

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Roush Fenway Racing, LLC		11/30/2007	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Citicorp USA, Inc., as administrative agent
<b>Street Address:</b>	2 Penn's Way
<b>Internal Address:</b>	First Floor
<b>City:</b>	New Castle
<b>State/Country:</b>	DELAWARE
<b>Postal Code:</b>	19720
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 17**

Property Type	Number	Word Mark
Serial Number:	77231850	ROUSH RACING
Serial Number:	78979328	06
Registration Number:	2981078	16
Registration Number:	2822020	99
Registration Number:	2662012	6
Registration Number:	2544774	60
Registration Number:	2563088	6
Registration Number:	2276964	J.R.'S GARAGE EST. 1996
Registration Number:	2289735	J.R.'S GARAGE
Registration Number:	2464427	WHITE KNUCKLE RACING
Registration Number:	2416519	WHITE KNUCKLE
Registration Number:	2365599	97
Registration Number:	2282413	99

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Serial Number:	75932713	17
Registration Number:	2481134	50
Serial Number:	78760398	06
Serial Number:	78760257	26

**CORRESPONDENCE DATA**

Fax Number: (617)248-4000

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

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ATTORNEY DOCKET NUMBER:	2006618-0008
NAME OF SUBMITTER:	Kell L. Schoff
Signature:	/Kell L. Schoff/
Date:	12/03/2007

**Total Attachments: 3**

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**NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY**

**- TRADEMARKS -**

WHEREAS, Roush Fenway Racing, LLC (the "Debtor"), a Delaware limited liability company with offices at 4600 Roush Place, Concord, NC 28027, is the owner of the trademarks set forth in Exhibit 1, as well as the goodwill underlying such trademarks (collectively, the "Trademarks"); and

WHEREAS, Citicorp USA, Inc., as administrative agent (together with its successors and permitted assigns in such capacity, the "Administrative Agent"), with offices at 2 Penn's Way, First Floor, New Castle, Delaware 19720 USA, Attention: Loan Administration, entered into a security agreement dated as of November 30, 2007 with Debtor, as amended from time to time, by which Debtor granted to the Administrative Agent a security interest in certain property, including the Trademarks, in consideration for a commercial loan;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Debtor hereby confirms the granting to the Administrative Agent of a security interest in the Trademarks.

**ROUSH FENWAY RACING, LLC**

Dated: NOVEMBER 30, 2007

By: 









Name: Phillip B. Roberts




Title: Chief Financial Officer

**TRADEMARK**

**REEL: 003670 FRAME: 0958**

Exhibit 1

Mark	Design (if applicable)	Date (Filed=Pending, Issued =Registered)	Reg. No.	Applicant/Owner
Roush Racing		Filed 7/17/07	Serial # 77/231,850	Roush Fenway Racing, LLC
06	06	Filed 11/23/05	Serial # 78/979,328	Roush Fenway Racing, LLC
16	N/A	Issued 08/02/05	2,981,078	Roush Fenway Racing, LLC
99		Issued 03/16/04	2,822,020	Roush Fenway Racing, LLC
6		Issued 12/17/02	2,662,012	Roush Fenway Racing, LLC
60		Issued 03/05/02	2,544,774	Roush Fenway Racing, LLC
6		Issued 04/23/02	2,563,088	Roush Fenway Racing, LLC*
J.R.'S GARAGE EST. 1996		Issued 09/14/99	2,276,964	Roush Fenway Racing, LLC
J.R.'S GARAGE	N/A	Issued 11/02/99	2,289,735	Roush Fenway Racing, LLC
WHITE KNUCKLE RACING		Issued 06/21/01	2,464,427	Roush Fenway Racing, LLC
White Knuckle	N/A	Issued 12/26/00	2,416,519	Roush Fenway Racing, LLC
97		Issued 07/11/00	2,365,599	Roush Fenway Racing, LLC

Mark	Design (if applicable)	Date (Filed=Pending, Issued =Registered)	Reg. No.	Applicant/Owner
99		Issued 10/05/99	2,282,413	Roush Fenway Racing, LLC
17		Filed 03/01/00	Serial # 75/932,713	Roush Fenway Racing, LLC**
50		Issued 08/28/01	2,481,134	Roush Fenway Racing, LLC
06	N/A	Filed 11/23/05	Serial # 78/760,398	Roush Fenway Racing, LLC
26	N/A	Filed 7/25/06	Serial # 78/760,257	Roush Fenway Racing, LLC

\*The Borrower is waiting for a Notice of Abandonment on the No. 6 with jagged lettering from the United States Patent and Trademark Office

\*\*Trademark application has been filed for No. 17. The application was suspended because of a conflict with Hearst Publishing's "Seventeen" magazine. Negotiations with Hearst Publishing are ongoing to define the division of goods and services between the respective marks.