James H.M. Sprayregen, P.C.
Marc Kieselstein, P.C. (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

- and -

Ryan Blaine Bennett (admitted *pro hac vice*)
Paul Wierbicki (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Counsel to the Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	)	Chapter 11
LEAR CORPORATION, et al.,[1]	)	Case No. 09-14326 (ALG)
Debtors.	)	Jointly Administered

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

99143260911020000000000013

DECLARATION OF MATTHEW J. SIMONCINI IN SUPPORT OF CONFIRMATION OF THE DEBTORS' FIRST AMENDED JOINT PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE

I, Matthew J. Simoncini, make this declaration and state:

1. I am a senior vice president and the Chief Financial Officer for Lear Corporation, the parent debtor of the above-captioned debtors (collectively, the "Debtors") in these chapter 11 cases (the "Chapter 11 Cases") commenced on July 7, 2009 (the "Petition Date"). I have held this position since September 2007, and have been employed by Lear Corporation (collectively with its affiliates, the "Company") or its predecessors in various capacities since 1996. I received a Bachelor of Science in Business Administration from Wayne State University in 1985. I am a Certified Public Accountant and a member of the Michigan Association of Certified Public Accountants.

2. Based on my employment with Lear Corporation and in connection with my service as Chief Financial Officer, I am intimately familiar with the businesses of Lear Corporation ("Lear") and the other Debtors as well as their current operations and financial performance and their projected future operations and financial performance.

3. In my role as Chief Financial Officer of Lear, I am responsible for the management and oversight of all aspects of the restructuring of the Debtors. I am generally familiar with the Debtors' day-to-day operations, businesses, affairs and books and records, and I have played an active role in the formulation of the Debtors' business plan and plan of reorganization. Accordingly, I am familiar with the terms of the Debtors' plan of reorganization and the negotiation and development thereof.

4. I submit this declaration (this "Declaration") in support of the *Debtors' Memorandum of Law (A) in Support of Confirmation of the Debtors' First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code and (B) in Response to Objections*

Thereto (the "Confirmation Brief") and in support of confirmation of the *Debtors' First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 633] (the "Plan").[2] All matters set forth in this affidavit are based on: (a) my personal knowledge or information relayed to me by Lear personnel who report to me; (b) my review of relevant documents; (c) my view, based upon my experience and knowledge of the Debtors' business and financial condition; or (d) as to matters involving United States bankruptcy law or rules or other applicable laws, my reliance on the advice of counsel to the Debtors. If I were called upon to testify, I could and would testify competently to the facts set forth herein.

I. Background

5. Since commencing these Chapter 11 Cases only three months ago, the Debtors have proceeded briskly through the various stages of chapter 11. Specifically, the Debtors have (a) achieved a soft landing into bankruptcy for one of the largest automotive parts supply companies in the country, (b) obtained approval of a disclosure statement that effects a complicated series of restructuring transactions (including the elimination of $3 billion of debt), (c) successfully completed solicitation on one of the largest prearranged plans in history, and (d) prepared to emerge from chapter 11 with a delevered capital structure and the enhanced ability to achieve further growth. The Plan builds upon a myriad of restructuring initiatives achieved during the Chapter 11 Cases, which I believe will allow the Debtors to emerge from chapter 11 as one of the leading automotive parts suppliers in the United States.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

II. Satisfaction of and Compliance with Section 1129 of the Bankruptcy Code

A. The Plan Complies with the Applicable Provisions of the Bankruptcy Code as Required by Section 1129(a)(1) of the Bankruptcy Code

6. I believe, based on knowledge and advice, that the Plan complies with all applicable provisions of the Bankruptcy Code as required by section 1129(a)(1) of the Bankruptcy Code, including sections 1122 and 1123(a)(1) of the Bankruptcy Code.

7. Further, based on my understanding, knowledge and advice received from the Debtors' professionals, I believe that Articles III and IV and various other provisions of the Plan satisfy the six other mandatory requirements of section 1123(a) of the Bankruptcy Code (i.e., section 1123(a)(2)-(7) of the Bankruptcy Code).

8. Finally, based on knowledge and advice provided by the Debtors' professionals, I believe that Article IX and other discretionary provisions of the Plan are consistent with section 1123(b) of the Bankruptcy Code.

1. The Plan Properly Classifies Claims and Equity Interests As Required by Section 1122 and Section 1123(a)(1) of the Bankruptcy Code

9. The Plan's classification scheme is as provided in the chart below. Based on the advice and guidance provided to me by the Debtors' advisors, I believe that this classification scheme satisfies sections 1122 and 1123(a)(1) of the Bankruptcy Code.

Summary of Classification and Treatment of Claims and Interests Against Group A Debtors

Class	Claim	Status	Voting Rights
1A	Other Priority Claims Against a Group A Debtor	Unimpaired	Deemed to Accept
2A	Other Secured Claims Against a Group A Debtor	Unimpaired	Deemed to Accept
3A	Prepetition Credit Agreement Secured Claims	Impaired	Entitled to Vote
4A	Unsecured Ongoing Operations Claims	Unimpaired	Deemed to Accept
5A	Other General Unsecured Claims	Impaired	Entitled to Vote
6A	Convenience Claims	Impaired	Entitled to Vote
7A	Subordinated Claims	Impaired	Deemed to Reject
8A-1	Equity Interests in Lear Corporation	Impaired	Deemed to Reject
8A-2	Intercompany Interests in Group A Debtors	Unimpaired	Deemed to Accept

Summary of Classification and Treatment of Claims and Interests Against Group B Debtors

Class	Claim	Status	Voting Rights
1B	Other Priority Claims Against a Group B Debtor	Unimpaired	Deemed to Accept
2B	Other Secured Claims Against a Group B Debtor	Unimpaired	Deemed to Accept
3B	General Unsecured Claims	Unimpaired	Deemed to Accept
4B	Intercompany Interests in Group B Debtors	Unimpaired	Deemed to Accept

10. I believe that the methodology of Claims classification employed in the Plan satisfies the classification requirements of 11 U.S.C. § 1122 because each Class differs from each other in legal or factual nature or based on other relevant criteria. In part, the Plan's classification scheme follows the Debtors' capital structure: debt and equity are classified separately and secured debt (Classes 2A, 3A and 2B) is classified separately from unsecured debt (Classes 4A, 5A, 6A, 7A, 8A-2, 3B and 4B). Other aspects of the classification scheme are reasonably related to the different legal or factual nature of each Class. For example, priority claims (Classes 1A and 1B) are classified separately due to their required treatment under the Bankruptcy Code. Further, intercompany claims (essentially books and records claims in Classes 8A-2 and 4B) are classified separately since they do not involve third party creditors. Moreover, equity interests in Lear Corporation are classified separately, rationally broken down between interests held by third parties and those held by other Debtors (Class 8A-1 as differentiated from Class 8A-2). Finally, as discussed more fully below, Class 4A and Class 5A are properly classified separately for legitimate business reasons. The Debtors are classifying Class 5A claims separately based on the Debtors' exercise of reasonable business judgment that payment of the Class 5A claims provides little to no net benefit to the ongoing operations of the Debtors' businesses going forward.

2. The Plan's Separation of Class 4A and Class 5A Claims is Reasonable Under the Circumstances and Has a Rational Basis as Required by Section 1122 and Section 1123(a)(1) of the Bankruptcy Code

11. Throughout the first six months of fiscal year 2009, as the plan was developed, the economic downturn and the global credit crisis that began in 2008 continued to severely

impact automotive manufacturers and suppliers globally. Historically, a significant portion of the Company's sales and operating profit derived from the three major U.S.-based automotive manufacturers. Both General Motors and Ford, which together with their affiliates historically accounted for nearly half of the Company's net sales, experienced significant operating losses. Further, Chrysler and General Motors commenced chapter 11 cases as plan negotiations intensified, creating an environment of great uncertainty for the Debtors, their affiliates and suppliers.

12. Adverse industry conditions in 2009 were marked by production level declines of approximately 50% and 32% in North America and Europe, respectively, during the first six months of 2009 from the comparable period in 2008. Furthermore, production by General Motors and Ford declined by approximately 49% in the first six months of 2009 from the comparable period in 2008. In addition, because automakers announced reductions in production schedules with little advance notice, it was difficult if not impossible for the Company and its downstream suppliers to implement corresponding cost reductions in time to mitigate losses.

13. Within the Company's supply base, increases in commercial disputes and an elevated risk of supply disruption in some cases forced the Company to provide financial support to distressed suppliers or to take other measures to ensure uninterrupted production. Given these circumstances, the Debtors determined that the best way to preserve going-concern value and ensure continued ordinary course operations crucial to the "just-in-time" environment in which the Debtors operate, was to provide full recoveries for as many unsecured creditors as possible. To that end, the Debtors engaged in substantial negotiations with the Prepetition Credit Agreement Lenders and Holders of the Company's Unsecured Notes regarding the funding of

nearly all general unsecured trade claims. After substantial negotiations, and in recognition of the substantial benefits that would inure to the business, the Debtors' secured lenders and unsecured noteholders parties to the Plan Support Agreements agreed to a Plan that would provide full recoveries for the vast majority of Claims—those that provide a net benefit to the ongoing operations of the Debtors' businesses going forward.

14. In light of the time constraints, the Debtors used their business judgment to identify those Claims which, if paid, would confer minimal—if any—benefit to the ongoing operations of the business. These Claims, limited in number, were placed in Class 5A.

15. The Claims in Class 4A constitute the vast majority of all unsecured claims. The largest percentage of Class 4A Claims relate to the assorted suppliers of goods and services utilized by the Debtors in their day-to-day business operations. These suppliers are unequivocally critical to the Debtors' operations, and their goods and services facilitate the Debtors' operations and continue to add value to the Debtors' estates. Certain remaining Class 4A Claims arise from the Debtors' interactions with their agents and customers.

16. Further, many of the Class 4A Claims consist of obligations to suppliers and customers that have had longstanding relationships with the Debtors and would result in considerable expense to the Reorganized Debtors if they had to establish new business relationships with different service providers. Failure to pay those claims would cause substantial damage to those crucial relationships and substantially impair the Debtors going-concern value. Leaving the Debtors' suppliers and customers unpaid would cause a devastating loss of confidence in the Debtors' ability to carry out their obligations, and would likely cause the suppliers and customers to cease continued operations with the Debtors. Claims related to the Debtors' relationships with foreign businesses, which are also included in Class 4A, are also

important and add substantial value to the reorganized Debtors. In short, I believe that the payment of substantially all of the Debtors' general unsecured claims in full preserves value by improving the Debtors' reputation for reliable service and backstops the message that everything is "business as usual" during the chapter 11 cases and will remain so thereafter, a crucial component in preserving value for the Reorganized Debtors.

17. For these reasons, I believe the Debtors' classification is appropriate and the treatment of Class 4A proper. I further believe that the separate classification of Class 4A and Class 5A was rationally designed to separate those Claims that, under the circumstances, the Debtors were able to determine provided no net benefit to the Reorganized Debtors. Throughout the Chapter 11 Cases, the Debtors have placed special emphasis on providing full recovery for the vast majority of unsecured Claims, particularly those held by claimants with whom the Debtors will conduct substantial business post-emergence and whose business relationships the Debtors must further cultivate in order to ensure post-emergence profitability. The Reorganized Debtors' ability to satisfy their outstanding prepetition obligations owed to these essential creditor constituencies is key to their ability to facilitate post-emergence operations. On the other hand, I believe that failure to pay these Claims would cause substantial damage to crucial business relationships and substantially impair the Debtors going-concern value.

18. Conversely, I believe that if the Debtors were required to classify non-essential creditors together with essential creditors in Class 4A, the increased cost of satisfying these additional Claims would hamper the Debtors' ability to ensure full satisfaction of the Claims held by the very parties whose goods and services are critical to the Debtors' post-emergence profitability. Under the circumstances, I believe that the separate classification complies with

the underlying purpose of the Plan, which is to provide full recoveries for the vast majority of Claims.

19. In sum, given the business context in which the plan was negotiated, and given the limited time available to formulate and solicit acceptances on its Plan, I believe that paying Class 4A Claims in full was the most effective and value-maximizing method of preserving the going-concern value of the Debtors' post-emergence business.

3. The Plan Specifies Unimpaired and Impaired Classes as Required by Section 1123(a)(2) and (3) of the Bankruptcy Code

20. By designating Classes of Claims and Interests, specifying the Classes of Claims and Interests that are Impaired under the Plan and specifying the treatment of each Class of Claims and Interests that is Impaired, I believe, based on knowledge and the advice of the Debtors' professionals, that the Plan satisfies section 1123(a)(2) and (3) of the Bankruptcy Code.

4. The Plan Provides the Same Treatment to Each Holder in a Particular Class as Required by Section 1123(a)(4) of the Bankruptcy Code

21. I further understand that Article III of the Plan, in compliance with section 1123(a)(4) of the Bankruptcy Code, treats each Claim or Interest within each Class the same as each other Claim or Interest in that Class, unless the Holder of a particular Claim or Interest has agreed to a less favorable treatment with respect to such Claim or Interest.

5. The Plan Provides for Adequate Means of Implementation as Required by Section 1123(a)(5) of the Bankruptcy Code

22. It is my belief that Article IV of the Plan provides adequate means for the Plan's implementation, thus satisfying section 1125(a)(5) of the Bankruptcy Code, relating to, among other things: (a) the substantive consolidation of the Debtors and their subsidiaries for all purposes associated with Confirmation and Consummation; (b) the continued corporate existence of the Debtors under Article IV.K. of the Plan; (c) generally allowing for all corporate action

necessary to effectuate the Plan, including the assumption of agreements with existing management, appointment of the directors and officers of the Reorganized Debtors, execution and entry into the Exit Financing Agreement and New Term Loans Agreement and the commitment letters related thereto and the issuance and distribution of the New Common Stock and Warrants required to be issued pursuant to the Plan; (d) the adoption and filing of the amended and restated certificates of incorporation and the restated by-laws; and (e) preservation of certain of the Debtors' causes of action. The Debtors have published in their Plan Supplement many of the documents necessary to implement the Plan.

23. Moreover, I believe that the Reorganized Debtors will have, immediately upon the Effective Date, sufficient Cash to make all payments required to be made on the Effective Date pursuant to the terms of the Plan.

6. The Plan Prohibits the Issuance of Non-Voting Securities in Reorganized Lear Corporation as Required by Section 1123(a)(6) of the Bankruptcy Code

24. It is my understanding that the amended certificates of incorporation of each of the Reorganized Debtors, which were attached as an exhibit to the Debtors' Plan Supplement, prohibit the issuance of non-voting equity securities, thus satisfying the requirements of section 1123(a)(6) of the Bankruptcy Code.

7. The Plan Provides for the Selection of Directors and Officers as Required by Sections 1123(a)(7) and 1129(a)(5) of the Bankruptcy Code

25. It is my further understanding that the Plan fulfills the requirement of section 1123(a)(7) of the Bankruptcy Code that a plan of reorganization "contain only provisions that are consistent with the interests of creditors and equity security holders and with public policy with respect to the manner of selection of any officer, director, or trustee." I likewise believe that the Plan comports with the requirements of section 1129(a)(5) of the Bankruptcy

Code, which directs a court to scrutinize the methods by which the management of the reorganized company is to be chosen. The documents contained in the Plan Supplement provide for a method for appointing the Reorganized Debtors' board of directors that comports with sections 1123(a)(7) and 1129(a)(5) of the Bankruptcy Code. The initial board of directors is set forth in the Plan Supplement. Each director shall serve from and after the Effective Date pursuant to applicable law, the terms of the amended and restated certificates of incorporation and by-laws, and any other applicable organizational documents.

8. The Plan Contains Certain Discretionary Provisions Consistent with Section 1123(b) of the Bankruptcy Code

26. I have been advised that each provision of the Plan is consistent with section 1123(b) of the Bankruptcy Code, which identifies various discretionary provisions that a plan of reorganization may, but need not, include.

27. I understand that the Plan provides that its provisions shall constitute a good faith compromise of all claims, interests and controversies relating to the contractual, legal and subordination rights that a Holder of a Claim or Interest may have with respect to any Allowed Claim or Interest, or any distribution to be made on account of such Allowed Claim or Interest. Based on the advice of the Debtors' professionals, I believe that such compromise or settlement is in the best interests of the Debtors, their Estates and Holders of Claims and Interests and is fair, equitable and reasonable.

28. It is my further understanding that the releases provided by the Debtors under Articles IX.E. and IX.J. of the Plan are consistent with section 1123(b)(3)(A) of the Bankruptcy Code. I have been advised that the Debtors simply propose to release those parties that have participated in good-faith negotiations and helped implement the comprehensive restructuring Plan through, among other things, resolution of their outstanding claims.

29. It is also my understanding that the exculpation, release and injunction provisions contained in Article IX.E. F., H. and J. of the Plan are consistent with section 1123(b)(3) of the Bankruptcy Code. I believe that such provisions are particularly appropriate because they are a product of extensive negotiations among the Debtors and their advisors, the Debtors' prepetition and postpetition secured lenders and their respective advisors.

30. I also believe that the exculpation provision is appropriate and vital under the circumstances because it provides protection to those interested parties who were essential to the Debtors' consensual restructuring and who exercised good faith in negotiating and implementing the restructuring. I further believe that the exculpation provision is necessary to protect parties who have made substantial contributions to the Debtors' reorganization from collateral attacks related to actions taken in good faith in connection with the Debtors' restructuring.

31. It is my further belief that the third-party release provision in Article IX.E. of the Plan is fair and necessary to the Debtors' overall reorganization efforts. I believe that those affected by the release provisions were given reasonable consideration in exchange for the releases and notice of the releases, or, alternatively, were given the opportunity to "opt out" of the third-party release. It is my belief that the parties receiving a release provided substantial contribution and support to the Debtors' restructuring efforts and the Plan. The support of these parties culminated in a chapter 11 plan that satisfies claims of the Debtors' general unsecured creditors in full, provides a significant recovery to the Debtors' Prepetition Credit Agreement Lenders and Holders of Unsecured Notes and preserves value for the reorganized company for the benefit of its employees and customers.

32. Further, it is my understanding that Article IV.R. of the Plan relating to preservation of claims and causes of action is appropriate and necessary to carry out the Plan and is in accordance with section 1123(b)(3)(B) of the Bankruptcy Code.

B. The Plan was Proposed in Good Faith, as Required by Section 1129(a)(3) of the Bankruptcy Code

33. Based on knowledge and advice provided to me by the Debtors' professionals, I believe that the Plan has been proposed in good faith and not by any means forbidden by law, pursuant to section 1129(a)(3) of the Bankruptcy Code. I believe that the Debtors have proposed the Plan in good faith, with the legitimate and honest purposes of reorganizing the Debtors' ongoing business and maximizing the value of each of the Debtors and the recovery to creditors and stakeholders. I believe that the Plan promotes the rehabilitative objectives and purposes of the Bankruptcy Code by de-leveraging the Reorganized Debtors' balance sheets while paying trade creditors in full. Indeed, the Plan is the culmination of significant arm's length negotiations between the Debtors and their creditors.

C. The Plan Provides for Disclosure of Officers and Directors as Required by Section 1129(a)(5) of the Bankruptcy Code

34. It is my understanding that the Debtors have complied with all the elements of section 1129(a)(5) of the Bankruptcy Code (in addition to compliance with the related provisions of section 1123(a)(7) of the Bankruptcy Code) by disclosing the identity and affiliations of the proposed directors and officers of the Reorganized Debtors in the Plan Supplement. The Debtors also have ensured that the appointment or continuance of such officers and directors is consistent with the interests of creditors and equity security holders and with public policy.

35. Further, as also discussed above, I understand that the Debtors have, in the Plan Supplement, satisfied the requirements of section 1129(a)(5) of the Bankruptcy Code by

disclosing publicly the identity of all insiders that the Reorganized Debtors will employ or retain and the nature of any compensation for such insiders.

D. The Plan Received the Acceptance of All Impaired Classes Entitled to Vote on the Plan as Required by Section 1129(a)(8) of the Bankruptcy Code

36. I believe that the Plan fulfills the requirements of section 1129(a)(8) of the Bankruptcy Code with respect to Class 1A (Other Priority Claims Against a Group A Debtor), Class 2A (Other Secured Claims Against a Group A Debtor), Class 4A (Unsecured Ongoing Operations Claims), Class 8A-2 (Intercompany Interests in Group A Debtors), Class 1B (Other Priority Claims Against a Group B Debtor), Class 2B (Other Secured Claims Against a Group B Debtor), Class 3B (General Unsecured Claims) and Class 4B (Intercompany Interests in Group B Debtors). Classes 1A, 2A, 4A, 8A-2, 1B, 2B, 3B and 4B are unimpaired under the Plan and Classes 3A, 5A and 6A have voted overwhelmingly to accept the Plan. I further believe that, though Class 7A (Subordinated Claims) and Class 8A-1 (Equity Interests in Lear Corporation) are deemed to reject the Plan under section 1126(g) of the Bankruptcy Code, the Plan is confirmable under sections 1129(a)(10) and 1129(b) of the Bankruptcy Code, as described below.

E. At Least One Impaired Class of Claims has Accepted the Plan, Excluding the Acceptances of Insiders, as Required by Section 1129(a)(10) of the Bankruptcy Code

37. I understand that the Debtors have complied with section 1129(a)(10) of the Bankruptcy Code, an alternative to the requirement in section 1129(a)(8) of the Bankruptcy Code that each Class of Claims or Interests must either accept the Plan or be unimpaired under the Plan, because three impaired Classes, Class 3A (Prepetition Credit Agreement Secured Claims), Class 5A (Other General Unsecured Claims) and Class 6A (Convenience Claims) have voted to accept the Plan.

F. As Required by Section 1129(a)(11) of the Bankruptcy Code, the Plan Is Not Likely to Be Followed by the Liquidation or Need for Further Financial Reorganization of the Debtors

38. The Debtors sought chapter 11 protection primarily because of their large debt burden. As such, the Plan is essentially a balance sheet restructuring, which substantially reduces leverage and interest expense but protects the strength of the Debtors' operations by preserving the Debtors' prepetition corporate structure and business relationships.

39. In connection with the development of the Plan, and for purposes of assessing the Plan's feasibility, the Debtors' management and financial advisors prepared financial projections, attached as Exhibit F to the Disclosure Statement (the "Financial Projections"). The Financial Projections are premised on numerous assumptions, which are described in detail in the Disclosure Statement, including general business and economic conditions, reorganization assumptions, operating and financial assumptions and prevailing market and industry conditions.

40. I believe that the Financial Projections were reasonably prepared in good faith and reflect reasonable estimates and judgments of the Debtors as to the Debtors' future operating and financial performance as of the date of the Financial Projections' preparation. As reflected in the Financial Projections and based on the Debtors' proposed post-emergence capital structure, it is my opinion that the reorganized Debtors will have sufficient cash flow to (a) make all payments and other distributions required under the Plan, (b) satisfy ongoing obligations and (c) maintain their business operations on and after the Effective Date on a going-forward basis.

41. The Debtors have analyzed their ability to meet their obligations under the Plan and submit, based on the Financial Projections and on their and their advisors' assessment of the Debtors' business operations, that confirmation and consummation of the Plan is not likely to be followed by liquidation or the need for further reorganization and, therefore, that the Plan is feasible.

42. The primary objective of the Chapter 11 Cases, as effectuated through the Plan, was to restructure the Debtors' debt obligations and ensure greater and more reliable liquidity. As of the Petition Date, the Debtors' total liabilities were approximately $4.5 billion and consisted of, among other things, amounts under the secured credit facilities and unsecured notes. This debt burden, combined with the recent deteriorating capital market conditions and general difficulties in the automotive sector, compelled the Debtors to commence the Chapter 11 Cases.

43. Accordingly, the Debtors structured the Plan to eliminate approximately $3.6 billion of prepetition secured debt and unsecured notes and substantially reduce annual interest expenses. With a restructured balance sheet, the Reorganized Debtors will be positioned to maintain market-rate credit and trade terms with customers and suppliers and to raise any necessary additional capital to continue funding their businesses.

44. Importantly, the Debtors' postpetition performance has generated greater liquidity than originally envisioned upon commencement of the Chapter 11 Cases. Due to the prearranged nature of the Chapter 11 Cases and the Debtors' efforts to swiftly emerge from chapter 11, the Debtors were able to avoid projected trade contraction. Thus, the Debtors anticipate that they will have liquidity of approximately $1.2 billion to $1.3 billion as of the Effective Date. This favorable liquidity position will assist the Debtors in their attempt to successfully transition out of chapter 11 by ensuring working capital availability for operational expenses and capital expenditures, further demonstrating the feasibility of the Plan.

45. Additionally, the Debtors have obtained post-emergence financing in the form of the Exit Facility and New Term Loans. As set forth in the Plan, the Debtors have obtained a five-year Exit Facility in an amount of $400 million and three-year New Term Loans in the

amount of $550 million. The financing provides the Debtors market-rate terms and avoids near-term maturities, enhancing the Debtors' going-forward operations. Further, I believe that the financing provides the Debtors with a flexible capital structure in the best interests of their businesses.

46. I and the Debtors' other management personnel and financial advisors believe that the Debtors' existing liquidity and projected cash flows are sufficient to ensure that the Plan is feasible. After that time, with a de-leveraged balance sheet and stable post-emergence operations, it is my opinion that the Debtors will be in a strong position to obtain any necessary additional financing. Therefore, I believe that the Debtors' exit financing, coupled with excess cash on hand, is, more than sufficient to demonstrate that the Plan is feasible.

47. Additionally, due to restructuring transactions both contemplated and already undertaken, the Financial Projections, as of the date of their preparation, estimated an increase in earnings before interest, miscellaneous expense, taxes, depreciation and amortization from their 2009 levels to $330 million in 2010 and increasing to $735 million in 2012. Further, the Financial Projections projected operating income increasing from a loss of approximately $350 million in 2009 to operating income of $440 million in 2012. Moreover, the Financial Projections set forth a positive free cash flow in 2010 of approximately $24 million improving to $216 million by 2012. Based on these Financial Projections and on the restructuring transactions the Debtors have undertaken in the Chapter 11 Cases and plan to undertake in the future, I believe that the Debtors have developed a feasible and viable Plan.

48. Further, I understand that the Debtors' key stakeholders have scrutinized the Plan and its financial projections. I further understand that these key stakeholders have worked closely with the Debtors to develop not just a Plan that maximizes the value of the Debtors'

Estates for all Holders of Claims and Interests but also a Plan that will achieve success post-emergence. During this collaboration, these stakeholders and their advisors reviewed the Financial Projections and multiple permutations of the Plan and provided feedback that was in many cases incorporated into the Plan. That these stakeholders have now agreed to support the Plan is a testament to the feasibility of the Plan and to its likelihood of success.

G. The Plan Satisfies the "Cram Down" Requirements of Section 1129(b) of the Bankruptcy Code

49. Based upon information and advice provided to me, I believe that the Debtors meet the requirements of section 1129(b) of the Bankruptcy Code to "cram down" the Plan on the holders of Class 7A (Subordinated Claims) and Class 8A-1 (Equity Interests in Lear Corporation) because the Plan is fair and equitable and does not unfairly discriminate with respect to the rejecting Classes. Further, it is my understanding that the Debtors are not required to meet the requirements of section 1129(b) of the Bankruptcy Code as to any Class of Claims that voted to accept or was deemed to accept the Plan.

50. It is my further understanding that the Plan is fair and equitable because it satisfies the "absolute priority rule," codified in section 1129(b)(2)(B)(ii) and section 1129(b)(2)(C)(ii) of the Bankruptcy Code. Under the Plan, and in compliance with the absolute priority rule, no junior holder of a Claim or Interest will receive any distribution unless the holders of higher priority Claims receive the full value of their Claims or the holders of such higher priority Claims have consented to such treatment.

51. It is my understanding that the Plan does not unfairly discriminate with respect to the rejecting Classes. Under the Plan, similarly-situated creditors will receive substantially similar treatment irrespective of Class.

H. The Principal Purpose of the Plan Is Not Avoidance of Taxes as Required by Section 1129(d) of the Bankruptcy Code

52. I do not believe the purpose of the Plan is to avoid taxes or the application of section 5 of the Securities Act of 1933. Moreover, no party that is a governmental unit, or any other entity, has requested that the Court decline to confirm the Plan on the grounds that the principal purpose of the Plan is the avoidance of taxes or the avoidance of the application of section 5 of the Securities Act of 1933. Accordingly, I believe the Plan satisfies the requirements of section 1129(d) of the Bankruptcy Code.

III. Substantive Consolidation Is Justified

53. It is my understanding that the Debtors have sought to substantively consolidate the various Debtor entities into two consolidated estates, the Group A Debtors and the Group B Debtors, for purposes of voting, confirmation and distribution pursuant to the Plan. It is my further understanding that no party has objected to the Debtors' proposed substantive consolidation. The Group A Debtors are borrowers or guarantors under the Debtors' prepetition senior secured credit facility and unsecured notes. The Group B Debtors consist of those Debtors that are not borrowers or guarantors under the Debtors' prepetition secured credit facility or unsecured notes.

54. I believe that generally, creditors transact with the Group A Debtors and the Group B Debtors as if the collective Debtor groups were integrated and consolidated enterprises, and not on an individual Debtor-entity basis. Additionally, the Group A Debtors and Group B Debtors hold themselves out to creditors and other third parties as single business enterprises known as "Lear Corporation" or "Lear" and are perceived by creditors as single business enterprises.

55. Further, the Debtors use a centralized purchasing system and accounts payable system. In addition, the Debtors have adopted a standard purchase order that is used with its supply base. It is my understanding that the standard purchase order is used for all purchases regardless of the Debtor entity. The standard purchase order identifies Lear Corporation as the buyer with different shipping locations depending on the material requirements. It is my further understanding that creditors generally make decisions regarding Lear's credit worthiness based on the consolidated financial position of Lear and its global subsidiaries on a consolidated basis, not on the financial position of individual Debtor entities. Thus, creditors, in extending credit and conducting business with the Debtors, did not rely on the separate identity of individual Debtor entities.

56. Further, substantive consolidation of the Group B Debtors will not cause any harm to creditors of the Group B Debtors, since all Claims and Interests against Group B Debtors are unimpaired under the Plan and such Claims and Interests will receive full recovery. Further, the Debtors' nuanced separation of borrower/guarantor entities (i.e., the Group A Debtors) from non-borrower/guarantor entities (i.e., the Group B Debtors) was rationally aimed at causing the least amount of disruption to creditor constituencies' expectations, since the separate consolidation of a group of Group A Debtors and a separate group of Group B Debtors best comports with the Debtors' prepetition relationships and transactions with creditors. In addition, the interactions of the Debtors' major creditor constituencies, with whom the Debtors have engaged in month's-long negotiations over the terms of the Plan (i.e., the Debtors' prepetition secured lenders and unsecured noteholders), reflect precisely this arrangement. Only the Group A Debtors are either borrowers or guarantors under the prepetition secured credit facility

and unsecured notes. Thus, substantively consolidating the Group A Debtors from the Group B Debtors conforms to the prepetition lenders' and noteholders' prepetition expectations.

57. In the event the allocation of the New Common Stock is not based on substantive consolidation, then an alternative allocation method would be required. In my opinion, as provided above, creditors interact with the Debtors as if the Debtors operated as two groups of consolidated enterprises. As a result, I believe any alternative allocation methodology for the New Common Stock would be arbitrary and subject to challenge.

58. Based on the items above and my experience in the automotive industry, the facts and circumstances in these chapter 11 cases support substantive consolidation for distributions under the Plan as contemplated in the Plan.

IV. The Debtors have Provided for Adequate Means of Implementation of the Plan as to the Canadian Debtors

59. Contemporaneously with the filing of the Chapter 11 Cases, Debtors Lear Canada, Lear Canada Investments Ltd., and Lear Corporation Canada Ltd. (collectively, the "Canadian Debtors") sought entry of a recognition order in the Ontario Superior Court of Justice (the "Canadian Court"). On July 9, 2009, the Canadian Court entered an order recognizing the Chapter 11 Cases as a "foreign proceeding" as defined by subsection 18.6(1) of the Companies' Creditors Arrangement Act. The Canadian Debtors will seek recognition of any order confirming the Plan entered in these Chapter 11 Cases in the Canadian Court. As the Debtors believe that the treatment and classification of all Debtor entities in accordance with the Plan is prudent and in the best interest of creditors, the Debtors submit that the Plan's treatment and classification of the Canadian Debtors, as recognized by any recognition order in the Canadian Court likewise will be appropriate.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief

Dated: November 2, 2009

/s/ Matthew J. Simoncini
Matthew J. Simoncini
Chief Financial Officer
Lear Corporation