

HAYES LEMMERZ INTERNATIONAL, INC.
LEGAL DEPARTMENT
MEMORANDUM

Re: Exchange Rate and Process for Exchanging Shares of Series A Preferred Stock of HLI Operating Company, Inc., for Shares of Common Stock of Hayes Lemmerz International, Inc.

I. Exchange Rate.

The exchange rate for determining the number of shares of common stock of Hayes Lemmerz International, Inc. ("Parent Common Stock") into which each share of Series A Preferred Stock of HLI Operating Company, Inc. ("Series A Preferred Stock") may be converted is determined as follows: the number of shares of Parent Common Stock is equal to (i) the liquidation preference of the Series A Preferred Stock (\$100.00 per shares) plus all accrued and unpaid dividends at 8% per annum from June 3, 2003 up to the exchange date, (ii) divided by \$17.175 (125% of the share price of the Parent Common Stock at emergence from Chapter 11, as the same was adjusted in connection with the rights offering and private placement in May 2007). The exchange date is the first business day after we receive all required documents as set forth in Section II below. Dividends are computed on the basis of a 360 day year of twelve 30-day months. Because dividends continue to accrue, the actual exchange rate changes daily. No fractional shares of Parent Common Stock will be issued in the exchange.

II. Exchange Procedure.

A. Record Holders.

To exchange shares of Series A Preferred Stock held of record, the stockholder of record must deliver the original certificate representing the shares of Series A Preferred Stock to be exchanged along with the fully completed and executed Notice of Exchange (Record Holders) in the form attached to this memorandum to:

Assistant Secretary
Hayes Lemmerz International, Inc.
15300 Centennial Drive
Northville, MI 48168
Phone: 734-737-5000 (for overnight courier deliveries)

Please be sure to include contact information in case there are questions or additional information is needed. Signature(s) must be guaranteed by a commercial bank or trust company or a member firm of a major stock exchange. Additional documents or payment of transfer taxes may be required as provided in the Notice of Exchange. Certificates representing the new shares of Parent Common Stock issued in the exchange and any shares of Series A Preferred Stock not exchanged will be issued no later than the fifth business day after the exchange date. Certificates

will be delivered to the address of record of the Series A Preferred Stock stockholder, unless another address is provided in the Notice of Exchange.

B. Beneficial Holders

To exchange shares of Series A Preferred Stock held of record by a bank broker or other nominee, the nominee must deliver the shares of Series A Preferred Stock to be exchanged to our transfer agent via DWAC. To initiate the exchange, the bank, broker or nominee must deliver the fully completed and executed Notice of Exchange (Beneficial Holders), with Exhibit A – DWAC Instructions, in the form attached to this memorandum to:

Assistant Secretary
Hayes Lemmerz International, Inc.
15300 Centennial Drive
Northville, MI 48168
Fax: 734-737-5990

Please be sure to include contact information in case there are questions or additional information is needed. The new shares of Parent Common Stock issued in the exchange will be available for delivery by DWAC no later than the fifth business day after the exchange date. The nominee must retrieve the shares of Parent Common Stock via DWAC.

**NOTICE OF EXCHANGE
(Record Holders)**

To: HLI Operating Company, Inc.

The undersigned registered holder of shares of Series A Cumulative Redeemable Exchangeable Preferred Stock, par value \$1.00 per share (the "Series A Preferred Stock"), of HLI Operating Company, Inc., a Delaware corporation (the "Company"), hereby irrevocably exercises the option to exchange the number of shares of Series A Preferred Stock set forth below for a number of duly authorized, validly issued, fully paid and nonassessable shares of common stock ("Parent Common Stock") of Hayes Lemmerz International, Inc., a Delaware corporation, pursuant to and in accordance with the terms and provisions of Article FIFTH of the Amended and Restated Certificate of Incorporation of the Company and directs that the shares of Parent Common Stock issuable and deliverable upon such exchange, together with any check in payment for fractional shares and any certificate representing the unexchanged portion of the shares held by the undersigned, be issued and delivered to the registered holder hereof unless a different name has been indicated below. If shares of Parent Common Stock or any certificate representing the unexchanged portion of the shares held by the undersigned are to be issued in the name of a person other than the undersigned, the undersigned will pay all transfer taxes payable with respect thereto and deliver to the Company, upon request, any such documents as the Company may request in connection therewith.

Dated: _____

Signature (s)

Medallion Guarantee

Number of shares of Series A Preferred Stock to be exchanged
(if less than all represented by certificate): _____

Contact information: _____
(Name) (Telephone) (Email)

Fill in for registration of shares of Parent Common Stock and/or Series A Preferred Stock if to be issued other than to and in the name of the registered holder:

(Name)

(Street Address)

(City, state and zip code)

(Social Security or Other Taxpayer Identification Number)

EXHIBIT A

DWAC INFORMATION

DWAC Information for Delivery of Series A Preferred Stock:

Delivery Date: _____

To/Transfer Agent: Mellon Investor Services

From/DTC Participant #: _____

CUSIP: 40421620 2

Mellon further Credit: Reserve # 3

DWAC Information for Return Receipt of Parent Common Stock:

Recipient Organization name: _____

DTC Participant # : _____

DTC Participant email: _____
(For pick-up notification)

CUSIP: 42078130 4

Mellon Debit position: Reserve # 5

New Shares of Parent Common Stock: _____

(To be completed by HLI Operating Company, Inc. upon confirmation of delivery.)