

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Penske Racing, LLC		12/01/2009	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Penske System, Inc.		
Street Address:	2555 Telegraph Road		
City:	Bloomfield Hills		
State/Country:	MICHIGAN		
Postal Code:	48302		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2908228	12	
Registration Number:	2888413	12	
Registration Number:	2905648	12	
Registration Number:	2701716	12	
CORRESPONDENCE DATA			
Fax Number:	(202)799-5000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	205-799-4000		
Email:	vivian.diamond@dlapiper.com, dctrademarks@dlapiper.com		
Correspondent Name:	Ann K. Ford - DLA Piper LLP (US)		
Address Line 1:	500 8th Street, N.W.		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004		
ATTORNEY DOCKET NUMBER:	250402-20PENSKETMASSNT12		
NAME OF SUBMITTER:	Ryan C. Compton		

OP \$115.00 2908228

TRADEMARK

900149345

REEL: 004109 FRAME: 0378

Signature:	/Ryan C. Compton/
Date:	12/08/2009
Total Attachments: 3 source=PenskeTMAssntPage 1#page1.tif source=PenskeTMAssntPage 2#page1.tif source=PenskeTMAssntPage 3#page1.tif	

TRADEMARK ASSIGNMENT AGREEMENT

THIS TRADEMARK ASSIGNMENT AGREEMENT (this "**Agreement**"), dated as of December 1, 2009, is by and among Penske Racing, LLC, a Delaware limited liability company (the "**Assignor**") and Penske System, Inc., a Delaware corporation ("**Assignee**").

WHEREAS, Assignor is the owner of all right, title and interest in and to the marks and the affiliated trademark applications and/or registrations therefor listed on the attached Exhibit A (hereinafter collectively the "Marks"); and

WHEREAS, Assignor is desirous of assigning, and Assignee is desirous of obtaining, all right, title and interest in and to the Marks.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt, sufficiency and adequacy of which are hereby acknowledged by the Assignor and Assignee, and with the intent to be legally bound, the Assignor and Assignee hereby agree as follows:

1. Assignor hereby irrevocably assigns, transfers, conveys and delivers unto Assignee all of its right, title, and interest in and to the Marks, free and clear of all liens, together with all of the goodwill of the business associated with and symbolized by such Marks, the applications and registrations therefor, and any rights of the Assignor to sue any third parties for any past infringement of or to the Marks, for the use and behalf of Assignee and its successors, assigns or other legal representative and to prosecute such applications and registrations in the United States Patent and Trademark Office or in any foreign jurisdiction.

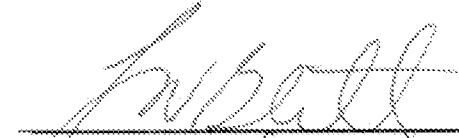
2. This Agreement is binding on the Assignor and its respective successors and assigns, and inures to the benefit of the Assignee and its successors and assigns.

3. This Trademark Assignment Agreement shall be governed by and construed in accordance with the substantive laws of the State of Delaware, USA, without regard to principles of conflict of laws.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE.]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first written above.

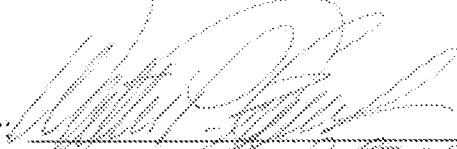
ATTEST:




Lawrence N. Bluth, Secretary

ASSIGNOR:

PENSKE RACING, LLC

By:  (SEAL)
Name: Walter P. Cummings
Title: Vice Chairman

ATTEST:



Lawrence N. Bluth, Secretary


ASSIGNEE:

PENSKE SYSTEM, INC.

By:  (SEAL)
Name: Walter P. Cummings
Title: Exec. V.P.

Exhibit A

Marks

Jurisdiction	TM/SN/RN	Status/Status Date	Int'l Classes
United States	12 SN:76-205495 RN:2,908,228	Registered December 7, 2004	Int'l Class(es): 41
United States	12 SN:76-501883 RN:2,888,413	Registered September 28, 2004	Int'l Class(es): 25
United States	12 SN:76-501884 RN:2,905,648	Registered November 30, 2004	Int'l Class(es): 28
United States	12 (Stylized)  SN:76-133273 RN:2,701,716	Registered 8 & 15 October 16, 2009	Int'l Class(es): 9, 12, 14, 16, 20, 21, 24, 25, 26, 28, 41, 6
Canada	12 AN:1175754-00 RN:TMA650394	Registered October 14, 2005	Int'l Class(es): 28
Canada	12 AN:1175755-00 RN:TMA647746	Registered September 9, 2005	Int'l Class(es): 25
Canada	12 AN:1175756-00 RN:TMA714018	Registered May 9, 2008	Int'l Class(es): 41
European Community (CTM)	12 AN:3278132	Registered May 23, 2005	Int'l Class(es): 41
European Community (CTM)	12 AN:3373644	Registered May 18, 2006	Int'l Class(es): 28