


Form PTO-1595 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇨ ⇨ ⇨		RECORDATION FORM COVER SHEET PATENTS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): APTEK WILLIAMS, INC. Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and address of receiving party(ies) Name: <u>Merrill Lynch Capital, a division of Merrill Lynch Business Financial</u> Internal Address: <u>Services Inc., as Agent</u> Street Address: <u>222 N. LaSalle Street</u> City: <u>Chicago</u> State: <u>IL</u> Zip: <u>60601</u> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>09/27/2004</u>			4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the application is: _____ A. Patent Application No.(s) <u>See the attached.</u> B. Patent No.(s) <u>See the attached.</u> Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: _____ Attn: Penelope J.A. Agodoa Federal Research Company, LLC 1030 15th Street, NW, Suite 920 Washington, DC 20005 202.783.2700 Street Address: _____ City: _____ State: _____ Zip: _____			6. Total number of applications and patents involved: <u>22</u> 7. Total fee (37 CFR 3.41):\$ <u>880.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>50-3155</u>		
DO NOT USE THIS SPACE					
9. Signature. <div style="display: flex; justify-content: space-between;"> <div> Penelope S. Johnson Name of Person Signing </div> <div style="text-align: center;">  Signature </div> <div> 10/15/2004 Date </div> </div> <div style="text-align: right; margin-top: 10px;"> Total number of pages including cover sheet, attachments, and documents: <u>8</u> </div>					

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

700128972

PATENT
REEL: 015341 FRAME: 0340

CH \$880.00 503155 60156498

SCHEDULE 1

PATENTS AND PATENT APPLICATIONS

Title	Application No.	Filing Date	Patent No.	Issue Date	Country
ELECTRICAL SWITCH DEVICE AND PROCESS FOR MANUFACTURING SAME	60/155,498	09/22/99			USA (1)
MANUAL CONTROL APPARATUS AND METHOD	60/443,956	11/19/99	6580352	06/17/03	USA (2)
FLEXIBLE DRIVE FOR ADJUSTABLE PEDALS	09/692,741	10/19/00			USA (3)
MANUAL CONTROL APPARATUS	US00/42191	11/16/00			PCT
ELECTRICAL SWITCH DEVICE AND PROCESS FOR MANUFACTURING SAME	US00/40969	09/22/00			PCT
MANUAL CONTROL APPARATUS	09/625,882	07/26/00	6222589	09/23/03	USA (4)
ELECTRICAL SWITCH DEVICE AND PROCESS FOR MANUFACTURING SAME	2385438	09/22/00			Canada
ELECTRICAL SWITCH DEVICE AND PROCESS FOR MANUFACTURING SAME	2002-7003764	03/22/02			Korea, Republic of
ELECTRICAL SWITCH DEVICE AND PROCESS FOR MANUFACTURING SAME	2002/003142	09/22/00			Mexico
MANUAL CONTROL APPARATUS	992338.4	11/16/00			European Patent Convention
MANUAL CONTROL APPARATUS	2391483	11/16/00			Canada
ELECTRICAL SWITCH DEVICE AND PROCESS FOR MANUFACTURING SAME	2001-525718	09/22/00			Japan
ELECTRICAL SWITCH DEVICE AND PROCESS FOR MANUFACTURING SAME	977253.4	09/22/00			European Patent Convention
ELECTRICAL SWITCH DEVICE AND PROCESS FOR MANUFACTURING SAME	09/609,136	06/30/00	6639508	10/28/03	USA (5)
ELECTRICAL SWITCH DEVICE AND PROCESS FOR MANUFACTURING SAME	10/693,677	10/24/03			USA (6)

Patent Description	Application No.	Filing Date	Patent No.	Issue Date	Country
INTEGRATED VEHICLE BRAKE CONTROL DEVICE POSITION SENSOR WITH PRECALIBRATED MULTIPLE SENSOR OUTPUTS	145692	10/29/93	5438516	08/01/95	USA (7)
COUPLING FOR REMOTE CONTROL OF AN ENGINE	08/199,420	09/09/93	5427466	06/27/95	USA (8)
FOOT PEDAL ASSEMBLY FOR CONTROL OF A VEHICLE ENGINE	119428	09/08/93	5396870	03/14/95	USA (9)
INTEGRATED THROTTLE POSITION SENSOR WITH INDEPENDENT POSITION VALIDATION SENSOR	07/901,554	06/19/92	5321980	06/21/94	USA (10)
FOOT PEDAL ARRANGEMENT FOR ELECTRONIC THROTTLE CONTROL OF TRUCK ENGINES	756430	09/09/01	5241936	09/07/93	USA (11)
ELECTRONIC FOOT PEDAL HAVING IMPROVED BIASING ARRANGEMENT	870518	04/16/92	5237891	08/24/93	USA (12)
INTEGRATED THROTTLE CONTROL AND IDLE VALIDATION SENSOR	07/698,671	05/10/91	5133321	07/28/92	USA (13)
ELECTRONIC FOOT PEDAL HAVING IMPROVED BIASING ARRANGEMENT	07/641,190	01/15/91	5133225	07/28/92	USA (14)
ELECTRONIC FOOT PEDAL	290980	12/28/88	4976166	12/11/90	USA (15)
FOOT PEDAL ARRANGEMENT FOR ELECTRONIC THROTTLE CONTROL OF TRUCK ENGINES	340234	04/18/89	4958607	09/25/90	USA (16)
MANUALLY OPERATED AIR VALVE AND ACTUATOR IN COMBINATION CONTROL A HYDRAULIC SPOOL VALVE FOR MANEUVERING HEAVY EQUIPMENT	421964	09/29/89	4926905	05/22/90	USA (17)
ELECTRONIC FOOT PEDAL HAVING IMPROVED BIASING ARRANGEMENT			5,133,225	07/28/92	USA (18)
LOW PROFILE ELECTRONIC THROTTLE	09/517,745				USA (19)
VARIABLY CONFIGURABLE HAND CONTROL	09/518,251	03/03/00			USA (20)
LOW PROFILE ELECTRONIC THROTTLE PEDAL			6,318,208	11/20/01	USA (21)
DEVICE FOR PROVIDING TACTILE INDICATION OF PEDAL POSITION			5,744,042	06/30/98	USA (22)

PATENT SECURITY AGREEMENT

THIS PATENT SECURITY AGREEMENT (the "Agreement") made as of this 27th day of September, 2004 by Aptek Williams, Inc., a Delaware corporation ("Grantor"), in favor of Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc., in its capacity as Agent for the Lenders party to the Credit Agreement (as such terms are defined below) (in such capacity, "Grantee"):

W I T N E S S E T H

WHEREAS, Williams Controls Industries, Inc., a Delaware corporation ("Williams"), Williams Controls, Inc., a Delaware corporation ("Holdings"; together with Williams, the "Borrowers" and each, individually, a "Borrower"), Grantee and Lenders are parties to that certain Credit Agreement of even date herewith (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") providing for extensions of credit to be made to Borrowers by Lenders; and

WHEREAS, pursuant to the terms of that certain Aptek Security Agreement of even date herewith between Grantor and Grantee (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), Grantor has granted to Grantee, for the benefit of Lenders, a lien on and security interest in substantially all of the assets of Grantor, including, without limitation, all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Patents (as such term is defined in the Security Agreement) and all products and proceeds thereof, to secure the payment of all amounts owing by Borrowers under the Credit Agreement.

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, the receipt and sufficiency of which hereby are acknowledged, Grantor hereby agrees as follows:

1. Incorporation of Credit Agreement and Security Agreement. The Credit Agreement and Security Agreement, and the terms and provisions thereof, hereby are incorporated herein in their entirety by this reference thereto. All capitalized terms used herein but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Security Agreement.


2. Grant and Reaffirmation of Grant of Security Interests. To secure the payment and performance of the Obligations, Grantor hereby grants to Grantee, for its benefit and the benefit of Lenders, and hereby reaffirms its prior grant pursuant to the Security Agreement of, a continuing security interest in Grantor's entire right, title and interest in and to the following, whether now owned or existing and hereafter created, acquired or arising:

(i) each Patent and application for Patent listed on Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof; and

(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.

IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

APTEK WILLIAMS, INC.

By: 
Name: _____
Title: _____

AGREED AND ACCEPTED AS OF
THE DATE FIRST WRITTEN ABOVE:

MERRILL LYNCH CAPITAL, a division of
Merrill Lynch Business Financial Services Inc.,
as Agent

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

APTEK WILLIAMS, INC.

By: _____
Name: _____
Title: _____

AGREED AND ACCEPTED AS OF
THE DATE FIRST WRITTEN ABOVE:

MERRILL LYNCH CAPITAL, a division of
Merrill Lynch Business Financial Services Inc.,
as Agent

By: 
Name: Christopher Herrman
Title: Assistant Vice President

SCHEDULE 1

PATENTS AND PATENT APPLICATIONS

Title	Application No.	Filing Date	Patent No.	Issue Date	Country
ELECTRICAL SWITCH DEVICE AND PROCESS FOR MANUFACTURING SAME	60/155,498	09/22/99			USA
MANUAL CONTROL APPARATUS AND METHOD	60/443,956	11/19/99	6580352	06/17/03	USA
FLEXIBLE DRIVE FOR ADJUSTABLE PEDALS	09/692,741	10/19/00			USA
MANUAL CONTROL APPARATUS	US00/42191	11/16/00			PCT
ELECTRICAL SWITCH DEVICE AND PROCESS FOR MANUFACTURING SAME	US00/40969	09/22/00			PCT
MANUAL CONTROL APPARATUS	09/625,882	07/26/00	6222589	09/23/03	USA
ELECTRICAL SWITCH DEVICE AND PROCESS FOR MANUFACTURING SAME	2385438	09/22/00			Canada
ELECTRICAL SWITCH DEVICE AND PROCESS FOR MANUFACTURING SAME	2002-7003764	03/22/02			Korea, Republic of
ELECTRICAL SWITCH DEVICE AND PROCESS FOR MANUFACTURING SAME	2002/003142	09/22/00			Mexico
MANUAL CONTROL APPARATUS	992338.4	11/16/00			European Patent Convention
MANUAL CONTROL APPARATUS	2391483	11/16/00			Canada
ELECTRICAL SWITCH DEVICE AND PROCESS FOR MANUFACTURING SAME	2001-525718	09/22/00			Japan
ELECTRICAL SWITCH DEVICE AND PROCESS FOR MANUFACTURING SAME	977253.4	09/22/00			European Patent Convention
ELECTRICAL SWITCH DEVICE AND PROCESS FOR MANUFACTURING SAME	09/609,136	06/30/00	6639508	10/28/03	USA
ELECTRICAL SWITCH DEVICE AND PROCESS FOR MANUFACTURING SAME	10/693,677	10/24/03			USA

Patent Description	Application No.	Filing Date	Patent No.	Issue Date	Country
INTEGRATED VEHICLE BRAKE CONTROL DEVICE POSITION SENSOR WITH PRECALIBRATED MULTIPLE SENSOR OUTPUTS	145692	10/29/93	5438516	08/01/95	USA
COUPLING FOR REMOTE CONTROL OF AN ENGINE	08/199,420	09/09/93	5427466	06/27/95	USA
FOOT PEDAL ASSEMBLY FOR CONTROL OF A VEHICLE ENGINE	119428	09/08/93	5396870	03/14/95	USA
INTEGRATED THROTTLE POSITION SENSOR WITH INDEPENDENT POSITION VALIDATION SENSOR	07/901,554	06/19/92	5321980	06/21/94	USA
FOOT PEDAL ARRANGEMENT FOR ELECTRONIC THROTTLE CONTROL OF TRUCK ENGINES	756430	09/09/01	5241936	09/07/93	USA
ELECTRONIC FOOT PEDAL HAVING IMPROVED BIASING ARRANGEMENT	870518	04/16/92	5237891	08/24/93	USA
INTEGRATED THROTTLE CONTROL AND IDLE VALIDATION SENSOR	07/698,671	05/10/91	5133321	07/28/92	USA
ELECTRONIC FOOT PEDAL HAVING IMPROVED BIASING ARRANGEMENT	07/641,190	01/15/91	5133225	07/28/92	USA
ELECTRONIC FOOT PEDAL	290980	12/28/88	4976166	12/11/90	USA
FOOT PEDAL ARRANGEMENT FOR ELECTRONIC THROTTLE CONTROL OF TRUCK ENGINES	340234	04/18/89	4958607	09/25/90	USA
MANUALLY OPERATED AIR VALVE AND ACTUATOR IN COMBINATION CONTROL A HYDRAULIC SPOOL VALVE FOR MANEUVERING HEAVY EQUIPMENT	421964	09/29/89	4926905	05/22/90	USA
ELECTRONIC FOOT PEDAL HAVING IMPROVED BIASING ARRANGEMENT			5,133,225	07/28/92	USA
LOW PROFILE ELECTRONIC THROTTLE	09/517,745				USA
VARIABLY CONFIGURABLE HAND CONTROL	09/518,251	03/03/00			USA
LOW PROFILE ELECTRONIC THROTTLE PEDAL			6,318,208	11/20/01	USA
DEVICE FOR PROVIDING TACTILE INDICATION OF PEDAL POSITION			5,744,042	06/30/98	USA