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10-26-2001



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10-17-01

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Change of Name

Effective Date
Month Day Year

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

RECEIVING PARTY

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 2389 FRAME: 0813

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

212-848-4946

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="981,871"/>	<input type="text" value="912,540"/>	<input type="text" value="759,558"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="818,587"/>	<input type="text" value="2,417,777"/>	<input type="text" value="1,199,529"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="698,057"/>	<input type="text" value="702,487"/>	<input type="text" value="988,254"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Dan C. Glazer

Name of Person Signing



Signature

October 11, 2001

Date

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

RECEIVING PARTY

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TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Accuride Cuyahoga Falls, Inc.

July 27, 2001

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Delaware

RECEIVING PARTY

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Accuride Tennessee Holding Company

July 27, 2001

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

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Month Day Year

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Name

Accuride Henderson Limited Liability Company

July 27, 2001

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other Limited Liability Company

Citizenship/State of Incorporation/Organization Delaware

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AKW General Partner L.L.C.

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT (as amended, amended and restated, supplemented or otherwise modified from time to time, the "*IP Security Agreement*") dated as of July 27, 2001, is made by the grantors listed on the signature pages hereof (collectively, the "*Grantors*") in favor of Citicorp USA, Inc. ("*CUSA*"), as administrative agent (the "*Administrative Agent*") for the Secured Parties (as defined in the Credit Agreement referred to below).

WHEREAS, Accuride Corporation, a Delaware Corporation and Accuride Canada, Inc., a corporation existing under the laws of Ontario, Canada, have entered into the Second Amended and Restated Credit Agreement dated as of July 27, 2001 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "*Credit Agreement*"), with CUSA, as Administrative Agent and the Lender Parties party thereto. Terms defined in the Credit Agreement and not otherwise defined herein are used herein as defined in the Credit Agreement.

WHEREAS, as a condition precedent to the making of Advances and the issuance of Letters of Credit by the Lender Parties under the Credit Agreement and the entry into Bank Hedge Agreements by the Hedge Banks from time to time, each Grantor has executed and delivered that certain Security Agreement dated as of July 27, 2001 made by the Grantors to the Administrative Agent (as amended, amended and restated, supplemented or otherwise modified from time to time, the "*Security Agreement*").

WHEREAS, under the terms of the Security Agreement, Grantors have granted a security interest in, among other property, certain intellectual property of the Grantors to the Administrative Agent for the ratable benefit of the Secured Parties, and have agreed as a condition thereof to execute this IP Security Agreement covering such intellectual property for recording with the U.S. Patent and Trademark Office, the United States Copyright Office and other governmental authorities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

Section 1. Grant of Security. Each Grantor hereby grants to the Administrative Agent for the ratable benefit of the Secured Parties a security interest in and to all of such Grantor's right, title and interest in and to the following (the "*Collateral*"):

the United States, international, and foreign patents, patent applications and patent licenses set forth in Schedule A hereto (as such Schedule A may be supplemented from time to time by supplements to the Security Agreement and this IP Security Agreement, each such supplement being in substantially the form of Exhibit G to the Security Agreement (an "*IP Security Agreement Supplement*"), executed and delivered by such Grantor to the Administrative Agent from time to time), together with all reissues, divisions, continuations, continuations-in-part, extensions and reexaminations thereof, and all rights therein provided by international treaties or conventions (the "*Patents*");

the United States and foreign trademark and service mark registrations, applications, and licenses set forth in Schedule A hereto (as such Schedule A may be supplemented from time to time by IP Security Agreement Supplements executed and delivered by such Grantor to the Administrative Agent from time to time) (the "*Trademarks*");

the copyrights, United States and foreign copyright registrations and applications and copyright licenses set forth in Schedule A hereto (as such Schedule A may be supplemented from time to time by IP Security Agreement Supplements executed and delivered by such Grantor to the Administrative Agent from time to time) (the "*Copyrights*");

any and all claims for damages for past, present and future infringement, misappropriation or breach with respect to the Patents, Trademarks and Copyrights, with the right, but not the obligation, to sue for and collect, or otherwise recover, such damages; and

any and all proceeds of the foregoing.

SECTION 2. Security for Obligations. The pledge and assignment of, and the grant of a security interest in, the Collateral by each Grantor under this IP Security Agreement secures the payment of all Obligations of each Grantor now or hereafter existing under or in respect of the Loan Documents, whether direct or indirect, absolute or contingent, and whether for principal, reimbursement obligations, interest, premiums, penalties, fees, indemnifications, contract causes of action, costs, expenses or otherwise.

SECTION 3. Recordation. Each Grantor authorizes and requests that the Register of Copyrights, the Commissioner of Patents and Trademarks and any other applicable government officer record this IP Security Agreement.

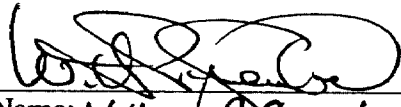
SECTION 4. Execution in Counterparts. This Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

SECTION 5. Grants, Rights and Remedies. This IP Security Agreement has been entered into in conjunction with the provisions of the Security Agreement. Each Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Administrative Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

SECTION 6. Governing Law. This IP Security Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

IN WITNESS WHEREOF, each Grantor has caused this Agreement to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

ACCURIDE CORPORATION

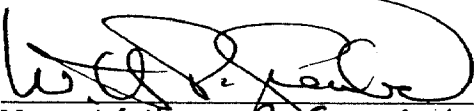
By: 
Name: *William P. Greubel*
Title: *President*

Address: P.O. Box 15600
7140 Office Circle
Evansville, IN 47716
Attn: Office of General Counsel

with a copy to:

Address: KKR
2800 Sand Hill Road, Suite 200
Menlo Park, CA 94205
Attn: Fred Goltz

ACCURIDE TEXAS INC.

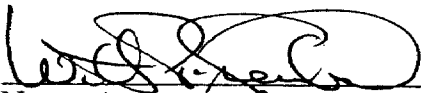
By: 
Name: *William P. Greubel*
Title: *President*

Address: P.O. Box 15600
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Evansville, IN 47716
Attn: Office of General Counsel

with a copy to:

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ACCURIDE VENTURES, INC.

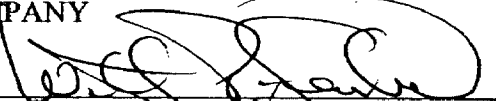
By: 
Name: *William P. Greubel*
Title: *President*

Address: P.O. Box 15600
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Evansville, IN 47716
Attn: Office of General Counsel

with a copy to:

Address: KKR
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Menlo Park, CA 94205
Attn: Fred Goltz

ACCURIDE KENTUCKY HOLDING
COMPANY


By: 
Name: *William P. Greubel*
Title: *President*

Address: P.O. Box 15600
7140 Office Circle
Evansville, IN 47716
Attn: Office of General Counsel

with a copy to:

Address: KKR
2800 Sand Hill Road, Suite 200
Menlo Park, CA 94205
Attn: Fred Goltz

ACCURIDE CUYAHOGA FALLS, INC.


By: 
Name: William P Greubel
Title: President

Address: P.O. Box 15600
7140 Office Circle
Evansville, IN 47716
Attn: Office of General Counsel

with a copy to:

Address: KKR
2800 Sand Hill Road, Suite 200
Menlo Park, CA 94205
Attn: Fred Goltz

ACCURIDE TENNESSEE HOLDING
COMPANY

By: 
Name: William P Greubel
Title: President

Address: P.O. Box 15600
7140 Office Circle
Evansville, IN 47716
Attn: Office of General Counsel


with a copy to:

Address: KKR
2800 Sand Hill Road, Suite 200
Menlo Park, CA 94205
Attn: Fred Goltz

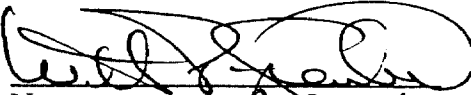
ACCURIDE HENDERSON FACILITIES
MANAGEMENT CORPORATIONBy: Name: *William P. Greubel*
Title: *President*Address: P.O. Box 15600
7140 Office Circle
Evansville, IN 47716
Attn: Office of General Counselwith a copy to:Address: KKR
2800 Sand Hill Road, Suite 200
Menlo Park, CA 94205
Attn: Fred Goltz

ACCURIDE HENDERSON LIMITED
LIABILITY COMPANY

By: ACCURIDE HENDERSON
FACILITIES MANAGEMENT
CORPORATION
as Member

By: 
Name: *William P. Graebel*
Title: *President*

By: ACCURIDE VENTURES, INC.
as Member

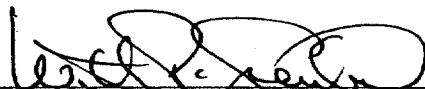
By: 
Name: *William P. Graebel*
Title: *President*

Address: P.O. Box 15600
7140 Office Circle
Evansville, IN 47716
Attn: Office of General Counsel

with a copy to:

Address: KKR
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Menlo Park, CA 94205
Attn: Fred Goltz

ACCURIDE COLUMBIA FACILITIES
MANAGEMENT CORPORATION

By: 
Name: *William P. Greubel*
Title: *President*

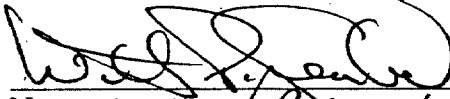
Address: P.O. Box 15600
7140 Office Circle
Evansville, IN 47716
Attn: Office of General Counsel

with a copy to:

Address: KKR
2800 Sand Hill Road, Suite 200
Menlo Park, CA 94205
Attn: Fred Goltz

ACCURIDE COLUMBIA GENERAL
PARTNERSHIP

By: ACCURIDE VENTURES, INC.,
its General Partner

By: 
Name: *William P. Greubel*
Title: *President*

Address: P.O. Box 15600
7140 Office Circle
Evansville, IN 47716
Attn: Office of General Counsel


with a copy to:

Address: KKR
2800 Sand Hill Road, Suite 200
Menlo Park, CA 94205
Attn: Fred Goltz


AKW L.P.

By: AKW GENERAL PARTNER L.L.C.
as General Partner

By: ACCURIDE VENTURES, INC.,
as Member

By: 
Name: William P. Greubel
Title: President

By: ACCURIDE CORPORATION,
as Member

By: 
Name: William P. Greubel
Title: President

Address: P.O. Box 15600
7140 Office Circle
Evansville, IN 47716
Attn: Office of General Counsel

with a copy to:

Address: KKR
2800 Sand Hill Road, Suite 200
Menlo Park, CA 94205
Attn: Fred Goltz

AKW GENERAL PARTNER L.L.C.

By: ACCURIDE VENTURES, INC.,
as Member

By: 

Name: *William F. Greubel*
Title: *President*

By: ACCURIDE CORPORATION,
as Member

By: 

Name: *William F. Greubel*
Title: *President*

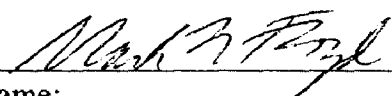
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Evansville, IN 47716
Attn: Office of General Counsel

with a copy to:

Address: KKR
2800 Sand Hill Road, Suite 200
Menlo Park, CA 94205
Attn: Fred Goltz

Acknowledged and agreed to
as of the date first above written:

CITICORP USA, INC., as Administrative
Agent

By: 

Name:

Title: MARK R. FLOYD
VICE PRESIDENT

**Schedule A to the
Intellectual Property Security Agreement Supplement**

**PATENTS, TRADEMARKS AND
TRADE NAMES, COPYRIGHTS AND LICENSES**

<u>A. Patents/Applications US/Canada</u>	<u>Country</u>	<u>Status</u>	<u>Appl. Or Reg. No.</u>	<u>Date</u>
- Full-Faced Steel Vehicle Wheel and Method of Manufacture	US	Patented	6,193,321	Feb. 27, 2001
- Full-Faced Steel Vehicle Wheel and Method of Manufacture	Canada	Pending PCT Appl.	PCT/US99/26522	
- Method of Manufacturing a Full-Faced Steel Vehicle Wheel	US	Patented	6,073,347	June 13, 2000
- Apparatus for Centering a Wheel on a Hub	US	Patented	5,692,811	Dec. 2, 1997
- Apparatus for Centering a Wheel on a Hub	Canada	Patented	2,114,261	Dec. 22, 1998
- Wheel Balance Weight	US	Patented	5,228,754	July 20, 1993
- Vehicle Wheel	US	Patented	5,772,228	June 30, 1998
- Method of Making a Vehicle Wheel	US	Patented	6,029,351	Feb. 29, 2000
- Vehicle Wheel	Canada	Pending Appl.	2248548	
- Wheel Hand Hole Design	US	Pending Appl.	29/064,259	
- Wheel Hand Hole Design	Canada	Patented	74021	Mar. 17, 1994

<u>Patent/Applications – International</u>	<u>Country</u>	<u>Status</u>	<u>Appl. Or Reg. No.</u>	<u>Date</u>
- Full-faced Steel Vehicle Wheel and Method of Manufacture	Europe Mexico	Pending PCT Appl.	PCT/US99/26522	
- Apparatus for Centering a Wheel on a Hub	Mexico	Patented	189,091	June 11, 1998
- Vehicle Wheel	Mexico	Pending Appl.	987315	
- Vehicle Wheel	Japan	Pending Appl.	501907/98	
- Vehicle Wheel	European Patent Office (UK, Germany, Italy, France, Sweden)	Pending Appl.	97931561.1	
- Vehicle Wheel	Brazil	Pending Appl.	9709665-2	
- Wheel Hand Hole Design	Mexico	Patented	5961	Apr. 26, 1993

<u>B. Trademarks</u>	<u>Country</u>	<u>Status</u>	<u>Appl. Or Reg. No.</u>
Accu-Forge	US	Reg.	981871
Accu-Lite	US	Reg.	818587
Accu-Ride	US	Reg.	698057
Accu-Ride	US	Reg.	912540
Aluminator	US	Reg.	2417777
Commander	US	Reg.	702487
Duplex	US	Reg.	759558
Octo Nest	US	Reg.	1199529
Radial Commander	US	Reg.	988254
Wheel-Guard	US	Reg.	1300461
Accu-Lite	Canada	Reg.	163800
Accu-Ride	Canada	Reg.	163813
Commander	Canada	Reg.	164489
Accuride	Mexico	Reg.	509785
Accuride de Mexico	Mexico	Reg.	571607
Accuride de Mexico	Mexico	Reg.	571609
Commander	Mexico	Reg.	573916
Commander	Mexico	Reg.	572265
Duplex	Mexico	Reg.	572263
Duplex	Mexico	Reg.	572264
Innovacion en Ruedas	Mexico	Reg.	19403
Accuride	Benelux	Reg.	596348
Accu-Ride	Benelux	Reg.	69432
Accu-Ride	Spain	Reg.	377912
Accuride	Spain	Reg.	1564529
ESW	Japan	Reg.	2575302
Accuride	Argentina	Reg.	1661676
Accuride	Australia	Reg.	A533675
Accuride	Bolivia	Appl. Pend.	2732
Accuride	Chile	Reg.	583715
Accuride	China	Reg.	1108097
Accuride	Colombia	Reg.	186422
Accuride	Ecuador	Reg.	5927-00
Accuride	France	Reg.	96/639717
Accuride	Germany	Reg.	39635876
Accuride	Italy	Reg.	MI96C007568
Accuride	Peru	Reg.	87691
Accuride	Saudi Arabia	Reg.	7/418
Accuride	South Africa	Reg.	95/13996
Accuride	South	Reg.	221081

	Korea		
Accuride	Sweden	Reg.	232614
Accuride	Thailand	Appl. Pend.	429135
Accuride	Turkey	Reg.	171965
Accuride	Uruguay	Reg.	289514
Accuride	Venezuela	Reg.	2910-96

Note: All Patents and Trademarks are owned by Accuride Corporation.

C. Copyrights

none

D. Licenses

Miscellaneous third party (off the shelf) computer software licenses (assignment requires consent).

Technology Cross License dated November 16, 2000 by and between Accuride Corporation and Gianetti Ruote SpA. – Nonexclusive, Royalty free cross license regarding sharing of wheel manufacturing technology. (Assignment requires consent)