

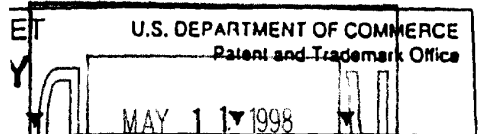
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Tab settings

To the Honorable Commissioner of Patent

attached original documents or copy thereof.

1. Name of conveying party(ies):

Ampco Metal Incorporated

- Individual(s)
- General Partnership
- Corporation-State Wisconsin
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 20, 1998

2. Name and address of receiving party(ies)

Name: BHF-Bank Aktiengesellschaft
(as Collateral Agent)

Internal Address:

Street Address: 590 Madison Avenue

City: New York State: NY ZIP: 10022-2540

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other German Joint Stock Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

See Schedule attached

Refund Ref: 05/20/1998 TTON11 0000061008

CHECK Refund Total: \$315.00

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Virginia R. Richard

Internal Address: Kane, Dalsimer, Sullivan,

Kurucz, Levy, Eisele and Richard, LLP

Street Address: 711 Third Avenue

20th Floor

City: New York State: NY ZIP: 10017-4014

6. Total number of applications and registrations involved:

22

7. Total fee (37 CFR 3.41):..... \$

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

11-0215

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and the attached copy is a true copy of the original document.

Ronald E. Brown
Name of Person Signing

Ronald E. Brown
Signature

May 6, 1998
Date

Total number of pages (including cover sheet):

13

SCHEDULE

Reg. No.

1,433,577
518,672
518,671
514,819
501,743
426,942
423,957
419,045
410,301
117,240
411,815
617,678
443,777
766,997
510,185
507,761
415,617
837,944
1,857,559
6,891 (WI)
6,890 (WI)
6,889 (WI)

PATENT SECURITY AGREEMENT

WHEREAS, Ampco Metal Incorporated, an Wisconsin corporation (herein referred to as "Grantor"), owns the Patents (as defined in the Security Agreement referred to below) listed on Schedule 1 annexed hereto;

WHEREAS, the Grantor, certain lenders and BHF-Bank Aktiengesellschaft, Administrative Agent, Letter of Credit Issuer, and Arranger for such lenders (the "Lenders") are parties to a Credit Agreement of even date herewith (as the same may be amended from time to time, the "Credit Agreement");

WHEREAS, pursuant to the terms of the Security Agreement of even date herewith (as the same may be amended from time to time, the "Security Agreement"), between Grantor and BHF-Bank Aktiengesellschaft, as Collateral Agent for the secured parties referred to therein (in such capacity, together with its successors in such capacity, the "Grantee"), Grantor has granted to Grantee for the ratable benefit of such secured parties a security interest in substantially all the assets of the Grantor including all right, title and interest of Grantor in, to and under all Grantor's Patents (as defined in the Security Agreement), together with any reissues, continuations, continuations-in-part or extensions thereof, whether presently existing or hereafter arising or acquired, and all products and proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof for the full term of the Patents, to secure the payment of all amounts owing under the Credit Agreement and the other Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby grant to Grantee a continuing security interest in all of Grantor's right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "Patent Collateral"), whether presently existing or hereafter arising or acquired:

- (i) each Patent, including, without limitation, each Patent referred to in Schedule 1 annexed hereto; and

255514.02
2625-0004

(ii) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future infringement of any Patent, including, without limitation, any Patent referred to in Schedule 1 annexed hereto.

This security interest is granted in conjunction with the security interests granted to the Grantee pursuant to the Security Agreement. Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in the Patent Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

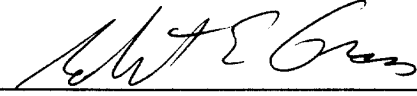
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2625-0004

TRADEMARK
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IN WITNESS WHEREOF, Grantor has caused this Patent Security Agreement to be duly executed by its officer thereunto duly authorized as of the 20 day of April, 1998.

AMPCO METAL INCORPORATED

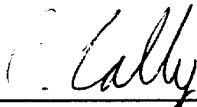
By 

Name: Robert E. Gross
Title: Vice President
Finance

Acknowledged:
BHF-Bank Aktiengesellschaft,
as Collateral Agent

By 

Stephen B. Shelton
Vice President

By 
~~Evon M. Costos~~ Christopher Lally
~~Vice President~~ Assistant Treasurer

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 20 day of April, 1998, before me personally came Robert E. Gross to me personally known to me to be the person described in and who executed the foregoing instrument as Vice President - Finance of Ampco Metal Incorporated, who being by me duly sworn, did depose and say that [s]he is a Vice President - Finance of Ampco Metal Incorporated, the corporation described in and which executed the foregoing instrument; that [s]he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that the said instrument was signed and seal on behalf of said corporation by order of its Board of Directors; that [s]he signed his[her] name thereto by like order; and that [s]he acknowledged said instrument to be the free act and deed of said corporation.

Jonathan L. Bing
Notary Public

[Seal]

My commission expires: 12/9/98

JONATHAN L. BING
Notary Public State of New York
No. 02815070204
Qualified in New York
Commission Expires December 09, 1998

**SCHEDULE 1 of the Patent
Security Agreement**

U.S. AND CANADIAN PATENTS
AMPCO METAL INCORPORATED

COUNTRY	SERIAL NO.	FILING DATE	PATENT NO.	ISSUE DATE	EXPIR. DATE	TITLE
US	US 135,330	03/31/80	US 4,315,538	02/16/82	02/16/02	Method and apparatus to effect a fine grain size in continuous cast metals
US	US 54,293	07/02/79	US 4,260,435	04/07/81	07/02/99	Copper-Nickel-Silicon-Chromium alloy having improved electrical conductivity
US	US 11,110	02/12/79	US 4,191,601	03/04/80	02/12/99	Copper-Nickel-Silicon-Chromium alloy having improved electrical conductivity
US	US 842,457	10/17/77	US 4,154,291	05/15/79	10/17/97	Mandrel for continuous casting of tubular metallic members
CA	CA 2032993	12/21/90	N/A (status uncertain)	N/A	N/A	Copper-Nickel-Silicon-Chromium Alloy
CA			CA 1,233,762	03/08/88		Threaded end protector and component
CA			CA 1,126,056	06/22/82		Copper-Nickel-Silicon-Chromium alloy having improved electrical conductivity

U.S. STATE AND CANADIAN TRADEMARKS

AMPSCO METAL INCORPORATED

COUNTRY	MARK	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	CLASSES	GOODS
US	AMPSCO	73/565,330	10/28/85	1,433,577	03/24/87	8	Manually operated non-sparking tools of copper base alloy-namely adzes, axes, bars, chisels, drift pins, wedges, forks, hammers, hatchets, hoes, scraping, putty and utility knives, nail pullers, chippers, picks, pliers, punches, rakes, saws, scrapers, screw drivers, shears, shovels, spatulas, trowels, mallets, nuttock, wrenches, barrel hooks, carpenters' clamps, and crate openers.
US	AMPSCO AND DESIGN	71/550,287	02/21/48	518,672	12/13/49	6 and 9	Extrusions, forgings, ingots, castings, rolled and extruded bar stock and semi-finished tubing; and unfinished machine parts-namely, wear-resistant machine elements, corrosion-resistant machine elements and electrically conductive machine elements; rolled metal sheet, wire, and metallic welding rods and arc welding electrodes, all made of copper-base alloys.
US	AMPSCO	71/550,285	02/21/48	518,671	12/13/49	6 and 9	Extrusions, forgings, ingots, castings, rolled and extruded bar stock and semi-finished tubing; and unfinished machine parts-namely, wear-resistant machine elements, corrosion-resistant machine elements and electrically conductive machine elements; rolled metal sheet, wire, and metallic welding rods and arc welding electrodes, all made of copper-base alloys.
US	AMPSCO AND DESIGN	71/550,286	02/21/48	514,819	09/06/49	7	Centrifugal pumps.
US	AMPSCO AND DESIGN	71/492,021	07/05/47	501,743	08/24/48	8	Wear resistant and corrosion resistant machine parts of cooper base alloy, and generally manually operated non-sparking tools of copper base alloy-namely, adzes, air

COUNTRY	MARK	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	CLASSES	GOODS
US	AMPSCO AND DESIGN	71/492,020	11/23/45	426,942	01/21/47	9	hammer blanks, axes, bars, caulking tools, chisels, drift pins, star drills, wedges, forks, hammers, hatchets, hoes, ice shavers and tongs, knives, nail pullers and sets, packing tools, pestles, chippers, picks, pliers, punches, rakes, saws, scrapers, screw drivers, shears, shovels, spatulas, spray booth kits comprising hammers, scrapers, screwdrivers and chisels, scoops, trowels, vises, and wrenches.
US	AMPSCO AND DESIGN	71/492,019	11/23/45	423,957	09/17/46	6	Electric terminals and contacts; electric trolley shoes; electric switch contacts; electric resistance and flash welding electrodes; and electrode holders.
US	AMPSCO	71/467,178	02/05/44	419,045	02/05/46	8	Wrought bronze shapes; forgings; ingots; castings; rolled and extruded bar stock; and unfinished machine parts—namely, wear resistant machine elements, corrosion resistant machine elements, and electrically conductive machine elements.
US	AMPSCO (STYLIZED LETTERS)	71/467,177	02/05/44	410,301	11/21/44	6	Wear resistant and corrosion resistant machine parts of copper base alloy, and generally manually operated non-sparking tools of copper base alloy—namely, adzes, air hammer blanks, axes, bars, brushes, castor wheels, caulking tools, chisels, drift pins, star drills, dust pans, wedges, forks, hammers, hatchets, hoes, ice shavers and tongs, knives, nail pullers and sets, packing tools, pestles, chippers, picks, pliers, punches, rakes, saws, scrapers, screw drivers, shears, shovels, spatulas, spray booth kits, scoops, trowels, vises, and wrenches.
US	AMPSCO AND DESIGN	71/100,787	01/22/17	117,240	06/26/17	6	Wrought bronze shapes; forgings; ingots; castings; rolled and extruded bar stock; and unfinished machine parts, namely, wear resistant machine elements, corrosion resistant machine elements and electrically conductive machine elements.
US	AMPSCO AND DESIGN	71/100,787	01/22/17	117,240	06/26/17	6	Metals resembling bronze and castings made from said metal.

COUNTRY	MARK	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	CLASSIES)	GOODS
US	AMPCO-TRODE	71/467,179	02/05/44	411,815	02/06/45	9	Metallic welding rods and arc welding electrodes.
US	AMPCO-WELD	71/668,809	06/24/54	617,678	12/20/55	1	Fluxing materials for use in welding.
US	AMPCO-WELD	71/492,022	11/23/45	443,777	02/28/50	9	Spot welding tips and resistance welding electrodes.
US	AMPCOLOY	72/169,098	05/17/63	766,997	03/24/64	6	Rolled and extruded rod.
US	AMPCOLOY AND DESIGN	71/517,395	02/13/47	510,185	05/31/49	6	Rolled and extruded non-ferrous tubing.
US	AMPCOLOY (STYLIZED LETTERS)	71/467,483	02/17/44	507,761	03/22/49	7 and 8	Wear resistant and corrosion resistant finished machine parts of copper base alloy and generally manually operated non-sparking tools of copper base alloy-namely, adzes, air hammer blanks, axes, bars, caulking tools, chisels, drift pins, star drills, wedges, forks, hammers, hatchets, hoes, ice shavers and tongs, knives, nail pullers and sets, packing tools, chippers, picks, pliers, punches, rakes, saws, scrapers, screw drivers, shears, shovels, spatulas, spray booth kits, scoops, trowels, vises and wrenches.
US	AMPCOLOY AND DESIGN	71/468,937	04/03/44	415,617	08/14/45	6	Ingots, castings, forgings, and unfinished machine parts of alloy bronze.
US	COPR-TRODE	72/253,202	08/26/66	837,944	10/31/67	6	Tin bronze used for welding copper.
US	W AND DESIGN	74/442,360	09/29/93	1,857,559	10/11/94	9	Copper anodes.
WI	AMPCO AND DESIGN			6,891	10/20/49	6	Metals and metal castings and forgings.

COUNTRY	MARK	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	CLASS(S)	GOODS
WI	AMPCOLOY (STYLIZED LETTERS)			6,890	10/20/49	6, 7 and 11	Metals and metal castings and forgings, electrical apparatus, machines and supplies.
WI	AMPCO			6,889	10/20/49	6	Metals and metal castings and forgings.
CA	AMPCO	091,150		TMDA024,012	11/29/18	9	Copper base and bronze alloys in the form of sand castings, centrifugal castings, forgings, extruded bar stock and finished machine parts.
CA	AMPCO	182,279	3/8/43	UCA018,158	3/8/43	9	Bronze ingots, bronze castings, wrought bronze shapes and forgings, wrought bronze rolled and extruded bar stock and tubing, bronze finish machined machinery parts, bronze welded, and non-sparking safety tools.
CA	AMPCOLOY	249,917	9/25/59	TMA115,417	9/25/59	9	Resistance and flash welding electrodes, electrode holders, rolled and extruded non-ferrous tubing, ingots, castings, forgings and unfinished machine parts of alloy bronze, plates, and sheets.
CA	PHOS-TRODE	251,612	6/23/59	TMA117,600	4/14/60	6	Welding rods and wire, namely, metal arc electrodes, inert gas consumable electrodes and filler rods.
CA	AMPCO-TRODE	184,193	4/27/44	UCA019,278	4/27/44	9	Welding rods.

AGREEMENTS
 AMPCO METAL INCORPORATED

PATENT TRANSFER AND ROYALTY AGREEMENT - Dated January 14, 1993, by and between Thomas Nielsen, and Ampco Metal and Ampco Manufacturing, as amended on June 17, 1993, by and among the above parties and Magnacast (together with Ampco Metal and Ampco Manufacturing, collectively "Ampco"), transferring United States Patent No. 4,315,538, filed February 16, 1982, to Ampco.

FOREIGN (EXCLUDING CANADIAN) PENDING AND ISSUED PATENTS
 AMPCO METAL INCORPORATED

Country	Filing Date	Patent No.	Exp. Date	Title	Status
Belgium	09/27/79	879035	09/27/99	Copper-Nickel-Silicon-Chromium Alloy Having Improved Electrical Conductivity (940)	Tax due 09/27/96
Finland	09/24/79	69875	09/24/99	Copper-Nickel-Silicon-Chromium Alloy Having Improved Electrical Conductivity (940)	Tax due 09/24/96
Australia	09/07/79	N/A (status uncertain)	N/A	Copper-Nickel-Silicon-Chromium Alloy	N/A
Spain	10/15/79	N/A (status uncertain)	N/A	Copper-Nickel-Silicon-Chromium Alloy	N/A
Italy	10/15/79	N/A	N/A	Copper-Nickel-Silicon-Chromium Alloy	N/A

Japan	10/03/79	(status uncertain) N/A	N/A	Copper-Nickel-Silicon-Chromium Alloy	N/A
Korea	01/12/80	(status uncertain) N/A	N/A	Copper-Nickel-Silicon-Chromium Alloy	N/A
Sweden	10/26/79	(status uncertain) N/A	N/A	Copper-Nickel-Silicon-Chromium Alloy	N/A
Finland	12/20/90	(status uncertain) N/A	N/A	Improved Copper-Nickel-Silicon-Aluminum Alloy (9:45)	N/A
Japan	12/26/90	N/A	N/A	Improved Copper-Nickel-Silicon-Aluminum Alloy (9:45)	Examination due 12/26/97
European	12/02/90	(status uncertain) N/A	N/A	Improved Copper-Nickel-Silicon-Aluminum Alloy (9:45)	N/A
Portugal	12/26/90	N/A	N/A	Improved Copper-Nickel-Silicon-Aluminum Alloy (9:45)	Awaiting first action

TRADEMARK

RECORDED: 05/11/1998

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