

**EXHIBIT A-8**

**CHARTER FOR FABCO AUTOMOTIVE CORPORATION**

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
FABCO AUTOMOTIVE CORPORATION**

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It is hereby certified that:

**1:** The name of the corporation (hereinafter called the "Corporation") is Fabco Automotive Corporation.

**2:** The Corporation was incorporated on July 23, 1986 under the name "Speculum VI Corporation".

**3:** The provision for making this Amended and Restated Certificate of Incorporation is contained in the Chapter 11 Joint Plan of Reorganization for Accuride Corporation, et al., as approved by the United States Bankruptcy Court for the District of Delaware on [\_\_\_\_], 2010.

**4:** Pursuant to Sections 242, 245 and 303 of the General Corporation Law of the State of Delaware, the Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

**ARTICLE I**

NAME

The name of the corporation is Fabco Automotive Corporation (the "Corporation").

## **ARTICLE II**

### **REGISTERED OFFICE**

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, and the name of its registered agent at that address is The Corporation Trust Company.

## **ARTICLE III**

### **PURPOSE**

The purpose of the Corporation is to engage in any lawful activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

## **ARTICLE IV**

### **CAPITAL STOCK**

The Corporation is authorized to issue only one class of stock. The total number of shares of stock which the Corporation is authorized to issue is ten thousand (10,000) shares of common stock, par value of one cent (\$0.01) per share. The Corporation shall not issue any non-voting equity securities.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by applicable law or by this Amended and Restated Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. The total number of directors constituting the entire Board of Directors shall be determined as set forth in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation. The Board of Directors of the Corporation shall have the power to adopt, amend, alter, change or repeal any and all Bylaws of the Corporation.

## ARTICLE VI

### DIRECTOR LIABILITY

A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is prohibited by the DGCL as it presently exists or may hereafter be amended; provided, that no subsequent amendment shall adversely affect any right of a director with respect to any event occurring prior to the time of such amendment. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right arising prior to the time of such amendment, modification or repeal.

## ARTICLE VII

### INDEMNIFICATION

Section 1. Right of Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent not prohibited by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article VII, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors.

Section 2. Prepayment of Expenses. The Corporation shall to the fullest extent not prohibited by applicable law pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified for such amounts under this Article VII or otherwise.

Section 3. Claims. If a claim for indemnification (following the final disposition of the Proceeding with respect to which indemnification is sought, including any settlement of such Proceeding) or advancement of expenses under this Article VII is not paid in full within thirty days after a written claim therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in

whole or in part, shall be entitled to be paid the expense of prosecuting such claim to the fullest extent not prohibited by applicable law. In any such action the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under this Article VII and applicable law.

Section 4. Non-Exclusivity of Rights. The rights conferred on any Covered Person by this Article VII shall not be exclusive of any other rights which such Covered Person may have or hereafter acquire under any statute, any other provision of this Amended and Restated Certificate of Incorporation, the Bylaws of the Corporation, or any agreement, vote of stockholders or disinterested directors or otherwise.

Section 5. Amendment or Repeal. Any right to indemnification or to advancement of expenses of any Covered Person arising hereunder shall not be eliminated or impaired by an amendment to or repeal of this Article VII after the occurrence of the act or omission that is the subject of the Proceeding for which indemnification or advancement of expenses is sought.

Section 6. Other Indemnification and Advancement of Expenses. This Article VII shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

## ARTICLE VIII

### AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and, except as otherwise provided in this Amended and Restated Certificate of Incorporation or by applicable law, all rights conferred on stockholders and/or directors herein are granted subject to this reservation.

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**IN WITNESS WHEREOF, FABCO AUTOMOTIVE CORPORATION** has caused this Amended and Restated Certificate of Incorporation to be executed by its duly authorized officer this \_\_\_\_ day of \_\_\_\_, 2010.

**FABCO AUTOMOTIVE CORPORATION**

By: \_\_\_\_\_  
Name:  
Title: