA-1 277 Park Avenue, 6th Floor New York, NY 10172 United States Tel: (212) 224-4000 Fax: (212) 593-9514	Guarantee	Contingent Unliquidated	\$2,500,000.00

	<b>NAME OF CREDITOR, COMPLETE MAILING ADDRESS AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM</b>	<b>NATURE OF CLAIM</b> <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	<b>INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF</b>	<b>AMOUNT OF CLAIM</b> <i>(if secured, also state value of security)</i>
14	WOODBRIIDGE CORPORATION Attn: Richard J. Jocsak, Senior Vice President and Chief Financial Officer 4240 Sherwoodtowne Boulevard Mississauga, ON L4Z 2G6 Canada Tel: (905) 896-3882 ext. 447 Fax: (905) 896-3558	Trade Payable	Unliquidated	\$2,362,645.87
15	AUTOLIV INC. Attn: William Campbell, Chief Financial Officer 3350 Airport road Odgen, UT 84405 United States Tel: (801) 620-8272 Fax: (801) 625-8236	Trade Payable	Unliquidated	\$2,326,320.03
16	CANADIAN GENERAL TOWER LTD. Attn: Jan Chaplin, President and Chief Executive Officer 52 Middelton Street Cambridge, ON N1R5T6 Canada Tel: (519) 623-1633 Fax: (519) 623-5803	Trade Payable	Unliquidated	\$2,128,658.24
17	INTERNATIONAL AUTOMOTIVE COMPONENTS GROUP NORTH AMERICA, INC. Attn: James Kamsickas, President & CEO 5300 Auto Club Drive Dearborn, MI 48126 United States Tel: (313) 240-3000 Fax: (313) 240-3100	Note Payable, Trade Payable	Unliquidated	\$2,579,212.45
18	ROBERT BOSCH LLC Attn: Danny Hyman, Regional President 15000 Haggerty Road Plymouth, MI 481740 United States Tel: (734) 979-3290 Fax: (734) 979-3820	Trade Payable	Unliquidated	\$1,878,963.24
19	FOUR-WAY TOOL & DIE INC. Attn: Larry Erickson - CEO 239 Indusco Ct Troy, MI 48083 United States Tel: (248) 585-8255 Fax: (248) 585-3846	Trade Payable	Unliquidated	\$1,848,830.00
20	THE BANK OF TOKYO MITSUBISHI UFJ, LTD. Attn: Mr. Kawabata, Japanese Corporate Finance 227 W. Monroe Street Suite 2300 Chicago, IL 60606 United States Tel: (312) 696-4603 Fax: (312) 696-4534	Guarantee	Contingent Unliquidated	\$1,700,000.00

	<b>NAME OF CREDITOR, COMPLETE MAILING ADDRESS AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM</b>	<b>NATURE OF CLAIM</b> <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	<b>INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF</b>	<b>AMOUNT OF CLAIM</b> <i>(if secured, also state value of security)</i>
21	LEONI KABEL GMBH Attn: Wolfgang Losch, Chief Executive Officer Stieberstrasse 5 Roth, 91154 Germany Tel: (499171) 804-2391 Fax: (499171) 804-2190	Trade Payable	Unliquidated	\$1,652,727.94
22	YAZAKI NORTH AMERICA INC. Attn: George Perry, President and Chief Executive Officer 6801 Haggerty Road Canton, MI 48187 United States Tel: (734) 983-1000 Fax: (734) 983-2843	Trade Payable	Unliquidated	\$1,525,425.32
23	GRAMMER INDUSTRIES, INC. Attn: Dimitri Moustakeas, VP Sales and Engineering 201 Forrester Dr. Suite C6 Forrester Industrial Pk. Greenville, SC 29607 United States Tel: (248) 530-1245 Fax: (248) 530-1221	Trade Payable	Unliquidated	\$1,197,712.77
24	DELPHI CORPORATION Attn: Rodney O'Neal, President and Chief Executive Officer 5725 Delphi Drive Troy, MI 48098 United States Tel: (248) 813-2557 Fax: (248) 813-2333  John Wm. Butler Jr., Partner John K. Lyons, Partner Ron E. Meisler, Partner Skadden, Arps, Slate, Meagher & Flom LLP 333 West Wacker Drive Suite 2100 Chicago, IL 60606 Tel: (800) 718-5305 Fax: (312) 407-0411	Trade Payable	Unliquidated	\$1,154,122.80
25	MOLEX, INC Attn: Martin P. Slark, Vice Chairman and Chief Executive Officer 2222 Wellington Ct Lisle, IL 60532 United States Tel: (630) 969-4550 Fax: (630) 416-4918	Trade Payable	Unliquidated	\$1,142,421.26
26	FISHER & COMPANY, INC. Attn: Michael Fisher, President 33180 Freeway Drive St. Clair Shores, MI 48082 United States Tel: (586) 746-2000 Fax: (586) 746-3301	Trade Payable	Unliquidated	\$1,097,471.90

	<b>NAME OF CREDITOR, COMPLETE MAILING ADDRESS AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM</b>	<b>NATURE OF CLAIM</b> <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	<b>INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF</b>	<b>AMOUNT OF CLAIM</b> <i>(if secured, also state value of security)</i>
27	AUNDE GROUP Attn: Gerwald Meilen, Vice President 3000 Town Center Suite 1385 Southfield, MI 48075 United States Tel: (248) 358-0810 Fax: (248) 358-0815	Trade Payable	Unliquidated	\$1,061,157.09
28	FAURECIA Attn: Robert Scales, Vice President 2380 Meijer Drive Troy, MI 48084 United States Tel: (248) 288-8482 Fax: (248) 288-1074	Trade Payable	Unliquidated	\$1,055,216.56
29	DRAKA PHILIPPINES INC. Attn: Dr. Martina Lupberger, President Mactan Economic Zone II Basak Lapu Lapu, 6015 Phillipines Tel: (01149202) 296-2517 Fax: (01149202) 296-2000	Trade Payable	Unliquidated	\$1,049,358.82
30	DIVERSIFIED TECHNOLOGIES INTERNATIONAL Attn: Chris Wiegel, Chief Operating Officer 32969 Glendale Ave. Livonia, MI 48150 United States Tel: (734) 524-1450 Fax: (734) 524-1449	Trade Payable	Unliquidated	\$985,082.38
31	OMRON AUTOMOTIVE ELECTRONICS, INC. Attn: Mike Van Gendt, President 2270 Bristol Circle Oakville, ON L6H 5S3 Canada Tel: (905) 829-0136 Fax: (905) 829-0432	Trade Payable	Unliquidated	\$881,374.52
32	KENWAL STEEL CORPORATION Attn: David Bazy, President 8223 W. Warren Detroit, MI 48126 United States Tel: (313) 739-1000 Fax: (313) 739-2325	Trade Payable	Unliquidated	\$876,527.46
33	HATCH STAMPING COMPANY Attn: Daniel Craig, President and Chief Operating Officer 635 E. Industrial Drive Chelsea, MI 48118 United States Tel: (734) 475-6242 Fax: (734) 475-6255	Trade Payable	Unliquidated	\$875,513.43

	<b>NAME OF CREDITOR, COMPLETE MAILING ADDRESS AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM</b>	<b>NATURE OF CLAIM</b> <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	<b>INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF</b>	<b>AMOUNT OF CLAIM</b> <i>(if secured, also state value of security)</i>
34	THE BANK OF NEW YORK MELLON, AS INDENTURE TRUSTEE Attn: Roxane J. Ellwanger 2022 Indenture The Bank of New York Mellon Trust Company, N.A., Indenture Trust 480 Washington Blvd, 27th Floor Jersey City, NJ 7310 United States Tel: (312) 827-8574 Fax: (312) 827-8542	Bond Debt	Unliquidated	\$816,000.00
35	KEY SAFETY SYSTEMS, INC. Attn: David M. Smith, Sr. Vice President and Chief Financial Officer World Headquarters 7000 Nineteen Mile Road Sterling Heights, MI 48314 United States Tel: (586) 726-4107 Fax: (586) 997-4670	Trade Payable	Unliquidated	\$785,718.52
36	W.E.T. AUTOMOTIVE SYSTEMS LTD Attn: Robert O. Klein, Managing Director 9472 Twin Oaks Drive Windsor, ON N8N 5B8 Canada Tel: (519) 739-4104 Fax: (519) 735-5239	Trade Payable	Unliquidated	\$767,682.14
37	PULLMAN DE PUEBLA, S.A. DE C.V. Attn: Daniel Fernandez, Operations Director Carr.QRO-SAN LIUS POTOSI KM.26.5 LT.25-2 MZA SANTA ROSA Santiago, Queretaro, Mexico Tel: (5222) 273-7606 Fax: (5222) 273-7603	Trade Payable	Unliquidated	\$737,986.90
38	KEYANG ELECTRIC MACHINERY CO Attn: Mr. Lee, Hyoung Ho, President 161 Dohari Sunghwan-eup Cheonan Choongnam, 330-802 Korea Tel: (8241) 580-0543 Fax: (8241) 580-0549	Trade Payable	Unliquidated	\$732,405.06
39	IEE AUTOMOTIVE USA, INC Attn: Mr. Scott Whetter, President 1121 Centre Road Auburn Hills, MI 48326 United States Tel: (248) 364-0101 Fax: (248) 373-9924	Trade Payable	Unliquidated	\$716,896.44

	<b>NAME OF CREDITOR, COMPLETE MAILING ADDRESS AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM</b>	<b>NATURE OF CLAIM</b> <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	<b>INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF</b>	<b>AMOUNT OF CLAIM</b> <i>(if secured, also state value of security)</i>
40	FOAMEX INTERNATIONAL INC. Attn: John G Johnson, Jr, President and Chief Executive Officer Rose Tree Corporate Center II 1400 N. Providence Rd. Suite 2000 Media, PA 19063-2076 United States Tel: (610) 744-2107 Fax: (610) 744-2190	Trade Payable	Unliquidated	\$711,971.62
41	MILLIKEN & CO. Attn: Ashely Allen, President and Chief Executive Officer 295 Broadcast DR. Spartanburg, SC 29303 United States Tel: (864) 503-2141 Fax: (864) 503-1304	Trade Payable	Unliquidated	\$711,883.18
42	CELESTICA PHILIPPINES INC. Attn: Andy Smith, Senior VP and General Manager 1612 Specht Point Road Suite 119 Fort Collins, CO 80525-4300 United States Tel: (970) 225-0039 Fax: (970) 225-0039	Trade Payable	Unliquidated	\$698,795.08
43	PANASONIC ELECTRIC WORKS ASIA Attn: Yojiro Yamamoto - General Manager 629 Central Ave New Providence, NJ 07974-1526 United States Tel: (908) 464-3550 ext 2021 Fax: (908) 771-5658	Trade Payable	Unliquidated	\$669,803.88
44	MANUFACTURERS INDUSTRIAL GROUP, LLC Attn: Andre Gist - CEO 659 Natchez Trace Drive Lexington, TN 38351 United States Tel: (731) 967-0001 Fax: (731) 968-3320	Trade Payable	Unliquidated	\$644,492.90
45	BRIDGE OF WEIR LEATHER CO LTD Attn: Karen Marshall, Director Baltic Works Kilbarchan Road Renfrewshire, PA11 3RH Scotland Tel: (44150) 561-2132 Fax: (44150) 561-4964	Trade Payable	Unliquidated	\$631,445.35
46	C. ROB. HAMMERSTEIN GMBH & CO. KG / CRH NORTH AMERICA Attn: Robert Houston, President 24800 Warner Ave. Warren, MI 48091 United States Tel: (586) 620-7273 Fax: (586) 620-7300	Trade Payable	Unliquidated	\$619,367.37



	<b>NAME OF CREDITOR, COMPLETE MAILING ADDRESS AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM</b>	<b>NATURE OF CLAIM</b> <i>(bond debt, trade debt, bank loan, government contracts, etc.)</i>	<b>INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF</b>	<b>AMOUNT OF CLAIM</b> <i>(if secured, also state value of security)</i>
47	DIXIE WIRE AFL AUTOM/HONDURA c/o Alcoa Electrical & Electronic Solutions Attn: William C. Brown, VP Developing Markets 36555 Corporate Drive Suite 185, MD 3W Farmington Hills, MI 48331 United States Tel: (248) 489-4705 Fax: (248) 489-4722	Trade Payable	Unliquidated	\$608,660.10
48	SERVIACERO PLANOS, S.A. DE C.V. Attn: Benjamin Zermeno, Vice President Blvd. Hermanos Aldama No. 4002 Col. Ciudad Industrial Leon, GTO, 37490 Mexico Tel: (477) 152-6000 Fax: (477) 152-6010	Trade Payable	Unliquidated	\$603,717.40
49	COSMA INTERNATIONAL, INC c/o Autotek Mexico, S.A. DE C.V. Attn: Eric Wilds, Exec, VP Sales & Marketing 1807 E. Maple Rd Troy, MI 48083 United States Tel: (248) 524-5300 Fax: (248) 524-4674	Trade Payable	Unliquidated	\$544,828.90
50	CIRCUIT CONTROLS CORP Attn: Ms. Lisa Whatley, Senior Sales Manager 6801 Haggerty Road Canton, MI 48187 United States Tel: (734) 502-6993 Fax: (734) 983-2843	Trade Payable	Unliquidated	\$543,702.95

**DECLARATION UNDER PENALTY  
OF PERJURY ON BEHALF OF CORPORATION**

Pursuant to 28 U.S.C. § 1746, I, Matthew J. Simoncini, the duly qualified and elected Authorized Signatory of Lear Corporation, declare under penalty of perjury that I have reviewed the Consolidated List of Creditors Holding the 50 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Dated: July 7, 2009

*/s/ Matthew J. Simoncini*

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Matthew J. Simoncini

Authorized Signatory