

United States Bankruptcy Court
DISTRICT OF DELAWARE

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):
Remy International Holdings, 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):

All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):

Remy International, Inc.

Last four digits of Soc. Sec. /Complete EIN or other Tax I D. No. (if more than one, state all):

35-200-4050

Last four digits of Soc. Sec. /Complete EIN or other Tax I D. No. (if more than one, state all):

Street Address of Debtor (No. & Street, City, and State):
2902 Enterprise Drive, Anderson Indiana

ZIP CODE: 46013

Street Address of Joint Debtor (No. and Street, City, and State):

ZIP CODE:

County of Residence or of the Principal Place of Business:
Madison

County of Residence or of the Principal Place of Business:

Mailing Address of Debtor (if different from street address):
Same as Street Address

ZIP CODE:

Mailing Address of Joint Debtor (if different from street address):

ZIP CODE:

Location of Principal Assets of Business Debtor (if different from street address above): Same as Street Address

ZIP CODE:

Type of Debtor
(Form of Organization)
(Check one box.)

Individual (includes Joint Debtors)
See Exhibit D on page 2 of this form.

Corporation (includes LLC and LLP)

Partnership

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.)

Health Care Business

Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)

Railroad

Stockbroker

Commodity Broker

Clearing Bank

Other

Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)

Chapter 7

Chapter 9

Chapter 11

Chapter 12

Chapter 13

Chapter 15 Petition for Recognition of a Foreign Main Proceeding

Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

Tax-Exempt Entity
(Check box, if applicable.)

Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).

Nature of Debts
(Check one box.)

Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."

Debts are primarily business debts.

Filing Fee (Check one box.)

Full Filing Fee attached.

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 1066(b). See Official Form 3A.

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:

Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D)

Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D)

Check if:

Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.

Check all applicable boxes:

A plan is being filed with this petition.

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

Debtor estimates that funds will be available for distribution to unsecured creditors.

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

1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Estimated Assets

<input checked="" type="checkbox"/> \$0 to \$10,000	<input type="checkbox"/> \$10,000 to \$100,000	<input type="checkbox"/> \$100,000 to \$1 million	<input type="checkbox"/> \$1 million to \$100 million	<input type="checkbox"/> More than \$100 million
---	--	---	---	--

Estimated Liabilities

<input checked="" type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,000 to \$100,000	<input type="checkbox"/> \$100,000 to \$1 million	<input type="checkbox"/> \$1 million to \$100 million	<input type="checkbox"/> More than \$100 million
---	--	---	---	--

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Remy International Holdings, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	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 I attached.	Case Number: Pending	Date Filed: Date hereof	
District: District of Delaware	Relationship: Affiliate	Judge:	
<p style="text-align: center;">Exhibit A</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 style="text-align: center;">Exhibit B</p> (To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		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).	
<input type="checkbox"/>		X _____ (Date) _____ Signature of Attorney for Debtors)	
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.			
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.			
Statement 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.			

<p>Voluntary Petition <i>(This page must be completed and filed in every case.)</i></p>	<p>Name of Debtor(s): <u>Remy International Holdings, Inc.</u></p>
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>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.</p> <p>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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><input checked="" type="checkbox"/> _____ Signature of Debtor</p> <p><input type="checkbox"/> _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>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.</p> <p>(Check only one box)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p> <p><input checked="" type="checkbox"/> _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney</p> <p><input checked="" type="checkbox"/> <u>Pauline K. Morgan</u> Signature of Attorney for Debtor(s)</p> <p><u>Pauline K. Morgan (3650)</u> Printed Name of Attorney Debtor(s)</p> <p><u>Young Conway Sturgis & Taylor, LLP</u> Firm Name</p> <p><u>1000 West Street, 17th Floor</u> <u>Wilmington, Delaware 19899</u> Address</p> <p><u>(302) 571 - 6707</u> Telephone Number</p> <p><u>October 8, 2007</u> Date</p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>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 19B is attached.</p> <p>_____ Printed Name and Title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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)</p> <p>_____ Address</p> <p><input checked="" type="checkbox"/> _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above</p> <p>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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>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, 11 U.S.C. § 156.</i></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>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.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><input checked="" type="checkbox"/> <u>Kerry Siliba</u> Signature of Authorized Individual</p> <p><u>KERRY SILIBA</u> Printed Name of Authorized Individual</p> <p><u>SENIOR VICE PRESIDENT & CHIEF FINANCIAL OFFICER</u> Title of Authorized Individual</p> <p><u>OCTOBER 8, 2007</u> Date</p>	

SCHEDULE I

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:

Ballantrae Corporation (Delaware)
HSG I, Inc. (Delaware)
HSG II, Inc. (Delaware)
International Fuel Systems, Inc. (Indiana)
iPower Technologies, Inc. (Delaware)
M. & M. Knopf Auto Parts, L.L.C. (Delaware)
Marine Corporation of America (Indiana)
NABCO, Inc. (Michigan)
Power Investments Marine, Inc. (New Jersey)
Power Investments, Inc. (Indiana)
Powrbilt Products, Inc. (Texas)
Publitech, Inc. (Virginia)
Reman Holdings, L.L.C. (Delaware)
Remy Alternators, Inc. (Delaware)
Remy India Holdings, Inc. (Delaware)
Remy International Holdings, Inc. (Delaware)
Remy International, Inc. (Delaware)
Remy Korea Holdings, L.L.C. (Delaware)
Remy Logistics, L.L.C. (Delaware)
Remy Powertrain, L.P. (Delaware)
Remy Reman, L.L.C. (Delaware)
Remy Sales, Inc. (Delaware)
Remy Worldwide Holdings, Inc. (Delaware)
Remy Inc. (Delaware)
Unit Parts Company (Delaware)
Western Reman Industrial, Inc. (Indiana)
Western Reman Industrial, LLC (Delaware)
World Wide Automotive, L.L.C. (Delaware)
World Wide Automotive Distributors, Inc. (Virginia)


LIST OF EQUITY SECURITY HOLDERS
REMY INTERNATIONAL HOLDINGS, INC.

Name and Address of Equity Holder(s)	Percentage of Ownership
Remy International, Inc. 2902 Enterprise Drive Anderson, Indiana 46013	70.4%
Remy Inc. 2902 Enterprise Drive Anderson, Indiana 46013	29.6%

DECLARATION REGARDING
LIST OF EQUITY SECURITY HOLDERS

I, Sheila Cannon, am an authorized officer of the debtor in this case (the "Debtor"), and in such capacity, am familiar with the ownership and corporate structure of the Debtor. I declare under penalty of perjury that the foregoing List of Equity Security Holders of the Debtor is true and correct to the best of my knowledge, information and belief.

Dated: October 2, 2007


Sheila Cannon
Corporate Secretary
Remy International Holdings, Inc.

**REMY INTERNATIONAL HOLDINGS, INC.
CERTIFICATE OF RESOLUTIONS
OF THE BOARD OF DIRECTORS**

Dated as of October 1, 2007

I, Sheila Cannon, the undersigned Secretary of Remy International Holdings, Inc., a Delaware corporation (the "Corporation"), do hereby certify that the Board of Directors of the Corporation (the "Board") duly adopted the following resolutions on October 1, 2007 and that these resolutions have not been modified or rescinded and are still in full force and effect:

WHEREAS, the Board previously approved the prepetition solicitation of votes to accept or reject a joint prepackaged plan of reorganization (the "Plan") and has been informed that as of the voting deadline a requisite number of noteholders had voted to accept the Plan in accordance with provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et. seq.* (the "Bankruptcy Code");

WHEREAS, the Board has been presented with a proposed petition to be filed by the Corporation in the United States Bankruptcy Court for the District of Delaware seeking relief under the provisions of chapter 11 of the Bankruptcy Code, in which the authority to operate as a debtor in possession will be sought and the Board has determined that it is in the best interests of the Corporation and its stakeholders for the Corporation to file such petition; and

WHEREAS, the Board determined that the Corporation will benefit by the borrowings and use of cash collateral under each of those certain senior secured, super-priority debtor-in-possession and exit credit facilities, each to be dated on or about the date of the filing of the petition (each a Loan Agreement and collectively, the "Loan Agreements" and together with the Loan Documents, as that term is defined in each of the respective Loan Agreements, and each other document, instrument or agreement executed by the Corporation or any Borrower (defined below) in connection therewith, the "Loan Documents"), among the Corporation and certain affiliates of the Corporation signatory thereto (each a "Borrower" and collectively with the Corporation, the "Borrowers"), each of whom will be a debtor and debtor in possession in a case to be filed under the Bankruptcy Code (each a "Case" and collectively, the "Cases"), the financial institutions from time to time parties to each of the respective Loan Agreements, as lenders (each individually, a "Lender" and collectively, the "Lenders"), Wachovia Capital Finance Corporation (Central), in its capacities as syndication agent and as co-collateral agent for the Lenders (the "Syndication Agent"), General Electric Capital Corporation, in its capacity as documentation agent (the "Documentation Agent"), Barclays Bank, PLC, in its capacities as administrative agent and co-collateral agent for the Lenders (the "Administrative Agent") and Barclays Capital, in its capacity as sole lead arranger and sole bookrunner (the "Lead Arranger", and together with the Administrative Agent, the Syndication

Agent and the Documentation Agent, the “Agents”); which Loan Documents (A) provide the Borrowers with a debtor-in-possession credit facility comprised of (i) a \$125,000,000 asset based revolver including a letter of credit sub-facility in an amount up to \$20,000,000 and a swing-line subfacility in an amount up to \$10,000,000 and (ii) a \$100,000,000 first lien term loan facility; (B) provide the Borrowers with an exit credit facility comprised of (i) a \$125,000,000 asset based revolver including a letter of credit sub-facility and a swing-line subfacility in an amount up to \$20,000,000, (ii) a \$150,000,000 first lien term loan facility and (iii) a \$55,000,000 second lien term loan facility and (C) provide for the proceeds therefrom to be used for working capital and for other general corporate purposes of the Corporation and certain of its affiliates, including, without limitation, (i) to refinance certain existing senior secured indebtedness of the Borrowers, (ii) for post-petition and post-exit operating expenses of the Borrowers, (iii) to pay transaction fees and expenses and (iv) for certain other costs and expenses of administration of the Cases.

RESOLVED, that the Corporation file a petition seeking relief under the provisions of the Bankruptcy Code, in which the authority to operate as a debtor in possession will be sought, and the filing of such petition is authorized hereby; and it is further

RESOLVED, that each of the chief executive officer, president, senior vice president, chief financial officer, vice president, secretary, treasurer, assistant secretary, assistant treasurer and chief tax officer of the Corporation be appointed by the Board as an authorized signatory (each, individually, an “Authorized Officer,” and, collectively, the “Authorized Officers”) in connection with the Case authorized herein; and it is further

RESOLVED, that the Authorized Officers or any one of them be, and each of them hereby is, authorized, empowered and directed on behalf of the Corporation to execute and verify a petition in the name of the Corporation under 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 Officer executing said petition on behalf of the Corporation shall determine; and it is further

RESOLVED, that the Authorized Officers or any one of them be, and each hereby is, authorized to execute and file or cause to be executed and filed (or to 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 other action which they or any one of them deem necessary, proper or desirable in connection with the Case contemplated hereby, with a view to the successful prosecution of the Case; and it is further

RESOLVED, that the terms and provisions of the Loan Documents, with such deletions or changes therein or additions thereto (substantial or otherwise) as the Authorized Officer executing the same may approve, are hereby adopted and approved in all respects; and that the Corporation hereby is authorized to enter into the Loan Documents and perform its obligations under the Loan Documents and to execute, authorize, deliver, verify, and/or file, or cause to be executed, authorized, delivered, verified and/or filed all necessary documents required to consummate the transactions contemplated thereby, and the Corporation is hereby authorized to borrow and to request letters of credit under the Loan Documents, and to pledge, mortgage or grant a lien or a security interest in, assets of the Corporation as security for such borrowing; and it is further

RESOLVED, that the Authorized Officers of the Corporation be, and each of them, acting alone, is hereby authorized, directed and empowered from time to time in the name and on behalf of the Corporation to take any and all such actions, and to execute and deliver or cause to be executed and delivered under seal of the Corporation or otherwise, any and all such other documents, agreements, certificates, writings and instruments to be delivered in connection with the Loan Documents (including, without limitation, any amendments, supplements or modifications to the Loan Documents and such other documents, agreements, certificates, writings and instruments to be delivered in connection therewith), and to grant the security interests in or liens on any real or personal property of the Corporation now or hereafter acquired as contemplated by the Loan Documents, with full authority to indorse, assign or guarantee any of the foregoing in the name of the Corporation, in each case, as any such officer may deem necessary or advisable to carry out the intent and purposes of the immediately foregoing resolution, his or her execution and delivery thereof to be conclusive evidence that he or she deems it necessary or advisable, his or her execution and delivery thereof to be conclusive evidence of his or her authority to so act and of his or her approval thereof; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to execute, deliver and perform for and on behalf of the Corporation, as a debtor and debtor in possession, such agreements, instruments and any and all other documents and amendments necessary or appropriate to facilitate the transactions contemplated by the foregoing resolutions, containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Authorized Officer or Authorized Officers so acting; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to authorize the administrative agent under the Loan Agreement (the "Agent") to file any Uniform Commercial Code (the "UCC") financing statement the Agent deems necessary or convenient to perfect any lien or security interest granted under any agreement of the Corporation granting security to the Agent for the benefit of the Lenders, including any such

UCC financing statement containing a super-generic description of collateral, such as “all assets”, “all property now or hereafter acquired” and other similar descriptions of like import and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Corporation and such other filing in respect of intellectual and other property of the Corporation, in each case as the Agent may reasonably request to perfect the security interests of the Agent and the Lenders under the Loan Documents; and it is further

RESOLVED, that the Corporation is authorized and empowered 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 all such further agreements, consents, resolutions, documents, certificates and undertakings, and to incur all such fees and expenses as in its judgment shall be necessary, appropriate or advisable to cause and authorize (i) the Corporation to guaranty, including, without limitation, any guaranty required by the Agent as a condition of the Lenders entry into the Loan Documents, (ii) the borrowing by the Parent of funds from a Lender or Lenders as any Authorized Officer of the Corporation or Parent deems appropriate, and (iii) the use by the Corporation 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 reasonably necessary for the continuing conduct of the affairs of the Corporation and Parent and the Corporation may grant security interests in and liens upon all or any portion of its 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, including, without limitation, any grant of security, liens or mortgages required by the Agent as a condition of the Lenders entry into the Loan Documents; and it is further

RESOLVED, that the law firm of Shearman & Sterling LLP and its affiliates be, and hereby are, employed under general retainer pursuant to section 327 (a) of the Bankruptcy Code as attorneys for the Corporation in the Cases; and it is further

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP be, and hereby are, employed as local counsel for the Corporation in the Cases; and it is further

RESOLVED, that the law firm of Greenberg Traurig, LLP be, and hereby are, employed as special corporate counsel for the Corporation in the Cases; and it is further

RESOLVED, that Ernst & Young, LLP, be, and hereby are, employed as auditor for the Corporation in the Cases; and it is further

RESOLVED, that Kurtzman Carson Consultants LLC be, and hereby are, employed as noticing agent for the Corporation in the Cases; and it is further

RESOLVED, that AlixPartners, LLC, or A.P. Services, LLC, as the case may be, be, and hereby are, employed as restructuring advisor for the Corporation in the Cases; and it is further

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers of the Corporation, each of the Authorized Officers of the Corporation be, and they hereby are, with full authority to act without the others, authorized and directed, in the name and on behalf of the Corporation, to take or perform or cause to be taken or performed all such further actions, to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents in the name and on behalf of the Corporation, to incur and pay or cause to be paid all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of any and all of the foregoing resolutions; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officers or any other officers of the Corporation to seek relief under the Bankruptcy Code or that were consistent with the purpose and intent of the foregoing resolutions be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, I have hereunto set my hand this
October 1, 2007.

By: Sheila Cannon
Name: Sheila Cannon
Title: Secretary

**CONSOLIDATED LIST OF CREDITORS HOLDING
THE THIRTY LARGEST UNSECURED CLAIMS**

Following is a list of the Debtors' creditors holding the thirty largest unsecured claims on a consolidated basis with its debtor-affiliates.¹ The list is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing a chapter 11 case. This list does not include (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(31), or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty largest unsecured claims.

	Name, Address, Phone and Fax No. of Creditor	Person(s) Familiar with Debtors' Account	Nature of Claim	Contingent, Unliquidated and/or Disputed	Approximate Amount of Claim
1.	U.S. Bank National Association 60 Livingston Avenue St. Paul, MN 55107-2292 Tel: (651) 495 3959 Fax: (651) 495 8100	Timothy Sandell	Bond Issuance		\$165,000,000 plus accrued unpaid interest
2.	U.S. Bank National Association 60 Livingston Avenue St. Paul, MN 55107-2292 Tel: (651) 495 3959 Fax: (651) 495 8100	Timothy Sandell	Bond Issuance		\$150,000,000 plus accrued unpaid interest
3.	The Bank of New York 2 North LaSalle Street Suite 1020 Chicago, IL 60602 Tel: (312) 827 8548 Fax: (312) 827 8542	Linda Garcia	Bond Issuance		\$145,000,000 plus accrued unpaid interest
4.	U.S. Customs and Border Protection Revenue Division 6650 Telecom Drive Indianapolis, IN 46278	Robert B. Hamilton, Director Revenue Division U.S. Customs and Border Protection	Promissory Note		\$7,279,286

¹ All claims of affiliates are reported on a consolidated basis.

	Name, Address, Phone and Fax No. of Creditor	Person(s) Familiar with Debtors' Account	Nature of Claim	Contingent, Unliquidated and/or Disputed	Approximate Amount of Claim
5.	Bocar S.A. de C.V. Cruz Verde NO 169-1A Mexico City,DF 04330 Tel: +52 722 279 6600 Fax:+52 555 422 2434	Raymundo Rodriguez	Trade		\$3,452,641
6.	REA Magnet Wire Inc. 3600 East Pontiac Street Ft. Wayne, IN 46803 Tel: (260) 421-7452 Fax: (260) 421-7349	Mike Hughes	Trade		\$2,751,713
7.	A&E Auto Electric PO Box 5418 Spartanburg, SC 29304 Tel: (864) 463-3257 Fax: (864) 464-7333	Nicole Miller	Trade		\$2,246,049
8.	Osar (Italy) One Technology Ct. Turin, Italy 10070 Tel: 390 1192 41078 Fax: 390 1192 41097	Paolo Salvi	Trade		\$1,720,719
9.	Kolektor Group Vaojkova 10 5280 Idrija Idrija 29644 Tel: (412) 279-2980 Fax: (864) 409-8781	Rok Vodnik	Trade		\$1,686,398
10.	Sankaku (Xiamen) Auto Parts NO 58-26 Wenyuan Rd Xiamen X 361004 Tel: 011-865922044010 Fax: NONE	Crystal Hu	Trade		\$1,570,019

	Name, Address, Phone and Fax No. of Creditor	Person(s) Familiar with Debtors' Account	Nature of Claim	Contingent, Unliquidated and/or Disputed	Approximate Amount of Claim
11.	Wells Manufacturing Corp. 26 S Brooke St Fond Du Lac, WI 54936-0070 Tel: (920) 929-6263 Fax: (920) 922-3585	Pedro Vila	Trade		\$1,526,938
12.	Auto Electric Suppliers 3233 Commerce Parkway Miramar, FL 33025 Tel: (800) 327-2258 Fax: (954) 435-0028	Mike Clausman	Trade		\$1,514,492
13.	American Auto Parts 7007 N. Austin Avenue Niles, IL 60714-4601 Tel: (847) 647-7090 Fax: (847) 647-7581	Julie O'Reilly	Trade		\$1,403,171
14.	Monopac SD 17502 Jalan 4 Selangor, Malaysia Tel: 60-3-6138 6200 Fax: 60-3-6138 6206	Danny Ng Gary Barut	Trade		\$1,272,675
15.	Electro-Motive Diesel PO Box 70530 Chicago, IL 60673 Tel: (800) 255-5355 Fax: (708) 387-6626	Tim Standish	Trade		\$1,208,085
16.	Wetherill Associates Inc. PO BOX 827063 Philadelphia, PA 19182-7063 Tel: (800) 877-3340 Fax: (800) 948-6121	Sandy Huggens	Trade		\$1,175,825

	Name, Address, Phone and Fax No. of Creditor	Person(s) Familiar with Debtors' Account	Nature of Claim	Contingent, Unliquidated and/or Disputed	Approximate Amount of Claim
17.	Actron Technology Corp. 1F, No 12, Sec2, Nan-Kan Rd. Luchu Hsiang Taoyuan, Taiwan ROC Tel: 886-3-311-5555 Fax: 886-3-311-9977	Jessie Chen	Trade		\$1,158,502
18.	Lone Star Container 700 N Wildwood Dr Irving, TX 75061 Tel: (972) 579-1551 Fax: (972) 554-6081	Jerry Hardison	Trade		\$1,153,997
19.	Korea Delphi Automotive Systems 408-1 Ma Buk-Ri Guseong-Eup Youngin-Si Gyeonggi-Do 449912 Tel: 82-3-189-98612 Fax: 82-2-761-9494	Ws Kang	Trade		\$990,981
20.	Industrias Kirkwood Calle 4 Norte No 100 Ampliacion Parque Toluca De Lerdo, Mexico 50200 Tel: 52-722-265-7564 Fax: 52-722-265-7569	Norma Medina	Trade		\$955,608
21.	BPS – Allied Parts 1122 Milledge Street East Point, GA 30344 Tel: (404) 559-8571 Fax: (404) 559-8584	Jerry Boles	Trade		\$891,300
22.	Quality Parts Supply 15844 South Interstate Highway 35 Bruceville, TX 76630 Tel: (254) 857-4629 Fax: (254) 857-3527	Pat Patton	Trade		\$733,746

	Name, Address, Phone and Fax No. of Creditor	Person(s) Familiar with Debtors' Account	Nature of Claim	Contingent, Unliquidated and/or Disputed	Approximate Amount of Claim
23.	Caterpillar, Inc 100 NE Adams Street Peoria, IL 61629 Tel: 309-675-5592 Fax: 309-675-9135	Mary Buck	Trade		\$680,018
24.	Swift Transportation 2200 South 75 th Avenue Phoenix, AZ 85043 Tel: (602) 269-9700 Fax: (623) 907-7503	Ginnie Henkels	Trade		\$608,761
25.	Hitachi Metals America 2101 South Arlington Heights Road Suite 116 Arlington Heights, IL 60005 Tel: (847) 364-7200 Fax: (847) 364-7279	Heather Kozlowski	Trade		\$608,009
26.	HTG – Tiffin 1988 County Rd #593 Tiffin, OH 44883 Tel: 419-447-2221 Fax: 419-447-2842	Betty Hall	Trade		\$603,125
27.	Industrial Molding Corporation 616 E. Slaton Rd Lubbock, TX 79404 Tel: (806) 474-1066 Fax: (806) 474-1168	Paula Olbham	Trade		\$603,539
28.	S&S Enterprises (c/o Simmons) 3rd Flr Froebel Cntr 90-2 Seoul 135-10 Tel: 822-501-2848 Fax: 956-712-1409	Ben Lee / Andrea Kim	Trade		\$584,854

	Name, Address, Phone and Fax No. of Creditor	Person(s) Familiar with Debtors' Account	Nature of Claim	Contingent, Unliquidated and/or Disputed	Approximate Amount of Claim
29.	<p>Andra, LLC</p> <p>714 E. 8th Street Anderson IN 46012 Cell: 765-621-1053 Office: 765-644-2803 Residence: 765-649-2701 Fax: 765-644-6675</p>	William Surbaugh	Promissory Note	Contingent	—
30.	<p>Eagle I, LLC</p> <p>714 E. 8th Street Anderson IN 46012 Cell: 765-621-1053 Office: 765-644-2803 Residence: 765-649-2701 Fax: 765-644-6675</p>	William Surbaugh	Promissory Note	Contingent	—

**DECLARATION CONCERNING THE DEBTOR'S LIST OF CREDITORS
HOLDING THE THIRTY LARGEST UNSECURED CLAIMS**

I, Kerry A. Shiba, am Senior Vice President and Chief Financial Officer of Remy International, Inc., and in such capacities am familiar with the financial affairs of each of the Debtors. I have reviewed the foregoing List of Creditors Holding the Thirty Largest Unsecured Claims, and declare that the information contained therein is true and correct to the best of my knowledge, belief and understanding.

Dated: October 8, 2007



Kerry A. Shiba
Senior Vice President and
Chief Financial Officer

Remy International, Inc.