

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

In re:

ACCURIDE CORPORATION,  
*et al.*<sup>1</sup>

Debtors.

Chapter 11

Case No. 09-13449 (BLS)

Jointly Administered

Hearing Date: April 14, 2010 at 2:30 p.m. (ET)

Objection Deadline: March 12, 2010 at 4:00 p.m. (ET)

**DEBTORS' MOTION FOR ENTRY OF AN ORDER PURSUANT TO SECTIONS 105(a),  
AND 366 OF THE BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO (A)  
TERMINATE THE ADEQUATE ASSURANCE DEPOSIT ACCOUNT ESTABLISHED  
BY THE UTILITIES ORDER AND (B) TRANSFER ALL FUNDS IN THE ADEQUATE  
ASSURANCE DEPOSIT ACCOUNT AS THE DEBTORS DEEM APPROPRIATE**

The above-captioned debtors and debtors in possession (collectively, the "**Debtors**") hereby move this Court (the "**Motion**") for entry of an order pursuant to sections 105(a), 363 and 366 of title 11 of the United States Code (the "**Bankruptcy Code**") (i) authorizing the Debtors to (a) terminate the Adequate Assurance Deposit Account (as defined below) established by the *Final Order Pursuant to 11 U.S.C. §§ 105(a) and 366 (I) Prohibiting Utility Providers from Discontinuing, Altering, or Refusing Utility Services, (II) Deeming Utility Providers Adequately Assured of Future Performance, and (III) Establishing Procedures for Determining Adequate Assurance of Payment* (the "**Utilities Order**") [Docket No. 172] and and

---

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtors' federal tax identification number, are: Accuride Corporation, a Delaware corporation (9077); Accuride Cuyahoga Falls, Inc., a Delaware corporation (9556); Accuride Distributing, LLC, a Delaware limited liability company (3124); Accuride EMI, LLC, a Delaware limited liability company (N/A); Accuride Erie L.P., a Delaware limited partnership (4862); Accuride Henderson Limited Liability Company, a Delaware limited liability company (8596); AKW General Partner L.L.C., a Delaware limited liability company (4861); AOT Inc., a Delaware corporation (3088); Bostrom Holdings, Inc., a Delaware corporation (9282); Bostrom Seating, Inc., a Delaware corporation (7179); Bostrom Specialty Seating, Inc., a Delaware corporation (4182); Brillion Iron Works, Inc., a Delaware corporation (6942); Erie Land Holding, Inc., a Delaware corporation (8018); Fabco Automotive Corporation, a Delaware corporation (9802); Gunitite Corporation, a Delaware corporation (9803); Imperial Group Holding Corp. -1, a Delaware corporation (4007); Imperial Group Holding Corp. -2, a Delaware corporation (4009); Imperial Group, L.P., a Delaware limited partnership (4012); JAI Management Company, a Delaware corporation (N/A); Transportation Technologies Industries, Inc., a Delaware corporation (2791); and Truck Components Inc., a Delaware corporation (5407).

(b) transfer all funds in the Adequate Assurance Deposit Account as the Debtors deem appropriate. In support of this Motion, the Debtors respectfully state as follows:

**Jurisdiction**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory basis for the relief requested herein are Bankruptcy Code sections 105(a) and 366.

**Background**

2. On October 8, 2009 (the “**Petition Date**”), each of the Debtors filed a petition with the Court under chapter 11 of the Bankruptcy Code (collectively, the “**Chapter 11 Cases**”). The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. A detailed description of the Debtors’ business and events leading up to the Chapter 11 Cases are set forth more fully in the *Declaration of James H. Woodward, Jr. in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 3], which was filed on the Petition Date and is incorporated herein by reference.

3. On October 9, 2009, the Court entered an order directing procedural consolidation and joint administration of these Chapter 11 Cases [Docket No. 33]. On October 21, 2009, the Office of the United States Trustee appointed an official committee of unsecured creditors for these Chapter 11 Cases (the “**Creditors’ Committee**”) [Docket No. 103]. On November 19, 2009, the Office of the United States Trustee appointed an official committee of equity holders for these Chapter 11 Cases (the “**Equity Committee**”) [Docket No. 244].

4. On December 21, 2009, the Debtors filed their (i) *Third Amended Joint Plan of Reorganization for Accuride Corporation, et al.* dated December 18, 2009 [Docket No.

448] (the “**Plan**”) and (ii) *Disclosure Statement for the Third Amended Joint Plan of Reorganization for Accuride Corporation, et al.* dated December 18, 2009 [Docket No. 449] (the “**Disclosure Statement**”). The Court approved the Disclosure Statement on December 21, 2009, and entered the *Order Confirming Debtors’ Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (the “**Confirmation Order**”) [Docket No. 856] on February 18, 2010.

### **The Adequate Assurance Deposit Account**

5. On October 8, 2009, the Debtors filed the *Motion of the Debtors for Entry of an Interim and Final Order Pursuant to 11 U.S.C. §§ 105(a) and 366 (I) Prohibiting Utility Providers from Discontinuing, Altering or Refusing Utility Services, (II) Deeming Utility Providers Adequately Assured of Future Performance and (III) Establishing Procedures for Determining Adequate Assurance of Payment* (the “**Utilities Motion**”) [Docket No. 17], which was approved on a final basis by the Utilities Order. Pursuant to the Utilities Order, the Court authorized the Debtors to maintain a sum equal to approximately half a month of the Debtors’ estimate aggregate monthly cost of utility consumption at the time, or \$1,213,841.00 (the “**Adequate Assurance Deposit**”), in an interest-bearing, newly created segregated account held at Fifth Third Bank (the “**Adequate Assurance Deposit Account**”), for the benefit of the Debtors’ utility service providers (the “**Utility Providers**”). See Utilities Order, ¶ 6. As of the date hereof, the Adequate Assurance Deposit Account has a balance of \$521,400.68.

### **Relief Requested and Basis Therefor**

6. By this Motion, the Debtors seek entry of an order, substantially in the form of Exhibit A attached hereto, authorizing the Debtors to terminate the Adequate Assurance Deposit Account and transfer all funds in the Adequate Assurance Deposit Account as the

Debtors deem appropriate, provided, however, that the Plan has gone effective at the time the Proposed Order is entered.

7. Bankruptcy Code § 366 is designed to protect debtors from utility service cutoffs, while also providing utility companies with adequate assurance that debtors will be able to pay for postpetition services. *See* H.R. Rep. No. 95-595, at 350 (1978), *as reprinted in* 1978 U.S.C.C.A.N. 5963, 6306.

8. In addition, Bankruptcy Code § 105(a) provides that the Court “may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” The purpose of §105(a) is “to assure the bankruptcy courts power to take whatever action is appropriate or necessary in aid of the exercise of their jurisdiction.” 2 Collier on Bankruptcy ¶ 105.01, at 105-6 (15th ed. rev. 2004).

9. The Court’s entry of the Utilities Order established procedures that provided an orderly process for providing adequate assurance of payment to the Utility Providers during the pendency of these Chapter 11 Cases. However, as explained below, such adequate assurance of payment is no longer necessary under the circumstances.

10. As previously stated, the Court confirmed the Plan on February 18, 2010, and the Debtors anticipate the Plan going effective (the “**Effective Date**”) in accordance with its terms before the March 11, 2010 omnibus hearing. Upon the occurrence of the Effective Date, all claims against, and interests in the Debtors will be completely satisfied, discharged, and released. Therefore, there is no further need to maintain the Adequate Assurance Deposit Account; the Utility Providers have been paid for all services provided during the pendency of these Chapter 11 Cases, or will be duly paid in the ordinary course of business. Accordingly, the

Debtors should be authorized to terminate the Adequate Assurance Deposit Account and transfer all remaining funds as the Debtors deem appropriate.

**Notice**

11. Notice of this Motion has been provided to (a) the United States Trustee for the District of Delaware; (b) counsel to the Creditors' Committee, (c) counsel to administrative agent under the prepetition secured loan facility; (d) counsel to the ad hoc committee for the holders of 8.5% senior subordinated notes due February 1, 2015; (e) counsel to the debtor in possession lenders; (f) parties in interest who have requested notice pursuant to Bankruptcy Rule 2002 prior to the date hereof; (g) the Internal Revenue Service; (h) the Securities and Exchange Commission; (i) counsel to the Equity Committee; (j) Fifth Third Bank; and (k) the Utility Providers. In light of the relief requested herein, the Debtors submit that no other or further notice is required.

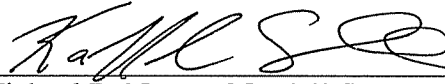
**No Prior Request**

12. No prior request for the relief sought in this Motion has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter an order, in substantially the form attached hereto as Exhibit A, granting the relief requested herein and granting the Debtors such other and further relief as is just and proper.

Dated: Wilmington, Delaware  
February 25, 2010

**YOUNG CONAWAY STARGATT & TAYLOR, LLP**



---

Michael R. Nestor (No. 3526)  
Kara Hammond Coyle (No. 4410)  
1000 West Street, 17th Floor  
Wilmington, Delaware 19801

- and -

**LATHAM & WATKINS LLP**

David S. Heller  
Caroline A. Reckler  
Suite 5800  
233 South Wacker Drive  
Chicago, IL 60606

*Attorneys for Debtors and Debtors in Possession*

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

In re:

ACCURIDE CORPORATION,  
*et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 09-13449 (BLS)

Jointly Administered

Hearing Date: April 14, 2010 at 2:30 p.m. (ET)

Objection Deadline: March 12, 2010 at 4:00 p.m. (ET)

**NOTICE OF MOTION**

TO: (A) THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (B) COUNSEL TO THE CREDITORS' COMMITTEE, (C) COUNSEL TO ADMINISTRATIVE AGENT UNDER THE PREPETITION SECURED LOAN FACILITY; (D) COUNSEL TO THE AD HOC COMMITTEE FOR THE HOLDERS OF 8.5% SENIOR SUBORDINATED NOTES DUE FEBRUARY 1, 2015; (E) COUNSEL TO THE DEBTOR IN POSSESSION LENDERS; (F) PARTIES IN INTEREST WHO HAVE REQUESTED NOTICE PURSUANT TO BANKRUPTCY RULE 2002 PRIOR TO THE DATE HEREOF; (G) THE INTERNAL REVENUE SERVICE; (H) THE SECURITIES AND EXCHANGE COMMISSION; (I) COUNSEL TO THE EQUITY COMMITTEE; (J) FIFTH THIRD BANK; AND (K) THE UTILITY PROVIDERS

**PLEASE TAKE NOTICE** that the debtors and debtors in possession in the above-captioned cases (collectively, the "**Debtors**") have filed the attached **DEBTORS' MOTION FOR ENTRY OF AN ORDER PURSUANT TO SECTIONS 105(a), AND 366 OF THE BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO (A) TERMINATE THE ADEQUATE ASSURANCE DEPOSIT ACCOUNT ESTABLISHED BY THE UTILITIES ORDER AND (B) TRANSFER ALL FUNDS IN THE ADEQUATE ASSURANCE**

---

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Accuride Corporation, a Delaware corporation (9077); Accuride Cuyahoga Falls, Inc., a Delaware corporation (9556); Accuride Distributing, LLC, a Delaware limited liability company (3124); Accuride EMI, LLC, a Delaware limited liability company (N/A); Accuride Erie L.P., a Delaware limited partnership (4862); Accuride Henderson Limited Liability Company, a Delaware limited liability company (8596); AKW General Partner L.L.C., a Delaware limited liability company (4861); AOT Inc., a Delaware corporation (3088); Bostrom Holdings, Inc., a Delaware corporation (9282); Bostrom Seating, Inc., a Delaware corporation (7179); Bostrom Specialty Seating, Inc., a Delaware corporation (4182); Brillion Iron Works, Inc., a Delaware corporation (6942); Erie Land Holding, Inc., a Delaware corporation (8018); Fabco Automotive Corporation, a Delaware corporation (9802); Gunit Corporation, a Delaware corporation (9803); Imperial Group Holding Corp. -1, a Delaware corporation (4007); Imperial Group Holding Corp. -2, a Delaware corporation (4009); Imperial Group, L.P., a Delaware limited partnership (4012); JAI Management Company, a Delaware corporation (N/A); Transportation Technologies Industries, Inc., a Delaware corporation (2791); and Truck Components Inc., a Delaware corporation (5407). The mailing address for Accuride Corporation is 7140 Office Circle, Evansville, Indiana 47715.

**DEPOSIT ACCOUNT AS THE DEBTORS DEEM APPROPRIATE** (the "**Motion**") with the United States Bankruptcy Court for the District of Delaware.

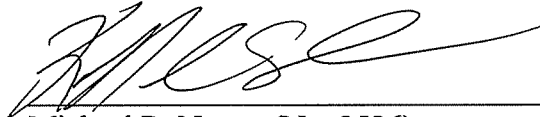
**PLEASE TAKE FURTHER NOTICE** that responses to the Motion, if any, are required to be filed on or before **4:00 p.m. (ET) on March 12, 2010** (the "**Objection Deadline**") with the United States Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must also serve a copy of the response upon the Debtors' undersigned counsel so as to be received on or before the Objection Deadline.

**PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE MOTION HAS BEEN REQUESTED TO BE HELD ON APRIL 14, 2010 AT 2:30 P.M. (ET) BEFORE THE HONORABLE BRENDAN L. SHANNON, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 6TH FLOOR, COURTROOM NO. 1, WILMINGTON, DELAWARE 19801.**

**PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THIS COURT MAY GRANT THE RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.**

Dated: February 25, 2010  
Wilmington, Delaware

Respectfully Submitted,



---

Michael R. Nestor (No. 3526)  
Kara Hammond Coyle (No. 4410)  
YOUNG CONAWAY STARGATT & TAYLOR, LLP  
1000 West Street, 17th Floor  
Wilmington, Delaware 19801  
Telephone: (302) 571-6600  
Facsimile: (302) 571-1253

-and-

David S. Heller  
Caroline A. Reckler  
LATHAM & WATKINS LLP  
Sears Tower, Suite 5800  
233 South Wacker Drive  
Chicago, IL 60606  
Telephone: (312) 876-7700  
Facsimile: (312) 993-9767

ATTORNEYS FOR DEBTORS  
AND DEBTORS-IN-POSSESSION

**EXHIBIT A**

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

In re:

ACCURIDE CORPORATION,  
*et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 09-13449 (BLS)

Jointly Administered

Docket Ref. No. \_\_\_\_

**ORDER PURSUANT TO SECTIONS 105(a) AND 366 OF THE BANKRUPTCY CODE  
AUTHORIZING THE DEBTORS TO (A) TERMINATE THE ADEQUATE  
ASSURANCE DEPOSIT ACCOUNT ESTABLISHED BY THE UTILITIES ORDER  
AND (B) TRANSFER ALL FUNDS IN THE ADEQUATE ASSURANCE DEPOSIT  
ACCOUNT AS THE DEBTORS DEEM APPROPRIATE**

Upon consideration of the Motion<sup>2</sup> of the above-captioned Debtors for entry of an order pursuant to sections 105(a) and 366 of the Bankruptcy Code (i) authorizing the Debtors to (a) terminate the Adequate Assurance Deposit Account established by the *Final Order Pursuant to 11 U.S.C. §§ 105(a) and 366 (I) Prohibiting Utility Providers from Discontinuing, Altering, or Refusing Utility Services, (II) Deeming Utility Providers Adequately Assured of Future Performance, and (III) Establishing Procedures for Determining Adequate Assurance of Payment* (the “Utilities Order”) [Docket No. 172] and (b) transfer all funds in the Adequate Assurance Deposit Account as the Debtors deem appropriate; and due and proper notice of the

---

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtors’ federal tax identification number, are: Accuride Corporation, a Delaware corporation (9077); Accuride Cuyahoga Falls, Inc., a Delaware corporation (9556); Accuride Distributing, LLC, a Delaware limited liability company (3124); Accuride EMI, LLC, a Delaware limited liability company (N/A); Accuride Erie L.P., a Delaware limited partnership (4862); Accuride Henderson Limited Liability Company, a Delaware limited liability company (8596); AKW General Partner L.L.C., a Delaware limited liability company (4861); AOT Inc., a Delaware corporation (3088); Bostrom Holdings, Inc., a Delaware corporation (9282); Bostrom Seating, Inc., a Delaware corporation (7179); Bostrom Specialty Seating, Inc., a Delaware corporation (4182); Brillion Iron Works, Inc., a Delaware corporation (6942); Erie Land Holding, Inc., a Delaware corporation (8018); Fabco Automotive Corporation, a Delaware corporation (9802); Gunit Corporation, a Delaware corporation (9803); Imperial Group Holding Corp. -1, a Delaware corporation (4007); Imperial Group Holding Corp. -2, a Delaware corporation (4009); Imperial Group, L.P., a Delaware limited partnership (4012); JAI Management Company, a Delaware corporation (N/A); Transportation Technologies Industries, Inc., a Delaware corporation (2791); and Truck Components Inc., a Delaware corporation (5407).

<sup>2</sup> All capitalized terms used but otherwise not defined herein shall have the meanings ascribed to such terms in the Motion.

Motion having been given; and it appearing that no other or further notice is required; and upon consideration of the Motion and all pleadings related thereto; and it appearing that the Court has jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, and creditors; and after due deliberation thereon, and good and sufficient cause appearing therefor; it is hereby

ORDERED that:

1. The Motion is GRANTED.
2. Upon the occurrence of the Effective Date—or provided its passage on the date hereof—the Debtors are authorized to terminate the Adequate Assurance Deposit Account and transfer all funds in the Adequate Assurance Deposit Account as the Debtors deem appropriate.
3. Upon the occurrence of the Effective Date—or provided its passage on the date hereof—Fifth Third Bank shall take any and all steps necessary to terminate the Adequate Assurance Deposit Account.
4. The Debtors are authorized to take all action necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: Wilmington, Delaware  
March \_\_\_\_, 2010

---

Brendan L. Shannon  
United States Bankruptcy Judge