

LEAR CORP
Form 10-Q
November 05, 2008

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 27, 2008.

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

(State or other jurisdiction of incorporation or organization)

13-3386776

(I.R.S. Employer Identification No.)

21557 Telegraph Road, Southfield, MI

(Address of principal executive offices)

48033

(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 such filing requirements for the past 90 days. Yes No
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of October 31, 2008, the number of shares outstanding of the registrant's common stock was 77,163,266 shares.

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FORM 10-Q
FOR THE QUARTER ENDED SEPTEMBER 27, 2008
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LEAR CORPORATION

PART I FINANCIAL INFORMATION

ITEM 1 CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

INTRODUCTION TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

We have prepared the condensed consolidated financial statements of Lear Corporation and subsidiaries, 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 accounting principles generally accepted in the United States have been condensed or omitted pursuant to such rules and regulations. We believe 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 our Annual Report on Form 10-K/A, as filed with the Securities and Exchange Commission, for the year ended December 31, 2007.

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

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LEAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In millions, except share data)

	September 27, 2008 (Unaudited)	December 31, 2007
ASSETS		
<i>CURRENT ASSETS:</i>		
Cash and cash equivalents	\$ 523.2	\$ 601.3
Accounts receivable	1,985.8	2,147.6
Inventories	682.3	605.5
Other	452.0	363.6
Total current assets	3,643.3	3,718.0
<i>LONG-TERM ASSETS:</i>		
Property, plant and equipment, net	1,321.9	1,392.7
Goodwill, net	2,052.4	2,054.0
Other	637.8	635.7
Total long-term assets	4,012.1	4,082.4
	\$ 7,655.4	\$ 7,800.4
LIABILITIES AND STOCKHOLDERS EQUITY		
<i>CURRENT LIABILITIES:</i>		
Short-term borrowings	\$ 30.8	\$ 13.9
Accounts payable and drafts	2,240.0	2,263.8
Accrued liabilities	1,186.1	1,230.1
Current portion of long-term debt	11.8	96.1
Total current liabilities	3,468.7	3,603.9
<i>LONG-TERM LIABILITIES:</i>		
Long-term debt	2,297.3	2,344.6
Other	757.8	761.2
Total long-term liabilities	3,055.1	3,105.8
<i>STOCKHOLDERS EQUITY:</i>		
Common stock, \$0.01 par value, 150,000,000 shares authorized; 82,549,501 shares and 82,547,651 shares issued as of September 27, 2008 and December 31, 2007, respectively	0.8	0.8
Additional paid-in capital	1,382.0	1,373.3
Common stock held in treasury, 5,396,753 shares as of September 27, 2008, and 5,357,686 shares as of December 31, 2007, at cost	(189.3)	(194.5)

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Retained deficit	(130.5)	(116.5)
Accumulated other comprehensive income	68.6	27.6
Total stockholders' equity	1,131.6	1,090.7
	\$ 7,655.4	\$ 7,800.4

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

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LEAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited; in millions, except per share data)

	Three Months Ended		Nine Months Ended	
	September	September	September	September
	27,	29,	27,	29,
	2008	2007	2008	2007
Net sales	\$ 3,133.5	\$ 3,574.6	\$ 10,970.1	\$ 12,136.0
Cost of sales	3,004.8	3,307.3	10,284.2	11,220.2
Selling, general and administrative expenses	127.8	159.3	416.6	428.6
Divestiture of Interior business		(17.1)		7.8
Interest expense	46.5	47.5	139.5	150.3
Other expense, net	31.7	17.5	41.8	42.8
Income (loss) before provision for income taxes	(77.3)	60.1	88.0	286.3
Provision for income taxes	20.9	19.1	89.7	71.8
Net income (loss)	\$ (98.2)	\$ 41.0	\$ (1.7)	\$ 214.5
Basic net income (loss) per share	\$ (1.27)	\$ 0.53	\$ (0.02)	\$ 2.80
Diluted net income (loss) per share	\$ (1.27)	\$ 0.52	\$ (0.02)	\$ 2.74

The accompanying notes are an integral part of these condensed consolidated statements.

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LEAR CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited; in millions)

	Nine Months Ended	
	September	September
	27,	29,
	2008	2007
Cash Flows from Operating Activities:		
Net income (loss)	\$ (1.7)	\$ 214.5
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Divestiture of Interior business		7.8
Depreciation and amortization	227.5	220.9
Net change in recoverable customer engineering and tooling	(12.4)	23.6
Net change in working capital items	(145.6)	(89.7)
Net change in sold accounts receivable	133.7	(67.3)
Other, net	33.6	(0.3)
Net cash provided by operating activities	235.1	309.5
Cash Flows from Investing Activities:		
Additions to property, plant and equipment	(133.8)	(114.1)
Divestiture of Interior business		(48.3)
Other, net	(11.5)	(28.8)
Net cash used in investing activities	(145.3)	(191.2)
Cash Flows from Financing Activities:		
Primary credit facility repayments, net	(3.0)	(3.0)
Repayment of senior notes	(130.8)	
Other long-term debt repayments, net	(22.8)	(9.7)
Short-term debt repayments, net	(0.2)	(11.1)
Proceeds from exercise of stock options		7.4
Repurchase of common stock	(4.2)	
Decrease in drafts	(4.1)	(8.4)
Net cash used in financing activities	(165.1)	(24.8)
Effect of foreign currency translation	(2.8)	5.8
Net Change in Cash and Cash Equivalents	(78.1)	99.3
Cash and Cash Equivalents as of Beginning of Period	601.3	502.7

Cash and Cash Equivalents as of End of Period	\$ 523.2	\$ 602.0
Changes in Working Capital Items:		
Accounts receivable	\$ 99.8	\$ (338.2)
Inventories	(74.0)	(44.8)
Accounts payable	(78.6)	113.3
Accrued liabilities and other	(92.8)	180.0
Net change in working capital items	\$ (145.6)	\$ (89.7)
Supplementary Disclosure:		
Cash paid for interest	\$ 120.1	\$ 140.7
Cash paid for income taxes	\$ 82.0	\$ 74.7

The accompanying notes are an integral part of these condensed consolidated statements.

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LEAR CORPORATION AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(1) Basis of Presentation

The condensed consolidated financial statements include the accounts of Lear Corporation (Lear or the Parent), a Delaware corporation and the wholly owned and less than wholly owned subsidiaries controlled by Lear (collectively, the Company). In addition, Lear consolidates variable interest entities in which it bears a majority of the risk of the entities' potential losses or stands to gain from a majority of the entities' expected returns. Investments in affiliates in which Lear does not have control, but does have the ability to exercise significant influence over operating and financial policies, are accounted for under the equity method.

The Company and its affiliates design and manufacture complete automotive seat systems, electrical distribution systems and select electronic products. Through the first quarter of 2007, the Company also supplied automotive interior systems and components, including instrument panels and cockpit systems, headliners and overhead systems, door panels and flooring and acoustic systems (Note 2, Divestiture of Interior Business). The Company's main customers are automotive original equipment manufacturers. The Company operates facilities worldwide.

Certain amounts in the prior period's financial statements have been reclassified to conform to the presentation used in the quarter ended September 27, 2008.

(2) Divestiture of Interior Business

On March 31, 2007, the Company completed the transfer of substantially all of the assets of the Company's North American interior business (as well as its interests in two China joint ventures and \$27.4 million of cash) to International Automotive Components Group North America, Inc. and International Automotive Components Group North America, LLC (together, IAC North America). In connection with this transaction, the Company recorded a loss on divestiture of interior business of \$611.5 million, of which \$4.6 million was recognized in 2007 (\$1.5 million in the first nine months of 2007) and \$606.9 million was recognized in 2006. The Company also recognized additional costs related to the divestiture, including \$7.5 million recorded as cost of sales and \$2.5 million recorded as selling, general and administrative expenses in the accompanying condensed consolidated statement of operations for the nine months ended September 29, 2007.

The divestiture of the Company's North American interior business substantially completed the disposition of the Company's interior business. In 2006, the Company completed the contribution of substantially all of its European interior business to International Automotive Components Group, LLC (IAC Europe), in exchange for a one-third equity interest in IAC Europe. In connection with this transaction, the Company recorded a loss on divestiture of interior business of \$35.2 million, of which \$6.1 million was recognized in 2007 (\$6.3 million in the first nine months of 2007) and \$29.1 million was recognized in 2006.

(3) Restructuring Activities

In 2005, the Company implemented a comprehensive restructuring strategy intended to (i) better align the Company's manufacturing capacity with the changing needs of its customers, (ii) eliminate excess capacity and lower the operating costs of the Company and (iii) streamline the Company's organizational structure and reposition its business for improved long-term profitability. In connection with these restructuring actions, the Company incurred pretax restructuring costs of \$350.9 million through 2007.

In 2008, the Company expects to incur restructuring and related manufacturing inefficiency costs of approximately \$150 million. In light of current industry conditions and recent customer announcements in North America, the Company expects restructuring and related investments of approximately \$100 million in 2009. Restructuring and related manufacturing inefficiency costs include employee termination benefits, asset impairment charges and contract termination costs, as well as other incremental costs resulting from the restructuring actions. These incremental costs principally include equipment and personnel relocation costs. The Company also expects to incur incremental manufacturing inefficiency costs at the operating locations impacted by the restructuring actions during the related restructuring implementation period. Restructuring costs are recognized in the Company's consolidated financial statements in accordance with accounting principles generally accepted in the United States. Generally, charges are recorded as elements of the restructuring strategy are finalized.

In connection with the Company's prior restructuring actions and current activities, the Company recorded restructuring charges of \$114.0 million in the first nine months of 2008, including \$96.1 million recorded as cost of sales, \$17.3 million recorded as selling, general and administrative expenses and \$0.6 million recorded as other expense, net. The 2008 charges consist of employee termination benefits of \$91.0 million, fixed asset impairment charges of \$4.5 million, contract termination costs of \$3.3 million and other related costs of \$15.2 million. Employee termination benefits were recorded based on existing union and employee contracts, statutory requirements and completed negotiations. Asset impairment charges relate to the disposal of machinery and equipment with carrying values of \$4.5 million in excess of related estimated fair values. Contract termination costs include lease cancellation costs of

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LEAR CORPORATION AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

\$1.0 million, pension benefit curtailment charges of \$2.5 million, a reduction in previously recorded repayments of various government-sponsored grants of (\$1.6) million and various other costs of \$1.4 million.

A summary of 2008 charges, excluding pension benefit curtailment charges of \$0.1 million, related to prior restructuring actions is shown below (in millions):

	Accrual as of December 31, 2007	2008 Charges	Utilization		Accrual as of September 27, 2008
			Cash	Non-cash	
Employee termination benefits	\$ 68.7	\$ 21.9	\$ (66.4)	\$	\$ 24.2
Asset impairments		3.4		(3.4)	
Contract termination costs (credits)	5.9	(0.5)			5.4
Other related costs		9.8	(9.8)		
Total	\$ 74.6	\$ 34.6	\$ (76.2)	\$ (3.4)	\$ 29.6

A summary of 2008 charges, excluding pension benefit curtailment charges of \$2.4 million, related to 2008 activities is shown below (in millions):

	2008 Charges	Utilization		Accrual as of September 27, 2008
		Cash	Non-cash	
Employee termination benefits	\$ 69.1	\$ (41.2)	\$	\$ 27.9
Asset impairments	1.1		(1.1)	
Contract termination costs	1.3	(0.1)		1.2
Other related costs	5.4	(5.4)		
Total	\$ 76.9	\$ (46.7)	\$ (1.1)	\$ 29.1

(4) Inventories

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

	September 27, 2008	December 31, 2007
Raw materials	\$ 498.6	\$ 463.9
Work-in-process	43.0	37.5
Finished goods	140.7	104.1
Inventories	\$ 682.3	\$ 605.5

(5) Property, Plant and Equipment

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

	September 27, 2008	December 31, 2007
Land	\$ 147.0	\$ 138.8
Buildings and improvements	639.2	619.9
Machinery and equipment	2,139.6	2,055.2
Construction in progress	5.2	6.9
Total property, plant and equipment	2,931.0	2,820.8
Less accumulated depreciation	(1,609.1)	(1,428.1)
Net property, plant and equipment	\$ 1,321.9	\$ 1,392.7

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LEAR CORPORATION AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

Depreciation expense was \$74.3 million and \$69.3 million in the three months ended September 27, 2008 and September 29, 2007, respectively, and \$223.4 million and \$217.0 million in the nine months ended September 27, 2008 and September 29, 2007, respectively.

Costs associated with the repair and maintenance of the Company's property, plant and equipment are expensed as incurred. Costs associated with improvements which extend the life, increase the capacity or improve the efficiency or safety of the Company's property, plant and equipment are capitalized and depreciated over the remaining life of the related asset.

(6) Goodwill

A summary of the changes in the carrying amount of goodwill, by reportable operating segment, for the nine months ended September 27, 2008, is shown below (in millions):

	Seating	Electrical and Electronic	Total
Balance as of January 1, 2008	\$ 1,097.5	\$ 956.5	\$ 2,054.0
Foreign currency translation and other	7.5	(9.1)	(1.6)
Balance as of September 27, 2008	\$ 1,105.0	\$ 947.4	\$ 2,052.4

(7) Long-Term Debt

A summary of long-term debt and the related weighted average interest rates, including the effect of hedging activities described in Note 17, Financial Instruments, is shown below (in millions):

	September 27, 2008		December 31, 2007	
	Weighted Average		Weighted Average	
	Long-Term Debt	Interest Rate	Long-Term Debt	Interest Rate
Primary Credit Facility	\$ 988.0	6.60%	\$ 991.0	7.61%
8.50% Senior Notes, due 2013	300.0	8.50%	300.0	8.50%
8.75% Senior Notes, due 2016	600.0	8.75%	600.0	8.75%
5.75% Senior Notes, due 2014	399.5	5.64%	399.4	5.64%
8.125% Euro-denominated Senior Notes, due 2008		N/A	81.0	8.125%
8.11% Senior Notes, due 2009		N/A	41.4	8.11%
Zero-coupon Convertible Senior Notes, due 2022	0.8	4.75%	0.8	4.75%
Other	20.8	6.44%	27.1	7.04%
	2,309.1		2,440.7	
Current portion	(11.8)		(96.1)	
Long-term debt	\$ 2,297.3		\$ 2,344.6	

Primary Credit Facility

On July 3, 2008, the Company amended its existing primary credit facility (amended primary credit facility) to, among other things, extend certain of the revolving credit commitments thereunder from March 23, 2010 to January 31, 2012. The extension was offered to each revolving lender, and lenders consenting to the amendment had their revolving credit commitments reduced by 33.33% on July 11, 2008. After giving effect to the amendment, the Company had outstanding approximately \$1.3 billion of revolving credit commitments, \$467.5 million of which mature on March 23, 2010, and \$821.7 million of which mature on January 31, 2012. The amended primary credit facility provides for multicurrency borrowings in a maximum aggregate amount of \$400 million, Canadian borrowings in a maximum aggregate amount of \$100 million and swing-line borrowings in a maximum aggregate amount of \$200 million, the commitments for which are part of the aggregate amended revolving credit commitments. The amendment had no effect on the Company's \$1.0 billion term loan facility issued under the prior primary credit facility, which continues to have a maturity date of April 25, 2012. As of September 27, 2008 and December 31, 2007, the Company had \$988.0 million and \$991.0 million, respectively, in borrowings outstanding under the term loan facility, with no additional availability, and there were no amounts outstanding under the revolving credit facility. In October 2008, the Company elected to borrow \$400 million under the revolving credit facility to protect against possible short-term disruptions in the credit markets.

The Company's obligations under the amended primary credit facility are secured by a pledge of all or a portion of the capital stock of certain of its subsidiaries, including substantially all of its first-tier subsidiaries, and are partially secured by a security interest in the Company's assets and the assets of certain of its domestic subsidiaries. In addition, the Company's obligations under the amended

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LEAR CORPORATION AND SUBSIDIARIES
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(Continued)

primary credit facility are guaranteed, on a joint and several basis, by certain of its subsidiaries, all of which are directly or indirectly 100% owned by the Company.

The amended primary credit facility contains certain affirmative and negative covenants, including (i) limitations on fundamental changes involving the Company or its subsidiaries, asset sales and restricted payments, (ii) a limitation on indebtedness with a maturity shorter than the term loan facility, (iii) a limitation on aggregate subsidiary indebtedness to an amount which is no more than 5% of consolidated total assets, (iv) a limitation on aggregate secured indebtedness to an amount which is no more than \$100 million and (v) requirements that the Company maintains a leverage coverage ratio of not more than 3.50 to 1, as of September 27, 2008, with decreases over time and an interest coverage ratio of not less than 2.75 to 1, as of September 27, 2008, with increases over time. As of December 31, 2008, the required leverage coverage ratio covenant will decrease to 3.25 to 1 and the required interest coverage ratio covenant will increase to 3.00 to 1. The amended primary credit facility also contains customary events of default, including an event of default triggered by a change of control of the Company.

The leverage and interest coverage ratios, as well as the related components of their computation, are defined in the amended primary credit facility. The leverage coverage ratio is calculated as the ratio of consolidated indebtedness to the credit facility-operating earnings measure. For the purpose of the covenant calculation, (i) consolidated indebtedness is generally defined as reported debt, net of cash and cash equivalents up to \$700 million and certain secured borrowings and excluding transactions related to the Company's asset-backed securitization and factoring facilities and (ii) the credit facility-operating earnings measure is generally defined as net income (loss) excluding income taxes, interest expense, depreciation and amortization expense, other income and expense, minority interests in income of subsidiaries in excess of net equity earnings in affiliates, certain historical restructuring and other non-recurring charges, extraordinary gains and losses and other specified non-cash items. The credit facility-operating earnings measure is a non-GAAP financial measure that is presented not as a measure of operating results but rather as a measure used to determine covenant compliance under the Company's amended primary credit facility. The interest coverage ratio is calculated as the ratio of the credit facility-operating earnings measure to consolidated interest expense. For the purpose of the covenant calculation, consolidated interest expense is generally defined as interest expense plus any discounts or expenses related to the Company's asset-backed securitization facility less amortization of deferred financing fees, interest income and bank facility and other fees. As of September 27, 2008, the Company was in compliance with all covenants set forth in its amended primary credit facility. The Company's leverage and interest coverage ratios were 2.5 to 1 and 4.1 to 1, respectively.

Reconciliations of (i) consolidated indebtedness to reported debt, (ii) the credit facility-operating earnings measure to income (loss) before provision for income taxes and (iii) consolidated interest expense to reported interest expense are shown below (in millions):

	September 27, 2008		
Consolidated indebtedness	\$ 1,799.1		
Certain secured borrowings	17.6		
Cash and cash equivalents (subject to \$700 million limitation)	523.2		
Reported debt	\$ 2,339.9		
		Three Months Ended	Nine Months Ended

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	September 27, 2008	September 27, 2008
Credit facility-operating earnings measure	\$ 87.9	\$ 531.6
Depreciation and amortization	(75.6)	(227.5)
Consolidated interest expense	(41.5)	(127.9)
Other expense, net (excluding certain amounts related to the asset-backed securitization facility)	(31.7)	(41.5)
Non-cash asset impairment charges	(1.2)	(4.5)
Non-cash stock-based compensation expense	(5.7)	(15.3)
Other postretirement net periodic benefit cost	(6.1)	(18.4)
License fees	(0.2)	(1.0)
Amortization of deferred financing fees	(3.2)	(7.5)
Income (loss) before provision for income taxes	\$ (77.3)	\$ 88.0

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LEAR CORPORATION AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

	Three Months Ended September 27, 2008	Nine Months Ended September 27, 2008
Consolidated interest expense	\$ 41.5	\$ 127.9
Certain amounts related to the asset-backed securitization facility		(0.3)
Amortization of deferred financing fees	3.2	7.5
Bank facility and other fees	1.8	4.4
Reported interest expense	\$ 46.5	\$ 139.5

Senior Notes

All of the Company's senior notes are guaranteed by the same subsidiaries that guarantee its amended primary credit facility. In the event that any such subsidiary ceases to be a guarantor under the amended primary credit facility, such subsidiary will be released as a guarantor of the senior notes. The Company's obligations under the senior notes are not secured by the pledge of the assets or capital stock of any of its subsidiaries.

With the exception of the Company's zero-coupon convertible senior notes, the Company's senior notes contain covenants restricting the ability of the Company and its subsidiaries to incur liens and to enter into sale and leaseback transactions. As of September 27, 2008, the Company was in compliance with all covenants and other requirements set forth in its senior notes.

The senior notes due 2013 and 2016 (having an aggregate principal amount outstanding of \$900 million as of September 27, 2008) provide holders of the notes the right to require the Company to repurchase all or any part of their notes at a purchase price equal to 101% of the principal amount, plus accrued and unpaid interest, upon a change of control (as defined in the indenture governing the notes). The indentures governing the Company's other senior notes do not contain a change of control repurchase obligation.

The Company repaid \$55.6 million (\$87.0 million) aggregate principal amount of senior notes on April 1, 2008, the maturity date. In connection with the amendment of its primary credit facility discussed above, on August 4, 2008, the Company redeemed its senior notes due 2009, with an aggregate principal amount of \$41.4 million, for a purchase price of \$43.8 million, including fees and accrued interest. The Company recognized a loss on the extinguishment of the 2009 notes of \$1.7 million, which is included in other expense, net in the condensed consolidated statements of operations for the three and nine months ended September 27, 2008.

(8) Pension and Other Postretirement Benefit Plans*Net Periodic Benefit Cost*

The components of the Company's net periodic benefit (gain) cost are shown below (in millions):

	Pension		Other Postretirement	
	Three Months Ended		Three Months Ended	
	September	September	September	September
	27,	29,	27,	29,
	2008	2007	2008	2007
Service cost	\$ 4.1	\$ 6.2	\$ 1.8	\$ 2.7
Interest cost	12.9	14.5	4.0	3.9
Expected return on plan assets	(14.8)	(15.9)		
Amortization of actuarial loss	0.1	0.9	0.8	0.9

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Amortization of transition obligation			0.2	0.2
Amortization of prior service (credit) cost	1.8	1.2	(0.9)	(0.9)
Special termination benefits			0.2	0.1
Curtailement loss, net	1.6	0.5		
Net periodic benefit cost	\$ 5.7	\$ 7.4	\$ 6.1	\$ 6.9

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LEAR CORPORATION AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

	Pension		Other Postretirement	
	Nine Months Ended		Nine Months Ended	
	September	September	September	September
	27,	29,	27,	29,
	2008	2007	2008	2007
Service cost	\$ 12.8	\$ 20.0	\$ 5.8	\$ 8.2
Interest cost	37.4	32.2	11.7	11.3
Expected return on plan assets	(42.6)	(33.6)		
Amortization of actuarial loss	0.3	2.4	2.6	3.2
Amortization of transition (asset) obligation	(0.1)	(0.1)	0.6	0.7
Amortization of prior service (credit) cost	5.3	3.5	(2.7)	(2.7)
Special termination benefits	2.8	4.8	0.4	1.0
Settlement loss	1.0			
Curtailment (gain) loss, net	2.6	(32.2)		(13.2)
Net periodic benefit (gain) cost	\$ 19.5	\$ (3.0)	\$ 18.4	\$ 8.5

In the first quarter of 2007, the Company recorded a pension plan curtailment gain of \$36.4 million and an other postretirement benefit plan curtailment gain of \$14.7 million. The pension plan curtailment gain resulted from the suspension of the accrual of defined benefits related to the Company's U.S. salaried defined benefit pension plan as the Company elected to freeze its U.S. salaried defined benefit pension plan effective December 31, 2006. The other postretirement benefit plan curtailment gain resulted from employee terminations associated with a facility closure in 2006. As both curtailment gains were incurred subsequent to the Company's defined benefit plan measurement date of September 30, 2006, they were recorded in 2007.

Contributions

Employer contributions to the Company's domestic and foreign pension plans for the nine months ended September 27, 2008, were approximately \$20.8 million, in aggregate. The Company expects to contribute an additional \$10 million, in aggregate, to its domestic and foreign pension plans in 2008.

Effective January 1, 2007, the Company established a new defined contribution retirement program for its salaried employees in conjunction with the freeze of its U.S. salaried defined benefit pension plan. Contributions to this program are determined as a percentage of each covered employee's eligible compensation and are expected to be approximately \$12 million in 2008.

Adoption of Accounting Pronouncements

Statement of Financial Accounting Standards (SFAS) No. 158, Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans—an amendment of FASB Statements No. 87, 88, 106 and 132(R), requires the measurement of defined benefit plan assets and liabilities as of the annual balance sheet date beginning in the fiscal period ending after December 15, 2008. In previous years, the Company measured its plan assets and liabilities using an early measurement date of September 30, as allowed by the original provisions of SFAS No. 87, Employers' Accounting for Pensions, and SFAS No. 106, Employers' Accounting for Postretirement Benefits Other Than Pensions. In the first quarter of 2008, the required adjustment to recognize the net periodic benefit cost for the transition period from October 1, 2007 to December 31, 2007, was determined using the 15-month measurement approach. Under this approach, the net periodic benefit cost was determined for the period from October 1, 2007 to December 31, 2008, and the adjustment for the transition period was calculated on a pro-rata basis. The Company recorded an after-tax transition adjustment of \$7.0 million as an increase to beginning retained deficit, \$1.0 million as

an increase to accumulated other comprehensive income and \$6.0 million as an increase to the net pension and other postretirement liability related accounts in the accompanying condensed consolidated balance sheet as of September 27, 2008.

The Emerging Issues Task Force (EITF) issued EITF Issue No. 06-4, Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements. EITF 06-4 requires the recognition of a liability, in accordance with SFAS No. 106, for endorsement split-dollar life insurance arrangements that provide postretirement benefits. This EITF is effective for the fiscal period beginning after December 15, 2007. In accordance with the EITF's transition provisions, the Company recorded \$5.3 million as a cumulative effect of a change in accounting principle as of January 1, 2008. The cumulative effect adjustment was recorded as an increase to beginning retained deficit and an increase to other long-term liabilities in the accompanying condensed consolidated balance sheet as of September 27, 2008. In addition, the Company expects to record additional postretirement benefit expenses of \$0.3 million in 2008 associated with the adoption of this EITF.

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(9) Cost of Sales and Selling, General and Administrative Expenses

Cost of sales includes material, labor and overhead costs associated with the manufacture and distribution of the Company's products. Distribution costs include inbound freight costs, purchasing and receiving costs, inspection costs, warehousing costs and other costs of the Company's distribution network. Selling, general and administrative expenses include selling, research and development and administrative costs not directly associated with the manufacture and distribution of the Company's products.

(10) Other Expense, Net

Other expense, net includes non-income related taxes, foreign exchange gains and losses, discounts and expenses associated with the Company's asset-backed securitization and factoring facilities, gains and losses related to derivative instruments and hedging activities, minority interests in consolidated subsidiaries, equity in net income (loss) of affiliates, gains and losses on the sales of assets and other miscellaneous income and expense. A summary of other expense, net is shown below (in millions):

	Three Months Ended		Nine Months Ended	
	September	September	September	September
	27,	29,	27,	29,
	2008	2007	2008	2007
Other expense	\$ 32.2	\$ 18.0	\$ 54.5	\$ 58.3
Other income	(0.5)	(0.5)	(12.7)	(15.5)
Other expense, net	\$ 31.7	\$ 17.5	\$ 41.8	\$ 42.8

For the three months ended September 27, 2008, other expense includes minority interests in consolidated subsidiaries of \$5.8 million, foreign exchange losses of \$4.3 million and losses related to derivative instruments and hedging activities of \$4.1 million. For the three months ended September 29, 2007, other expense includes minority interests in consolidated subsidiaries of \$6.4 million. For the nine months ended September 27, 2008, other expense includes minority interests in consolidated subsidiaries of \$16.3 million and foreign exchange losses of \$12.4 million. For the nine months ended September 29, 2007, other expense includes minority interests in consolidated subsidiaries of \$19.8 million and a loss related to the acquisition of the minority interest in a consolidated subsidiary of \$3.9 million. In addition, a loss on the extinguishment of debt of \$1.7 million is reflected in other expense for the three and nine months ended September 27, 2008. For the nine months ended September 27, 2008 and September 29, 2007, other income includes equity in net income of affiliates of \$6.8 million and \$12.0 million, respectively.

(11) Income Taxes

The provision for income taxes was \$20.9 million and \$19.1 million in the three months ended September 27, 2008 and September 29, 2007, respectively, and \$89.7 million and \$71.8 million in the nine months ended September 27, 2008 and September 29, 2007, respectively. The effective tax rate was negative 27.0% and 31.8% for the three months ended September 27, 2008 and September 29, 2007, respectively, and 101.9% and 25.1% for the nine months ended September 27, 2008 and September 29, 2007, respectively.

The provision for income taxes in the first nine months of 2008 was impacted by a portion of the Company's restructuring charges, for which no tax benefit was provided as the charges were incurred in certain countries for which no tax benefit is likely to be realized due to a history of operating losses in those countries. The provision was also impacted by a tax benefit of \$8.7 million, including interest, related to a reduction in recorded tax reserves, a tax benefit of \$17.5 million related to the reversal of a valuation allowance in a European subsidiary and tax expense of \$22.2 million related to the establishment of a valuation allowance in another European subsidiary. Excluding these items, the effective tax rate in the first nine months of 2008 approximated the U.S. federal statutory income tax rate of

35% adjusted for income taxes on foreign earnings, losses and remittances, foreign and U.S. valuation allowances, tax credits, income tax incentives and other permanent items.

The provision for income taxes in the first nine months of 2007 was impacted by costs of \$17.8 million related to the divestiture of the Company's interior business, a significant portion of which provided no tax benefit as they were incurred in the United States. The provision was also impacted by a portion of the Company's restructuring charges and costs related to an Agreement and Plan of Merger, as amended (the "AREP merger agreement"), with AREP Car Holdings Corp. and AREP Car Acquisition Corp. (subsequently terminated in the third quarter of 2007), for which no tax benefit was provided as the charges were incurred in certain countries for which no tax benefit is likely to be realized due to a history of operating losses in those countries. This was offset by the impact of the U.S. salaried pension plan curtailment gain of \$36.4 million, for which no tax expense was provided as it was incurred in the United States, the impact of a tax benefit of \$12.5 million related to a reversal of a valuation allowance in a European subsidiary and the impact of a tax benefit of \$17.4 million related to a tax rate change in Germany.

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Further, the Company's current and future provision for income taxes is significantly impacted by the initial recognition of and changes in valuation allowances in certain countries, particularly the United States. The Company intends to maintain these allowances until it is more likely than not that the deferred tax assets will be realized. The Company's future income tax expense will include no tax benefit with respect to losses incurred and no tax expense with respect to income generated in these countries until the respective valuation allowance is eliminated.

Accordingly, income taxes are impacted by the U.S. and foreign valuation allowances and the mix of earnings among jurisdictions.

The Company operates in multiple jurisdictions throughout the world, and its tax returns are periodically audited or subject to review by both domestic and foreign tax authorities. As a result of the conclusion of current examinations and the expiration of the statute of limitations, the Company decreased the amount of its unrecognized tax benefits by \$32.9 million, of which \$5.9 million impacted the effective tax rate in the three and nine months ended September 27, 2008. During the next twelve months, it is reasonably possible that, as a result of audit settlements, the conclusion of current examinations and the expiration of the statute of limitations in several jurisdictions, the Company could decrease the amount of its gross unrecognized tax benefits by \$13.8 million, of which \$11.0 million, if recognized, would impact the Company's effective tax rate. The gross unrecognized tax benefits subject to potential decrease involve issues related to transfer pricing, tax credits and various other tax items in several jurisdictions.

(12) Net Income (Loss) Per Share

Basic net income (loss) per share is computed using the weighted average common shares outstanding during the period. Diluted net income (loss) per share includes the dilutive effect of common stock equivalents using the average share price during the period, as well as the dilutive effect of shares issuable upon conversion of the Company's outstanding zero-coupon convertible senior notes. A summary of shares outstanding is shown below:

	Three Months Ended		Nine Months Ended	
	September 27, 2008	September 29, 2007	September 27, 2008	September 29, 2007
Weighted average common shares outstanding	77,158,605	77,025,618	77,230,170	76,706,904
Dilutive effect of common stock equivalents		1,409,647		1,499,172
Diluted shares outstanding	77,158,605	78,435,265	77,230,170	78,206,076

The shares issuable upon conversion of the Company's outstanding zero-coupon convertible debt and the effect of certain common stock equivalents, including options, restricted stock units, performance units and stock appreciation rights, were excluded from the computation of diluted shares outstanding for the three and nine months ended September 27, 2008 and September 29, 2007, as inclusion would have resulted in antidilution. A summary of these options and their exercise prices, as well as these restricted stock units, performance units and stock appreciation rights, is shown below:

	Three Months Ended				Nine Months Ended			
	September 27, 2008		September 29, 2007		September 27, 2008		September 29, 2007	
Options								
Antidilutive options	1,302,730		1,826,280		1,302,730		1,826,280	
Exercise price	\$ 22.12	\$ 55.33	\$ 35.93	\$ 55.33	\$ 22.12	\$ 55.33	\$ 35.93	\$ 55.33

Restricted stock units	1,455,475		1,455,475	
Performance units	193,952		193,952	
Stock appreciation rights	1,969,280	639,765	1,969,280	639,765

(13) Comprehensive Income (Loss)

Comprehensive income (loss) is defined as all changes in the Company's net assets except changes resulting from transactions with stockholders. It differs from net income (loss) in that certain items currently recorded in equity are included in comprehensive income (loss). A summary of comprehensive income (loss) is shown below (in millions):

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	Three Months Ended		Nine Months Ended	
	September	September	September	September
	27,	29,	27,	29,
	2008	2007	2008	2007
Net income (loss)	\$ (98.2)	\$ 41.0	\$ (1.7)	\$ 214.5
Other comprehensive income (loss):				
Derivative instruments and hedging activities	(13.6)	(9.7)	1.6	(7.5)
Defined benefit plan adjustments	3.5	2.6	9.5	8.0
Foreign currency translation adjustment	(62.8)	46.0	28.9	57.4
Other comprehensive income (loss)	(72.9)	38.9	40.0	57.9
Comprehensive income (loss)	\$ (171.1)	\$ 79.9	\$ 38.3	\$ 272.4

(14) Pre-Production Costs Related to Long-Term Supply Agreements

The Company incurs pre-production engineering, research and development (ER&D) and tooling costs related to the products produced for its customers under long-term supply agreements. The Company expenses all pre-production ER&D costs for which reimbursement is not contractually guaranteed by the customer. In addition, the Company expenses all pre-production tooling costs related to customer-owned tools for which reimbursement is not contractually guaranteed by the customer or for which the customer has not provided a non-cancelable right to use the tooling. During the first nine months of 2008 and 2007, the Company capitalized \$101.9 million and \$72.4 million, respectively, of pre-production ER&D costs for which reimbursement is contractually guaranteed by the customer. In addition, during the first nine months of 2008 and 2007, the Company capitalized \$107.9 million and \$131.0 million, respectively, of pre-production tooling costs related to customer-owned tools for which reimbursement is contractually guaranteed by the customer or for which the customer has provided a non-cancelable right to use the tooling. These amounts are included in other current and long-term assets in the accompanying condensed consolidated balance sheets. During the nine months ended September 27, 2008 and September 29, 2007, the Company collected \$212.6 million and \$224.5 million, respectively, of cash related to ER&D and tooling costs. During the first nine months of 2008 and 2007, the Company did not capitalize any Company-owned tooling. Amounts capitalized as Company-owned tooling are included in property, plant and equipment, net in the accompanying condensed consolidated balance sheets.

The classification of recoverable customer engineering and tooling is shown below (in millions):

	September	December
	27,	31,
	2008	2007
Current	\$ 90.2	\$ 73.0
Long-term	90.1	94.5
Recoverable customer engineering and tooling	\$ 180.3	\$ 167.5

Gains and losses related to ER&D and tooling projects are reviewed on an aggregated program basis. Net gains on projects are deferred and recognized over the life of the long-term supply agreement. Net losses on projects are

recognized as costs are incurred.

(15) Legal and Other Contingencies

As of September 27, 2008 and December 31, 2007, the Company had recorded reserves for pending legal disputes, including commercial disputes and other matters, of \$30.9 million and \$37.5 million, respectively. Such reserves reflect amounts recognized in accordance with accounting principles generally accepted in the United States and typically exclude the cost of legal representation. Product warranty liabilities are recorded separately from legal liabilities, as described below.

Commercial Disputes

The Company is involved from time to time in legal proceedings and claims, including, without limitation, commercial or contractual disputes with its suppliers, competitors and customers. These disputes vary in nature and are usually resolved by negotiations between the parties.

On January 26, 2004, the Company filed a patent infringement lawsuit against Johnson Controls Inc. and Johnson Controls Interiors LLC (together, JCI) in the U.S. District Court for the Eastern District of Michigan alleging that JCI s garage door opener products

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infringed certain of the Company's radio frequency transmitter patents. The Company is seeking a declaration that JCI infringes its patents, to enjoin JCI from further infringing those patents by making, selling or offering to sell its garage door opener products and an award of compensatory damages, attorney fees and costs. JCI counterclaimed seeking a declaratory judgment that the subject patents are invalid and unenforceable, and that JCI is not infringing these patents and an award of attorney fees and costs. JCI also has filed motions for summary judgment asserting that its garage door opener products do not infringe the Company's patents and that one of the Company's patents is invalid and unenforceable. The Company is pursuing its claims against JCI. On November 2, 2007, the court issued an opinion and order granting, in part, and denying, in part, JCI's motion for summary judgment on one of the Company's patents. The court found that JCI's product does not literally infringe the patent, however, there are issues of fact that precluded a finding as to whether JCI's product infringes under the doctrine of equivalents. The court also ruled that one of the claims the Company has asserted is invalid. Finally, the court denied JCI's motion to hold the patent unenforceable. The opinion and order does not address the other two patents involved in the lawsuit and JCI's motion for summary judgment has not yet been subject to a court hearing. On May 22, 2008, JCI filed a motion seeking reconsideration of the court's ruling of November 2, 2007. On June 9, 2008, the Company filed its opposition to this motion and, on June 23, 2008, JCI filed its reply brief. A trial date has not been scheduled.

On June 13, 2005, The Chamberlain Group (Chamberlain) filed a lawsuit against the Company and Ford Motor Company (Ford) in the Northern District of Illinois alleging patent infringement. Two counts were asserted against the Company and Ford based upon two Chamberlain rolling-code garage door opener system patents. Two additional counts were asserted against Ford only (not the Company) based upon different Chamberlain patents. The Chamberlain lawsuit was filed in connection with the marketing of the Company's universal garage door opener system, which competes with a product offered by JCI. JCI obtained technology from Chamberlain to operate its product. In October 2005, Chamberlain filed an amended complaint and joined JCI as a plaintiff. The Company answered and filed a counterclaim seeking a declaration that the patents were not infringed and were invalid, as well as attorney fees and costs. In October 2006, Ford was dismissed from the suit. Chamberlain and JCI seek a declaration that the Company infringes Chamberlain's patents and an order enjoining the Company from making, selling or attempting to sell products which, they allege, infringe Chamberlain's patents, as well as compensatory damages and attorney fees and costs. JCI and Chamberlain filed a motion for a preliminary injunction, and on March 30, 2007, the court issued a decision granting plaintiffs' motion for a preliminary injunction but did not enter an injunction at that time. In response, the Company filed a motion seeking to stay the effectiveness of any injunction that may be entered and General Motors Corporation (GM) moved to intervene. On April 25, 2007, the court granted GM's motion to intervene, entered a preliminary injunction order that exempts the Company's existing GM programs and denied the Company's motion to stay the effectiveness of the preliminary injunction order pending appeal. On April 27, 2007, the Company filed its notice of appeal from the granting of the preliminary injunction and the denial of its motion to stay its effectiveness. On May 7, 2007, the Company filed a motion for stay with the Federal Circuit Court of Appeals, which the court denied on June 6, 2007. On February 19, 2008, the Federal Circuit Court of Appeals issued a decision in the Company's favor that vacated the preliminary injunction and reversed the district court's interpretation of a key claim term. A petition by JCI for a rehearing on the matter was denied on April 10, 2008. The case is now remanded to the district court. The Company has moved for summary judgment, and limited discovery on the Company's motion occurred in July and August 2008. On August 18, 2008 and August 15, 2008, respectively, Chamberlain and JCI moved to extend the briefing schedule and to compel additional discovery from the Company. The court extended the briefing schedule. The parties are awaiting a ruling by the district court on the motion to compel discovery and the Company's motion for summary judgment. On August 12, 2008, a new patent was issued to Chamberlain relating to the same technology as the patents disputed in this lawsuit. On August 19, 2008, JCI and Chamberlain filed a second amended complaint against the Company alleging patent infringement with respect to the new patent and seeking the same types of relief. The Company has filed an answer and counterclaim seeking a declaration that its products are non-infringing and that the new patent is invalid and unenforceable due to inequitable conduct, as well as attorney fees

and costs. The Company intends to continue to vigorously defend this matter.

On September 12, 2008, a consultant that the Company retained filed an arbitration action against the Company seeking royalties under the parties' Joint Development Agreement (JDA) for the Company's sales of its garage door opener products. The Company denies that it owes the consultant any royalty payments under the JDA. No dates have been set in this matter, and the Company intends to vigorously defend this matter.

Product Liability Matters

In the event that use of the Company's products results in, or is alleged to result in, bodily injury and/or property damage or other losses, the Company may be subject to product liability lawsuits and other claims. Such lawsuits generally seek compensatory damages, punitive damages and attorney fees and costs. In addition, the Company is a party to warranty-sharing and other agreements with its customers relating to its products. These customers may pursue claims against the Company for contribution of all or a

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portion of the amounts sought in connection with product liability and warranty claims. The Company can provide no assurances that it will not experience material claims in the future or that it will not incur significant costs to defend such claims. In addition, if any of the Company's products are, or are alleged to be, defective, the Company may be required or requested by its customers to participate in a recall or other corrective action involving such products. Certain of the Company's customers have asserted claims against the Company for costs related to recalls or other corrective actions involving its products. In certain instances, the allegedly defective products were supplied by tier II suppliers against whom the Company has sought or will seek contribution. The Company carries insurance for certain legal matters, including product liability claims, but such coverage may be limited. The Company does not maintain insurance for product warranty or recall matters.

The Company records product warranty liabilities based on its individual customer agreements. Product warranty liabilities are recorded for known warranty issues when amounts related to such issues are probable and reasonably estimable. In certain product liability and warranty matters, the Company may seek recovery from its suppliers that supply materials or services included within the Company's products that are associated with the related claims. A summary of the changes in product warranty liabilities for the nine months ended September 27, 2008, is shown below (in millions):

Balance as of January 1, 2008	\$ 40.7
Expense, net	1.1
Settlements	(10.1)
Foreign currency translation and other	0.2
Balance as of September 27, 2008	\$ 31.9

Environmental Matters

The Company is subject to local, state, federal and foreign laws, regulations and ordinances which govern activities or operations that may have adverse environmental effects and which impose liability for clean-up costs resulting from past spills, disposals or other releases of hazardous wastes and environmental compliance. The Company's policy is to comply with all applicable environmental laws and to maintain an environmental management program based on ISO 14001 to ensure compliance. However, the Company currently is, has been and in the future may become the subject of formal or informal enforcement actions or procedures.

The Company has been named as a potentially responsible party at several third-party landfill sites and is engaged in the cleanup of hazardous waste at certain sites owned, leased or operated by the Company, including several properties acquired in its 1999 acquisition of UT Automotive, Inc. ("UT Automotive"). Certain present and former properties of UT Automotive are subject to environmental liabilities which may be significant. The Company obtained agreements and indemnities with respect to certain environmental liabilities from United Technologies Corporation ("UTC") in connection with its acquisition of UT Automotive. UTC manages and directly funds these environmental liabilities pursuant to its agreements and indemnities with the Company.

As of September 27, 2008 and December 31, 2007, the Company had recorded reserves for environmental matters of \$2.9 million and \$2.7 million, respectively. While the Company does not believe that the environmental liabilities associated with its current and former properties will have a material adverse effect on its business, consolidated financial position, results of operations or cash flows, no assurances can be given in this regard.

Other Matters

In April 2006, a former employee of the Company filed a purported class action lawsuit in the U.S. District Court for the Eastern District of Michigan against the Company, members of its Board of Directors, members of its Employee Benefits Committee (the "EBC") and certain members of its human resources personnel alleging violations of the Employment Retirement Income Security Act ("ERISA") with respect to the Company's retirement savings plans for

salaried and hourly employees. In the second quarter of 2006, the Company was served with three additional purported class action ERISA lawsuits, each of which contained similar allegations against the Company, members of its Board of Directors, members of its EBC and certain members of its senior management and its human resources personnel. At the end of the second quarter of 2006, the court entered an order consolidating these four lawsuits as *In re: Lear Corp. ERISA Litigation*. During the third quarter of 2006, plaintiffs filed their consolidated complaint, which alleges breaches of fiduciary duties substantially similar to those alleged in the four individually filed lawsuits. The consolidated complaint continues to name certain current and former members of the Board of Directors and the EBC and certain members of senior management and adds certain other current and former members of the EBC. The consolidated complaint

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generally alleges that the defendants breached their fiduciary duties to plan participants in connection with the administration of the Company's retirement savings plans for salaried and hourly employees. The fiduciary duty claims are largely based on allegations of breaches of the fiduciary duties of prudence and loyalty and of over-concentration of plan assets in the Company's common stock. The plaintiffs purport to bring these claims on behalf of the plans and all persons who were participants in or beneficiaries of the plans from October 21, 2004, to the present. The consolidated complaint seeks a declaration that defendants breached their fiduciary duties and an order compelling defendants to restore to the plans all losses resulting from defendants' alleged breach of those duties, as well as actual damages, attorney fees and costs. The consolidated complaint does not specify the amount of damages sought. During the fourth quarter of 2006, the defendants filed a motion to dismiss all defendants and all counts in the consolidated complaint. During the second quarter of 2007, the court denied defendants' motion to dismiss and defendants' answer to the consolidated complaint was filed in August 2007. On August 8, 2007, the court ordered that discovery be completed by April 30, 2008. During the first quarter of 2008, the parties exchanged written discovery requests, the defendants filed with the court a motion to compel plaintiffs to provide more complete discovery responses, which was granted in part and denied in part, and the plaintiffs filed their motion for class certification. In mid-April 2008, the parties entered into an agreement to stay all matters pending mediation. The mediation took place on May 12, 2008, but did not result in a settlement of the matters. Defendants took the named plaintiffs' depositions in June 2008. Discovery closed on June 23, 2008, and defendants filed their opposition to plaintiffs' motion for class certification on July 7, 2008. On September 25, 2008, the parties informed the court that they had reached a settlement in principle. The parties currently are negotiating the terms of the full settlement agreement and class notification, court approval and other related filings.

Between February 9, 2007 and February 21, 2007, certain stockholders filed three purported class action lawsuits against the Company, certain members of the Company's Board of Directors and American Real Estate Partners, L.P. (currently known as Icahn Enterprises, L.P.) and certain of its affiliates (collectively, "AREP") in the Delaware Court of Chancery. On February 21, 2007, these lawsuits were consolidated into a single action. The amended complaint in the consolidated action generally alleges that the AREP merger agreement with AREP Car Holdings Corp. and AREP Car Acquisition Corp. (collectively the "AREP Entities") unfairly limited the process of selling the Company and that certain members of the Company's Board of Directors breached their fiduciary duties in connection with the AREP merger agreement and acted with conflicts of interest in approving the AREP merger agreement. The amended complaint in the consolidated action further alleges that Lear's preliminary and definitive proxy statements for the AREP merger agreement were misleading and incomplete, and that Lear's payments to AREP as a result of the termination of the AREP merger agreement constituted unjust enrichment and waste. The amended complaint seeks injunctive relief, compensatory damages and attorneys fees and costs. On February 23, 2007, the plaintiffs filed a motion for expedited proceedings and a motion to preliminarily enjoin the transactions contemplated by the AREP merger agreement. On March 27, 2007, the plaintiffs filed an amended complaint. On June 15, 2007, the Delaware court issued an order entering a limited injunction of Lear's planned shareholder vote on the AREP merger agreement until the Company made supplemental proxy disclosure. That supplemental proxy disclosure was approved by the Delaware court and made on June 18, 2007. On June 26, 2007, the Delaware court granted the plaintiffs' motion for leave to file a second amended complaint. On September 11, 2007, the plaintiffs filed a third amended complaint. On January 30, 2008, the Delaware court granted the plaintiffs' motion for leave to file a fourth amended complaint leaving only derivative claims against the Lear directors and AREP based on the payment by Lear to AREP of a termination fee pursuant to the AREP merger agreement. The derivative claims seek recovery of the termination fee, as well as attorney fees and costs. On March 14, 2008, the plaintiffs filed an interim petition for an award of fees and expenses related to the supplemental proxy disclosure. On April 14, 2008, the defendants filed a motion to dismiss the remaining claims in the fourth amended complaint. A hearing on both the defendants' motion to dismiss and the plaintiffs' interim fee petition was held on June 3, 2008. The Delaware court granted the plaintiffs' interim fee petition, awarding the plaintiffs \$800,000 in attorneys' fees and expenses, and the Company subsequently satisfied that order.

On September 2, 2008, the Delaware court issued a written ruling granting the defendants' motion to dismiss. The plaintiffs had until October 2, 2008, to appeal that ruling and did not file a notice of appeal.

Although the Company records reserves for legal disputes, product liability claims and environmental and other matters in accordance with SFAS No. 5, Accounting for Contingencies, the ultimate outcomes of these matters are inherently uncertain. Actual results may differ significantly from current estimates.

The Company is involved from time to time in various other legal proceedings and claims, including, without limitation, commercial and contractual disputes, intellectual property matters, personal injury claims, tax claims and employment matters. Although the outcome of any legal matter cannot be predicted with certainty, the Company does not believe that any of these other legal proceedings or claims in which the Company is currently involved, either individually or in the aggregate, will have a material adverse effect on its business, consolidated financial position, results of operations or cash flows.

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(16) Segment Reporting

Historically, the Company has had three reportable operating segments: seating, electrical and electronic and interior. The seating segment includes seat systems and components thereof. The electrical and electronic segment includes electrical distribution systems and electronic products, primarily wire harnesses, junction boxes, terminals and connectors and various electronic control modules, as well as audio sound systems and in-vehicle television and video entertainment systems. The interior segment, which has been divested, included instrument panels and cockpit systems, headliners and overhead systems, door panels, flooring and acoustic systems and other interior products (Note 2, Divestiture of Interior Business). The Other category includes unallocated costs related to corporate headquarters, geographic headquarters and the elimination of intercompany activities, none of which meets the requirements of being classified as an operating segment.

The Company evaluates the performance of its operating segments based primarily on (i) revenues from external customers, (ii) income (loss) before divestiture of Interior business, interest expense, other expense and provision for income taxes (segment earnings) and (iii) cash flows, being defined as segment earnings less capital expenditures plus depreciation and amortization. A summary of revenues from external customers and other financial information by reportable operating segment is shown below (in millions):

Three Months Ended September 27, 2008

	Seating	Electrical and Electronic	Other	Consolidated
Revenues from external customers	\$2,478.1	\$ 655.4	\$	\$3,133.5
Segment earnings	40.9	4.9	(44.9)	0.9
Depreciation and amortization	44.8	27.3	3.5	75.6
Capital expenditures	23.1	14.1	1.1	38.3
Total assets	4,222.7	2,266.5	1,166.2	7,655.4

Three Months Ended September 29, 2007

	Seating	Electrical and Electronic	Other	Consolidated
Revenues from external customers	\$2,881.4	\$ 693.2	\$	\$3,574.6
Segment earnings	181.2	4.0	(77.2)	108.0
Depreciation and amortization	41.8	25.6	3.3	70.7
Capital expenditures	29.7	14.7	1.4	45.8
Total assets	4,475.2	2,280.8	1,188.7	7,944.7

Nine Months Ended September 27, 2008

	Seating	Electrical and Electronic	Other	Consolidated
Revenues from external customers	\$8,655.4	\$2,314.7	\$	\$10,970.1
Segment earnings	354.2	71.4	(156.3)	269.3
Depreciation and amortization	133.5	83.2	10.8	227.5

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Capital expenditures	84.3	48.2	1.3	133.8
Total assets	4,222.7	2,266.5	1,166.2	7,655.4

Nine Months Ended September 29, 2007

**Electrical
and**

	Seating	Electronic	Interior	Other	Consolidated
Revenues from external customers	\$9,140.1	\$2,307.0	\$688.9	\$	\$12,136.0
Segment earnings	617.1	45.0	8.2	(183.1)	487.2
Depreciation and amortization	125.2	82.0	2.3	11.4	220.9
Capital expenditures	76.1	35.0	1.2	1.8	114.1
Total assets	4,475.2	2,280.8		1,188.7	7,944.7

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LEAR CORPORATION AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

For the three months ended September 27, 2008, segment earnings include restructuring charges of \$32.9 million, \$5.1 million and \$3.5 million in the seating and electrical and electronic segments and in the other category, respectively. For the nine months ended September 27, 2008, segment earnings include restructuring charges of \$85.6 million, \$18.1 million and \$9.7 million in the seating and electrical and electronic segments and in the other category, respectively. For the three months ended September 29, 2007, segment earnings include restructuring charges of \$19.0 million, \$6.5 million and \$8.0 million in the seating, electrical and electronic segments and in the other category, respectively. For the nine months ended September 29, 2007, segment earnings include restructuring charges of \$25.1 million, \$37.8 million, \$5.0 million and \$11.5 million in the seating, electrical and electronic and interior segments and in the other category, respectively (Note 3, Restructuring Activities).

A reconciliation of consolidated segment earnings to consolidated income (loss) before provision for income taxes is shown below (in millions):

	Three Months Ended		Nine Months Ended	
	September	September	September	September
	27,	29,	27,	29,
	2008	2007	2008	2007
Segment earnings	\$ 0.9	\$ 108.0	\$ 269.3	\$ 487.2
Divestiture of Interior business		(17.1)		7.8
Interest expense	46.5	47.5	139.5	150.3
Other expense, net	31.7	17.5	41.8	42.8
Income (loss) before provision for income taxes	\$ (77.3)	\$ 60.1	\$ 88.0	\$ 286.3