

United States Bankruptcy Court					Voluntary Petition					
District of Delaware										
Name of Debtor (if individual, enter Last, First, Middle): Hayes Lemmerz International, Inc.					Name of Joint Debtor (Spouse) (Last, First, Middle):					
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): See Schedule 1 Attached					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):					
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 32-0072578					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):					
Street Address of Debtor (No. and Street, City, and State): 15300 Centennial Drive Northville, Michigan <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 48168</div>					Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>					
County of Residence or of the Principal Place of Business: Wayne County, MI					County of Residence or of the Principal Place of Business:					
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>					Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>					
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>										
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).			Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <hr/> Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.					
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. ----- Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).					
Statistical/Administrative Information (statistical information provided on a consolidated basis)										THIS SPACE IS FOR COURT USE ONLY
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors ¹ <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input checked="" type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000										
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion										
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion										

¹ Whether funds will be available to distribute to unsecured creditors is unknown at this time.

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Hayes Lemmerz International, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: See Schedule 2 Attached	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Schedule 3 Attached	Case Number:	Date Filed:	
District: District of Delaware	Relationship:	Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No. ²			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			

(Name of landlord that obtained judgment)			

(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

² The Debtor is not aware of what is meant by the phrase "imminent and identifiable harm" as used in the form. The Debtor does not believe it owns or possesses property that poses or is alleged to pose a threat of such harm. The Debtor may own property that may be subject to investigation or remediation under environmental laws.

Voluntary Petition

(This page must be completed and filed in every case.)

Name of Debtor(s):

Hayes Lemmerz International, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of Attorney

X _____
Signature of Attorney for Debtor(s)
Anthony W. Clark

Printed Name of Attorney for Debtor(s)
Skadden, Arps, Slate, Meagher and Flom LLP

Firm Name
One Rodney Square, P.O. Box 636

Address **Wilmington, DE 19899**

(302) 651-3000

Telephone Number
May 11, 2009

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Mark A. Brebberman

Signature of Authorized Individual
Mark Brebberman

Printed Name of Authorized Individual
Vice President and Chief Financial Officer

Title of Authorized Individual
May 11, 2009

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Schedule 1

HLI Holding Company, Inc. of Delaware (MI: assigned by state)
HLI Holding Company, Inc. (changed 6/3/03)

Schedule 2

On December 5, 2001 the following affiliated entities filed petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware.

1. Hayes Lemmerz International Inc. (Case No. 01-11490)
2. Hayes Lemmerz International - California, Inc. (Case No. 01-11493)
3. Hayes Lemmerz International - Georgia, Inc. (Case No. 01-11495)
4. Hayes Lemmerz International - Homer, Inc. (Case No. 01-11498)
5. Hayes Lemmerz International - Howell, Inc. (Case No. 01-11500)
6. Hayes Lemmerz International - Huntington, Inc. (Case No. 01-11502)
7. Hayes Lemmerz International - Kentucky, Inc. (Case No. 01-11504)
8. Hayes Lemmerz International - Mexico, Inc. (Case No. 01-11505)
9. Hayes Lemmerz International - Ohio, Inc. (Case No. 01-11506)
10. Hayes Lemmerz International - Texas, Inc. (Case No. 01-11507)
11. Hayes Lemmerz Funding Company, LLC (Case No. 01-11508)
12. Hayes Lemmerz Funding Corporation (Case No. 01-11509)
13. HLI (Europe), Ltd. (Case No. 01-11510)
14. HLI Netherlands Holdings, Inc. (Case No. 01-11511)
15. Hayes Lemmerz International - CMI, Inc. (Case No. 01-11513)
16. Hayes Lemmerz International - Bristol, Inc. (Case No. 01-11516)
17. Hayes Lemmerz International - Cadillac, Inc. (Case No. 01-11517)
18. Hayes Lemmerz International - Equipment & Engineering, Inc. (Case No. 01-11518)
19. Hayes Lemmerz International - Laredo, Inc. (Case No. 01-11519)
20. Hayes Lemmerz International - Montague, Inc. (Case No. 01-11520)
21. Hayes Lemmerz International - PCA, Inc. (Case No. 01-11521)
22. Hayes Lemmerz International - Petersburg, Inc. (Case No. 01-11523)
23. Hayes Lemmerz International - Southfield, Inc. (Case No. 01-11524)
24. Hayes Lemmerz International - Technical Center, Inc. (Case No. 01-11525)
25. Hayes Lemmerz International - Transportation, Inc. (Case No. 01-11526)
26. Hayes Lemmerz International - Wabash, Inc. (Case No. 01-11527)
27. HLI - Summerfield Realty Corp. (Case No. 01-11528)
28. HLI Realty, Inc. (Case No. 01-11529)
29. Hayes Lemmerz International Import, Inc. (Case No. 01-11530)
30. CMI - Quaker Alloy, Inc. (Case No. 01-11531)
31. HLI - Ventures, Inc. (Case No. 01-11532)
32. Industrias Fronterizas HLI, S.A. de C.V. (Case No. 01-11533)

Schedule 3

PENDING BANKRUPTCY CASES OF AFFILIATES

The following affiliates, which include the Debtor, have filed voluntary petitions under chapter 11 with this Court, on the date hereof.

1. Hayes Lemmerz Finance LLC
2. Hayes Lemmerz Finance LLC – Luxembourg S.C.A.
3. Hayes Lemmerz International Import, Inc.
4. Hayes Lemmerz International, Inc.
5. Hayes Lemmerz International - California, Inc.
6. Hayes Lemmerz International - Commercial Highway, Inc.
7. Hayes Lemmerz International - Georgia, Inc.
8. Hayes Lemmerz International - Howell, Inc.
9. Hayes Lemmerz International - Huntington, Inc.
10. Hayes Lemmerz International - Kentucky, Inc.
11. Hayes Lemmerz International - Laredo, Inc.
12. Hayes Lemmerz International - New York, Inc.
13. Hayes Lemmerz International - Sedalia, Inc.
14. Hayes Lemmerz International - Technical Center, Inc.
15. Hayes Lemmerz International - Wabash, Inc.
16. HLI Brakes Holding Company, Inc.
17. HLI Commercial Highway Holding Company, Inc.
18. HLI Netherlands Holdings, Inc.
19. HLI Operating Company, Inc.
20. HLI Parent Company, Inc.
21. HLI Powertrain Holding Company, Inc.
22. HLI Realty, Inc.
23. HLI Services Holding Company, Inc.
24. HLI Suspension Holding Company, Inc.
25. HLI Wheels Holding Company, Inc.

3. Brief description of Debtor's business:

Hayes Lemmerz International, Inc. and its subsidiaries ("Hayes") are a leading worldwide producer of aluminum and steel wheels for passenger cars and light trucks and of steel wheels for commercial trucks and trailers. Hayes is also a supplier of automotive powertrain components.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of voting securities of the debtor: (as of March 12, 2009)⁴

Firm Name	Address	% O/S	Shares Owned
Rutabaga Capital Management LLC	Attn: Peter C. Schliemann 64 Broad St Ste 3 Boston, MA 02109-4346	8.98	9,133,920
Aspen Advisors, LLC	1114 Avenue of the Americas 38th floor New York, NY 10036-7703	8.39	8,538,318
Troob Capital Management, L.L.C.	Attn: Douglas Troob 777 Westchester Ave. #203 White Plains, NY 10604-3520	6.82	6,937,756
Barclays Global Investors NA (California)	45 Fremont Street San Francisco, CA 94105-2228	5.59	5,686,036
JANA Partners, LLC	Attn: Marc E. Lehmann 767 Fifth Avenue, 8th Floor New York, New York 10153	5.50	5,600,000
Dimensional Fund Advisors, Inc.	1299 Ocean Avenue 11th floor Santa Monica, CA 90401-1005	5.46	5,559,863

⁴ The information concerning the holders of 5% or more of the Debtors' voting securities is from the "Comprehensive Ownership Detail Report" provided by the NASDAQ exchange.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Case No. ____-____ (____)
)
HAYES LEMMERZ INTERNATIONAL,) *Chapter 11*
INC., et al.,) Joint Administration Pending
)
Debtors.)
)

**CONSOLIDATED LIST OF CREDITORS HOLDING
30 LARGEST UNSECURED CLAIMS**

Set forth below is a consolidated list of the creditors holding the 30 largest unsecured claims against Hayes Lemmerz International, Inc. ("Hayes") and certain of its affiliates,¹ debtors and debtors-in-possession (collectively with Hayes, the "Debtors") as of the petition date. This list has been prepared on a consolidated basis, based upon the books and records of the Debtors that have commenced chapter 11 cases in this Court. The Debtors believe that this list is representative of the 30 largest creditors in each of the affiliated cases. The information presented in the list below shall not constitute an admission by, nor is it binding on, the Debtors.²

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this Chapter 11 case. This list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(31); or (2)

¹ The following of Hayes' U.S. subsidiaries and affiliates (including the last four digits of their respective taxpayer identification numbers) have filed petitions for relief under chapter 11 concurrently with Hayes (2578) and have requested joint administration therewith: Hayes Lemmerz Finance LLC (7731), Hayes Lemmerz International Import, Inc. (1655), Hayes Lemmerz International - California, Inc. (2337), Hayes Lemmerz International - Commercial Highway, Inc. (7674), Hayes Lemmerz International - Georgia, Inc. (6122), Hayes Lemmerz International - Howell, Inc. (9246), Hayes Lemmerz International - Huntington, Inc. (0825), Hayes Lemmerz International - Kentucky, Inc. (8246), Hayes Lemmerz International - Laredo, Inc. (8656), Hayes Lemmerz International - New York, Inc. (9278), Hayes Lemmerz International - Sedalia, Inc. (7670), Hayes Lemmerz International - Technical Center, Inc. (7519), Hayes Lemmerz International - Wabash, Inc. (0301), HLI Brakes Holding Company, Inc. (2575), HLI Commercial Highway Holding Company, Inc. (2828), HLI Netherlands Holdings, Inc. (0015), HLI Operating Company, Inc. (7742), HLI Parent Company, Inc. (7832), HLI Powertrain Holding Company, Inc. (8269), HLI Realty, Inc. (1885), HLI Services Holding Company, Inc. (7840), HLI Suspension Holding Company, Inc. (0061), and HLI Wheels Holding Company, Inc. (7882) (collectively with Hayes, the "U.S. Debtors"). With the exception of Hayes Lemmerz Finance LLC - Luxembourg S.C.A. (Luxembourg: 0646; USA: 7731) (the "Non-U.S. Debtor"), none of the foreign affiliates or subsidiaries of Hayes are Debtors in these chapter 11 cases.

² The Debtors will file the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from that set forth below. Furthermore, the Debtors have not yet identified which of their largest unsecured claims, if any, are contingent, unliquidated, disputed, and/or subject to setoff. The Debtors reserve the right to identify any of their claims listed in the Schedules as contingent, unliquidated, disputed, and/or subject to setoff as appropriate. Inclusion of a claim on this consolidated list is not an admission that the amounts are or are not contingent, unliquidated, disputed, and/or subject to setoff nor an admission that the amounts listed are owed by more than one of the Debtors.

secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.

(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
HLI Retirement Plan Master Trust: Retiree Benefits (accumulated retiree medical and pension liabilities)	David Jorgensen Tel. #: 734-737-5679 Fax #: 212-902-3000 15300 Centennial Dr. Northville, MI 48168	Retiree Obligations	Contingent, Unliquidated	\$205,000,000
Bond Debt (US Bank - Indenture Trustee)	Lee Mitau – General Counsel Tel. #: 612-659-2000 Fax #: 800-621-3213 800 Nicollet Mall Minneapolis, MN 55402	Bond Debt		\$177,093,598
Blue Cross/Blue Shield of Michigan	Group Plan Administration Tel. #: 1-800-848-5101 Fax #: 313-225-5629 P.O. Box 33608 Kansas City, MO 64141	Trade Debt		\$854,676
Robert Bosch Co.	Corporate Offices Tel. #: 248-876-1000 Fax #: 248-876-1116 38000 Hills Tec Dr. Farmington Hills, MI 48331	Trade Debt		\$801,808
ADP	Corporate Offices Tel. #: 973-974-5000 Fax #: 973-974-3302 1 ADP Boulevard Roseland, NJ 07068	Trade Debt		\$490,739
Heidtman – Ford Q9T00	Corporate Offices Tel. #: 419-691-4646 Fax #: 419-698-1150 10 Northgate Industrial Drive Granite City, IL 62040	Trade Debt		\$374,687
GE Capital Financial	Corporate Offices Tel. #: 203-796-1000 44 Old Ridgebury Road Danbury, CT 06810	Trade Debt		\$374,462

(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
TimcoTX	Corporate Offices Tel. #: 216-267-6242 Fax #: 216-267-6245 12300 Sprecher Ave. P.O. Box 35135 Cleveland, OH 44135	Trade Debt		\$365,488
Lear Corporation	Investor Relations Tel. #: 248-447-1500 Fax #: 248-447-1722 5200 Auto Club Drive Dearborn, MI 48126	Trade Debt		\$358,888
PPG Industries Inc.	Charles Bunch Tel. #: 412-434-3131 Fax #: 412-434-2011 P.O. Box 360175M Pittsburgh, PA 15272	Trade Debt		\$304,966
Aleaciones y Metales	Corporate Offices Tel. #: +52(844)488-1660 Fax #: +52(844)488-5803 Av. Industrial Siderurgica #2052, Parque Industrial Saltillo – C.P. 25900, Ramos Arizpe Coahuila, Mexico	Trade Debt		\$267,580
Continental Automotive	Corporate Offices Tel. #: 248-393-5300 Fax #: 248-393-5301 One Continental Drive Auburn Hills, MI 48326	Trade Debt		\$264,543
Professional Benefits Services	Corporate Offices Tel. #: 800-732-3412 Fax #: 616-285-9965 2959 Lucerne SE, Ste. 205 Grand Rapids, MI 49546	Trade Debt		\$261,372
State of Missouri-AGO	Chris Koster Tel. #: 573-751-3321 Fax #: 573-526-5327 207 W. High Street P.O. Box 899 Jefferson City, MO 65102	Trade Debt		\$255,994

(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
American Express Bank, FSB	Corporate Offices Tel. #: 801-945-3000 Fax #: 801-945-4050 4315 S. 2700 W. Salt Lake City, UT 84119	Trade Debt		\$253,138
Trelleborg Sealing Solutions	Investor Relations Tel. #: 45 33 34 96 00 Fax #: 541-688-2079 Pilestrade 58 DK-1112 Copenhagen K, Denmark	Trade Debt		\$249,399
Heritage Industrial Finishing Div.	Nick Pamboukis Tel. #: 330-798-9840 Fax #: 330-798-0227 1874 Englewood Avenue Akron, OH 44312-1095	Trade Debt		\$239,639
Ace USA	Corporate Offices Tel. #: 215-640-1000 Fax #: 215-640-5111 436 Walnut St. Philadelphia, PA 19106	Trade Debt		\$200,964
Weil, Gotshal & Manges, LLP	Compliance Tel. #: 212-310-8000 Fax #: 212-310-8007 767 Fifth Avenue New York, NY 10153	Trade Debt		\$196,117
Essar Steel Algoma Inc.	Amit Agarwal Tel. #: 705-945-2257 Fax #: 705-945-2203 105 West St. Sault Ste. Marie, Ontario 96A 7B4	Trade Debt		\$188,904
Dassault Systemes Simulia Corporation	Derek Lane Tel. #: 818-673-2243 Fax #: 818-999-2500 6320 Canoga Avenue, 3 rd Floor Woodland Hills, CA 91367-2526	Trade Debt		\$176,112
Advance PCS (CVS Caremark)	Corporate Offices Tel. #: 401-765-1500 Fax #: 401-770-6019 One CVS Drive Woonsocket, RI 02895	Trade Debt		\$176,039

(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
Ideal Tool & Manufacturing	Corporate Offices Tel. #: 859-225-7738 Fax #: 859-231-9998 700 Loudon Avenue Lexington, KY 40505	Trade Debt		\$159,671
Midwest Acoust A-Fiber	Corporate Offices Tel. #: 740-369-3624 Fax #: 740-369-4329 759 Pittsburgh Drive Delaware, OH 43015	Trade Debt		\$153,974
Oracle Corporation	Corporate Offices Tel. #: 650-506-7000 500 Oracle Parkway Redwood Shores, CA 94065	Trade Debt		\$140,224
PennEngineering, Inc.	Corporate Offices Tel. #: 215-766-8853 Fax #: 215-766-3633 5190 Old Easton Road Danboro, PA 18916	Trade Debt		\$136,852
Industrial Mechanical, Inc.	Corporate Offices Tel. #: 706-769-7962 Fax #: 706-769-4423 1241 Greensboro Highway Watkinsville, GA 30677	Trade Debt		\$133,816
SPRINGCO Metal Coating	Corporate Offices Tel. #: 216-941-0020 Fax #: 216-941-9712 12500 Elmwood Ave. Cleveland, OH 44111	Trade Debt		\$125,322
GaiaTech	Corporate Offices Tel. #: 312-541-4200 Fax #: 312-541-0340 200 North LaSalle St., Suite 2600 Chicago, IL 60601	Trade Debt		\$110,644
Stamco Industries, Inc.	Corporate Offices Tel. #: 216-731-9333 Fax #: 216-731-9338 26650 Lakeland Blvd. Euclid, OH 44132	Trade Debt		\$108,640

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Case No. ____ - _____ ()
)	
HAYES LEMMERZ INTERNATIONAL, INC., <u>et al.</u> ,)	<i>Chapter 11</i>
)	Joint Administration Pending
Debtors.)	
)	
)	

DECLARATION REGARDING CONSOLIDATED LIST OF CREDITORS

I, Mark Brebberman, Chief Financial Officer of the Hayes Lemmerz International, Inc., declare under the penalty of perjury that I have read the foregoing list and that it is true and correct as of the date listed to the best of my knowledge, information, and belief.

Dated: Wilmington, Delaware
May 11, 2009

By: 
Mark Brebberman
Chief Financial Officer

HAYES LEMMERZ INTERNATIONAL, INC.

SECRETARY'S CERTIFICATE

THE UNDERSIGNED, being the duly elected Secretary of **HAYES LEMMERZ INTERNATIONAL, INC.**, a Delaware corporation (the "Company"), does hereby certify that attached hereto as Exhibit A are true, correct and complete copies of certain resolutions duly adopted by the Board of Directors of the Company at a meeting held on May 10, 2009, which resolutions are in full force and effect on the date hereof and have not been rescinded, restated, amended, modified or otherwise altered.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of this 11th day of May, 2009.



Patrick C. Cauley
Vice President, General Counsel and Secretary

**Proposed Resolutions for Consideration by the
Board of Directors of Hayes Lemmerz International, Inc. at a
Meeting Held on May 10 , 2009**

Restructuring Matters

RESOLVED, that the Board has determined that it is advisable and in the best interest of the Company and its stockholders, its creditors, and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in which the authority to operate as a debtor-in-possession will be sought; and the filing of such petition be, and it hereby is, authorized in all respects; and

FURTHER RESOLVED, that Patrick C. Cauley, Vice President, General Counsel and Secretary of the Company, and Mark Brebberman, Vice President and Chief Financial Officer of the Company be, and each of them individually here by is, appointed as an authorized signatory in connection with the chapter 11 proceedings authorized herein (each, an "Authorized Signatory"); and

FURTHER RESOLVED, that the officers of the Company, including each Authorized Signatory, or any one of them (collectively, the "Authorized Officers"), be, and each of them individually hereby is, authorized, directed, and empowered on behalf of the Company to execute and verify a petition in the name of the Company under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware in such form and at such time as the Authorized Officers, or any one of them, shall determine; and

FURTHER RESOLVED, that the Authorized Officers, or any one of them, be, and each of them individually hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to negotiate, execute, verify and file, or cause to be executed, verified, and filed (or direct others to do so on their behalf, as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 case, including any and all action necessary or proper in connection with obtaining debtor-in-possession financing, with a view to the successful prosecution of such case; and

FURTHER RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom (Illinois), located at 333 West Wacker Drive, Chicago, Illinois 60606, and its affiliated law practice entities be, and they hereby are, employed to render legal services to, and to represent, the Company in connection with the chapter 11 case and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and

FURTHER RESOLVED, that the investment banking firm of Lazard Frères & Co. LLC, located at 30 Rockefeller Plaza, New York, New York 10020, be, and they hereby are, employed to render investment banking services to the Company in connection with the chapter 11 case and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and

FURTHER RESOLVED, that AP Services, LLC, located at 2000 Town Center, Suite 2400, Southfield, Michigan 48075, be, and they hereby are, engaged to provide certain temporary employees to the Company in connection with the chapter 11 case and any other related matters in connection therewith, specifically a team lead by Lawrence E. Young and with Kevin Carmody to serve as the Company's Chief Restructuring Officer, who will report to the Company's Chief Executive Officer, on such terms as any Authorized Officer shall approve; and

FURTHER RESOLVED, that the claims and noticing agent The Garden City Group, Inc., located at 105 Maxess Road, Melville, New York 11747 be, and it hereby is, employed to render claims and noticing services to the Company in connection with the chapter 11 case and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and

FURTHER RESOLVED, that the Company as debtor and debtor-in-possession under chapter 11 of the Bankruptcy Code be, and it hereby is, authorized to borrow funds from a lender or lenders as any Authorized Officer of the Company deems appropriate (a "DIP Facility"), guarantee the obligations of any other subsidiary of the Company under the DIP Facility; and to obtain the use of cash collateral in such amounts, from such lender or lenders and on such terms as may be approved by any one or more of the Authorized Officers as necessary for the continuing conduct of the affairs of the Company; and to grant security interests in and liens upon all or substantially all of the Company's assets as may be deemed necessary by any one or more of the Authorized Officers in connection with such borrowings or the use of such cash collateral; and

FURTHER RESOLVED, that the Authorized Officers, or any one of them be, and each of them individually hereby is, authorized, directed, and empowered to execute, deliver, and perform for and on behalf of the Company, as debtor and debtor-in-possession, any documents, agreements, instruments, financing statements, undertakings and certificates necessary or appropriate to document and facilitate the DIP Facility and the transactions contemplated thereby, including, but not limited to, any credit agreement or notes evidencing the obligations of the Company under the DIP Facility, any guarantees of the obligations of any subsidiary of the Company under the DIP Facility, any mortgages, pledge or hypothecation agreements, control agreements or any other security agreements evidencing the liens and security interests granted to the lenders under the DIP Facility, and any amendments, modifications or supplements thereto, all such materials to be in the form approved by an Authorized Officer, the execution and delivery thereof to be conclusive evidence of such approval, containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by an Authorized Officer so acting; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them individually hereby is, authorized, directed, and empowered for and in the name and on behalf of the Company to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements or other writings referred to in the foregoing resolutions; and

FURTHER RESOLVED, that the Authorized Officers, or any one of them be, and each of them individually hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to take any and all action which they deem necessary and proper with regard to the Company's non-U.S. subsidiaries and affiliates including, but not limited to, sale, liquidation, reorganization and institution of insolvency or other proceedings as applicable in the particular jurisdictions in connection with the transactions contemplated by the foregoing resolutions; and

General Authorization

FURTHER RESOLVED, that the Authorized Officers be, and each of them individually hereby is, authorized, directed, and empowered, in the name and on behalf of the Company, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered, and when necessary or appropriate, file or cause to be filed with the appropriate governmental authorities or otherwise, all such further agreements, documents, reports, certificates and undertakings and any amendments, supplements or modifications thereto; and to incur and to pay all such fees and expenses and to engage such persons as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and

FURTHER RESOLVED, that all actions previously taken by any Authorized Officer in connection with the DIP Facility, or any matter related thereto, are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer in connection with the chapter 11 case, any debtor-in-possession financing, or any further action to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code, or in connection with the chapter 11 case, or any matter related thereto, be, and they hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

**CORPORATE OWNERSHIP STATEMENT OF
HAYES LEMMERZ INTERNATIONAL, INC.**

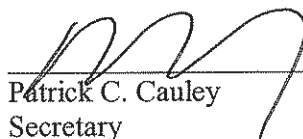
In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of
Bankruptcy Procedure, the Debtor submits the following information:

<u>Name and Address of Corporate Equity Holders</u>	<u>Interest</u>
No corporate equity holder of 10% or greater interest.	

**DECLARATION REGARDING
CORPORATE OWNERSHIP STATEMENT**

I, Patrick C. Cauley, Secretary of Hayes Lemmerz International, Inc., debtor in
this case, declare under penalty of perjury that I have read the foregoing list and that it is true and
correct to the best of my knowledge, information and belief.

Date: May 11, 2009

By:  _____
Patrick C. Cauley
Secretary