

LEAR CORP  
Form SC 13E3/A  
May 01, 2007

Table of Contents

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13E-3**

**(Amendment No. 1)**

**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**

(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, Secretary and**  
**General Counsel**  
**(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:*

**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**

**Bruce A. Toth, Esq.**  
**Winston & Strawn LLP**  
**35 W. Wacker Drive**  
**Chicago, Illinois 60601**  
**(312) 558-5600**

**Steven L. Wasserman, Esq.**  
**DLA Piper US LLP**  
**1251 Avenue of the Americas**  
**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	\$2,858,944,606*	Amount of filing fee	\$87,770**
-----------------------	------------------	----------------------	------------

\* **Calculated solely for the purpose of determining the filing fee.**

\*\* The maximum aggregate value was determined based upon the sum of (A) 76,642,783 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  
104,432 shares  
of Common  
Stock multiplied  
by \$36.00 per  
share; and  
(F) performance  
shares with  
respect to  
169,909 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.

- p 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

---

**TABLE OF CONTENTS**

**INTRODUCTION**

**Item 1. Summary Term Sheet**

**Item 2. Subject Company Information**

**Item 3. Identity and Background of Filing Person**

**Item 4. Terms of the Transaction**

**Item 5. Past Contacts, Transactions, Negotiations and Agreements**

**Item 6. Purposes of the Transaction and Plans or Proposals**

**Item 7. Purposes, Alternatives, Reasons and Effects**

**Item 8. Fairness of the Transaction**

**Item 9. Reports, Opinions, Appraisals and Negotiations**

**Item 10. Source and Amounts of Funds or Other Consideration**

**Item 11. Interest in Securities of the Subject Company**

**Item 12. The Solicitation or Recommendation**

**Item 13. Financial Information**

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

**Item 15. Additional Information**

**Item 16. Exhibits**

**SIGNATURE**

**INDEX TO EXHIBITS**

**Exhibit (c)(2) - Presentation dated February 1, 2007**

**Exhibit (c)(3) - Presentation dated February 3, 2007**

**Exhibit (c)(5) - Information provided by Lear Corporation**

---

**Table of Contents**

**INTRODUCTION**

This Amendment No. 1 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 and Vincent J. Intrieri (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. 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 \$36.00 in cash, without interest and less any applicable withholding taxes.

Concurrently with the filing of this Transaction Statement, the Company is filing with the SEC an amended preliminary proxy statement (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. 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. As of the date hereof, the Proxy Statement is in preliminary form and is subject to completion or amendment.

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

**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:

**Table of Contents**

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

(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 Mr. Ichan, Mr. Intrieri, API, AREH, AREP, Parent and Merger Sub

(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 Mr. Ichan, Mr. Intrieri, API, AREH, AREP, Parent and Merger Sub

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



**Table of Contents**

Summary Term Sheet  
The Parties to the Merger  
Directors and Beneficial Ownership  
Important Information Regarding Lear Executive Officers of Lear  
Important Information Regarding Mr. Ichan, Mr. Intrieri, API, AREH, AREP, Parent and Merger Sub

**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 Mr. Icahn's, Mr. Intrieri's, API's, AREH's, AREP's, Parent's and Merger Sub'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

(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

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

Summary Term Sheet

**Table of Contents**

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.

**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 Mr. Icahn's, Mr. Intrieri's, API's, AREH's, AREP's, Parent's and Merger Sub's Purpose and Reasons for the Merger

Special Factors The Position of Mr. Icahn, Mr. Intrieri, API, AREH, AREP, Parent and Merger Sub 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

**Table of Contents**

Appendix A 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

Special Factors Limited Guaranty

Special Factors Voting Agreement

The Merger Agreement

Appendix A The Merger Agreement

Appendix C The Voting 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 Mr. Icahn's, Mr. Intriери's, API's, AREH's, AREP's, Parent's and Merger Subsidiaries' 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

**Table of Contents**

Special Factors Mr. Icahn s, Mr. Intrieri s, API s, AREH s, AREP s, Parent s and Merger Sub s Purpose and Reasons for the Merger

Special Factors The Position of Mr. Icahn, Mr. Intrieri, API, AREH, AREP, Parent and Merger Sub 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

The Merger Agreement

Appendix A 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 Mr. Icahn s, Mr. Intrieri s, API s, AREH s, AREP s, Parent s and Merger Sub s Purpose and Reasons for the Merger

Special Factors The Position of Mr. Icahn, Mr. Intrieri, API, AREH, AREP, Parent and Merger Sub 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 Mr. Icahn s, Mr. Intrieri s, API s, AREH s, AREP s, Parent s and Merger Sub s Purpose and Reasons for the Merger

**Table of Contents**

Special Factors The Position of Mr. Icahn, Mr. Intrieri, API, AREH, AREP, Parent and Merger Sub as to the Fairness 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 Mr. Icahn's, Mr. Intrieri's, API's, AREH's, AREP's, Parent's and Merger Sub's Purpose and Reasons for the Merger

Special Factors The Position of Mr. Icahn, Mr. Intrieri, API, AREH, AREP, Parent and Merger Sub as to the Fairness of the Merger

Special Factors Opinion and Report of Advisors to Mr. Ichan, Mr. Intrieri, API, AREH, AREP, Parent and Merger Sub

Special Factors Plans for Lear after the Merger

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 Mr. Icahn's, Mr. Intrieri's, API's, AREH's, AREP's, Parent's and Merger Sub's Purpose and Reasons for the Merger

Special Factors The Position of Mr. Icahn, Mr. Intrieri, API, AREH, AREP, Parent and Merger Sub 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

**Table of Contents**

**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 Mr. Icahn's, Mr. Intriери's, API's, AREH's, AREP's, Parent's and Merger Subs Purpose and Reasons for the Merger
- Special Factors The Position of Mr. Icahn, Mr. Intriери, API, AREH, AREP, Parent and Merger Subs as to the Fairness of the Merger
- Special Factors Plans for Lear after the Merger
- 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.

(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:

**Table of Contents**

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 Mr. Icahn's, Mr. Intriери's, API's, AREH's, AREP's, Parent's and Merger Sub's Purpose and Reasons for the Merger

Special Factors The Position of Mr. Icahn, Mr. Intriери, API, AREH, AREP, Parent and Merger Sub 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

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

Special Factors The Position of Mr. Icahn, Mr. Intriери, API, AREH, AREP, Parent and Merger Sub as to the Fairness of the Merger

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

(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 Mr. Icahn, Mr. Intriери, API, AREH, AREP, Parent and Merger Sub  
Important Information Regarding Lear

**Table of Contents**

**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 opinion of Morgan Joseph & Co. Inc., dated February 9, 2007, is attached hereto as Exhibit (c)(7) and is incorporated herein by reference.

**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  
The Merger Agreement Termination Fees and Expenses  
The Merger Agreement Conditions to the Merger  
Appendix A 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

(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

**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



**Table of Contents**

Special Factors	Background of the Merger
Special Factors	Reasons for the Merger; Recommendation of the Special Committee and Our Board of Directors
Special Factors	Mr. Icahn's, Mr. Intriери's, API's, AREH's, AREP's, Parent's and Merger Sub's Purpose and Reasons for the Merger
Special Factors	The Position of Mr. Icahn, Mr. Intriери, API, AREH, AREP, Parent and Merger Sub as to the Fairness of the Merger
Special Factors	Interests of Lear's Directors and Executive Officers in the Merger
Special Factors	Voting Agreement

(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	
Special Factors	Background of the Merger
Special Factors	Reasons for the Merger; Recommendation of the Special Committee and Our Board of Directors
Special Factors	Mr. Icahn's, Mr. Intriери's, API's, AREH's, AREP's, Parent's and Merger Sub's Purpose and Reasons for the Merger
Special Factors	The Position of Mr. Icahn, Mr. Intriери, API, AREH, AREP, Parent and Merger Sub as to the Fairness of the Merger
Special Factors	Interests of Lear's Directors and Executive Officers in the Merger

**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 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's 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
-----------------------------------	--

**Table of Contents**

Summary of the Annual Meeting Proxy Solicitation

(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.

**Item 16. Exhibits**

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

(a)(2) Form of Proxy Card (incorporated herein by reference to the Proxy Statement).

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

(a)(4) Notice of Special Meeting of Stockholders (incorporated herein by reference to the Proxy Statement).

(b)(1) Commitment Letter, dated February 8, 2007, by Bank of America, N.A. and Banc of America Securities LLC (previously filed as Exhibit (b)(1) to the Schedule 13E-3 filed with the Securities and Exchange Commission on March 20, 2007).

(c)(1) Opinion of J.P. Morgan Securities Inc., dated February 8, 2007 (incorporated herein by reference to Appendix B of the Proxy Statement).

(c)(2) Presentation, dated February 1, 2007, by J.P. Morgan Securities Inc. for the Special Committee of the Board of Directors of Lear Corporation.

(c)(3) Presentation, dated February 3, 2007, by J.P. Morgan Securities Inc. for the Special Committee of the Board of Directors of Lear Corporation.

(c)(4) Presentation, dated February 6, 2007, by J.P. Morgan Securities Inc. for the Special Committee of the Board of Directors of Lear Corporation (previously filed as Exhibit (c)(2) to Schedule 13E-3 filed with the Securities and Exchange Commission on March 20, 2007).

(c)(5) Information provided by Lear Corporation to J.P. Morgan Securities Inc. in connection with J.P. Morgan Securities Inc.'s presentations to the Special Committee of the Board of Directors of Lear Corporation.

(c)(6) Strategic Assessment Report, dated February 2, 2007, by A. T. Kearney Inc. for American Real Estate Partners, L.P. (previously filed as Exhibit (c)(3) to Schedule 13E-3 filed with the Securities and Exchange Commission on March 20, 2007).

(c)(7) Opinion of Morgan Joseph & Co. Inc., dated February 9, 2007 (previously filed as Exhibit (c)(4) to Schedule 13E-3 filed with the Securities and Exchange Commission on March 20, 2007).

(d)(1) Agreement and Plan of Merger, dated February 9, 2007, among Lear Corporation, AREP Car Holdings Corp. and AREP Car Acquisition Corp. (incorporated herein by reference to Appendix A of the Proxy Statement).

(d)(2) Voting Agreement, dated February 9, 2007, by and among Lear Corporation, Icahn Partners LP, Icahn Partners Master Fund LP, Koala Holding Limited Partnership and High River Limited Partnership (incorporated by reference to Appendix C of the Proxy Statement).

(d)(3) Guaranty of Payment, dated February 9, 2007, by American Real Estate Partners, L.P. in favor of Lear Corporation (incorporated by reference to Appendix D of the Proxy Statement).

(d)(4) Stock Purchase Agreement, dated as of October 17, 2006, among the Lear Corporation, Icahn Partners LP, Icahn Partners Master Fund LP and Koala Holding LLC (incorporated by reference to Exhibit 10.1 to Lear's Current Report on Form 8-K (SEC File No. 1-11311), filed on October 17, 2006).

(f) Appendix F to the Proxy Statement (incorporated herein by reference to the Proxy Statement).

Certain information in this exhibit has been omitted and filed separately with the SEC pursuant to a confidential treatment request under Rule 24b-2 of the Exchange Act. Omitted portions are indicated in this exhibit with [\*].

**Table of Contents**

**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 May 1, 2007

**LEAR CORPORATION**

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

**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

By: /s/ Andrew Skobe

Name: Andrew Skobe  
Title: Interim Chief Accounting  
Officer, Interim Chief Financial  
Officer and Treasurer

**AMERICAN REAL ESTATE  
PARTNERS, L.P.**

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

By: /s/ Andrew Skobe

Name: Andrew Skobe  
Title: Interim Chief Accounting  
Officer, Interim Chief Financial



**Table of Contents**

**AMERICAN PROPERTY INVESTORS, INC.**

By: /s/ Andrew Skobe

Name: Andrew Skobe

Title: Interim Chief Accounting Officer, Interim Chief Financial Officer and Treasurer

**CARL C. ICAHN**

By: /s/ Carl C. Icahn

**VINCENT J. INTRIERI**

By: /s/ Vincent J. Intrieri

**INDEX TO EXHIBITS**

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

(a)(2) Form of Proxy Card (incorporated herein by reference to the Proxy Statement).

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

(a)(4) Notice of Special Meeting of Stockholders (incorporated herein by reference to the Proxy Statement).

(b)(1) Commitment Letter, dated February 8, 2007, by Bank of America, N.A. and Banc of America Securities LLC (previously filed as Exhibit (b)(1) to the Schedule 13E-3 filed with the Securities and Exchange Commission on March 20, 2007).

(c)(1) Opinion of J.P. Morgan Securities Inc., dated February 8, 2007 (incorporated herein by reference to Appendix B of the Proxy Statement).

(c)(2) Presentation, dated February 1, 2007, by J.P. Morgan Securities Inc. for the Special Committee of the Board of Directors of Lear Corporation.

(c)(3) Presentation, dated February 3, 2007, by J.P. Morgan Securities Inc. for the Special Committee of the Board of Directors of Lear Corporation.

(c)(4) Presentation, dated February 6, 2007, by J.P. Morgan Securities Inc. for the Special Committee of the Board of Directors of Lear Corporation (previously filed as Exhibit (c)(2) to Schedule 13E-3 filed with the Securities and Exchange Commission on March 20, 2007).

(c)(5) Information provided by Lear Corporation to J.P. Morgan Securities Inc. in connection with J.P. Morgan Securities Inc.'s presentations to the Special Committee of the Board of Directors of Lear Corporation.

(c)(6) Strategic Assessment Report, dated February 2, 2007, by A.T. Kearney Inc. for American Real Estate Partners, L. P. (previously filed as Exhibit (c)(3) to the Schedule 13E-3 filed with the Securities and Exchange Commission on March 20, 2007)

(c)(7) Opinion of Morgan Joseph & Co. Inc., dated February 9, 2007 (previously filed as Exhibit (c)(4) to the Schedule 13E-3 filed with the Securities and Exchange Commission on March 20, 2007).

(d)(1) Agreement and Plan of Merger, dated February 9, 2007, among Lear Corporation, AREP Car Holdings Corp. and AREP Car Acquisition Corp. (incorporated herein by reference to Appendix A of the Proxy Statement).

(d)(2) Voting Agreement, dated February 9, 2007, by and among Lear Corporation, Icahn Partners LP, Icahn Partners Master Fund LP, Koala Holding Limited Partnership and High River Limited Partnership (incorporated by reference to Appendix C of the Proxy Statement).

Edgar Filing: LEAR CORP - Form SC 13E3/A

(d)(3) Guaranty of Payment, dated February 9, 2007, by American Real Estate Partners, L.P. in favor of Lear Corporation (incorporated by reference to Appendix D of the Proxy Statement).

(d)(4) Stock Purchase Agreement, dated as of October 17, 2006, among the Lear Corporation, Icahn Partners LP, Icahn Partners Master Fund LP and Koala Holding LLC (incorporated by reference to Exhibit 10.1 to Lear's Current Report on Form 8-K (SEC File No. 1-11311), filed on October 17, 2006).

(f) Appendix F to the Proxy Statement (incorporated herein by reference to the Proxy Statement).

Certain information in this exhibit has been omitted and filed separately with the SEC pursuant to a confidential treatment request under Rule 24b-2 of the Exchange Act. Omitted portions are indicated in this exhibit with [\*].