

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

IN RE:

Chapter 11

**HAYES LEMMERZ INTERNATIONAL,
INC., et al.,**

Case No: 01-11490 (MFW)

Jointly Administered

Debtors.

**NOTICE OF FILING SECOND REPORT
BY JA&A SERVICES, LLC OF COMPENSATION
EARNED AND EXPENSES INCURRED FOR THE
PERIOD OF MARCH 1, 2002 TO MAY 31, 2002**

Notice is hereby given that JA&A Services, LLC (“JAS”), has filed a report of compensation earned and expenses incurred for the period of March 1, 2002 through May 31, 2002, pursuant to paragraph 2 of the Order Pursuant to 11 U.S.C. Section 105(a) and 331 establishing procedures for interim compensation and reimbursement of expenses of professionals signed March 13, 2002.

You are required to file an objection, if any, on or before 4:00pm on Monday, August 5, 2002. A HEARING WILL BE HELD, only if an objection is timely filed and served, before the Honorable Mary F. Walrath, U.S. Bankruptcy Judge, U.S. Bankruptcy Court, 824 N. Market Street, Wilmington, Delaware 19801, at a date and time to be scheduled by the Court.

Dated: July 15, 2002

HONIGMAN MILLER SCHWARTZ AND COHN LLP
Attorneys for

By: /s/ Sheldon S. Toll, Esq.

Sheldon S. Toll (P21490)

2290 First National Building

Detroit, MI 48226

(313) 4665-7582

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Case No: 01-11490 (MFW)

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**SECOND REPORT BY JA&A SERVICES, LLC
OF COMPENSATION EARNED AND EXPENSES
INCURRED FOR THE PERIOD OF
MARCH 1, 2002 THROUGH MAY 31, 2002**

Exhibit A – Summary of Professionals and Fees

Exhibit B – Summary of Expenses

Exhibit C – Summary of Services

Exhibit D – Detailed Time Entries for the period March 1, 2002 through May 31, 2002
(filed with the Court and served upon the Office of the U.S. Trustee. Available for
review upon request by other parties.)

Dated: July 15, 2002

HONIGMAN MILLER SCHWARTZ AND COHN LLP
Attorneys for

By: /s/ Sheldon S. Toll, Esq.

Sheldon S. Toll (P21490)

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JA&A Services, LLC
Summary of Compensation Earned and Expenses Incurred
Hayes Lemmerz International, Inc.
March 1, 2002 through May 31, 2002

Period	Fees	Expenses	Total
March 1, 2002 to March 31, 2002	\$ 751,231.00	\$ 34,228.32	\$ 785,459.32
April 1, 2002 to April 30, 2002	\$ 978,080.50	\$ 63,833.92	\$ 1,041,914.42
May 1, 2002 to May 31, 2002	\$ 819,923.50	\$ 33,527.03	\$ 853,450.53
Total Incurred	\$ 2,549,235.00	\$ 131,589.27	\$ 2,680,824.27
Less: 50% Travel	\$ (82,360.00)	\$ -	\$ (82,360.00)
Total Invoiced	\$ 2,466,875.00	\$ 131,589.27	\$ 2,598,464.27
Less: Concession (a)	\$ -	\$ (897.37)	\$ (897.37)
Total Cash Received	\$ 2,466,875.00	\$ 130,691.90	\$ 2,597,566.90

(a) In response to a request from the Office of the U.S. Trustee, JAS agreed to a voluntary concession of \$897.37 associated with certain expenses incurred and paid during the period of December 5, 2001 to February 28, 2002. This concession was recognized as a credit against the JAS invoice submitted for April, 2002.

Exhibit A

JA&A Services, LLC
 Summary of Professionals and Fees – Hayes Lemmerz International, Inc., et. al.
March 1, 2002 through May 31, 2002

Temporary Employees – Individuals with Executive Officer Positions							
Name of Professional	Description of Function	Hourly Rate	Hours Billed				Total Compensation
			Mar-2002	Apr-2002	May-2002	Total	
Hiltz, Kenneth A.	Chief Financial Officer/Chief Restructuring Officer	\$590.00	144.00	192.80	155.10	491.90	\$ 290,221.00
Cohen, Herbert S.	Chief Accounting Officer	\$470.00	188.60	269.30	159.20	617.10	\$ 290,037.00
			332.60	462.10	314.30	1,109.00	\$ 580,258.00

Exhibit A

JA&A Services, LLC
 Summary of Professionals and Fees – Hayes Lemmerz International, Inc., et. al.
March 1, 2002 through May 31, 2002

Additional Temporary Employees – Full Time							
Name of Professional	Description of Function	Hourly Rate	Hours Billed				Total Compensation
			Mar-2002	Apr-2002	May-2002	Total	
Gring, Clayton G.	Case Administration Support	\$165.00	207.50	260.90	148.40	616.80	\$ 101,772.00
Bauer, Kortney R.	Case Administration Support	\$175.00	83.20	173.70	43.50	300.40	\$ 52,570.00
Bienias, Ronald J.	Treasury Support Case Administration	\$235.00	250.50	197.30	217.40	665.20	\$ 156,322.00
Porter, Brian K.	Management	\$300.00	136.10	277.20	207.80	621.10	\$ 186,330.00
Tarry, Pilar	Treasury Management	\$370.00	203.50	158.90	186.80	549.20	\$ 203,204.00
Abbey, Rick	Accounting Management Case Administration	\$375.00	172.70	263.80	211.20	647.70	\$ 242,887.50
Folse, Barry	Management	\$400.00	166.45	191.55	104.45	462.45	\$ 184,980.00
Pinkos, Rick	Director of Technology	\$420.00	130.70	220.60	241.60	592.90	\$ 249,018.00
Basler, Carrianne	Business Plan Development	\$420.00	221.40	230.70	234.60	686.70	\$ 288,414.00
			1,572.05	1,974.65	1,595.75	5,142.45	\$ 1,665,497.50

Exhibit A

JA&A Services, LLC
 Summary of Professionals and Fees – Hayes Lemmerz International, Inc., et. al.
March 1, 2002 through May 31, 2002

Additional Temporary Employees – Part Time							
Name of Professional	Description of Function	Hourly Rate	Hours Billed				Total Compensation
			Mar-2002	Apr-2002	May-2002	Total	
Jones-Callaway, Latonya	Case Administration Project Support	\$ 90.00	28.20	-	-	28.20	\$ 2,538.00
DuHalde, Edward	Research Support	\$130.00	2.50	-	-	2.50	\$ 325.00
Maddux, Crystal	Case Administration Project Support	\$165.00	4.50	1.00	-	5.50	\$ 907.50
Atiyeh, Diane L.	Case Administration Project Support	\$210.00	109.90	117.10	122.90	349.90	\$ 73,479.00
Campbell, Cliff	Case Administration Project Support	\$300.00	-	2.30	-	2.30	\$ 690.00
Monger, Meade	Case Administration Management	\$520.00	26.00	30.80	9.70	66.50	\$ 34,580.00
Szmadzinski, Joseph R.	Chief Information Officer/ Information Systems Manager	\$620.00	55.50	112.00	140.50	308.00	\$ 190,960.00
			226.60	263.20	273.10	762.90	\$ 303,479.50

Exhibit B

JA&A Services, LLC
Summary of Expenses – Hayes Lemmerz International, Inc., et. al.
March 1, 2002 through May 31, 2002

Expense Categories	Mar-2002	Apr-2002	May-2002	Total
Airfare	\$ 15,550.70	\$ 36,854.31	\$ 15,030.40	\$ 67,435.41
Cab Fare/Ground Transportation	837.86	912.24	1,199.88	2,949.98
Lodging	9,100.39	13,114.07	8,753.57	30,968.03
Long Distance Calls	1,503.53	1,375.15	17.86	2,896.54
Meals & Tips	2,055.05	2,373.37	2,448.01	6,876.43
Mileage	237.98	2,429.74	859.68	3,527.40
Other	68.65	77.14	22.00	167.79
Overnight Mail Charges	44.71	134.42	135.09	314.22
Parking & Tolls	653.75	1,317.10	741.00	2,711.85
Rental Car	4,134.64	5,215.50	4,319.54	13,669.68
Supplies	41.06	30.88	-	71.94
Total Expenses Incurred	\$ 34,228.32	\$ 63,833.92	\$ 33,527.03	\$ 131,589.27
Expense Concession:	-	-	-	(897.37)
Total Cash Paid				\$ 130,691.90

Exhibit C

JA&A Services, LLC
Summary of Services – Hayes Lemmerz International, Inc., et. al.
March 1, 2002 through May 31, 2002

- Served as interim Chief Financial Officer of Hayes Lemmerz International, Inc. and its subsidiaries, and as Chief Restructuring Officer, reporting to the Chairman of the Board and Chief Executive Officer; provided leadership and guidance to executive management team and Board of Directors in matters relating to financial reporting and controls, Chapter 11 strategic planning and related financial and procedural matters.
- Served as the Chief Accounting Officer of Hayes Lemmerz International, Inc. and its subsidiaries, reporting to the Chief Financial Officer; provided effective daily advice and leadership to incumbent Corporate Controller and accounting organization regarding bankruptcy and non-bankruptcy- related accounting policy and procedural issues.
- Assisted management of the Debtors with its response to information requests resulting from the SEC investigation regarding the restated financial reports.
- Led and completed project to (i) complete the accounting close and preparation of Hayes' consolidated financial statements the three months ending July 31, 2001, October 31, 2001 and January 31, 2002; (ii) prepare and obtain approval from the Company's Audit Committee and Board of Directors the related filings required by the SEC; (iii) provide ongoing coordination with the Company's independent auditors (KPMG), Audit Committee, and applicable executive, corporate, business unit and plant management and staff; and (iv) ensure that the required SEC reporting beginning with the form 10-K annual report for the fiscal year ended January 31, 2002 and all required SEC reporting since then are completed and filed on time. The form 10-Q for the fiscal quarter ended July 31, 2001 was filed with the SEC on March 25, 2002. The form 10-Q for the fiscal quarter ended October 31, 2002 was filed with the SEC on April 17, 2002. The form 10-K annual report for the fiscal year ended January 31, 2002 was filed on time with the SEC on May 1, 2002. The form 10-Q for the fiscal quarter ended April 30, 2002 was filed on time with the SEC on June 14, 2002.

Exhibit C

JA&A Services, LLC
Summary of Services – Hayes Lemmerz International, Inc., et. al.
March 1, 2002 through May 31, 2002

- Worked with management to maintain a 13-week cash receipts and disbursements forecast model and related variance analysis of actual weekly to meet the operational and reporting requirements of the Company. Consolidated and reviewed the weekly cash flow forecasts and variance analysis on a weekly basis. Made recommendations to management designed to improve the accuracy of the forecast and made suggestions as to effective use of cash resources. Worked with management to transition consolidation and management of cash forecasting process to Debtors. This project is ongoing.
- Worked with management to develop, compile and analyze reporting as required under the Company's DIP loan agreement including weekly cash flow forecast summaries and variance analyses, weekly and monthly borrowing base reporting, monthly financial statements, a comparison of actual results to plan and compliance with certain financial covenants. This project is ongoing.
- Participated in the development, analysis, negotiation and implementation of a Critical Employee Retention Plan for the Company.
- Worked with management to develop, compile and analyze reporting as required by the Court. Such reporting includes the Monthly Operating Reports, periodic updates of disbursements to Ordinary Course Professionals, reporting of asset sales and reporting inter-company lease transactions as required by the respective orders. This project is ongoing.
- Assisted in planning and executing the divestiture of certain non-core assets, including the fixed assets associated with the Company's Petersburg, Bowling Green and Somerset locations. Participated in the development, negotiation and review of procedures regarding the sale and inter-company transfers of owned assets. This project is ongoing.
- Assisted in the development of timeline of bankruptcy reorganization activities and communicated with management and third party constituencies regarding critical path activities regarding the process. This project is ongoing.
- Worked with management to continue to enforce controls over the cash disbursement process including the ongoing collection, review, control and monitoring of cash disbursements. Refined weekly tracking schedules for electronic funds transfers and accounts payable, payroll and disability checks to monitor cash disbursements.

Exhibit C

JA&A Services, LLC
Summary of Services – Hayes Lemmerz International, Inc., et. al.
March 1, 2002 through May 31, 2002

- Provided information to the Board of Directors on a regular basis relating to the Company's financial results versus plan, updates on liquidity, and the progress of the Chapter 11 cases including ongoing review of material issues and strategies. Prepared presentation materials in support of this effort.
- In connection with initial IT assessment, finalized interviews with key IT managers and with management team members from all business units.
- Served as interim Chief Information Officer and Director of Technology roles for Debtors.
- Developed and executed an IT best practices assessment for development of tactical work plan.
- Continued efforts to identify, prioritize and implement accounting organization and process changes including, but not limited to, improved cash reconciliation procedures, improved inter-company reconciliation procedures, validation of financial reporting consolidation process for consistency, accuracy and legal entity reporting, compilation of liabilities subject to compromise for financial reporting purposes and more effective monthly accounting close procedures. These projects are ongoing.
- Coordinated data collection and preparation of amended Schedules related to the Statement of Financial Affairs for all (32) debtor entities.
- Developed analysis and reconciliation of all reclamation claims. In connection with this project, conducted site visits to the plants to determine the best consumption methodology for each type of plant. The resulting reclamation statement reduces the overall reclamation exposure by 90%. Negotiated reclamation claims with claimants as appropriate. This project is ongoing.

Exhibit C

JA&A Services, LLC
Summary of Services – Hayes Lemmerz International, Inc., et. al.
March 1, 2002 through May 31, 2002

- Led project to prepare database for use in providing notices of scheduled claims and coordinating mailing of scheduled claims notices in connection with the June 1, 2002 Bar Date. Developed a unique Multiple Entity Creditor Matrix for use in notice to each creditor showing each legal entity at which the debts are owed. Established a creditor hotline to answer questions regarding the Bar Date notices. Coordinated the generation of proofs of claim and bar date notice and related mailings and publications. This project is ongoing.
- Initiated and led project to categorize and analyze filed proofs of claims. This project is ongoing.
- Led project to coordination and gathering of data for calculation of possible preferences. This project is ongoing.
- Developed, initiated and led a disciplined business planning process for the five fiscal years beginning February 1, 2002 and provided communication regarding the planning process with the creditor constituencies. Provided hands-on guidance to the business units in the development and validation of five-year business plans. This project is ongoing.
- Initiated and managed the development of an annual operating plan for FY2002 and provided communication regarding the plan to the creditor constituencies.
- Designed and built a sales & EBITDA flex analysis to assist the Debtors in analyzing the effects of changes in volume and build on the proposed AOP and five year plan.
- Assisted management in conducting discussions and developing presentation materials for use with major customers regarding the Company's financial stability and the progress of the reorganization effort.
- Assisted in development and implementation of a comprehensive communication program for internal and external constituents. In this regard, prepared and delivered presentations to customers and employees regarding financial, operational and restructuring initiatives. This project is ongoing.
- Coordinated flow of information to the Unsecured Creditors Committee and bank group professionals regarding the Company and the restructuring. Conducted meetings with professionals of both groups to discuss issues related to the Company and its restructuring initiatives. This project is ongoing.
- Participated in meetings with the banks and the Unsecured Creditors Committee regarding progress of the restructuring. Developed the presentation materials for use at the meetings in conjunction with management and other outside professionals.

Exhibit C

JA&A Services, LLC
Summary of Services – Hayes Lemmerz International, Inc., et. al.
March 1, 2002 through May 31, 2002

- Assisted and advised management regarding vendor communications and relationship management issues. Provided oversight to the critical vendor payment decision process including establishing standards and procedures for the application of the critical vendor treatment and authority. This project is ongoing.
- Coordinated the work of counsel and other professionals on various matters. Provided support to legal counsel in preparation for omnibus hearings. Monitored implementation of operational performance improvement initiatives. This project is ongoing.

Exhibit D

Detailed time entries for the period March 1, 2002 through May 31, 2002 (as attached)