

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

In re:

ACCURIDE CORPORATION,
*et al.*¹

Debtors.

Chapter 11

Case No. 09-13449 (BLS)

Jointly Administered

**THIRD MONTHLY APPLICATION OF
PERELLA WEINBERG PARTNERS LP AS FINANCIAL ADVISOR FOR THE
DEBTORS AND DEBTORS-IN-POSSESSION FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE INTERIM PERIOD JANUARY 1, 2010 THROUGH JANUARY 31, 2010**

Name of Applicant:	Perella Weinberg Partners LP
Authorized to Provide Professional Services to:	Debtors and Debtors-in-Possession
Date of Retention:	Effective as of October 8, 2009
Period for which compensation and reimbursement is sought:	January 1, 2010 through January 31, 2010
Amount of Compensation sought as actual, reasonable and necessary:	\$ 175,000
Less 20% holdback:	\$ (35,000)
NET COMPENSATION REQUESTED:	\$ 140,000
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 119,256

This is an: X interim final application

¹ 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.

INTERIM HOURS BY INDIVIDUAL

		Hours
Name of Professional Person	Position of the Applicant	January
Richard Shinder	Managing Director	178
Adalberto Taveras	Director	265
Mark Davis	Associate	297
John Misulia	Analyst	301

INTERIM HOURS BY PROJECT CATEGORY

Project Code	Description	Hours Incurred
		January
1	General Case Administration	15
2	Creditor Contacts	0
3	PWP Retention	0
4	Travel	0
5	Due Diligence	6
6	Business Plan / Strategy	0
7	Plan of Reorganization	343
8	Expert Testimony and Litigation Support	69
9	Valuation	438
10	Financing Process	166
11	Sale Process	0
12	Officer and Director Issues	4
13	Employee Severance and Compensation	0
Grand Total		1,041

DESCRIPTION OF PROJECT CODES

1. General Case Administration: This category includes the time spent by PWP (a) speaking on the telephone with the Debtors' attorneys drafting relevant court documents including PWP's monthly fee statements and interim fee applications and (b) speaking on the telephone and attending meetings with the Debtors, the Debtors' attorneys and other professionals and parties in interest regarding the status of the case and the preparation and review of relevant court documents.
2. Creditor Contacts: This category includes time spent by PWP speaking on the telephone and meetings with (a) the ad hoc committee, creditors' committee and other creditors and (b) the financial and legal advisors for the ad hoc committee and creditors' committee.
3. PWP Retention: This category includes time spent by PWP speaking on the telephone and meeting with the Debtors, the Debtors' attorneys and the Office of the United States Trustee regarding the drafting and status of PWP's retention application.
4. Travel: This category includes the non-working travel time to and from the Debtors' offices or to other destinations on the Debtors' behalf, including related meetings.
5. Due Diligence: This category includes time spent by PWP in becoming more familiar with the business of the Debtors through management meetings, document review, site visits and analysis. In addition, this category includes time spent by PWP in developing a comprehensive understanding of the industry in which Debtors compete. This category also includes time spent with various outside constituents, including, but not limited to, creditors committee, current or potential lenders and investors, providing due diligence information and assisting such constituents in becoming more familiar with the business of the Debtors.
6. Business Plan and Strategy: This category includes time spent by PWP (a) conducting financial analysis on the Debtors' business plan, including reviewing and analyzing key operational and financing assumptions in the business plan, (b) assisting in the development of alternative business cases for the Debtors, (c) assisting the Debtors' development of a course of action through the bankruptcy process and (c) reviewing other relevant financial analyses.
7. POR Negotiations: This category includes time spent by PWP on (a) developing a plan of reorganization for the Debtors, (b) assisting in the preparation of a disclosure statement and (c) preparing presentation materials for meetings with the ad hoc committee and the creditors' committee.
8. Expert Testimony and Litigation Support: This category includes time spent by PWP in providing expert witness testimony and litigation support.

9. Valuation Analysis: This category includes time spent by PWP in analyzing the valuation of the business.

10. Financing Process: This category includes the time spent by PWP in identifying and contacting potential sources of financing as well time spent negotiating and structuring the terms of such financing.

11. Sale Process: This category includes time spent by PWP in advising the Debtor on the sale of all or a portion of the Debtors' assets, such as developing offering memorandums, contacting potential buyers, assisting potential buyers with due diligence, structuring a potential transaction and negotiating with buyers.

12. Officer & Director Issues: This category includes time spent by PWP in attending board meetings and advising the board of directors of the Debtors.

13. Employee Severance & Compensation: This category includes the time spent by PWP in analyzing and evaluating labor and incentive plans for the employees of the debtors.

INTERIM EXPENSE SUMMARY

Out-of-Pocket Expenses:

Database and Document Procurement	92
Telecommunications, Courier, & Miscellaneous	202
Legal ¹	115,628
Transportation and Travel	1,376
Lodging and Meals	1,958
Total Out-of-Pocket Expenses	\$119,256

Note: Due to delays in billing cycles and accounting, certain expenses may be billed in months following application period.

¹ Includes fees paid to Davis Polk related to their representation of PWP in Expert Testimony and Litigation Support.

PRIOR APPLICATIONS

Date Filed / Docket No.	Period Covered	Requested (Gross)		Approved	
		Fees (\$)	Expenses(\$)	Fees	Expenses
12/23/09 #462	10/8/09 – 11/30/09	\$304,839	\$2,818	\$243,871	\$2,818
02/08/10 #765	12/1/09 – 12/31/09	\$175,000	\$5,144	Pending	Pending

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et al.,³

Debtors.

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Jointly Administered

**THIRD MONTHLY APPLICATION OF
PERELLA WEINBERG PARTNERS LP AS FINANCIAL ADVISOR FOR THE
DEBTORS AND DEBTORS-IN-POSSESSION FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE INTERIM PERIOD JANUARY 1, 2010 THROUGH JANUARY 31, 2010**

Pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Rule 2016 of the Federal Rules of Bankruptcy Procedure, Perella Weinberg Partners LP (hereinafter "PWP") hereby moves this Court for reasonable compensation for financial advisory services rendered as financial advisor to Accuride Corporation, *et al*, the debtors and debtors-in-possession in the above-captioned cases (the "Debtors"), in the amount of \$175,000 together with reimbursement for actual and necessary expenses incurred in the amount of \$119,256 for the interim period January 1, 2010 through January 31, 2010 (the "Interim Fee Period"). In support of its Application, PWP respectfully represents as follows:

³ 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 corporation (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.

1. PWP was employed to represent the Debtors as its financial advisor in connection with these chapter 11 cases effective as of October 8, 2009, pursuant to an Order entered by this Court on November 2, 2009. The Order authorized PWP to be compensated on a monthly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

2. All services for which compensation is requested by PWP were performed for or on behalf of the Debtors.

COMPENSATION PREVIOUSLY PAID

3. PWP represented the Debtors in preparing for the filing of these chapter 11 cases and was paid pre-petition for those services. Amounts previously paid include \$187,344 for certain expenses and services rendered during October (which were not billed prior to filing) and November. PWP is presently seeking approval of compensation for the period of January 1, 2010 through January 31, 2010, allowed as per the terms of its engagement.

TIME RECORDS

4. PWP does not maintain, in the normal course of providing investment banking services to its clients, detailed written time records, and does not bill its clients based on the number of hours expended by its professionals. However, pursuant to the Retention Order, PWP has agreed to and will maintain certain written records of the time expended by its professionals in the rendition of professional services to the Debtors for the duration of these chapter 11 cases. The Retention Order permits PWP to maintain written time records in daily increments. A schedule setting forth the number of hours expended by each of the professionals who rendered services to the Debtors during the Compensation Period is set forth on pages 2 and 3 above.

SUMMARY OF SERVICES RENDERED

5. The following summary of services rendered during the Compensation Period is not intended to be a detailed description of the work performed. A summary description of the

work performed, by project category, and those day-to-day services and the time expended in performing such services, are fully set forth on pages 2 and 3 above. The following summary is intended to highlight certain key areas in which PWP provided services to the Debtors:

Review of Documentation and Public Information

Includes, among other things, review of court filings as requested by Debtors' counsel, review of public information concerning the Debtors, review of public information concerning the industry in which the Debtors operate, and review of information concerning comparable companies and precedent transactions.

Financial Due Diligence

Includes, among other things, financial due diligence to understand, assess and monitor the operational and financial position of the Debtors, including reviews and analyses of historical and forecasted financial information, SEC filings, operating reports and cash flow budgets and projections. The diligence process involves numerous meetings and teleconferences with the Debtors, its other professionals, certain creditor groups and their respective professionals.

Financial Analysis, Valuation and Report Preparation

Includes, among other things, evaluating the assets and liabilities of the Debtors, analyzing various Plan scenarios and the potential impact of these scenarios on the value of recoveries to constituents, evaluating the Debtors' financial liquidity, reviewing the Debtors' financial models based on management's forecasts. Also includes preparing valuation analyses based on a review and analysis of publicly traded comparable companies, the discount rate including weighted average cost of capital analysis and discounted cash flow analysis of the Debtors, analyzing the levels at which investors are willing to put new capital into the reorganized entity, and preparing reports for Debtors' management and Board of Directors.

Debtor-in-Possession Financing Process

Prior to the Compensation Period, PWP assisted the Debtors in raising debtor-in-possession

financing to fund the Debtor's operations during its chapter 11 case, including, among other things, running a competitive process to source and raise debtor-in-possession financing, assisting the Debtors in preparing appropriate due diligence information and reviewing and assisting the Debtors in negotiating the debtor-in-possession financing.

Interfacing with the Debtors' Professionals, Committees and Other Parties-In-Interest ("Key Constituents")

Includes, among other things, the preparation for and participation in numerous meetings, and communications with Key Constituents (in-person meetings, conference calls, email conversations, etc.), providing such constituents with key operational and financial information, and providing such financial advisory services as are customarily provided in connection with regard to restructuring the Debtors' obligations.

Coordination of the Chapter 11 Process and Administration

Includes, among other things, all actions necessary to appropriately administer the case, consistent with PWP's responsibilities as financial advisor, including court hearings, providing testimony in support of various motions put forth by the Debtors, reviewing and assisting in the drafting of the Debtors' disclosure statement and Plan of Reorganization.

Expert Testimony and Litigation Support

Includes, among other things, time spent by PWP preparing for and providing expert witness testimony and other support on behalf of the Debtors in these Chapter 11 cases.

6. The reasonable value of the services rendered by PWP for the Interim Fee Period as Financial Advisor for the Debtor in these cases is \$175,000.

7. In accordance with the factors enumerated in 11 U.S.C. §328, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable

services other than in a case under this title.

8. This Application covers the Interim Fee Period January 1, 2010 through January 31, 2010.

OUT-OF-POCKET EXPENSES

9. PWP has incurred out-of-pocket expenses during the Interim Fee Period in the amount of \$119,256. This disbursement sum is broken down into categories of charges. A summary by category of the expenses incurred may be found on page 6 above.

WHEREFORE, PWP requests that allowance be made for net compensation in the sum of \$140,000 (representing 80% of the unpaid billable time) as compensation for necessary professional services rendered to the Debtors for the Interim Fee Period, and the sum of \$119,256 for reimbursement of actual necessary costs and expenses incurred, and further requests such other and further relief as this Court may deem just and proper.

Dated: March 3, 2010
New York, New York

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Richard J. Shinder", is written over a horizontal line. The signature is stylized and somewhat cursive.

Richard J. Shinder

Perella Weinberg Partners LP
767 Fifth Avenue
New York, NY 10153
Phone: 212.287.3184
fax: 646.786.4214

VERIFICATION

Richard J. Shinder, after being duly sworn according to law, deposes and says:

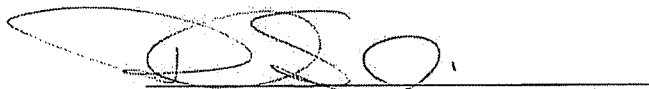
1. I am a Managing Director in the applicant firm, Perella Weinberg Partners LP.
2. I have personally performed many of the financial services rendered by Perella

Weinberg Partners LP as financial advisor to the Debtors and am generally familiar with all other work performed on behalf of the Debtors by the professionals in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

Dated: March 3, 2010
New York, New York

Respectfully Submitted,



Richard J. Shinder

Perella Weinberg Partners LP
767 Fifth Avenue
New York, NY 10153
Phone: 212.287.3184
fax: 646.786.4214

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FOR THE DISTRICT OF DELAWARE**

In re:

ACCURIDE CORPORATION,
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Debtors.

Chapter 11

Case No. 09-13449 (BLS)

Jointly Administered

Hearing Date: N/A

Objection Deadline: March 22, 2010 at 4:00 p.m. (ET)

NOTICE OF APPLICATION

TO: The Debtors, the United States Trustee, and Counsel for the Official Committee of Unsecured Creditors.

The **Third Monthly Application of Perella Weinberg Partners LP as Financial Advisor for the Debtors and Debtors-in-Possession for Allowance of Compensation and Reimbursement of Expenses Incurred for the Interim Period January 1, 2010 through January 31, 2010** (the "Application") has been filed with the Bankruptcy Court. The Application seeks allowance of interim fees in the amount of \$175,000.00 and interim expenses in the amount of \$119,256.00.

Objections to the Application, if any, are required to be filed on or before **March 22, 2010 at 4:00 p.m. (ET)** (the "Objection Deadline") with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801.

At the same time, you must also serve a copy of the response so as to be received by the following on or before the Objection Deadline: (i) the Debtors, c/o Accuride Corporation, 7140 Office Circle, Evansville, Indiana 47715 (Attn: Stephen Martin); (ii) counsel to the Debtors, Latham & Watkins, LLP, Suite 5800, 233 South Wacker Drive, Chicago, IL 60606 (Attn: David S. Heller, Esq.) and Young, Conaway, Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, Delaware 19801, (Attn: Michael R. Nestor);

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(iii) counsel to the Committee, Irell & Manella LLP, 840 Newport Center Drive, Suite 400, Newport Beach, California 92660 (Attn: Jeffrey M. Reisner, Esq.) and Reed Smith LLP, 1201 North Market Street, Suite 1500, Wilmington, Delaware 19801 (Attn: Kurt F. Gwynne, Esq.); (iv) counsel to the Official Committee of Equity Security Holders, Sonnenschein Nath & Rosenthal LLP, 233 S. Wacker Drive, Suite 7800, Chicago, IL 60604 (Attn: Monika J. Machen) and Bayard, P.A., 222 Delaware Avenue, Suite 900, Wilmington, DE 19801 (Attn: Charlene Davis, Esq.); and (v) the Office of the United States Trustee, 844 King Street, Suite 2207, Wilmington, Delaware 19801 (Attn: Jane Leamy, Esq.).

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ADMINISTRATIVE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS [DOCKET NO. 170], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF REQUESTED INTERIM FEES AND 100% OF REQUESTED INTERIM EXPENSES WITHOUT FURTHER ORDER OF THE COURT.

Dated: Wilmington, Delaware
March 3, 2010

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Michael R. Nestor
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Kara Hammond Coyle (No. 4410)
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and

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Attorneys for the Debtors and Debtors-In-Possession