LEAR CORP
Form 424B5
March 22, 2010

Table of Contents

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Filed Pursuant to Rule 424(b)(5)
File No. 333-165593

SUBJECT TO COMPLETION, DATED MARCH 22, 2010

PRELIMINARY PROSPECTUS SUPPLEMENT
(To Prospectus Dated March 22, 2010)

$

$ % Senior Notes due 2018

$ % Senior Notes due 2020

We are offering $ aggregate principal amount of our % senior notes (the 2018 notes) and $ aggregate principal amount of our % senior notes (the 2020 notes , and together with the 2018 notes, the notes). Interest on the notes is payable on and of each year, beginning on , 2010. The 2018 notes will mature on , 2018 and the 2020 notes will mature on , 2020.

At any time on or after , 2014, we may redeem some or all of the 2018 notes at specified redemption prices. At any time on or after , 2015, we may redeem some or all of the 2020 notes at specified redemption prices. In addition, prior to , 2013, we may redeem up to 35% of the notes from the proceeds of certain equity offerings at specified redemption prices. The redemption prices are discussed under the caption Description of Notes Optional Redemption. Prior to , 2014, during any 12-month period, we may, at our option, redeem up to 10% of the aggregate principal amount of the 2018 notes at a redemption price equal to 103% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date. In addition, prior to , 2015, during any 12-month period, we may, at our option, redeem up to 10% of the aggregate principal amount of the 2020 notes at a redemption price equal to 103% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date.

The notes will be our unsecured senior obligations and will rank equally with all of our other unsecured senior indebtedness. The notes will be guaranteed on an unsecured senior basis by certain of our subsidiaries. Upon the occurrence of certain specified changes of control, the holders of the notes will have the right to require us to purchase all or a part of their notes at a repurchase price equal to 101% of the principal amount of the notes, plus accrued and unpaid interest, if any, to the repurchase date.

Investing in the notes involves risks. See Risk Factors beginning on page S-15.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per 2018 Note	Per 2020 Note	Total
Public Offering Price(1)	%	%	$
Underwriting Discount	%	%	$
Proceeds to Lear (before expenses)	%	%	$

(1) Plus accrued interest, if any from , 2010.

Interest on the notes will accrue from , 2010 to the date of delivery.

The underwriters expect to deliver the notes to purchasers on or about , 2010, only in book-entry form through the facilities of The Depository Trust Company.

Joint Book-Running Managers

Citi **J.P. Morgan** **Barclays Capital** **UBS Investment Bank**

Sole Manager

HSBC

, 2010

You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the date on the front of this prospectus supplement or the accompanying prospectus.

TABLE OF CONTENTS

Prospectus Supplement

Prospectus

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which contains the terms of this offering of notes. The second part, the accompanying prospectus dated March 22, 2010, which is part of our Registration Statement on Form S-3, gives more general information, some of which may not apply to this offering.

This prospectus supplement and the information incorporated by reference in this prospectus supplement may add, update or change information contained in the accompanying prospectus. If there is any inconsistency between the information in this prospectus supplement and the information contained in the accompanying prospectus, the information in this prospectus supplement will apply and will supersede the information in the accompanying prospectus.

It is important for you to read and consider all information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus in making your investment decision. You should also read and consider the information in the documents to which we have referred you in Where You Can Find More Information in the accompanying prospectus.

You should rely only on the information contained in or incorporated by reference into this prospectus supplement or the accompanying prospectus, and in other offering material, if any, or information contained in documents which you are referred to by this prospectus supplement or the accompanying prospectus. We have not authorized anyone to provide you with different information. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the securities described in this prospectus supplement or an offer to sell or the solicitation of an offer to buy such securities in any circumstances in which such offer or solicitation is unlawful. See Underwriting. The information contained in or incorporated by reference into this prospectus supplement or the accompanying prospectus or other offering material is accurate only as of the date of those documents or information, regardless of the time of delivery of the documents or information or the time of any sale of the securities.

The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes in certain jurisdictions may be restricted by law. This prospectus supplement and the accompanying prospectus do not constitute an offer, or an invitation on our behalf or the underwriters, to subscribe to or purchase any of the notes, and may not be used for or in connection with an offer or solicitation by anyone, in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. See Underwriting.

Unless otherwise stated or the context otherwise requires, as used in this prospectus supplement, references to Lear, the Company, us, we or our mean Lear Corporation and its consolidated subsidiaries. When we refer to you in th prospectus supplement, we mean all purchasers of notes being offered by this prospectus supplement and the accompanying prospectus, whether they are the holders or only indirect owners of those securities.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements and information in this prospectus supplement, the accompanying prospectus and the documents we incorporate by reference may constitute forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). The words will, may, designed to, outlook, believes, should, anticipates, plans, expects, intends, estimates identify these forward-looking statements. All statements contained or incorporated in this prospectus supplement which address operating performance, events or developments that we expect or anticipate may occur in the future, including statements related to business opportunities, awarded sales contracts, sales backlog and on-going commercial arrangements, or statements expressing views about future operating results, are forward-looking statements. Important factors, risks and uncertainties that may cause actual results to differ from those expressed in our forward-looking statements include, but are not limited to:

- general economic conditions in the markets in which we operate, including changes in interest rates or currency exchange rates;
- the financial condition and restructuring actions of our customers and suppliers;
- changes in actual industry vehicle production levels from our current estimates;
- fluctuations in the production of vehicles for which we are a supplier;
- the loss of business with respect to, or the lack of commercial success of, a vehicle model for which we are a significant supplier;
- disruptions in the relationships with our suppliers;
- labor disputes involving us or our significant customers or suppliers or that otherwise affect us;
- the outcome of customer negotiations;
- the impact and timing of program launch costs;
- the costs, timing and success of restructuring actions;
- increases in our warranty or product liability costs;
- risks associated with conducting business in foreign countries;
- competitive conditions impacting our key customers and suppliers;
- the cost and availability of raw materials and energy;
- our ability to mitigate increases in raw material, energy and commodity costs;
- the outcome of legal or regulatory proceedings to which we are or may become a party;
- unanticipated changes in cash flow, including our ability to align our vendor payment terms with those of our customers;
- our ability to access capital markets on commercially reasonable terms;
- further impairment charges initiated by adverse industry or market developments;
- our anticipated future performance, including, without limitation, our ability to maintain or increase revenue and gross margins, control future operating expenses and make necessary capital expenditures; and
- other risks, described below in Risk Factors, the other information provided in Management s Discussion and Analysis of Financial Condition and Results of Operations and the risks and information provided from time to

time in our filings with the Securities and Exchange Commission (SEC).

Table of Contents

MARKET AND INDUSTRY DATA

The market share, ranking and other data contained in this prospectus supplement are based either on management s own estimates, independent industry publications, reports by market research firms or other published independent sources and, in each case, are believed by management to be reasonable estimates. However, such data is subject to change and cannot always be verified with complete certainty due to limits on the availability and reliability of raw data and the voluntary nature of reporting such data. In addition, in some cases we have not verified the assumptions underlying such data. As a result, you should be aware that market share, ranking and other similar data set forth herein, and estimates and beliefs based on such data, may not be reliable.

Table of Contents

SUMMARY

This summary highlights selected information about us and this offering. This summary is not complete and does not contain all of the information that may be important to you in deciding whether to invest in the notes. You should read carefully this entire prospectus supplement and the accompanying prospectus, including the Risk Factors section, and the other documents that we refer to and incorporate by reference herein for a more complete understanding of us and this offering. In particular, we incorporate by reference important business and financial information into this prospectus supplement and the accompanying prospectus.

Our Company

We are a leading global tier I supplier of complete automotive seat systems and electrical power management systems with a global footprint that includes locations in 35 countries around the world. In 2009, we had net sales of $9.7 billion. In seat systems, based on independent market studies and management estimates, we believe that we hold a #2 position globally on the basis of revenue. We estimate this market at approximately $40 billion in 2009. We believe that we are also among the leading suppliers of various components produced for complete seat systems. In electrical power management systems, we estimate our global target market to be between $35 and $40 billion and that we are one of only four companies with both significant global capabilities and competency in all key electrical power management components.

Our business spans all regions and major automotive markets, thus enabling us to supply our products to every major automotive manufacturer in the world. In 2009, approximately 70% of our net sales were generated outside of North America, and our average content per vehicle produced in North America and Europe was $345 and $293, respectively. In Asia, where we are pursuing a strategy of aggressively expanding our sales and operations, our net sales have grown from approximately $700 million in 2005 to $1.3 billion in 2009.

We serve the worldwide automotive and light truck market, which produced approximately 57 million vehicles in 2009. We have automotive content on approximately 300 vehicle nameplates worldwide, and our major automotive manufacturing customers (including customers of our non-consolidated joint ventures) currently include:

BMW	ChangAn	Chery	Chrysler
Daimler	Dongfeng	Fiat	First Autoworks
Ford	GAZ	Geely	General Motors
Honda	Hyundai	Isuzu	Jaguar
Land Rover	Mahindra & Mahindra	Mazda	Mitsubishi
Nissan	Porsche	PSA	Renault
Saab	Subaru	Suzuki	Tata
Toyota	Volkswagen	Volvo	

General Motors, Ford and BMW are our three largest customers globally. In addition, Daimler, Fiat, Hyundai, PSA, Renault-Nissan and VW each represented 3% or more of our 2009 net sales. We supply and have expertise in all vehicle segments of the automotive market. We expect to continue to win new business on vehicle platforms and segments in line with market trends. We believe that there are particular opportunities in the trends toward hybrid and electric vehicles and increasing consumer demand for additional features and functionality in their vehicles.

Products

We are an automotive industry leader in two product operating segments: seating and electrical power management systems. We continue to offer innovations that provide customers with more comfort, value-added features and best-in-class overall value. In addition, we are pioneering many new lighter-weight and environmentally-friendly solutions.

Table of Contents

In our seating segment, we offer complete seat integration capabilities, managing the supply of the entire seat system from design and development to just-in-time assembly and delivery, as well as key seat component capabilities, leveraging our proprietary technologies and low-cost engineering and manufacturing footprint. In this segment, we are focused on increasing our capabilities in key components, such as seat mechanisms and structures, seat trim covers, seat foam and other products, including fabric, leather and headrests. By incorporating these key components into our fully assembled seat systems, we are able to provide the highest quality product at the lowest total cost. We are also focused on providing the latest innovations and technologies, which meet or exceed the requirements of the automotive manufacturers and their customers, at an affordable cost.

Our electrical power management segment consists of the manufacture, assembly and supply of traditional electrical power management systems and components, as well as a new generation of high-power and hybrid electrical systems and components. This segment includes traditional wire harnesses and power management systems, as well as emerging high-power and hybrid electrical systems. Key components that allow us to route electrical signals and manage electrical power within a vehicle include wiring harnesses, terminals and connectors, junction boxes, electronic control modules and wireless remote control devices, such as key fobs. In addition, we have niche capability in certain complementary electronic components, such as radio amplifiers, audio sound systems and selected in-vehicle audio/visual entertainment systems.

Seating

The seating segment represented approximately 80% of our 2009 net sales. The seating segment includes seat systems and related components and consists of the design, manufacture, assembly and supply of vehicle seating requirements. We produce seat systems for automobiles and light trucks that are fully assembled and ready for installation. In all cases, seat systems are designed and engineered for specific vehicle models or platforms. We have developed modular seat architectures for both front and rear seats, whereby we utilize pre-developed, modular design concepts to build a program-specific seat, incorporating the latest performance requirements and safety technology, in a shorter period of time, thereby assisting our customers in achieving a faster time-to-market. Seat systems are designed to achieve maximum passenger comfort by adding a wide range of manual and power features, such as lumbar supports, cushion and back bolsters and leg supports. We also produce components that comprise the seat assemblies, such as seat structures and mechanisms, seat trim covers, headrests and seat foam.

As a result of our strong product design and technology capabilities, we are a leader in the design of seats with enhanced safety and convenience features. For example, our ProTec® PLuS Self-Aligning Head Restraint is an advancement in seat safety features. By integrating the head restraint with the lumbar support, the occupant s head is supported earlier and for a longer period of time in a rear-impact collision, potentially reducing the risk of injury. We also supply ECO and EVO lightweight seat structures which have been designed to accommodate our customers needs for all market segments, from emerging to mature, and incorporate our ultra lightweight seat adjustment mechanisms. To address the increasing focus on craftsmanship, we have developed concave seat contours that eliminate wrinkles and provide improved styling. We are also satisfying our customers growing demand for reconfigurable and lightweight seats with our thin profile rear seat and our stadium slide seat system. For example, General Motors full-size sport utility vehicles and full-size pickups use our reconfigurable seat technology, and General Motors full-size sport utility vehicles, as well as the Ford Explorer, use our thin profile rear seat technology for their third row seats. Additionally, our LeanProfile™ seats incorporate the next generation of low-mass, high-function and environmentally friendly features, and our Dynamic Environmental Comfort System™ can offer weight reductions of 30% - 40%, as compared to current foam seat designs, and utilizes environmentally friendly materials, which reduce carbon dioxide emissions. Our seating products also reflect our environmental focus. For example, in addition to our Dynamic Environmental Comfort System™, our SoyFoam™ seats, which are used in the Ford Mustang, are up to 24% renewable, as compared to nonrenewable, petroleum-based foam seats.

We also offer numerous flexible seating configurations that meet a wide range of customer requirements. We have leveraged our global scale and product expertise to develop common seat architectures. Such

Table of Contents

architectures allow us to leverage our global design, development and engineering capabilities and cost structure to deliver an end product with leading technology, quality and craftsmanship.

Electrical Power Management

The electrical power management segment represented approximately 20% of our 2009 net sales. In our electrical power management segment, there is opportunity to increase our market share by leveraging our expertise in electrical power management architectures and our capabilities in core products, such as wire harnesses, terminals and connectors, junction boxes and body control modules. Our expertise and capabilities allow us to provide integrated electrical power management systems and key components on a global basis, at a lower cost and with superior functionality. We believe that the market for these products will continue to grow in step with the growth of electrical content in vehicles. In our electrical power management segment, we have developed new products for the rapidly growing hybrid and electric vehicle market by leveraging our core competency in electrical power management architectures. In addition to the high-power connection systems and on-board battery chargers for which we have established technical leadership, we are well-positioned to increase our offerings of key electrical power management products for the future hybrid and electric vehicle markets.

With the increase in the number of electrical and electronically controlled functions and features on the vehicle, there is an increasing focus on the improvement of the functionality of the vehicle s electrical architecture. We are able to provide our customers with design and engineering solutions and manufactured systems, modules and components that optimally integrate the entire electrical distribution system. This integration can reduce the overall system cost and weight and improve the reliability and packaging by reducing the number of wires and terminals and connectors normally required to manage a vehicle s electrical power and signal distribution. For example, our integrated seat adjuster module has twenty-four fewer cut circuits and five fewer connectors, weighs one-half pound less and costs 20% less than a traditional separated electronic control unit and seat wiring system. In addition, our smart junction box expands the traditional junction box functionality by utilizing printed circuit board technologies, which allows additional function integration.

To support growth opportunities in the hybrid and electric vehicle market, we opened our High Power Global Center of Excellence in 2008, which is dedicated to the development of high-power wiring, terminals and connectors and high-power and hybrid electrical systems and components. Our progress in this rapidly growing area is evidenced by recent program awards for hybrid and electric vehicle components for new models from Daimler, Renault, General Motors (including the Chevrolet Volt extended range electric vehicle), BMW, Nissan and Land Rover, as well as emerging automotive manufacturers such as Coda Automotive. We have over 100 vehicles being validated with our high-power systems.

Business Strategy

We believe that there is significant opportunity for continued growth in our seating and electrical power management businesses. We are pursuing a strategy which focuses on leveraging our global presence, customer relationships and low-cost footprint, with an emphasis on growth in emerging markets. This strategy includes investing in new products and technologies, as well as the selective vertical integration of key component capabilities. We believe that our commitment to superior customer service and quality, together with a cost competitive design, engineering and manufacturing footprint, will result in a global leadership position in each of our product segments, the further diversification of our sales and improved operating margins.

Our principal operating objective is to strengthen and expand our position as a leading automotive supplier to the global automotive industry by focusing on the needs of our customers. We believe that the criteria for selecting automotive suppliers include not only cost, quality, delivery, service and innovation, but also worldwide presence and the ability to work collaboratively to reduce cost throughout the entire supply chain and vehicle life cycle on a global basis.

Leverage Global Presence and Expand Low-Cost Footprint. We believe that it is important to have capabilities that are aligned with our major customers global presence and to be well-positioned to leverage our expanding design, engineering and manufacturing footprint in low-cost regions. We are organized into two global business units, seat systems and electrical power management systems, to maximize efficiencies across our worldwide network and to leverage the benefits of our global scale. We are one of the few suppliers in each of our product segments that is able to serve customers with design, development, engineering, integration and production capabilities in all automotive-producing regions of the world and every major market, including North America, South America, Europe and Asia. Our expansion plans are focused on emerging markets. Asia, in particular, continues to present significant growth opportunities, as major global automotive manufacturers implement production expansion plans and local automotive manufacturers aggressively expand their operations to meet long-term demand in this region. We believe that we are well-positioned to take advantage of China s emerging growth as a result of our extensive network of high-quality manufacturing facilities throughout China, which provide seating and electrical power management products to a variety of global customers for local production. We also have operations in India, Thailand, the Philippines, Malaysia, Vietnam and Korea. We see opportunities for growth in serving local, regional and global markets with our operations in these countries. Our expansion in Asia has been accomplished, in part, through a series of joint ventures with our customers and/or local suppliers. We currently have 16 joint ventures throughout Asia. Our growing presence in Asia, in addition to our continued expansion of operations in other emerging markets, allows us to serve our customers globally and to increase our global competitiveness from a manufacturing, engineering and sourcing standpoint. We currently support our global operations with more than 100 manufacturing and engineering facilities located in 20 low-cost countries. We have aggressively pursued this strategy by selectively increasing our vertical integration capabilities and expanding our component manufacturing capacity in Mexico, Eastern Europe, Africa and Asia. Furthermore, we have expanded our low-cost engineering capabilities in China, India and the Philippines.

Focus on Core Capabilities, Selective Vertical Integration and Investments in Technology. We are focused on seat and electrical power management systems and components where we can provide value to our customers. We are able to provide integrated solutions in these core segments with global capabilities in the design, development, engineering, integration and production of complete system architectures that can be utilized across vehicle platforms at significant cost savings to our customers. The opportunity to strengthen our global leadership position in these segments exists as we develop new capabilities and innovations, as well as offer increased value to our customers through the selective vertical integration of key components. We have complete design, development, engineering, integration and production capabilities in the full complement of critical components in both our seating and electrical power management segments.

Enhance and Diversify Strong Customer Relationships. We maintain relationships with every major global automotive manufacturer and are rapidly growing relationships with local automotive manufacturers in growth markets, such as China and India. In 2009, approximately 70% of our net sales were generated outside of North America. Our strategy is to continue to enhance these relationships and diversify our net sales on a regional, customer and vehicle segment basis. We believe that the long-standing and strong relationships that we have built with our customers are a significant competitive advantage that allows us to act as integral partners in identifying business opportunities and to anticipate the needs of our customers.

Competitive Strengths

Leading Market Position. We are one of the world s largest automotive suppliers based on net sales. In seat systems, we have a leading market position in North America, Europe, South America, China and India and believe that we hold a #2 position globally on the basis of revenue, in a market we estimate at approximately $40 billion in 2009. In electrical power management systems, we estimate our global target market to be between $35 and $40 billion and that we are one of only four companies with both significant global capabilities and competency in all key electrical power management components. We believe that our commitment to superior customer service and quality, together with a cost competitive manufacturing footprint, will result in a global leadership position in each of our product segments, the further diversification of our sales and improved operating margins.

Outstanding Quality and Customer Service. Quality continues to be a differentiating factor in the eyes of the consumer and a competitive cost factor for our customers. We are dedicated to providing superior customer service and to maintaining a reputation for providing world-class quality at competitive prices. We maintain and improve the quality of our products and services through our ongoing initiatives. For our efforts, we continue to receive recognition from our customers and other industry sources. In 2009, these include Supplier of the Year from General Motors for the sixth consecutive year, as well as recognition from every major automotive manufacturer that we serve globally. We have ranked as the Highest Quality Major Seat Manufacturer in the J.D. Power and Associates Seat Quality and Satisfaction Study[sm] for eight of the last nine years. We also provide superior customer service through our world-class product development processes and program management capabilities. We leverage our program management skills and experience to help create value for our customers throughout the entire vehicle life cycle and support outstanding execution during the launch of new programs.

First-to-Market Innovation. Innovation further differentiates us from our competition. We manage our cost structure, in part, through continuous improvement and productivity initiatives, as well as initiatives that promote and enhance the sharing of technology, engineering, purchasing and capital investments across customer platforms and geographic regions. We are focused on providing the latest innovations and technologies, which meet or exceed the requirements of the automotive manufacturers and their customers, at an affordable cost.

For example, our newest advancement, the Evolution[tm] Seat, features seven first-to-market environmentally and mechanically superior technologies to create a lightweight seat with an approximate 30% weight reduction, a 43% reduction in whiplash injuries, and significantly expanded use of renewable and recyclable resources, replacing oil based products with wood fiber and soy-foam based products. The Evolution[tm] Seat is now being launched in Asia, and we plan to roll it out globally this year.

In addition, one area of significant emerging technology that we are active in is electrical power management systems and components for the hybrid and electric vehicle market. We offer a product portfolio of stand-alone and fully integrated solutions for our customers future hybrid and electric vehicles. Our systems and components have achieved industry leading efficiency, packaging and reliability. We have over 100 patents and patents pending in our high-power product segment.

Low-Cost Global Manufacturing and Engineering Expertise. We have in place a competitive global manufacturing and engineering footprint, capable of serving all of the world s automakers while taking advantage of low-cost sources. We currently support our global operations with established manufacturing and engineering facilities located in 20 low-cost countries. We have selectively pursued a vertical integration strategy to enhance value and better control the cost and quality of our key components while maintaining a flexible cost structure. We have increased our vertical integration capabilities and expanded our component manufacturing capacity in Mexico, Eastern Europe, Africa and Asia. In addition, we have global engineering hubs in China, India and the Philippines that enable us to take advantage of synergies, provide world-class expertise and significantly reduce cost.

Customer Diversification. We maintain relationships with every major global automotive manufacturer. Over the last decade, we have grown our sales in Asia and with Asian automakers worldwide through our traditional North American and European customers and through established relationships with local Asian automotive manufacturers. In 2009, approximately 70% of our net sales were generated outside of North America. Over the last several years, we have expanded our global relationships with Hyundai, Nissan, Chery, Tata and others, and grown rapidly in emerging markets such as China and India.

Industry Environment and Restructuring

The automotive industry in 2009 was severely affected by the turmoil in the global credit markets and the economic recession in the U.S. and global economies. These conditions had a dramatic impact on consumer vehicle demand in 2009, resulting in the lowest per capita sales rates in the United States in half a century and lower global automotive production for the second consecutive year following six consecutive years of steady

Table of Contents

growth. During 2009, North American light vehicle industry production declined by approximately 32% from 2008 levels to 8.5 million units and was down more than 50% from peak levels in 2000. European light vehicle industry production declined by approximately 17% from 2008 levels to 15.7 million units and was down 22% from peak levels in 2007. The impact on the global automotive industry of this difficult environment was partially offset by significant production increases in China, continued production growth in India and relatively stable production in Brazil. China produced an estimated 10.8 million light vehicles in 2009, exceeding production in both North America and Japan for the first time in history.

We initiated a global operational restructuring program in 2005 to eliminate excess capacity and lower our operating costs, streamline our organizational structure and reposition our business for improved long-term profitability, and better align our manufacturing footprint with the changing needs of our customers. Since mid-2005, we have invested $740 million in restructuring actions, resulting in a significant reduction in structure costs and a major repositioning of our manufacturing footprint. In connection with our global operational restructuring program, we have divested our Interior segment, closed 35 manufacturing and 10 administrative facilities, significantly reduced headcount and improved our cost footprint globally. Through restructuring, we have located more than 50% of our total facilities and 75% of our employees in 20 low-cost countries and achieved cumulative improvement of approximately $400 million in our on-going annual operating costs. We expect operational restructuring actions and related investments to continue for the next few years.

For our two largest customers, General Motors and Ford, 2009 was a pivotal year. After sustained market share and operating losses in recent years, General Motors and Ford initiated strategic actions throughout their global businesses, accelerated and broadened both operational and financial restructuring plans and sought direct and indirect governmental support. In addition, General Motors and certain of its U.S. subsidiaries filed for, and emerged from, Chapter 11 bankruptcy protection. Automotive manufacturers and suppliers globally were severely impacted by the global economic recession, sharply lower production levels and the collapse of the capital markets.

In addition to our operational restructuring, in 2009 we completed a major financial restructuring to re-align our capital structure to address lower industry production and capital market conditions and position our business for long-term success. On July 7, 2009, we and certain of our United States and Canadian subsidiaries filed voluntarily petitions for Chapter 11 bankruptcy protection. We completed this financial restructuring in approximately four months and emerged from Chapter 11 bankruptcy proceedings on November 9, 2009, with substantially lower total debt obligations and an improved credit profile. Furthermore, we reduced our financial obligations by $2.8 billion and ended 2009 with a cash and cash equivalents balance of approximately $1.6 billion and a total debt balance of less than $1 billion.

Our focus throughout the Chapter 11 bankruptcy proceedings was to restructure the balance sheet to provide flexibility and long-term strength in line with the new industry and capital market environment. Throughout these proceedings, we maintained our focus on customer service and quality, paid our suppliers in full and preserved competitive employee pay and benefits. This focus allowed us to maintain the confidence of our customers. Furthermore, we were able to continue to win new business in every region of the world, and to grow our existing three-year sales backlog from $1.1 billion to $1.4 billion.

Recent Developments

Revolving Credit Facility

Effective as of March 19, 2010, we added a $110 million revolving credit facility (the Revolving Credit Facility) to our Credit Agreement, dated October 23, 2009 (the First Lien Agreement), among us, JPMorgan Chase Bank, N.A., as Administrative Agent and Collateral Agent, and the several lenders and agents from time to time parties thereto, in accordance with the terms of the First Lien Agreement, and in connection therewith, we amended and restated the First Lien Agreement (the Amended and Restated First Lien Agreement). The Revolving Credit Facility permits us to borrow for general corporate and working capital purposes and to issue letters of credit. The commitments under the Revolving Credit Facility expire on

March 19, 2013. The Revolving Credit Facility is subject to terms and conditions substantially consistent with the terms and conditions of the First Lien Agreement.

Amendment to the Amended and Restated First Lien Agreement

On March 19, 2010, we entered into an amendment (the Amendment) of our Amended and Restated First Lien Agreement, to facilitate, among other things, the issuance of the notes by us and in connection therewith, to permit the application of the proceeds of this offering to prepay amounts outstanding under our second lien credit agreement (Second Lien Facility) and to permit the application of our existing cash in connection with the repayment of remaining amounts outstanding under the Second Lien Facility. The Amendment also provides that we may repurchase certain amounts of the notes when certain terms and conditions are met and that, in the event the term loans outstanding under the Amended and Restated First Lien Agreement are paid in full, we will be permitted upon certain conditions to pay a limited amount of cash dividends or repurchase a limited amount of our stock.

The Refinancing

We intend to use the net proceeds from this offering, together with our current cash and cash equivalents, to repay all amounts outstanding under the Second Lien Facility. In addition, in the event that the net proceeds from this offering exceed the amounts outstanding under the Second Lien Facility, we intend to apply such excess amount, together with our current cash and cash equivalents, to repay all or a portion of the amounts outstanding under the term loans provided under the First Lien Agreement (the First Lien Term Facility, and together with the Revolving Credit Facility, the First Lien Facility). As of March 19, 2010, the aggregate principal amounts outstanding under the Second Lien Facility and the First Lien Term Facility were $550 million and $375 million, respectively.

In connection with this refinancing, we also entered into the Revolving Credit Facility and the Amendment, as further described above under Revolving Credit Facility and Amendment to the Amended and Restated First Lien Agreement. Through this refinancing, we expect to extend the debt maturity on a core portion of our indebtedness, reduce our on-going interest cost and increase our financial flexibility by freeing up secured debt capacity for growth and diversifying our lender base.

Table of Contents

The Offering

The summary below describes the principal terms of the notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. For a more detailed description of the terms and conditions of the notes, see the section entitled Description of Notes.

Issuer	Lear Corporation, a Delaware corporation.

Notes Offered	$ aggregate principal amount of % senior notes due 2018.
	
	$ aggregate principal amount of % senior notes due 2020.

Maturity	, 2018, in the case of the 2018 notes. , 2020, in the case of the 2020 notes.
Interest Payment Dates	and of each year, beginning on , 2010.
Guarantees	The notes will be fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis, by certain of our subsidiaries, which we refer to in this prospectus supplement as the subsidiary guarantors.
Ranking	The notes will be: our senior unsecured obligations; guaranteed on a senior unsecured basis by the subsidiary guarantors; effectively subordinated in right of payment to our existing and future secured debt and the secured debt of the subsidiary guarantors, including our obligations and the obligations of the subsidiary guarantors under the First Lien Facility, to the extent of the value of such security; effectively subordinated in right of payment to all existing and future debt and other liabilities, including trade payables, of our non-guarantor subsidiaries; equal in right of payment to all of our existing and future senior unsecured debt; and senior in right of payment to all of our existing and future subordinated debt and the subordinated debt of the subsidiary guarantors. As of December 31, 2009, on a pro forma consolidated basis after giving effect to the completion of this offering and the application of the net proceeds therefrom, we and the subsidiary guarantors would have had $ of senior debt, $ of which was secured. The indenture governing the notes will permit us, subject

to specified limitations, to incur additional debt, some or all of which may be senior debt and some or all of which may be secured.

For the fiscal year ended December 31, 2009, the subsidiaries that are not guaranteeing the notes had net sales of $9.0 billion and generated net income attributable to Lear of $14.9 million. In addition, as of December 31, 2009, the subsidiaries that are not guaranteeing the notes held $4.3 billion of our total assets and had outstanding indebtedness of $47.3 million. For a presentation of the financial information required by Rule 3-10 of Regulation S-X for our subsidiary guarantors and our non-guarantor subsidiaries, see Note 20, Supplemental Guarantor Condensed Consolidating Financial Statements, to the consolidated financial statements incorporated by reference herein.

Optional Redemption of 2018 Notes

At any time on or after , 2014, we may redeem some or all of the 2018 notes at the redemption prices specified in this prospectus supplement under Description of Notes Optional Redemption. Prior to , 2014, during any 12-month period, we may at our option redeem up to 10% of the aggregate principal amount of the 2018 notes at a redemption price equal to 103% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date. Prior to , 2014, we may also redeem some or all of the 2018 notes at a redemption price equal to 100% of the aggregate principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date plus a make-whole premium.

At any time prior to , 2013, we may redeem up to 35% of the aggregate principal amount of the 2018 notes in an amount not to exceed the amount of proceeds of one or more equity offerings, at a price equal to % of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date, *provided* that at least 65% of the original aggregate principal amount of the 2018 notes issued remains outstanding after the redemption.

Optional Redemption of 2020 Notes

At any time on or after , 2015, we may redeem some or all of the 2020 notes at the redemption prices specified in this prospectus supplement under Description of Notes Optional Redemption. Prior to , 2015, during any 12-month period, we may at our option redeem up to 10% of the aggregate principal amount of the 2020 notes at a redemption price equal to 103% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date. Prior to , 2015, we may also redeem some or all of the 2020 notes at a redemption price equal to 100% of the aggregate principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date plus a make-whole premium.

At any time prior to , 2013, we may redeem up to 35% of the aggregate principal amount of the 2020 notes in an amount not to exceed the amount of proceeds of one or more equity offerings, at a price equal to % of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date, *provided* that at least 65% of the original aggregate principal amount of the 2020 notes issued remains outstanding after the redemption.

Covenants

We will issue the notes under an indenture among us, the subsidiary guarantors and The Bank of New York Mellon Trust Company, N.A., as trustee. The indenture will include

Table of Contents

covenants that limit our ability and the ability of each of our restricted subsidiaries to:

incur additional debt;

pay dividends and make other restricted payments;

create or permit certain liens;

issue or sell capital stock of restricted subsidiaries;

use the proceeds from sales of assets and subsidiary stock;

create or permit restrictions on the ability of our restricted subsidiaries to pay dividends or make other distributions to us;

enter into transactions with affiliates;

enter into sale and leaseback transactions; and

consolidate or merge or sell all or substantially all of our assets.

When the notes are issued, all of our subsidiaries, other than certain joint ventures, will be restricted subsidiaries, as defined in the indenture. These covenants will be subject to a number of important exceptions and qualifications as described under Description of Notes Certain Covenants. During any future period in which Moody s Investors Service, Inc. (Moody s) and Standard & Poor s, a division of the McGraw-Hill Companies, Inc. (S&P), have each assigned an investment grade rating to the notes, certain of the covenants will cease to be in effect. If one of these rating agencies then downgrades their rating below an investment grade rating, the suspended covenants will thereafter again be in effect. See Description of Notes Certain Covenants Suspended Covenants.

Change of Control

Following a change of control, we will be required to offer to purchase all of the notes at a purchase price of 101% of their principal amount, plus accrued and unpaid interest, if any, to the date of purchase.

Absence of Established Market for the Notes

The notes are a new issue of securities, and currently there is no market for them. We do not intend to apply for the notes to be listed on any securities exchange or to arrange for any quotation system to quote them. The underwriters have advised us that they intend to make a market for the notes but they are not obligated to do so. The underwriters may discontinue any market-making in the notes at any time in their sole discretion. Accordingly, we cannot assure you that a liquid market will develop for the notes.

Use of Proceeds

We expect the net proceeds from this offering to be approximately $ million, after payment of the underwriting discount and offering expenses. We intend to use the net proceeds from the offering, together with our current cash and cash equivalents, to repay in full all amounts outstanding under the Second Lien Facility. In addition, in the event that the net proceeds from this offering exceed the amounts outstanding under the Second Lien Facility, we intend to apply such excess amount, together with our

Table of Contents

current cash and cash equivalents, to repay all or a portion of the amounts outstanding under the First Lien Term Facility. As of March 19, 2010, the aggregate principal amounts outstanding under the Second Lien Facility and the First Lien Term Facility were $550 million and $375 million, respectively. See Use of Proceeds.

Risk Factors

You should carefully consider the information set forth in the section entitled Risk Factors and the other information included and incorporated by reference in this prospectus supplement in deciding whether to purchase the notes.

Conflict of Interest

Because J.P. Morgan Securities Inc., an underwriter in this offering, and/or its affiliates act as administrative agent in the First Lien Facility, the Second Lien Facility and the Revolving Credit Facility, and will receive more than 5% of the net proceeds of this offering, it may be deemed to have a conflict of interest with us under the provisions of Rule 2720 of the Conduct Rules of the Financial Industry Regulatory Authority, or FINRA. In accordance with this rule, Citigroup Global Markets Inc., or Citi, has assumed the responsibilities of acting as a qualified independent underwriter. In its role as a qualified independent underwriter, Citi has performed a due diligence investigation and participated in the preparation of this preliminary prospectus supplement. We will pay Citi $10,000 as compensation for this role. We have agreed to indemnify Citi against liabilities incurred in connection with acting as a qualified independent underwriter, including liabilities under the Securities Act.

Corporate Information

Our principal executive offices are located at 21557 Telegraph Road, Southfield, Michigan 48033, and our telephone number is (248) 447-1500. Our website address is www.lear.com. The information on or accessible through our website is not part of this prospectus supplement and should not be relied upon in connection with making any investment decision with respect to the securities offered by this prospectus supplement.

Table of Contents