TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Penske System, Inc.		12/31/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	JPMORGAN CHASE BANK, N.A.
Street Address:	270 Park Avenue
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Registration Number:	2905648	12
Registration Number:	2888413	12
Registration Number:	2908228	12
Registration Number:	2701716	12
Registration Number:	2132515	PENSKE
Registration Number:	3040449	PENSKE PRECISION LEASE
Registration Number:	3139819	PENSKE PRECISION MAINTENANCE
Registration Number:	3142911	PENSKE PRECISION PLUS
Registration Number:	2566860	PENSKE RACING AUTHENTICS
Registration Number:	2047592	PENSKE RACING SHOCKS
Registration Number:	1795304	PENSKE TRUCK LEASING
Registration Number:	3519315	TRAILER PLUS
Serial Number:	77837861	12
Serial Number:	77837860	12

OP $765.00 2905648

Serial Number:	77841537	77
Serial Number:	77841549	77
Serial Number:	77841546	77
Serial Number:	77841543	77
Serial Number:	77841539	77
Serial Number:	77841534	77
Serial Number:	77841530	77
Serial Number:	77841526	77
Serial Number:	77841524	77
Serial Number:	77841522	77
Serial Number:	77841517	77
Serial Number:	77841542	77
Serial Number:	77798863	
Serial Number:	77798855	PENSKE RACING
Serial Number:	77819730	TEAM PENSKE
Serial Number:	77798841	TEAM PENSKE

CORRESPONDENCE DATA

Fax Number: (202)799-5144

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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Email: dctrademarks@dlapiper.com

Correspondent Name: Ryan C. Compton

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Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	250402-000021
NAME OF SUBMITTER:	Ryan C. Compton
Signature:	/Ryan C. Compton/
Date:	01/13/2010

Total Attachments: 2
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NOTICE OF GRANT OF
SECURITY INTEREST IN TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Guarantee and Collateral Agreement dated as of December 31, 2009 (the "Agreement") by and among Penske Corporation, a Delaware corporation and certain of its subsidiaries party thereto (each an "Obligor" and collectively, the "Obligors") and JPMorgan Chase Bank, N.A., as Administrative Agent (the "Administrative Agent") for the banks and other financial institutions referenced therein (the "Lenders"), the undersigned Obligor hereby grants and pledges a continuing security interest in and continuing lien upon all of the Obligor's right, title and interest in the Trademarks (as defined in the Agreement) of the Obligor, including without limitation those shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

Trademark No.	Description of Trademark	Date of Trademark
	See Attached Schedule A	

TRADEMARK APPLICATIONS

Trademark Application No.	Description of Trademark Applied For	Date of Trademark Application
	See Attached Schedule A	

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

PENSKE SYSTEM, INC.
a Delaware corporation

By: _____
Name: J. Patrick Conroy
Title: Senior Vice President

Acknowledged and Accepted

JPMORGAN CHASE BANK, N.A.
as Administrative Agent

By: _____
Name: RICHARD W. DUKER
Title: MANAGING DIRECTOR

2010/Agmts/10-002

SCHEDULE A

Penske System, Inc.
(a Delaware corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
12	2,905,648	November 30, 2004
12	2,688,413	September 28, 2004
12	2,906,228	December 7, 2004
12	2,701,716	April 1, 2003
12 (Stylized)	2,701,716	April 1, 2003
PENSKE & Design	2,132,515	January 27, 1998
PENSKE PRECISION LEASE	3,040,449	January 10, 2006
PENSKE PRECISION MAINTENANCE	3,139,819	September 5, 2006
PENSKE PRECISION PLUS	3,142,911	September 12, 2006
PENSKE RACING AUTHENTICS	2,566,860	May 7, 2002
PENSKE RACING SHOCKS & Design	2,047,592	March 25, 1997
PENSKE TRUCK LEASING & Design	1,795,304	September 28, 1993
TRAILER PLUS	3,519,315	October 21, 2008

Pending Applications

Mark	Application No.	Filing Date
12 (Stylized)	77/837,861	September 30, 2009
12 (Stylized)	77/837,860	September 30, 2009
77	77/841,537	October 5, 2009
77	77/841,549	October 5, 2009
77	77,841,546	October 5, 2009
77	77/841,543	October 5, 2009
77	77/841,539	October 5, 2009
77	77,841,534	October 5, 2009
77	77/841,530	October 5, 2009
77	77/841,526	October 5, 2009
77	77/841,524	October 5, 2009
77	77/841,522	October 5, 2009
77	77/841,517	October 5, 2009
77	77/841,542	October 5, 2009
Miscellaneous Design (Turn 4 Icon)	77/798,863	August 6, 2009
PENSKE RACING & Design	77/798,855	August 6, 2009
TEAM PENSKE	77/819,730	September 3, 2009
TEAM PENSKE	77/798,841	August 6, 2009