

LEAR CORP
Form SC 13E3/A
July 09, 2007

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13E-3

(Amendment No. 5)

Rule 13E-3 Transaction Statement

**Pursuant to Section 13(e) of
the Securities Exchange Act of 1934**

LEAR CORPORATION

(Name of the Issuer)

Lear Corporation

American Property Investors, Inc.

American Real Estate Partners, L.P.

American Real Estate Holdings Limited Partnership

AREP Car Holdings Corp.

AREP Car Acquisition Corp.

Carl C. Icahn

Vincent J. Intrieri

Icahn Partners LP

Icahn Partners Master Fund LP

Koala Holding Limited Partnership

High River Limited Partnership

Icahn Onshore LP

Icahn Offshore LP

Hopper Investments LLC

CCI Onshore Corp.

CCI Offshore Corp.

Barberry Corp.

(Names of Person(s) Filing Statement)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

521865105

(CUSIP Number of Class of Securities)

Lear Corporation

21557 Telegraph Road

Southfield, MI 48033

Attn: Daniel A. Ninivaggi

Executive Vice President,

General Counsel and Chief Administrative Officer

(248) 447-1500

**(Name, Address, and Telephone Numbers of Person Authorized to Receive Notices and Communications on
Behalf of the Persons Filing Statement)**

With copies to:

Bruce A. Toth, Esq.

Winston & Strawn LLP

35 W. Wacker Drive

American Real Estate Partners, L.P.

767 Fifth Avenue, Suite 4700

New York, New York 10153

Attn: Keith A. Meister

Principal Executive Officer and Vice

Chairman of the Board

(212) 702-4300

Steven L. Wasserman, Esq.

DLA Piper US LLP

1251 Avenue of the Americas

Chicago, Illinois 60601
(312) 558-5600

New York, New York 10020
(212) 335-4948

This statement is filed in connection with (check the appropriate box):

- a. The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b. The filing of a registration statement under the Securities Act of 1933.
- c. A tender offer.
- d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

Calculation of Filing Fee

Transaction valuation	\$2,857,990,534*	Amount of filing fee	\$87,741**
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* **Calculated solely for the purpose of determining the filing fee.**

** The maximum aggregate value was determined based upon the sum of
 (A) 76,685,623 shares of Common Stock multiplied by \$36.00 per share;
 (B) options to purchase 720,575 shares of Common Stock with exercise prices less than \$36.00 multiplied by \$3.94 (which is the difference between \$36.00 and the weighted average exercise price of \$32.06 per share);
 (C) restricted

stock units with respect to 1,856,831 shares of Common Stock multiplied by \$36.00 per share; (D) stock appreciation rights with respect to 2,209,952 shares of Common Stock multiplied by \$9.16 (which is the difference between \$36.00 and the weighted average exercise price of \$26.84 per share); (E) deferred unit accounts with respect to 104,896 shares of Common Stock multiplied by \$36.00 per share; and (F) performance shares with respect to 100,103 shares of Common Stock multiplied by \$36.00 per share. In accordance with Section 14(g) of the Securities Exchange Act of 1934, as amended, the filing fee was determined by multiplying 0.0000307 by the sum calculated in the preceding sentence.

b Check the box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$87,770	Filing Party:	Lear Corporation
Form or Registration No.:	Schedule 14A	Date Filed:	March 20, 2007

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This Amendment No. 5 to Rule 13e-3 Transaction Statement (the **Transaction Statement**) is being filed with the Securities and Exchange Commission (the **SEC**) pursuant to Section 13(e) of the Securities Exchange Act of 1934, as amended (the **Exchange Act**), by Lear Corporation, a Delaware corporation (the **Company**), AREP Car Holdings Corp., a Delaware corporation (**Parent**), AREP Car Acquisition Corp., a Delaware corporation (**Merger Sub**), American Real Estate Holdings Limited Partnership, a Delaware limited partnership (**AREH**), American Real Estate Partners, L.P., a Delaware limited partnership (**AREP**), American Property Investors, Inc., a Delaware corporation, Carl C. Icahn, Vincent J. Intrieri, Icahn Partners LP, a Delaware limited partnership, Icahn Partners Master Fund LP, a Cayman Islands exempted limited partnership, Koala Holding Limited Partnership, a Delaware limited partnership, High River Limited Partnership, a Delaware limited partnership, Icahn Onshore LP, a Delaware limited partnership, Icahn Offshore LP, a Delaware limited partnership, Hopper Investments LLC, a Delaware limited liability company, CCI Onshore Corp., a Delaware corporation, CCI Offshore Corp., a Delaware corporation, and Barberry Corp., a Delaware corporation (collectively, the **Filing Persons**).

This Transaction Statement relates to the Agreement and Plan of Merger, dated as of February 9, 2007, (the **Merger Agreement**), by and among the Company, Parent and Merger Sub, as amended by Amendment No. 1, dated as of July 9, 2007, to the Merger Agreement (**Amendment No. 1**). If the Merger Agreement is approved by the Company's stockholders and the other conditions to the closing of the merger are either satisfied or waived, Merger Sub will be merged with and into the Company (the **Merger**). The separate corporate existence of Merger Sub will cease, and the Company will continue its corporate existence under Delaware law as the surviving corporation in the Merger. The separate corporate existence of the Company with all of its rights, privileges, immunities, powers and franchises, shall continue unaffected by the Merger. Upon consummation of the Merger, each share of Company common stock issued and outstanding immediately prior to the effective time of the merger, other than shares owned by Parent, Merger Sub or any subsidiary of Parent or shares held by holders who have properly demanded and perfected their appraisal rights, will be converted into the right to receive \$37.25 in cash, without interest and less any applicable withholding taxes.

The Company has filed with the SEC a definitive proxy statement dated May 23, 2007 (the **Proxy Statement**) under Regulation 14A of the Exchange Act in connection with the Merger and the annual meeting of the stockholders of the Company, a proxy statement supplement dated June 18, 2007 (the **Supplement**), a proxy statement supplement dated July 9, 2007 (the **Second Supplement**) and additional supplemental materials dated May 30, 2007, June 19, 2007 and June 22, 2007 (collectively, the **Additional Materials**), which supplement the Proxy Statement. The Proxy Statement is attached hereto as Exhibit (a)(1). A copy of the Merger Agreement is attached to the Proxy Statement as Appendix A and is incorporated herein by reference. The Supplement is attached hereto as Exhibit (a)(5). The Second Supplement is attached hereto as Exhibit (a)(6), and a copy of Amendment No. 1 is attached to the Second Supplement as Annex A and is incorporated herein by reference. The Additional Materials are attached hereto as Exhibits (a)(7), (a)(8), (a)(9) and (a)(10).

Pursuant to General Instruction F to Schedule 13E-3, the information in the Proxy Statement, including all annexes, exhibits and appendices thereto, is expressly incorporated by reference herein in its entirety, and responses to each item herein are qualified in their entirety by the information contained in the Proxy Statement. The cross references below are being supplied pursuant to General Instruction G to Schedule 13E-3 and show the location in the Proxy Statement of the information required to be included in response to the items of Schedule 13E-3.

All information contained in, or incorporated by reference into, this Transaction Statement concerning each Filing Person was supplied by such Filing Person, and no other Filing Person, including the Company, takes responsibility for the accuracy of such information as it relates to any other Filing Person.

The filing of this Transaction Statement shall not be construed as an admission by any of the Filing Persons or by any affiliate of a Filing Person that any Filing Person is an affiliate of the Company within the meaning of Rule 13e-3.

Item 1. Summary Term Sheet

The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:
Summary Term Sheet

The information set forth in the Second Supplement under the following caption is incorporated herein by reference:
Update to the Summary Term Sheet

Item 2. Subject Company Information

(a) *Name and Address.* The Company's name and the address and telephone number of its principal executive offices are as follows:

Lear Corporation
21557 Telegraph Road
Southfield, Michigan 48033
(248) 447-1500

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(b) **Securities**. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary of Annual Meeting Outstanding Shares

(c) **Trading Market and Price**. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

Important Information Regarding Lear Market Price of Common Stock

(d) **Dividends**. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

The Merger Agreement Conduct of Business Prior to Closing

Important Information Regarding Lear Market Price of Common Stock

(e) **Prior Public Offerings**. Not applicable.

(f) **Prior Stock Purchases**. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

Important Information Regarding Lear Prior Purchases and Sales of Lear Common Stock

Item 3. Identity and Background of Filing Person

(a) **Name and Address**. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

The Parties to the Merger

Important Information Regarding Lear

Important Information Regarding the AREP Group

(b) **Business and Background of Entities**. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

The Parties to the Merger

Important Information Regarding Lear

Important Information Regarding the AREP Group

(c) **Business and Background of Natural Persons**. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

The Parties to the Merger

Directors and Beneficial Ownership

Important Information Regarding Lear Executive Officers of Lear

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Important Information Regarding the AREP Group

Item 4. Terms of the Transaction

(a) **Material terms.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet
Answers to Questions You May Have
Summary of the Annual Meeting
Special Factors Background of the Merger
Special Factors Reasons for the Merger; Recommendation of the Special Committee and our Board of Directors
Special Factors Opinion of Financial Advisor to the Special Committee
Special Factors The AREP Group's Purpose and Reasons for the Merger
Special Factors Material U.S. Federal Income Tax Consequences of the Merger to Our Stockholders
The Merger Agreement

Appendix A The Merger Agreement

The information set forth in the Supplement under the following caption is incorporated herein by reference:

Supplemental Information Background of the Merger

The information set forth in the Second Supplement under the following captions is incorporated herein by reference:

Update to the Summary Term Sheet
Update to Answers to Questions You May Have
Update to Special Factors Background of the Merger
Update to Special Factors Reasons for the Merger; Recommendation of the Special Committee and Our Board of Directors

Summary of Amendment No. 1 to the Merger Agreement

Appendix A Amendment No. 1 to the Merger Agreement

(c) **Different Terms.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet
Answers to Questions You May Have
Special Factors Certain Effects of the Merger
Special Factors Interests of Lear's Directors and Executive Officers in the Merger
The Merger Agreement Treatment of Options and Other Awards

The information set forth in the Second Supplement under the following captions is incorporated herein by reference:

Update to the Summary Term Sheet
Update to Special Factors Interests of Lear's Directors and Executive Officers in the Merger

(d) **Appraisal Rights.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet
Answers to Questions You May Have
Appraisal Rights

Appendix F Section 262 of the General Corporation Law of the State of Delaware

(e) **Provisions for Unaffiliated Security Holders.** None.

(f) **Eligibility for Listing or Trading.** Not applicable.

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Item 5. Past Contacts, Transactions, Negotiations and Agreements

(a) **Transactions**. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet
Special Factors Background of the Merger
Special Factors Limited Guaranty
Special Factors Interests of the Lear's Directors and Executive Officers in the Merger
Special Factors Voting Agreement
The Merger Agreement

(b)-(c) **Significant Corporate Events; Negotiations or Contacts**. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet
Special Factors Background of the Merger
Special Factors Reasons for the Merger; Recommendation of the Special Committee and Our Board of Directors
Special Factors Opinion of Financial Advisor to the Special Committee
Special Factors The AREP Group's Purpose and Reasons for the Merger
Special Factors The Position of the AREP Group as to the Fairness of the Merger
Special Factors Plans for Lear after the Merger
Special Factors Limited Guaranty
Special Factors Interests of Lear's Directors and Executive Officers in the Merger
Special Factors Voting Agreement
The Merger Agreement

Appendix A The Merger Agreement

The information set forth in the Supplement under the following caption is incorporated herein by reference:

Supplemental Information Background of the Merger

The information set forth in the Second Supplement under the following captions is incorporated herein by reference:

Update to the Summary Term Sheet
Update to Special Factors Background of the Merger
Update to Special Factors Voting Agreement
Summary of Amendment No. 1 to the Merger Agreement

Annex A Amendment No. 1 to the Merger Agreement

(e) **Agreements Involving the Subject Company's Securities**. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet
Special Factors Financing of the Merger
Special Factors Interests of Lear's Directors and Executive Officers in the Merger

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Special Factors Limited Guaranty
Special Factors Voting Agreement
The Merger Agreement

Appendix A The Merger Agreement
Appendix C The Voting Agreement

The information set forth in the Second Supplement under the following captions is incorporated herein by reference:

Update to Summary Term Sheet
Update to Special Factors Interests of Lear's Directors and Executive Officers in the Merger
Update to Special Factors Voting Agreement
Summary of Amendment No. 1 to the Merger Agreement
Annex A Amendment No. 1 to the Merger Agreement

Item 6. Purposes of the Transaction and Plans or Proposals

(b) *Use of Securities Acquired*. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet
Answers to Questions You May Have
Special Factors The AREP Group's Purposes and Reasons for the Merger
Special Factors Plans for Lear after the Merger
Special Factors Certain Effects of the Merger
The Merger Agreement Merger Consideration
The Merger Agreement Treatment of Options and Other Awards
Appendix A The Merger Agreement

(c)(1)-(8) *Plans*. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet
Answers to Questions You May Have
Special Factors Background of the Merger
Special Factors Reasons for the Merger; Recommendation of the Special Committee and Our Board of Directors
Special Factors Opinion of Financial Advisor to the Special Committee
Special Factors The AREP Group's Purpose and Reasons for the Merger
Special Factors The Position of the AREP Group as to the Fairness of the Merger
Special Factors Plans for Lear after the Merger
Special Factors Certain Effects of the Merger
Special Factors Financing of the Merger

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Special Factors Interests of Lear's Directors and Executive Officers in the Merger
The Merger Agreement

Appendix A The Merger Agreement

The information set forth in the Supplement under the following caption is incorporated herein by reference:

Supplemental Information Background of the Merger

The information set forth in the Second Supplement under the following captions is incorporated herein by reference:

Update to the Summary Term Sheet

Update to Answers to Questions You May Have

Update to Special Factors Background of the Merger

Update to Special Factors Interest of Lear's Directors and Executive Officers in the Merger

Summary of Amendment No. 1 to the Merger Agreement

Annex A Amendment No. 1 to the Merger Agreement

Item 7. Purposes, Alternatives, Reasons and Effects

(a) **Purposes.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Special Factors Background of the Merger

Special Factors Reasons for the Merger; Recommendation of the Special Committee and Our Board of Directors

Special Factors Opinion of Financial Advisor to the Special Committee

Special Factors The AREP Group's Purpose and Reasons for the Merger

Special Factors The Position of the AREP Group as to the Fairness of the Merger

Special Factors Plans for Lear after the Merger

Special Factors Certain Effects of the Merger

(b) **Alternatives.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Background of the Merger

Special Factors Reasons for the Merger; Recommendation of the Special Committee and Our Board of Directors

Special Factors Opinion of Financial Advisor to the Special Committee

Special Factors The AREP Group's Purpose and Reasons for the Merger

Special Factors The Position of the AREP Group as to the Fairness of the Merger

The information set forth in the Supplement under the following caption is incorporated herein by reference:

Supplemental Information Background of the Merger

The information set forth in the Second Supplement under the following caption is incorporated herein by reference:

Update to Special Factors Background of the Merger

(c) **Reasons.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Answers to Questions You May Have

Special Factors Background of the Merger

Special Factors Reasons for the Merger; Recommendation of the Special Committee and Our Board of Directors

Special Factors Opinion of Financial Advisor to the Special Committee

Special Factors The AREP Group's Purpose and Reasons for the Merger

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Special Factors The Position of the AREP Group as to the Fairness of the Merger
Special Factors Opinion and Report of Advisors to the AREP Group
Special Factors Plans for Lear after the Merger

The information set forth in the Supplement under the following caption is incorporated herein by reference:

Supplemental Information Background of the Merger

The information set forth in the Second Supplement under the following captions is incorporated herein by reference:

Update to the Summary Term Sheet

Update to Special Factors Background of the Merger

Update to Special Factors Reasons for the Merger; Recommendation of the Special Committee and Our Board of Directors

The Strategic Assessment Report, dated February 2, 2007, by A. T. Kearney Inc. for American Real Estate Partners, L.P. is attached hereto as Exhibit (c)(6) and is incorporated herein by reference.

(d) **Effects**. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Answers to Questions You May Have

Special Factors Background of the Merger

Special Factors Reasons for the Merger; Recommendation of the Special Committee and Our Board of Directors

Special Factors The AREP Group's Purpose and Reasons for the Merger

Special Factors The Position of the AREP Group as to the Fairness of the Merger

Special Factors Plans for Lear after the Merger

Special Factors Certain Effects of the Merger

Special Factors Financing of the Merger

Special Factors Interests of Lear's Directors and Executive Officers in the Merger

Special Factors Material U.S. Federal Income Tax Consequences of the Merger to Our Stockholders

The Merger Agreement

Appendix A The Merger Agreement

The information set forth in the Second Supplement under the following captions is incorporated herein by reference:

Update to the Summary Term Sheet

Update to Answers to Questions You May Have

Update to Special Factors Interests of Lear's Directors and Executive Officers in the Merger

Summary of Amendment No. 1 to the Merger Agreement

Annex A Amendment No. 1 to the Merger Agreement

Item 8. Fairness of the Transaction

(a) (b) **Fairness; Factors Considered in Determining Fairness**. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Background of the Merger

Special Factors Reasons for the Merger; Recommendation of the Special Committee and Our Board of Directors

Special Factors Opinion of Financial Advisor to the Special Committee

Special Factors The AREP Group's Purpose and Reasons for the Merger

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Special Factors The Position of the AREP Group as to the Fairness of the Merger

Special Factors Plans for Lear after the Merger

Important Information Regarding Lear

The information set forth in the Supplement under the following caption is incorporated herein by reference:

Supplemental Information Background of the Merger

The information set forth in the Second Supplement under the following captions is incorporated herein by reference:

Update to the Summary Term Sheet

Update to Answers to Questions You May Have

Update to Special Factors Background of the Merger

Update to Special Factors Reasons for the Merger; Recommendation of the Special Committee and Our Board of Directors

Appendix B Fairness Opinion of J.P. Morgan Securities Inc.

The presentations dated February 1, 2007, February 3, 2007 and February 6, 2007, prepared by J.P. Morgan Securities Inc. for the Special Committee of the Board of Directors of the Company, are attached hereto as Exhibits (c)(2), (c)(3) and (c)(4), respectively, and are incorporated by reference herein.

(c) **Approval of Security Holders.** The transaction is not structured so that approval of at least a majority of unaffiliated security holders is required.

The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Answers to Questions You May Have

Summary of the Annual Meeting Record Date

Summary of the Annual Meeting Quorum

Summary of the Annual Meeting Required Vote

The Merger Agreement Conditions to the Merger

(d) **Unaffiliated Representative.** An unaffiliated representative was not retained to act solely on behalf of unaffiliated security holders for purposes of negotiating the terms of the transaction or preparing a report concerning the fairness of the transaction.

The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Reasons for the Merger; Recommendation of the Special Committee and Our Board of Directors

Special Factors Opinion of Financial Advisor to the Special Committee

Special Factors The AREP Group's Purpose and Reasons for the Merger

Special Factors The Position of the AREP Group as to the Fairness of the Merger

Appendix B Fairness Opinion of J.P. Morgan Securities Inc.

(e) **Approval of Directors.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Answers to Questions You May Have

Special Factors Background of the Merger

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Special Factors Reasons for the Merger; Recommendation of the Special Committee and Our Board of Directors
Special Factors The Position of the AREP Group as to the Fairness of the Merger
Special Factors Interests of Lear's Directors and Executive Officers in the Merger

The information set forth in the Second Supplement under the following captions is incorporated herein by reference:

Update to the Summary Term Sheet

Update to Answers to Questions You May Have

Update to Special Factors Reasons for the Merger; Recommendation of the Special Committee and Our Board of Directors

(f) *Other Offers*. Not applicable.

Item 9. Reports, Opinions, Appraisals and Negotiations

(a) - (c) *Report, Opinion or Appraisal; Preparer and Summary of the Report, Opinion or Appraisal; Availability of Documents*. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Opinion of J.P. Morgan Securities Inc.

Special Factors Background of the Merger

Special Factors Reasons for the Merger; Recommendation of the Special Committee and Our Board of Directors

Special Factors Opinion of Financial Advisor to the Special Committee

Special Factors Opinion and Report of Advisors to the AREP Group

Important Information Regarding Lear

Appendix B Fairness Opinion of J.P. Morgan Securities Inc.

The presentations dated February 1, 2007, February 3, 2007 and February 6, 2007, prepared by J.P. Morgan Securities Inc. for the Special Committee of the Board of Directors of the Company, are attached hereto as Exhibits (c)(2), (c)(3) and (c)(4), respectively, and are incorporated by reference herein.

Information provided by the Company to J.P. Morgan Securities Inc. in connection with the financial analysis reflected in J.P. Morgan Securities Inc.'s presentations for the Special Committee of the Board of Directors of the Company is attached hereto as Exhibit (c)(5) and incorporated herein by reference.

The Strategic Assessment Report, dated February 2, 2007, by A. T. Kearney Inc. for American Real Estate Partners, L.P. is attached hereto as Exhibit (c)(6) and incorporated herein by reference.

The opinions of Morgan Joseph & Co. Inc., dated February 9, 2007 and July 8, 2007, are attached hereto as Exhibits (c)(7) and (c)(8) and are incorporated herein by reference.

The information set forth in the Second Supplement under the following caption is incorporated herein by reference:

Update to Special Factors Opinion and Report of Advisors to the AREP Group

Item 10. Source and Amounts of Funds or Other Consideration

(a) - (d) *Source of Funds; Conditions; Expenses; Borrowed Funds*. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Special Factors Financing of the Merger

The Merger Agreement Financing

The Merger Agreement Fees and Expenses

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The Merger Agreement Termination Fees and Expenses

The Merger Agreement Conditions to the Merger

Appendix A The Merger Agreement

The information set forth in the Second Supplement under the following captions is incorporated herein by reference:

Update to the Summary Term Sheet

Summary of Amendment No. 1 to the Merger Agreement

Appendix A Amendment No. 1 to the Merger Agreement

Item 11. Interest in Securities of the Subject Company

(a) *Securities Ownership*. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Special Factors Interests of Lear's Directors and Executive Officers in the Merger

Important Information Regarding Lear Security Ownership of Certain Beneficial Owners and Management

The information set forth in the Second Supplement under the following caption is incorporated herein by reference:

Update to Special Factors Interests of Lear's Directors and Executive Officers in the Merger

(b) *Securities Transactions*. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Voting Agreement

Important Information Regarding Lear Securities Ownership of Certain Beneficial Owners and Management

Important Information Regarding Lear Prior Purchases and Sales of Lear Common Stock

The information in the Second Supplement under the following captions is incorporated herein by reference:

Summary of Amendment No. 1 to the Merger Agreement

Item 12. The Solicitation or Recommendation

(d) *Intent to Tender or Vote in a Going-Private Transaction*. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Answers to Questions You May Have

Special Factors Background of the Merger

Special Factors Reasons for the Merger; Recommendation of the Special Committee and Our Board of Directors

Special Factors The AREP Group's Purpose and Reasons for the Merger

Special Factors The Position of the AREP Group as to the Fairness of the Merger

Special Factors Interests of Lear's Directors and Executive Officers in the Merger

Special Factors Voting Agreement

The information set forth in the Second Supplement under the following captions is incorporated herein by reference:

Update to the Summary Term Sheet

Update to Answers to Questions You May Have

Update to Special Factors Reasons for the Merger; Recommendation of the Special Committee and Our Board of Directors

(e) *Recommendation of Others*. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Answers to Questions You May Have

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Special Factors Background of the Merger
Special Factors Reasons for the Merger; Recommendation of the Special Committee and Our Board of Directors
Special Factors The AREP Group's Purpose and Reasons for the Merger
Special Factors The Position of the AREP Group as to the Fairness of the Merger
Special Factors Interests of Lear's Directors and Executive Officers in the Merger
The information set forth in the Second Supplement under the following captions is incorporated herein by reference:
Update to the Summary Term Sheet
Update to Answers to Questions You May Have
Update to Special Factors Reasons for the Merger; Recommendation of the Special Committee and Our Board of Directors

Item 13. Financial Information

(a) **Financial Information.** The audited financial statements set forth in the Company's Annual Report on Form 10-K for the year ended December 31, 2006 and the unaudited financial statements set forth in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007 are incorporated herein by reference. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Important Information Regarding Lear Selected Financial Data
Where You Can Find More Information

(b) **Pro forma Information.** Not applicable.

Item 14. Persons/Assets, Retained, Employed, Compensated or Used

(a) **Solicitations or Recommendations.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Answers to Questions You May Have Questions and Answers About the Annual Meeting
Summary of the Annual Meeting Proxy Solicitation

The information set forth in the Second Supplement under the following caption is incorporated herein by reference:
Update to Answers to Questions You May Have

(b) **Employees and corporate assets.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Plans for Lear After the Merger
Special Factors Interests of Lear's Directors and Executive Officers in the Merger

Item 15. Additional Information

(b) **Other material information.** The information set forth in the Proxy Statement, including all appendices thereto, is incorporated herein by reference. The information set forth in the Supplement, the Second Supplement, all annexes thereto, and the Additional Materials is incorporated herein by reference.

Item 16. Exhibits

(a)(1) Proxy Statement of Lear Corporation (incorporated by reference to the Schedule 14A filed with the Securities and Exchange Commission on May 23, 2007).

(a)(2) Form of Proxy Card (incorporated herein by reference to the Schedule 14A filed with the Securities and Exchange Commission on June 22, 2007).

(a)(3) Letter to Stockholders (incorporated herein by reference to the Proxy Statement).

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- (a)(4) Notice of Special Meeting of Stockholders (incorporated herein by reference to the Proxy Statement).
- (a)(5) Supplement to the Proxy Statement (incorporated by reference to the Schedule 14A filed with the Securities and Exchange Commission on June 19, 2007).
- (a)(6) Second Supplement to the Proxy Statement (incorporated by reference to the Schedule 14A filed with the Securities and Exchange Commission on July 9, 2007).
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SIGNATURE

After due inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated as of July 9, 2007

LEAR CORPORATION

By: /s/ Daniel A. Ninivaggi
Name: Daniel A. Ninivaggi
Title: Executive Vice President, General
Counsel and Chief Administrative
Officer

AREP CAR HOLDINGS CORP.

By: /s/ Andrew Skobe
Name: Andrew Skobe
Title: Chief Financial Officer

AREP CAR ACQUISITION CORP.

By: /s/ Andrew Skobe
Name: Andrew Skobe
Title: Chief Financial Officer

**AMERICAN REAL ESTATE HOLDINGS
LIMITED PARTNERSHIP**

By: American Property Investors, Inc., its General
Partner

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ICAHN PARTNERS LP

By: Icahn Onshore LP, its General Partner
By: CCI Onshore Corp., its General Partner

By: /s/ Edward Mattner

Name: Edward Mattner
Title: Authorized Signatory

ICAHN PARTNERS MASTER FUND LP

By: Icahn Offshore LP, its General Partner
By: CCI Offshore Corp., its General Partner

By: /s/ Edward Mattner

Name: Edward Mattner
Title: Authorized Signatory

**KOALA HOLDING LIMITED
PARTNERSHIP**

By: Barberry Corp., its General Partner

By: /s/ Edward Mattner

Name: Edward Mattner
Title: Authorized Signatory

HIGH RIVER LIMITED PARTNERSHIP

By: Hopper Investments LLC, its General
Partner
By: Barberry Corp., its Sole Member

By: /s/ Edward Mattner

Name: Edward Mattner
Title: Authorized Signatory

HOPPER INVESTMENTS LLC

By: Barberry Corp., its Sole Member

By: /s/ Edward Mattner

Name: Edward Mattner
Title: Authorized Signatory

ICAHN ONSHORE LP

By: CCI Onshore Corp., its General Partner

By: /s/ Edward Mattner

Name: Edward Mattner
Title: Authorized Signatory

ICAHN OFFSHORE LP

By: CCI Offshore Corp., its General Partner

By: /s/ Edward Mattner

Name: Edward Mattner
Title: Authorized Signatory

CCI ONSHORE CORP.

By: /s/ Edward Mattner

Name: Edward Mattner
Title: Authorized Signatory

CCI OFFSHORE CORP.

By: /s/ Edward Mattner

Name: Edward Mattner
Title: Authorized Signatory

BARBERRY CORP.

By: /s/ Edward Mattner

Name: Edward Mattner
Title: Authorized Signatory

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INDEX TO EXHIBITS

(a)(1) Proxy Statement of Lear Corporation (incorporated by reference to the Schedule 14A filed with the Securities and Exchange Commission on May 23, 2007).

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(a)(3) Letter to Stockholders (incorporated herein by reference to the Proxy Statement).

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