

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

In re:

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

Debtors.

Chapter 11 – (Jointly Administered)

Case No. 01-11490 (MFW)

**Objections due by: August 28,
2003 at 4:00 PM Eastern Time**

Hearing Date: Negative Notice

**NOTICE OF FILING AMENDED SIXTH REPORT BY
AP SERVICES, LLC OF COMPENSATION EARNED AND EXPENSES
INCURRED FOR THE PERIOD OF MARCH 1, 2003 TO JUNE 3, 2003**

Notice is hereby given that AP Services, LLC (“APS”), has filed an amended report of compensation earned and expenses incurred for the period of March 1, 2003 through June 3, 2003, in accordance with paragraph 2 of the Order pursuant to 11 U.S.C. Sections 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 August 28, 2003. 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: August 5, 2003

SHELDON S. TOLL PLLC
Attorneys for AP Services, LLC

By: /s/ Sheldon S. Toll
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**HAYES LEMMERZ INTERNATIONAL,
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Chapter 11

Case No. 01-11490 (MFW)

Jointly Administered

**AMENDED SIXTH REPORT BY AP SERVICES, LLC
OF COMPENSATION EARNED AND EXPENSES
INCURRED FOR THE PERIOD OF
MARCH 1, 2003 TO JUNE 3, 2003**

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, 2003 through June 3, 2003
(filed with the Court and served upon the Office of the U.S. Trustee. Available for
review upon request by other parties.)

Dated: August 5, 2003

SHELDON S. TOLL PLLC
Attorneys for AP Services, LLC

By: /s/ Sheldon S. Toll
Sheldon S. Toll (P-21490)
2000 Town Center, Suite 2550
Southfield, MI 48075
(248)358-2460

AP Services, LLC
Summary of Compensation Earned and Expenses Incurred
Hayes Lemmerz International, Inc.
March 1, 2003 through June 3, 2003

Period	Fees	Expenses	Total
March 1, 2003 to March 31, 2003	\$ 858,964.50	\$ 24,508.96	\$ 883,473.46
April 1, 2003 to April 30, 2003	\$ 705,970.00	\$ 41,611.49	\$ 747,581.49
May 1, 2003 to June 3, 2003	\$ 1,087,803.00	\$ 86,985.74	\$ 1,174,788.74
Total Incurred	\$ 2,652,737.50	\$ 153,106.19	\$ 2,805,843.69
Less: 50% Travel	\$ (96,241.00)	\$ -	\$ (96,241.00)
Total Invoiced	\$ 2,556,496.50	\$ 153,106.19	\$ 2,709,602.69
Total Cash Received			<u>\$ (2,722,436.48)</u>
Balance Due to HLI(a)			\$ 12,833.79

(a) APS will apply the \$12,833.79 overpayment as a credit to its invoice for services rendered postpetition.

Exhibit A

AP Services, LLC
 Summary of Professionals and Fees – Hayes Lemmerz International, Inc., et. al.
March 1, 2003 through June 3, 2003

Temporary Employees – Individuals with Executive Officer Positions							
Name of Professional	Description of Function	Hourly Rate	Hours Billed				Total Compensation
			Mar-2003	Apr-2003	May-2003	Total	
Hiltz, Kenneth A.	Chief Restructuring Officer	\$620.00	155.10	76.60	34.30	266.00	\$ 164,920.00
Cohen, Herbert S.	Chief Accounting Officer	\$495.00	246.30	166.60	253.90	666.80	\$ 330,066.00
			401.40	243.20	288.20	932.80	\$ 494,986.00

Exhibit A

AP Services, LLC
 Summary of Professionals and Fees – Hayes Lemmerz International, Inc., et. al.
March 1, 2003 through June 3, 2003

Additional Temporary Employees – Full Time							
Name of Professional	Description of Function	Hourly Rate	Hours Billed				Total Compensation
			Mar-2003	Apr-2003	May-2003	Total	
Gring, Clayton G.	Case Administration Support	\$180.00	5.30	64.60	30.10	100.00	\$ 18,000.00
Bauer, Kortney R.	Case Administration Support	\$175.00	25.60	-	1.30	26.90	\$ 4,707.50
Adams, Raymond	Accounting Management	\$300.00	238.80	199.00	311.40	749.20	\$ 224,760.00
Bienias, Ronald J.	Treasury Support	\$300.00	150.00	209.10	18.40	377.50	\$ 113,250.00
Porter, Brian K.	Case Administration Mgmt	\$320.00	24.50	23.90	23.80	72.20	\$ 23,104.00
Hamilton, Scott	Business Plan Analysis	\$320.00	199.40	183.30	254.60	637.30	\$ 203,936.00
Blake, Mark R.	Business Plan Support & Analysis	\$360.00	233.40	200.30	240.70	674.40	\$ 242,784.00
Karwacki, Fred	Project Management & Accounting Support	\$370.00	190.90	191.60	209.70	592.20	\$ 219,114.00
Tarry, Pilar	Treasury Management	\$440.00	200.00	199.00	295.80	694.80	\$ 305,712.00
Folse, Barry	Case Administration Management	\$440.00	48.10	51.40	186.40	285.90	\$ 125,796.00
Pinkos, Rick	Director of Technology	\$440.00	141.70	188.50	210.50	540.70	\$ 237,908.00
Basler, Carrienne	Business Plan Development	\$440.00	159.00	-	494.70	653.70	\$ 287,628.00
			1,616.70	1,510.70	2,277.40	5,404.80	\$ 2,006,699.50

Exhibit A

AP Services, LLC
 Summary of Professionals and Fees – Hayes Lemmerz International, Inc., et. al.
March 1, 2003 through June 3, 2003

Additional Temporary Employees – Part Time							
Name of Professional	Description of Function	Hourly Rate	Hours Billed				Total Compensation
			Mar-2003	Apr-2003	May-2003	Total	
Jones-Callaway, Latonya	Case Administration Project Support	\$ 90.00	12.50	-	0.60	13.10	\$ 1,179.00
Peppers, Diane	Case Administration Project Support	\$130.00	-	1.00	36.30	37.30	\$ 4,849.00
Atiyeh, Diane L.	Case Administration Project Support	\$225.00	154.50	157.80	197.00	509.30	\$ 114,592.50
Salisbury, John	Case Administration Project Support	\$235.00	1.30	-	-	1.30	\$ 305.50
Salisbury, John	Case Administration Project Support	\$250.00	-	3.40	0.50	3.90	\$ 975.00
Lee, Hanuyl	Securities Valuation	\$250.00	5.00	-	-	5.00	\$ 1,250.00
Vint, James	Securities Valuation	\$250.00	13.40	7.20	19.10	39.70	\$ 9,925.00
Brown, Marc	Securities Valuation	\$320.00	22.00	3.90	19.60	45.50	\$ 14,560.00
Kunst, Matthew	Securities Valuation	\$320.00	1.80	-	-	1.80	\$ 576.00
Monger, Meade	Case Administration Management	\$540.00	-	-	0.40	0.40	\$ 216.00
DenUyl, Bruce	Securities Valuation	\$640.00	4.10	-	-	4.10	\$ 2,624.00
			214.60	173.30	273.50	661.40	\$ 151,052.00

Exhibit B

AP Services, LLC
Summary of Expenses – Hayes Lemmerz International, Inc., et. al.
March 1, 2003 through June 3, 2003

Expense Categories	Mar-2003	Apr-2003	May-2003	Total
Airfare	\$ 5,773.78	\$ 13,102.93	\$ 32,363.37	\$ 51,240.08
Cab Fare/Ground Transportation	1,316.54	3,053.41	4,175.90	8,545.85
Computer Research	583.27	-	-	583.27
Lodging	7,963.57	15,104.58	30,457.15	53,525.30
Long Distance Calls	1,712.37	2,734.95	1,048.11	5,495.43
Meals & Tips	1,881.05	1,986.81	4,995.19	8,863.05
Mileage	991.56	400.68	2,658.96	4,051.20
Other	355.81	215.80	740.09	1,311.70
Overnight Mail Charges	192.99	72.10	16.99	282.08
Parking & Tolls	340.00	499.00	1,919.00	2,758.00
Postage	-	-	6.60	6.60
Rental Car	3,398.02	4,441.23	8,604.38	16,443.63
Total Expenses Incurred & Paid	\$ 24,508.96	\$ 41,611.49	\$ 86,985.74	\$ 153,106.19

AP Services, LLC
Summary of Services – Hayes Lemmerz International, Inc., et. al.
March 1, 2003 through June 3, 2003

- Served as Chief Restructuring Officer of Hayes Lemmerz International, Inc. and its subsidiaries, 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 Chapter 11 strategic planning, negotiation of plan related issues 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.
- Led and completed project to (i) complete the accounting close and preparation of Hayes' consolidated financial statements for those periods ending during the fiscal year ended January 31, 2003; (ii) prepare and obtain approval from the Company's Audit Committee and Board of Directors of the related filing required by the SEC (filed a form 10-K for the fiscal year ended January 31, 2003 on April 2, 2003 (approximately 30 days prior to its due date under SEC regulations), performed substantial work on a form 10-Q for the first fiscal quarter ended April 30, 2003 during May, 2003); (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) ensured that the Company remains compliant with required SEC reporting requirements. Led implementation of process and procedures to comply with provisions of the Sarbanes-Oxley Act including formation of a disclosure committee. These projects are ongoing.
- Initiated and led project to prepare the Company for the adoption of SFAS No. 142, "Goodwill and Other Intangible Assets." In connection with this project, (a) worked with management of the Company and outside appraisers to perform an assessment of the impairment of goodwill and other indefinite-lived intangible assets as of February 1, 2002, (b) worked with financial management of the Company to accurately reflect the results of the impairment analysis in the books and records of the Company, (c) worked with management of the Company to make certain reclassifications to conform with the new classification criteria in SFAS No. 141 regarding certain intangible assets.
- Directed the Company's efforts to determine the fresh start accounting required for its global business upon emergence from Chapter 11. These efforts include, but are not limited to (i) overseeing the selection and supervision of the project team involving numerous corporate, plant and business unit staff, as well as contract-based support; (ii) identifying and recommending specific accounting implications; (iii) selecting and managing valuation experts for fair value appraisals; (iv) creating a process for the preparation, quality control, Company

AP Services, LLC
Summary of Services – Hayes Lemmerz International, Inc., et. al.
March 1, 2003 through June 3, 2003

approval and Company posting of journal entries to reflect all emergence transactions and implement fair value accounting in the Company's general ledgers.

- Performed valuation analyses with respect to its Series A Warrants, Series B Warrants and Preferred Stock used for fresh start accounting purposes. Activities included reviewing the Plan of Reorganization and other documents related to the Company's emergence from Chapter 11, conducting interviews with the Company's employees and investment bankers regarding valuation assumptions, and preparing valuation reports for use by the Company.
- 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.
- Maintained an updated analysis of forecasted adequate protection payments based upon updated 2002 outlook to assist management with its liquidity planning and in ongoing negotiations with its creditor constituents.
- 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.
- Provided information to the Board of Directors on a regular basis relating to the progress of the Chapter 11 cases including ongoing review of material issues and strategies. Prepared presentation materials both in support of this effort and to support the Chief Financial Officer's updates to the Board related to the Company's financial results versus plan and updates on liquidity.
- Served as Director of Technology for the Debtors. Responsibilities include day-to-day direct management of the corporate IT staff, plant technicians, data center staff and engineering support technicians. Worked actively with management to identify and secure a permanent replacement for this position and worked to transition duties and responsibilities to successor.
- Led a project to reorganize the IT department and to centralize reporting responsibility for IT staff in all facilities. In connection with this project, centralized the IT project management reporting function and implemented a centralized IT purchasing standards and approval process.

AP Services, LLC
Summary of Services – Hayes Lemmerz International, Inc., et. al.
March 1, 2003 through June 3, 2003

- Continued execution of IT best practices assessment tactical work plan and directed project management activities for technology stabilization and improvement projects.
- Developed 2003 expense and capital plans for corporate IT departments and plants. This effort restructured the corporate-wide IT budget by separating plant IT budgets and consolidating budget management to the central corporate IT group.
- Continued efforts to identify, prioritize and implement accounting organization and process changes. Supported completion and issuance of several improved accounting policies in connection with these efforts. This project is ongoing.
- Prepared 17th, 18th, 19th, and 20th Omnibus Non-substantive and Substantive Objections to claims. Led effort to resolve responses to objections. Prepared analysis to support the objections to claims including a detailed review of priority and administrative claims. This project is ongoing.
- Gathered extensive forensic data in preparation of the Company's form 10-K for the fiscal year ended January 31, 2003 and for the form 10-Q for the three months ended April 30, 2003.
- Initiated and led project to categorize, analyze, review and reconcile all filed proofs of claim. Monitored and tracked all claims transfers from court docket. Initiated and coordinated multiple levels of quality review with management of the Debtors and actively participated in coordinating discussions with individual claimants regarding settlement of reconciling issues. This project is ongoing.
- Led project to coordinate management's review of all executory contracts of the Company including the calculation of potential cure costs for each and worked with legal counsel to the Debtors to prepare motions to assume and reject certain executory contracts and leases. Assisted management with negotiations with major vendors for terms of contract assumptions. Led process to develop an estimation of undisputed cure amounts for assumed contracts and worked with creditor constituents to develop a process for providing both notice and payment of such undisputed cures.
- Initiated and managed development and revisions of the annual operating plan for FY2003 and provided extensive communication regarding the plan to the creditor constituencies. In connection with this project, worked directly with HLI corporate departments to develop new allocations of corporate overhead and with all divisions to update the FY2003 budget to reflect latest estimates. Information from this project was used in support of the exit financing process.

AP Services, LLC
Summary of Services – Hayes Lemmerz International, Inc., et. al.
March 1, 2003 through June 3, 2003

- Developed FY2003 Strategic Plan and FY2004 Annual Operating Plan calendars and detailed review of financial planning and analysis projects for the upcoming year. In conjunction with this, worked closely with management to transition all aspects of the financial planning and analysis responsibilities to Company personnel.
- Provided a variety of analytical support and analysis of strategic initiatives to the Wheels business unit in connection with the update of the five-year business plan.
- Continue to manage 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.
- Coordinated flow of information to the Unsecured Creditors Committee and bank group professionals regarding the Company and the restructuring. Conducted formal and informal meetings with professionals of both groups to present the Company's five-year business plan and to discuss issues related to the Company and its restructuring initiatives.
- Participated in meetings and negotiations with the banks and the Unsecured Creditors Committee and related professionals regarding the progress of the restructuring and to discuss critical case issues including possible lien avoidance actions against the pre-petition banks. Developed the presentation materials for use at the meetings in conjunction with management and other outside professionals.
- Participated actively in meetings with management of the Debtors and other outside professionals and with key creditor constituents regarding plan issues.
- Coordinated the work of counsel and other professionals on various matters. Provided support to legal counsel in preparation for omnibus hearings.
- Worked closely with management of the Debtors and the Debtors professionals to develop the Company's original and first amended Disclosure Statement and Plan of Reorganization and the Disclosure Statement Supplement. Responsibilities included (a) identifying and resolving plan issues, (b) drafting certain Disclosure Statement sections related to the Company's operations, (c) compiling information in support of the Disclosure Statement and Plan, (d) reviewing and editing the documents for accuracy and completeness, (e) working with management and professionals for the constituents to negotiate and resolve critical plan issues and (f) coordinating, preparing and updating certain exhibits to the Disclosure Statement and Plan.

AP Services, LLC
Summary of Services – Hayes Lemmerz International, Inc., et. al.
March 1, 2003 through June 3, 2003

- Worked closely with management of the Debtors and other outside professionals to obtain exit financing to fund the Company's Plan of Reorganization and provide working capital to support the operations going forward. This project includes (a) coordinated the flow of information to the exit lending professionals regarding the Company and the restructuring, (b) worked with the Company's investment bankers to identify issues for further negotiation, (c) worked with management to organize and facilitate the ongoing due diligence process for the exit lenders, (d) developed and maintained a data room in support of this process, (e) worked with management to prepare solicitation and syndication materials including the compilation and validation of specific information regarding the operations of the Company, the financial performance of business units and collateral values that supported a 144A offering memorandum, and (f) worked with management and the Company's investment bankers and attorneys to negotiate key structural elements of the exit financing with the exit lenders including covenants and to prepare the documentation necessary to consummate the transactions.
- Prepared revised preference action analysis for Plan of Reorganization.
- Worked closely with management of the Debtors and other outside professionals to coordinate a project to restructure certain of the Company's subsidiaries in connection with the implementation of the Plan of Reorganization. Worked with management to communicate the tax and financial implications of such restructurings to key constituents including the Company's exit lenders.
- Worked with other outside professionals to manage the solicitation of votes in connection with the Company's Plan of Reorganization and to analyze voting for same. Prepared an updated daily report on solicitation progress for use by working group. Coordinated voting data for solicitation process.
- Worked with the Company's management and outside professionals to prepare support for the consummation of the Company's Plan of Reorganization including preparing testimony in support of Plan provisions and providing testimony related to these matters at the Company's confirmation hearings.
- Organized, coordinated and executed detailed transition plans to transfer remaining operational responsibilities from APS team members to management of the Debtors.

Exhibit D

Detailed time entries for the period March 1, 2003 through June 3, 2003 (as attached)