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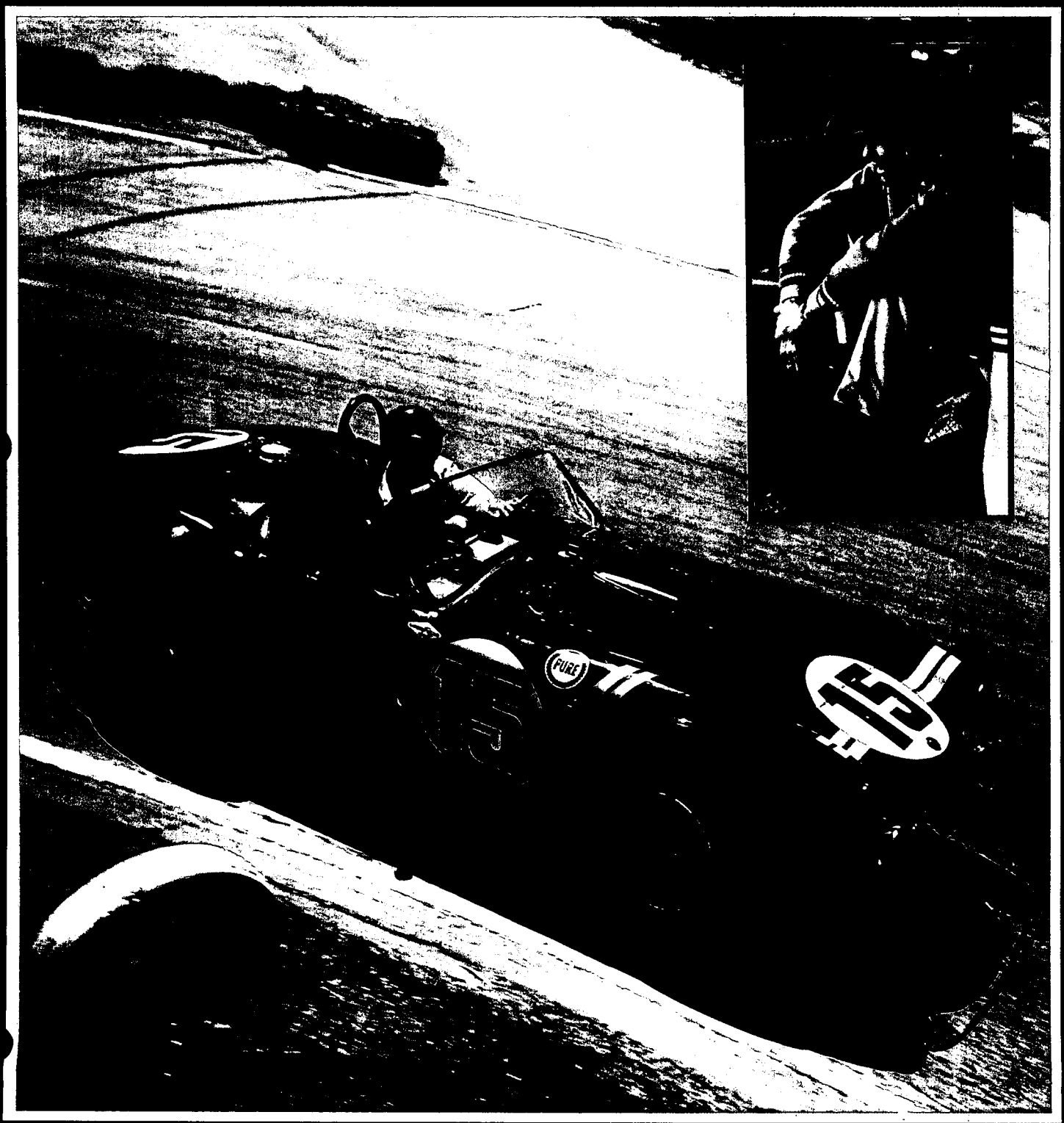
CARROLL SHELBY'S RACING COBRA



A Definitive Pictorial History By Dave Friedman and John Christy

CARROLL SHELBY'S RACING COBRA

by David Friedman and John Christy

This is a story of one of the strangest matches ever made. A good 'ole boy from Texas and his band of merry–and hugely talented–iconoclasts, wedded to the gentlemen at Thames Ditton, England and the simple businessmen of Dearborn, Mitchigan. The movie will never be made because the script is too improbable, but fortunately we have 400 pictures–so you can see for yourself.

The story is just a tick on the clock really, from 1962 to 1965, but right from the start it was a bombshell. Narrator John Christy probably catches it best when he says about the debut of the Cobra at the New York Auto Show in the spring of 1962 ... "everyone who saw the car somehow just *knew* it could suck the headlights out of anything else in the building,"

That's what the car was really about, and that's what this book is all about: how the Cobra, the supreme cobble-job of all time, blasted to the checkered flag and turned sportscar racing upside down. It was a time and a feat never to be duplicated again, and that realization has now made it all the more remarkable–and precious–to the participants.

This is as accurate and complete a story as possible to compile, based on the recollections of many of the people who lived out those days. All of the facts are true, some straighten out a few well-publicized fictions, and just a bit of it will never wear off anyone who ever heard a Cobra rumble down the road.

CARROLL SHELBY'S RACING COBRA

By Dave Friedman and John Christy

NP OSPREY

CARROLL SHELBY'S RACING COBRA

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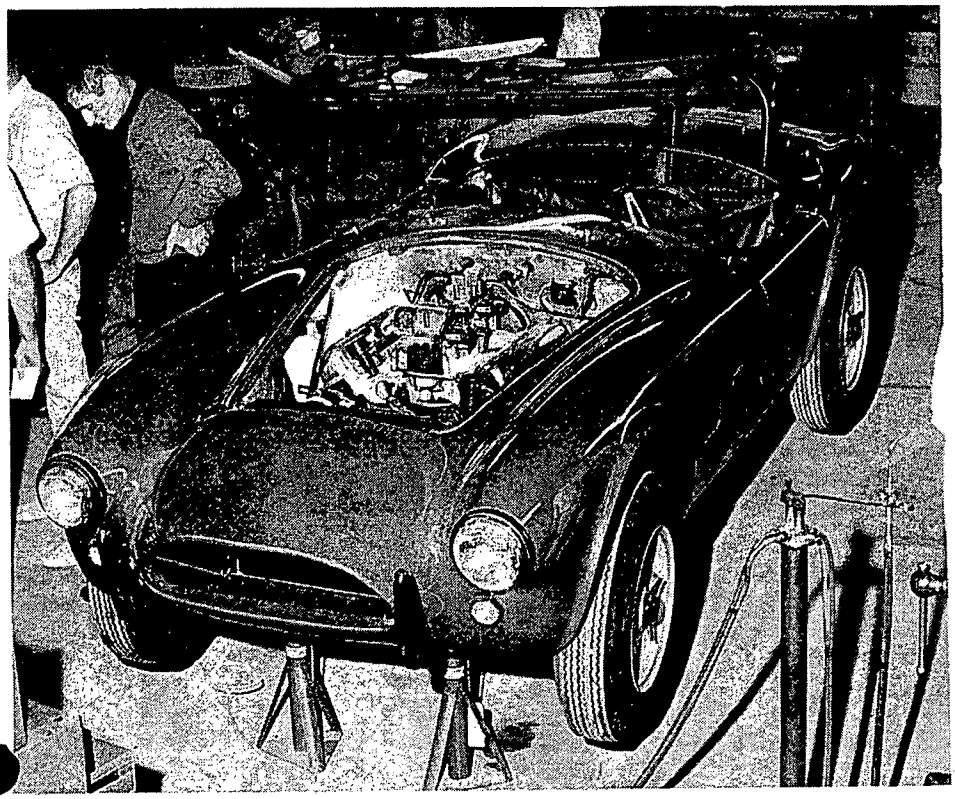
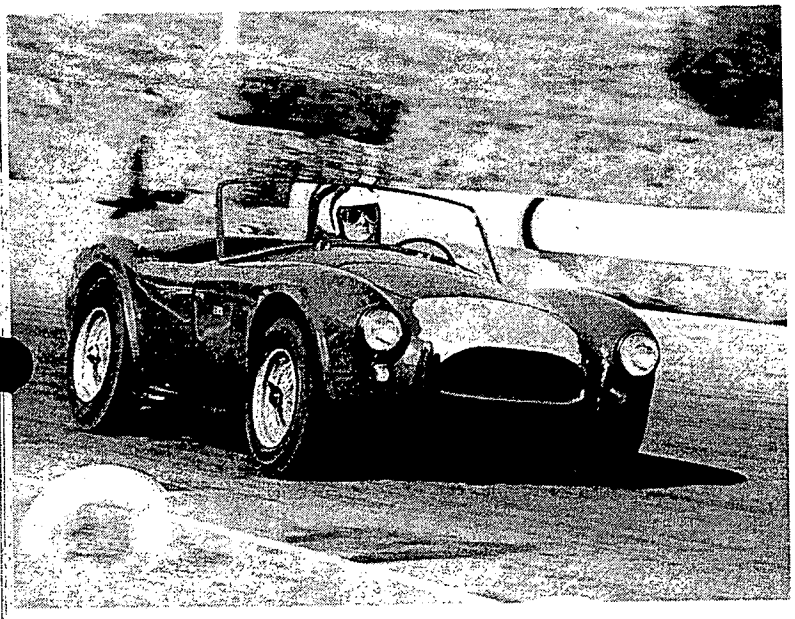
touch. Yep, it IS a problem. It's this big and it's that shape and it weighs that much. And, approached right, it probably won't bite. Then, when you've looked at the problem from all sides, you walk up and poke with a finger, just to see whether it's hard or soft, if the dimple springs back or remains a dimple. After you satisfy yourself as to texture, consistency and any tendency to snap at your hand, you explore to see where the screws and tabs and rivets are that hold it together. Now you can take it apart, noting carefully how each piece went together in the first place and how each piece can be improved, or made better or cheaper, and how that would effect the other pieces. When you have it all apart and you have carefully analyzed all the pieces for form, function and purpose, then and only then, can you proceed to put it back together better than it was before.

Our apologies to the reader if this has seemed a long way through the gestation and life of the genus Cobra: from dream to final reality in the form of the Cobra 427. It began as a semi-realistic day-dream in the mind of a busy and somewhat frustrated racing driver, and reached birth and infancy as the result of a lot of very realistic pondering and putting together of pieces



The first 427 prototype car was actually a product of a bench racing session with Ken Miles and other shop employees asking, "What if . . . you took a 427 engine and shoehorned it into a stock Cobra chassis?" Miles (left) looks either pensive or regretful.

BELOW: Bondurant tests the monster at Riverside in February, 1964. Seen here exiting Turn 6, one can see how deceptive the car was, looking box stock with its wire wheels. Only clues to the 427 engine are the enlarged exhaust pipes and the roll bar.



with the most fortuitous timing imaginable. Thus was the original small-block Cobra in all its variants the result of the pondering process, and the big, brutal 427 and its variants the result of the problem-solving process.

Birth of The 427

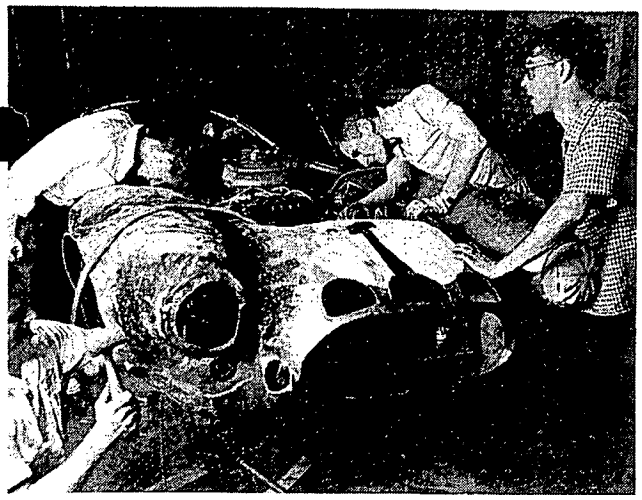
To get away from analogies, Ford realized at least as early as the beginning of 1964 that the major opposition, commercially speaking, i.e. Chevrolet, would not be content forever and anon to let Shelby (and by extension, Ford) use the Corvette as a stepping stone, complete with door mat, as a foil for exercises, highly publicized exercise, in image building. A large number of lesser Chevrolets had been sold on the strength of the image created by the Corvette and now Ford was selling Fairlanes (and soon would be selling Mustangs) as a result of the stellar performance of the Cobras.

RIGHT: During Sebring practice, Miles spun and hit the only tree on the Sebring course (hence the nickname "Teddy Treebagger"). The car was badly damaged, but since everyone wanted to see it run, they all pitched in with pry bars, sledgehammers and welding torches to get the thing back together. (Biro)

Being very realistic about it, wiping the snake spit out of the eye for the moment, the Cobra was obsolescent at birth. The suspension was practically Jurassic and the potential of the 289 cid V8 engine was limited. Although hindsight tells us now that the limitations of the 289 were somewhat self-induced by confusion on the management level concerning small-block policy, those limitations in the engine as it existed then were very real. Chevrolet not only had a long term policy of development for its small-block engine, which, even then, could be taken out to 366 cubic inches (larger with minor casting and tooling changes) but they had another ace tucked up the corporate sleeve. This had made a premature appearance in a stock car race at Daytona and demonstrated a potential to dust everything in sight. It was dubbed the "mystery engine" by the press and promptly outlawed by NASCAR as a non-production item. This was the fore-runner of the 396-427 big-block Chevrolet, intended to supplant the aging and inefficient 409, and a guaranteed certainty to appear as an option in the new, improved Sting Ray known to be coming in 1966. When that occurred, the dominance of the Cobra, on the street as well as on the track, would be history.

Enter the problem-solving process. For the time being, the Cobra as it existed would do very well indeed, thank you, but by the end of 1965 it had better be more than marginally improved or a lot of ex-Cobra owners would be driving Corvette Sting Rays. You probably could't trade 10 Sting Rays for one good Cobra today but back then it was different—what counted was winning, on the track and on the street, and a Cobra beaten was a Cobra sold as a used car, period. And, as far as Ford was concerned, discarded Cobras didn't sell Fairlanes or Mustangs.

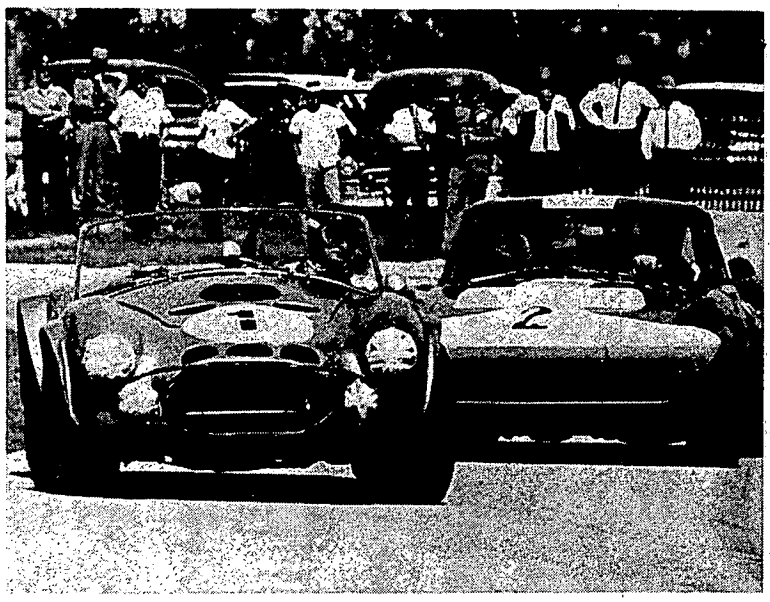
So, put that snake up on the table and walk around

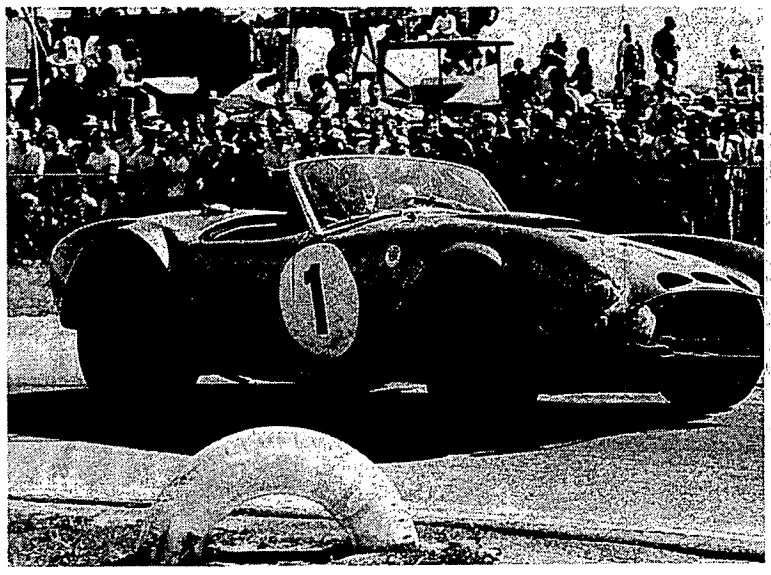


BELOW: Ken Miles (#1) leads A.J. Foyt (#2) in the Mecom Corvette Grand Sport through the Webster Turns. These two raced together for many laps before the Cobra began to have problems. After numerous pit stops the engine finally let go. Five cut-outs were sliced in hood and nose to get some air into the engine compartment. With the big V8 cramped in such small quarters, the heat was unbelievable. BOTTOM: The Miles/Morton Cobra 427 prototype at speed on the Webster Turns with Miles at the wheel. The car literally shook the ground as it blasted by. Somewhere on the side of the cowl is painted a tree, sign of Mile's victory over that immovable object. Note Ferrari GTO-type vents on the nose.

it, please Mr. Shelby, and figure out how it can be made to uphold the Ford image after 1965. Look at it, eyeball it well, poke at it and stroke it, please. Pull it apart and analyze all the bits and pieces. And when you have done that, reassemble it bigger and stronger and hopefully, better—as a whole lot bigger and stronger and better—than it was before. Solve the problem sir, before you become the problem, sir.

The first idea Shelby and Ray Geddes came up with was to retain the general size and type but with a totally new body, a new suspension and a 325 cid small-block engine. This last item had been tried in the GT-40 but development time had been limited and it proved a failure. It also represented the absolute upper limit of the existing 221/260/289 engine without major casting changes. Nevertheless, a car was built with a Ghia body on an experimental basis using a chassis similar to that which eventually appeared on the 427. There were other Ghia exercises, the final one which was displayed at the Turin show being actually a 427. Alessandro DeTomaso also got into the prototype act, with a lot of Pete Brock input, out of which a number of devices were to evolve and which led eventually and tortuously to the Mangusta and Pantera. But these were side excursions.

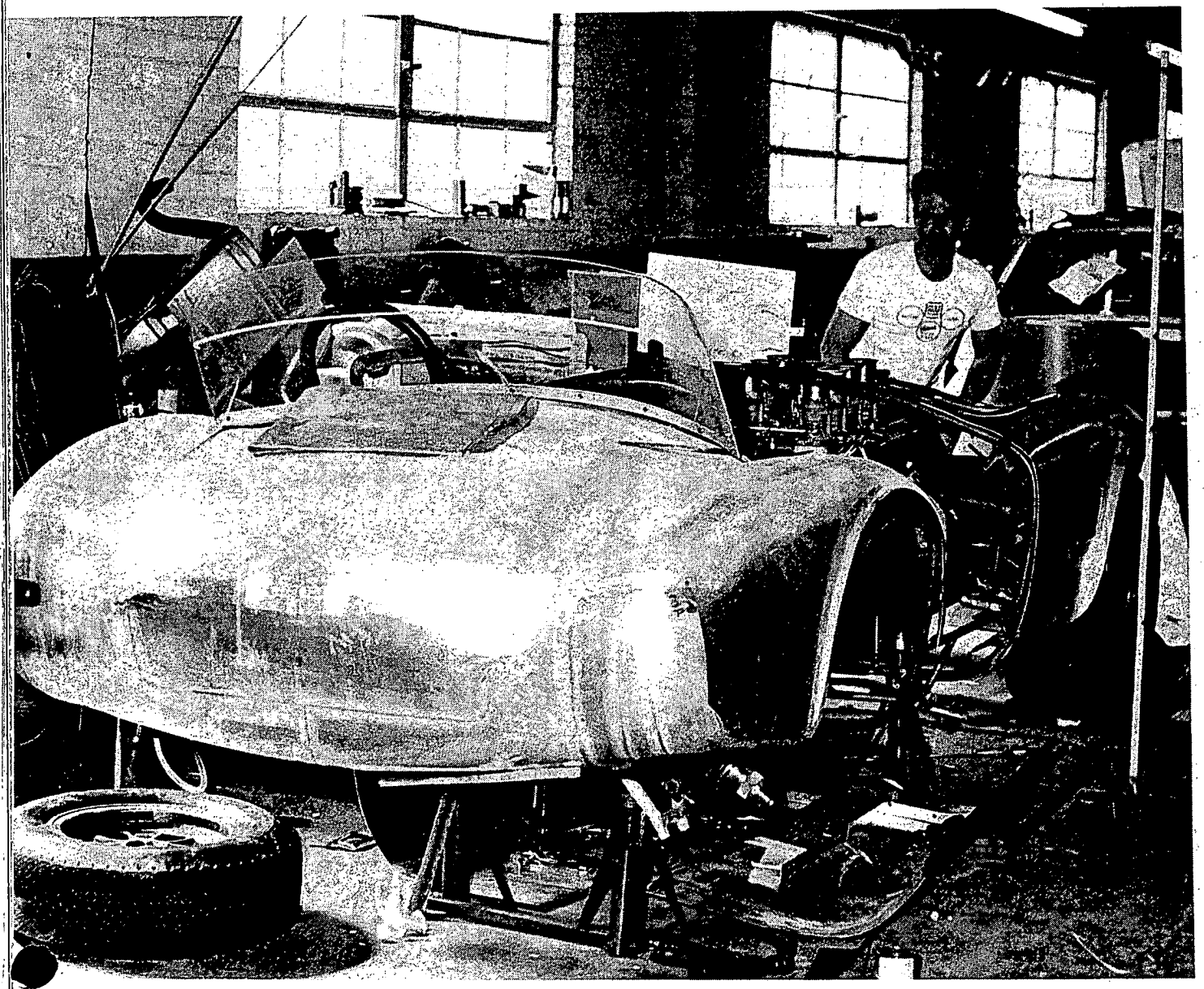




The Side Oiler

In late 1963 and early 1964 one of Ford's "Better Ideas" was the big 427 engine designed, among other reasons, with NASCAR Grand National stock car racing in mind. While there was confusion and controversy in the engine and foundry division over small-block future policy, there was none regarding the high performance version of the 427. They were, in a word, high on it. We'll get into the various permutations of big-block ironmongery later, but the one of which we speak here was the so-called "side oiler" built for high

The second 427 prototype was really not a 427 at all. It had an aluminum Ford NASCAR 390 engine, a stripped and lightened frame and a body made of thin gauge aluminum. It was fondly called the "Turd" or the "Super Snake" by the Shelby employees, and was really another one of Ken Miles "Specials."



performance work. In its more *puissant* form this brute churned out 485 horsepower at 6500 rpm with 480 pounds-feet of torque at 3200 rpm, enough to rip ruts in asphaltic concrete on a hot day.

On an off-day at the tag-end of 1963, Ken Miles and a bunch of the boys were playing games of "what if . . ." in the shop. The question arose concerning what if a 427 were stuffed into the engine bay of a Cobra? All hands were still smarting at the stinging, stunning pounding they had received at Nassau during the ambush sprung on them by the combined forces of Chevrolet under the Mecom banner and they were ready to try anything. Apprised of the idea, Shelby gave the go ahead and what was to be a prophetic, albeit hammer-and-chisel experimental project was begun., This was, to return to our analogy, a sort of stroke and poke phase, an experiment to test whether or not the thing would bit the hand that fed it. It did tend to snap some. A Cobra chassis was stripped of body, lengthened, tweaked here and there, equipped with mounts to take the 427 engine and transmission and given springing of sufficient stoutness to handle the added weight. The suspension was beefed to, hopefully, handle the torque. The whole project was something akin to putting antlers on a Chihuahua.

By the end of January, the car was reassembled in its first form. Only a very close inspection would have revealed anything but an ordinary cooking-version of cobra fitted with a roll bar. The thing even had wire wheels! It was trundled, early in February, out to Riverside where it was run by Miles and Bondurant, relatively gently, keeping in mind those wire-spoked wheels. The main purpose of this low-key testing was to see if the car would run and spot such things as heat rejection and other faults. The first problem that appeared indicated the cooling system was woefully short of adequacy for an additional 138 cubic inches of displacement and the heat generated by 100 more horsepower. The air intake couldn't handle the volume required, and there wasn't enough coolant volume even if enough air could be gotten to the radiator. Thus was begotten, or misbegotten if your esthetic sense runs that way, the now-familiar surprised-guppy aspect of the production 427.

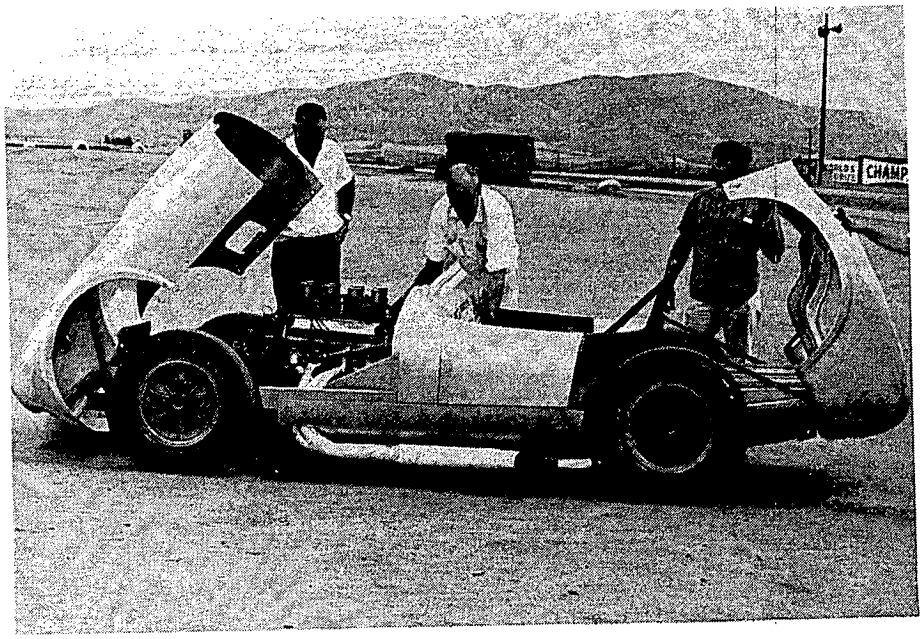
That the car needed more beef in every respect was also apparent. Bigger wheels of the cast alloy variety and bigger brakes to deal with 100 lbs-ft of added torque were a necessity and bigger tires to enable that torque to be of some use other than marking up the asphalt were an obvious need. That, in turn meant added metal to cover the added rubber. By the time the car got so that it would be even remotely suitable to appear on a race trace, all pretense that it was just another noisier Cobra had gone by the board. It was, in fact, downright ugly. It was also ungodly noisy. Where the 289 at full cry had a distinctive ripping sound, this new object pounded the ears like rapid-fire pom-pom at full automatic. Its first public appearance was at the '64 running of Sebring and it was there that co-author Christy had a first-hand and very personal experience with the sound of the ugly brute.

Teddy Treebagger Strikes

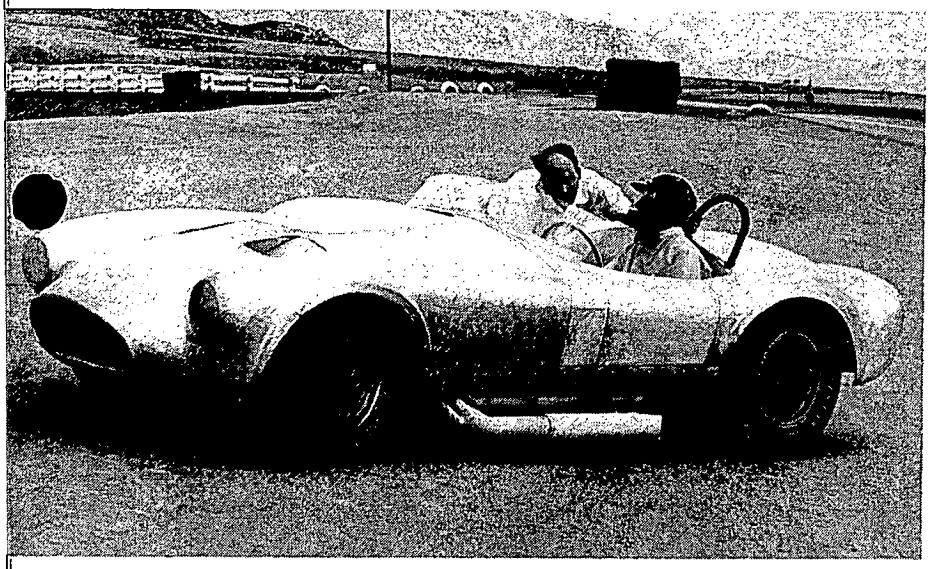
When you are driving a slower production-type car in a race like Sebring you are strongly advised to keep one eye, or the peripheral vision thereof, firmly on the mirror if you wish to finish up practice and the race without getting bunted into the next county. With this

in mind, Christy kept strict watch especially for anything red or Cobra blue approaching from the stern, moving the Volvo coupe over and making room as the faster Ferrari, Cobra or Porsche whistled by. About halfway along the back west-east straight that connects to the stretch behind the pit straight, something blue that had to be a Cobra popped out of the little stretch that leads from Webster turn, onto the long straight. Dutifully I tucked over to the right and waited to be passed. And waited, and waited and waited. Just as the next turn came up there was what seemed like an explosion in the Volvo's cockpit. It was the blue brute. A five-inch exhaust pipe leading from a 427, dumping its sound at close range through a window of a small coupe has to be experienced to be believed. It's not so much a sound as a physical blow, akin to a surprise sucker punch in a bar delivered by the drunk you didn't know was there. What had caused the long wait and its surprise denouncement was that the big brute would come into a corner, make the turn somehow and then, when it attempted to take off down the next stretch, sit and spin the wheels for what seemed like an eternity before grabbing a bite and rocketing off toward the next turn. Asked later what the thing was like to drive, the answer was typically Miles.

"Bloody thing has all the road-holding of a greased brick!" John Morton, his co-driver, was equally charitable: "It feels and handles more like a 1948 Buick than a race car," was what he said at the time, but admitted that it went like a rocket when you could keep it on the road. The memory must have been sharp because he repeated the statement in almost the same words in a Shelby American club magazine interview 16 years and hundreds of races later. This



The unusual coachwork hinged both forward and rearward from the cockpit, making the car extremely easy to work on. Thoroughly simplificated by Miles, the car tipped the scale at only 1,600 pounds—with close to 450 horsepower.

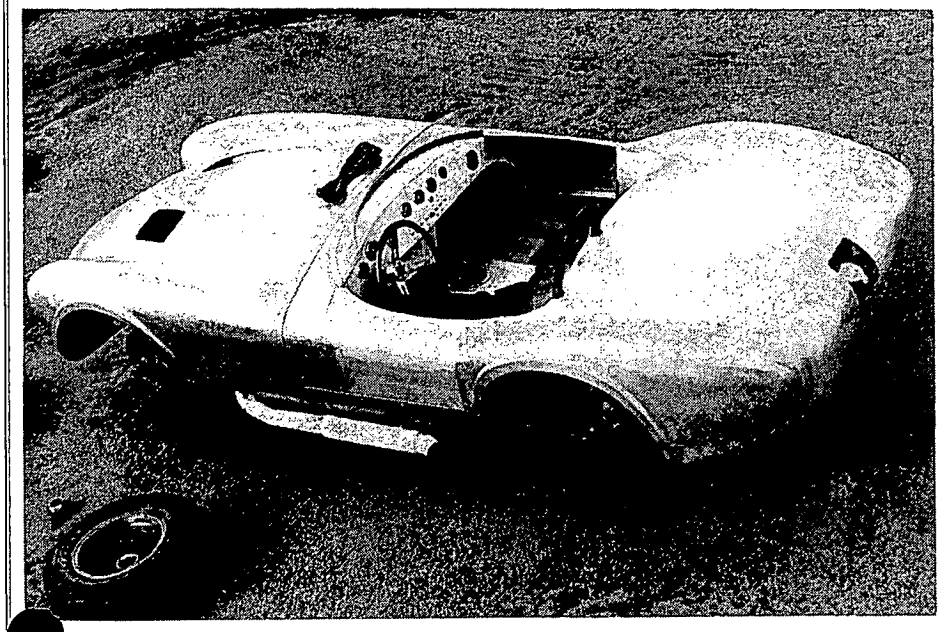


Ken Miles and John Collins discuss the car's handling at Riverside in late September of 1964. Note radiator ducting similar to that of Daytona Coupe.

combination of traits led to another one of the Miles nicknames, one of which was the chauvinistic pejorative "Teddy Teabagger" first hung on him by one of the sports lesser journalistic lights. Early in the practice sessions, proceeding under the MG Bridge into the Esses at more than a prudent rate of speed, the brute took a bite at the hand that built it and went galloping off the road into an open, grassy area. In this area was a lone pine tree, just one. The spinning 427 clobbered it with the right front fender. Teddy Teabagger instantly became Teddy Treebagger. It wasn't any more appreciated by the already irritated Miles than the original one. To be accurate about it, the tree really was in the direct path of my car leaving the road in that spot, and the Cobra wasn't the only car it had collected.

The damage was repaired, mostly by Miles himself, in time to qualify and race, but the car's racing performance wasn't any more auspicious than practice. About an hour or so into the race the 427 began to shed itself of parts. The brakes went first. The fault was eventually traced to pedal pivot pin and put right. A little later it began to shake and vibrate more than usual and then the clutch went south. That was jury-rigged back into semi-operation, probably with chewing gum. The end came mercifully at dusk when the 427 engine finally kicked a hole through the side of the block. Nobody was happier about it than Miles: he didn't have to drive the thing any more.

Inauspicious as that beginning was, the course to come was now set in solid cement. The next Cobra, for the moment to be called the Cobra II, so ran the writ, would be a 427. It would not be built by Ghia, it would assuredly not be built by DeTomaso. Rather, construction would be, as usual, at the AC works in Thames



A top view of the 390 prototype during a tire change at Riverside in the fall of 1964.

Ditton to a new chassis design derived from the original, but with modern suspension. It would, the writ further ran, resemble the original as close as reasonably possible. Nobody has ever admitted as much, but Ford's reasoning to stick to the original looks was probably financial—it was cheaper. The new Cobra game plan actually made sense for other than the financial considerations anyway. The Cobra was known, it was identifiable and it was respected. You don't change a Good Thing just for the sake of change, at least not if you don't want to go through all the tub-thumping and bugling to achieve a product identity you already have.

The death sentence for the original Cobra had really been sounded with the ending of the negotiations to buy out Ferrari. Henry Ford II had then decreed that, since Ford couldn't build a Ferrari, Ford would build a Ford that was better. And first they would beat Ferrari on the track, not just in the GT class but across the board, on a run what ya brung, head-to-head basis. There was only one little hitch; nobody knew how long it would take, so the Cobra building program would continue until then. Factory racing would be by Shelby under the Ford name. "Cobras" were for privateers.

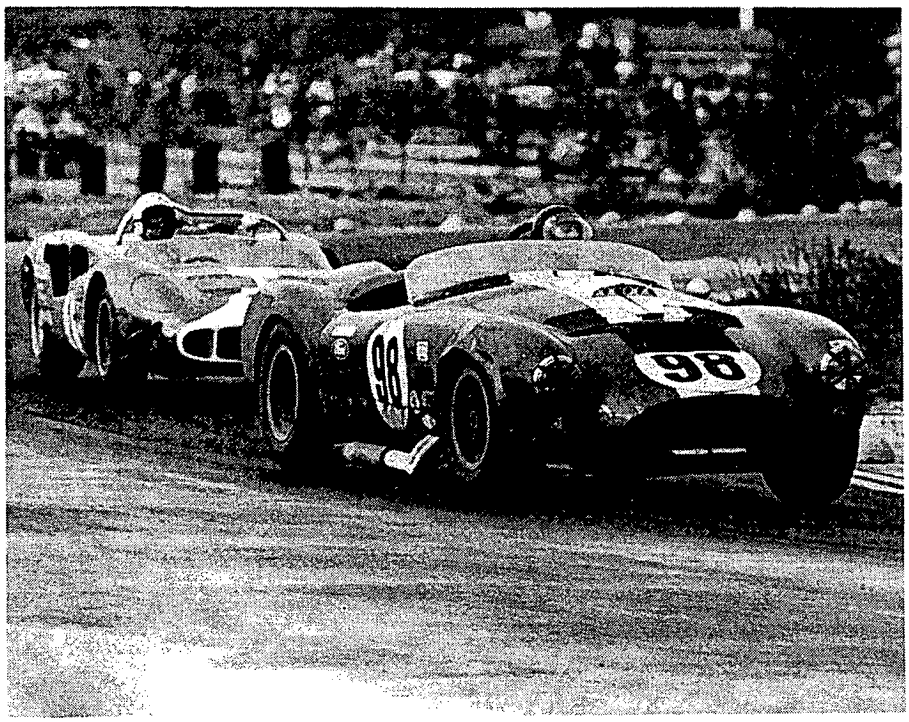
The Computerized Cobra

And so, development of the new Cobra proceeded as per plan. Engineers from Ford worked their slide rules and in the fullness of time came up with the chassis design that would go under the new car. Design work and computer checking was done under the direction of Ford's suspension expert, Claus Arning, taking into consideration all of the deficiencies of the leaf springs and the increased loads and stresses of the vastly augmented torque expected from the 427. This was, undoubtedly, the proper way to go; when the design reached completion in an actual prototype, nothing—not one thing—had to be changed, rebuilt or modified. But it could be argued that the method took a lot of the fun out of it. Beyond doubt, Ken Miles and Phil Reminton could have run up a coil-sprung chassis in a week or so and, in another month of cut-and-try between tests, have come up with roughly the same thing. After all, the idea of coil springs in place of the leaves was not exactly new, having been proposed more than a year earlier by a number of people. The deficiencies of the leaf spring were well-known early on. The leaves didn't just flex; they rippled under stress, doing all sorts of strange things to the front-end geometry. But, as Shelby said at the time when approached with the idea: "They're winnin' ain't they?" With the addition of the 427, however, the situation was more than somewhat different. If the Sebring monster had done nothing else, it had shown that the previously unarguable was now very much so indeed. Be that as it may, Arning's computer may have taken out the fun, but it also saved months of cut-and-try development.

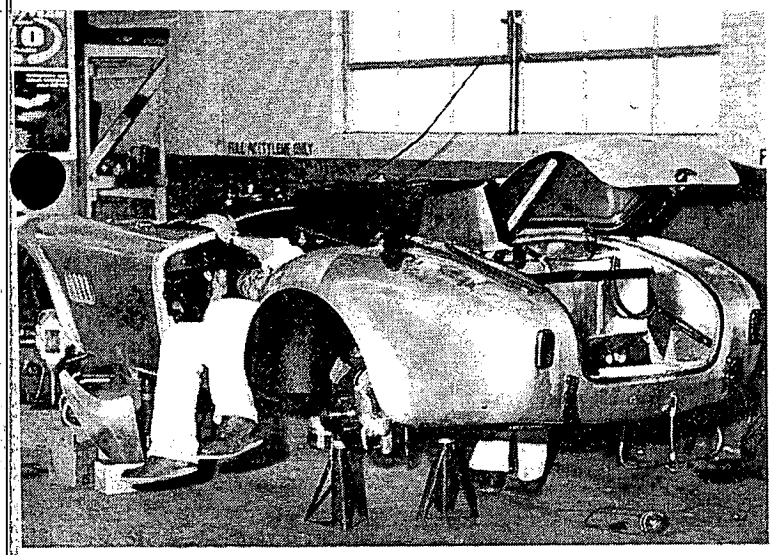
Meanwhile Ken Miles was busy with what was to prove the second of four big-blocks prototypes, although it wasn't a 427 this time but a 390. This was strictly another shop-built exercise with but one goal in mind—to clobber the GS Corvette as decisively as possible. For those familiar with the Miles methodology dating back to his famous R-1 MG in the early 50's, the new prototype would come as no surprise. Miles was a firm believer in an old bit of British racing advice that stated the best way to racing success was to

"simplificate and add lightness." Every racing car he ever built adhered firmly to the rule and the new car was no exception. It started out like the Sebring beast with an ordinary Cobra chassis, but stripped to its barest essentials. Where iron or steel were unnecessary, light alloy was used. The body looked superficially like a product of the AC works, but was rolled out of aluminum barely thicker than heavy-duty Reynolds Wrap and laid over a skimpy thin-wall tube framework. The front section from the cowl forward was in one piece and the rear deck section and fenders were another complete unit, both being hinged at their respective ends to open the innards completely for work and inspection. The cooling system and ducting were patterned after the Daytona coupe, with the air coming in at the front, passing through the radiator and emerging through a pair of large vents in the hood. The cockpit was as bare as Lady Godiva on her ride through Coventry and equipped with the lightest of seats. Vital instruments were set in a small aluminum panel in place of the usual dash.

Power for this assemblage came from an aluminum-block 390 cid prototype engine with a compression ratio in the 14:1 neighborhood, fed by four 58 IDA Webers of the type developed for the Ford Indianapolis project. Gross torque output was near that of the high-



*The car at Nassau in its final body configuration. Miles is leading A.J. Foyt in the Mecom Hussan (another "big block" car with 427 Chrysler) during the Nassau Trophy Race. The Cobra was a rocketship, but beset with problems and finally DNFd. (*Brady*)*



Construction of the first "real" 427 race car started in late 1964. Here we see that car in a very early stage of construction.

rise 427 and the power output just a tad more at higher revs, yet it didn't weigh much more than a racing 289. The all-up dry weight of the complete car was approximately 1600 lbs, about 500 lbs less than a competition 289! It was, withal, a perfect example of the old British adage and the ultimate extension of the original Miles R-1 Special with a power-to-weight ratio of about 3.5 to 1 (one horsepower for each three and one-half pounds of weight). To put that into proper perspective, a truly hot competition 289 Cobra would have a power to weight ratio of about 5.75:1 and a GS Corvette about 5.3:1, both having to push more air aside.

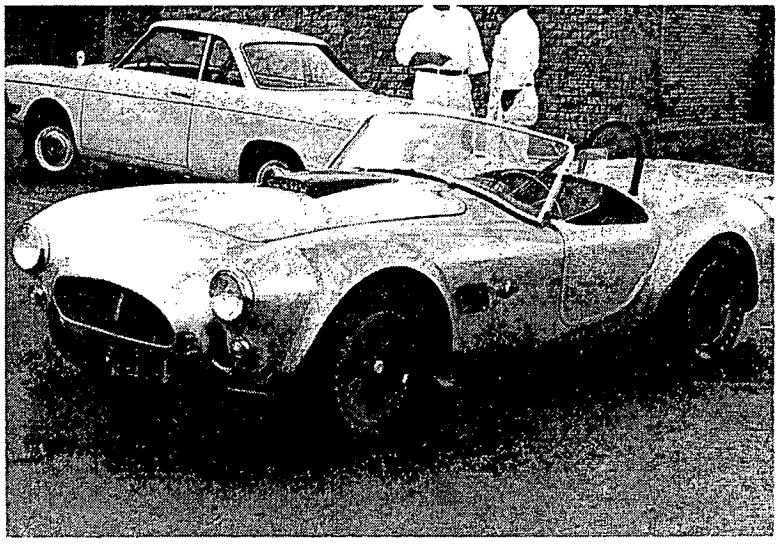
The car figured to be ungodly fast and, more important, ferociously quick, and it was just that. In its debut (and only) race at Nassau, starting even with the Penske-driven GS, it pulled out a lead of nearly half a mile *in the first lap*! Unfortunately, the rough Nassau course proved too much for the lightweight terror and it expired at the halfway point.

During the summer of 1964 Arning's computer analyzed stresses and loads and arcs of travel, pulling the problem apart and putting it back together in the form of a computer model. From this engineers drew plans and laid out exact specifications for the craftsmen at the AC works to follow. In October of 1964 the plans and specifications were delivered to Thames Ditton and the assembly work was begun on the two coil-sprung chassis that were eventually to become Cobra numbers CSX3001 and CSX3002. (In the Cobra number lexicon all 260/289 numbers began with a 2 and all 427 numbers would begin with a 3.) For the time being, however, the prototype chassis were simply called Chassis Number 1 and Chassis Number 2 in company correspondence.

The original plan called for four pre-production prototypes to be built. Two of these were to carry the lightweight 390 engine and two were to use the high performance side-oiler 427. Three were to be built as roadsters and one was to be built as a coupe, using an updated and revised version of the Daytona body. The coupe was intended to use one of the 427 engines and the other 427 was to go into one of the roadsters using a version of the C-4 automatic transmission. Toward the end of October the original November 1 target date for the first roadster was pushed back and the plans for the coupe, the automatic 427 roadster and the use of the 390 cid engines taken under review. In the end it was decided to shelve the automatic indefinitely. The plan for the coupe was first shelved and then cancelled completely for a number of reasons (See Appendix II). The first two roadsters would be completed with lightweight 427 side-oiler engines.

As designed and laid down, these chassis followed the original Cobra ladder design, though considerably stiffer and with totally different—but simple—spring-and-suspension towers at the ends. The 4-inch heavy-wall main tubes were 2½-inches further aprart than the original and were joined with three main crossmembers of the same type of tubing. The suspension towers consisted of a pair of 2-inch tubes on each side, gusseted together and cross-braced by tubes of the same material. The suspension attachment points were at the upper and lower ends of these vertical structures. The suspension arms on each corner were simple, almost-but-not-quite equal-length wishbones with a concentric coil spring and shock absorber running from the vertical members to the outer ends of the lower arms. It was all very basic and simple, but everything worked as the computer said it would, with the suspension geometry following its predicted arc and travel consistently.

The body that was put over this assembly was so



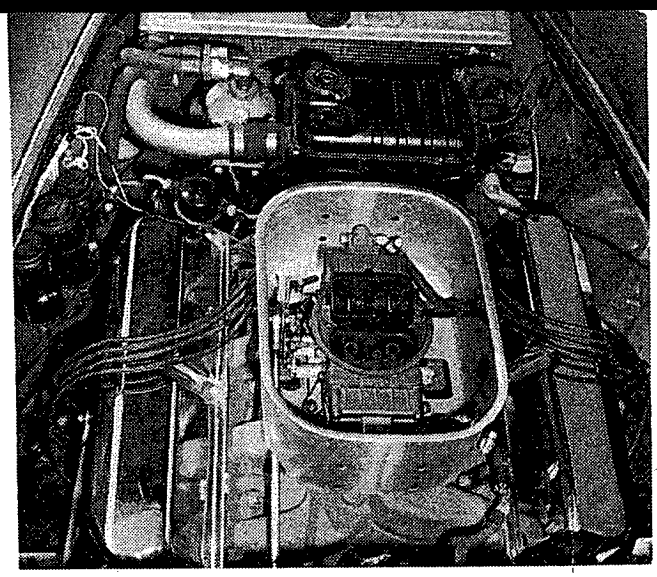
This is CSX3002, the only Cobra 427 Team car to be built for racing. Shown at the Venice facility, its about to be trailered to Riverside Raceway for testing. BMW 700 coupe was not the tow vehicle.

similar to the FIA and USRRC competition Cobras as to be nearly indistinguishable. It was even more so with the two prototypes in that they were equipped with nose sections closely resembling those of the 289 competition cars. Of the two prototypes completed in November, one (CSX3001) was finished up as a street-legal car and sent to Ford for evaluation (polish it up, show it to the Boss, pat it fondly and announce the problem solved!). The second, CSX3002, was finished as a racing car, complete with dry sump oil system with the reserve tank in the right front fender. This, although it wasn't totally realized at the time, was destined to be the only official Cobra 427 team car ever to be run. It was raced by Ken Miles as a "modified" in several USRRC races whre it proved reliable but no match for the newest Group 7 mid-engine racers against which it was forced to run. This car was eventually sent as a good will gesture to run in the November, 1965, Australian Tourist Trophy. Driven, as usual, by Ken Miles, it was running third against an assortment of sports and Group 7 cars when the rear suspension failed, causing a rear tire to blow. It's appropos of nothing important, though interesting to note, that Miles went from there, by invitation, to run and win his class in the Macao Grand Prix, then a mixed-bag, run-what-ya-brung event that was a sort of an East Asian version of Nassau. This gave rise to a persistent myth that the deed was done in the 427. It wasn't; the invitation came from a private owner who simply wanted Miles to drive his car in the event and was happy to pay the fare.

The Production Line

So successful was the computerized design process, and so accurate, that production of the 427 series of Cobras was begun with number CSX3003. However, with a car that is essentially hand-built, you don't feed raw material into one end, push the button and have completed cars spit out at the other. Production of the new 427 Cobra was, in a word, slow. When the February deadline for FIA homologation rolled around, Shelby had only 52 examples of the new car either completed or under demonstrable process of manufacture. We have already dwelt at some length over Shelby's (and Ferrari's) problems with the FIA in the matter of recognition for the 1965 season, so we won't repeat it here. In any event the lack of a 427 GT car proved no obstacle in the Cobras' run for the championship, so the subject was moot. With the pressure of homologation off, all production was geared to "street" machines.

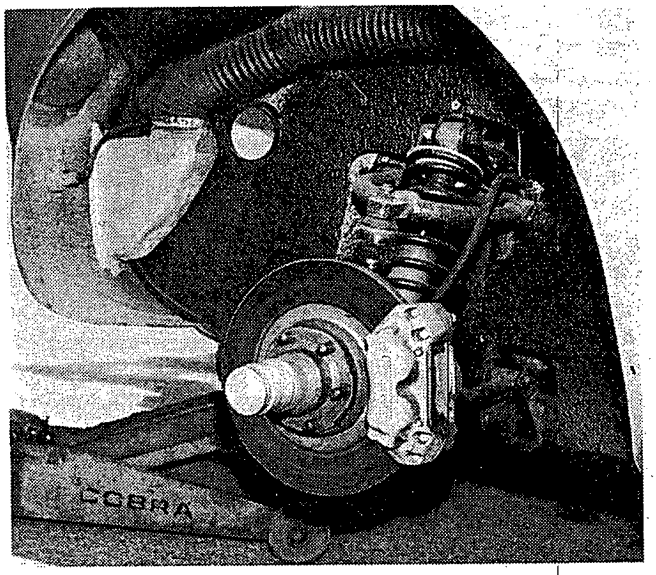
Actually, when you set right down to it, every 427 ever built with the exception of CSX3002 was built as a "street" machine. What has been referred to in myth and legend as the "racing" version of the 427 is actually the 427 S/C, the letters meaning either street/competition or semi-competition depending on the piece of literature consulted. This wasn't the original intention but force of circumstances made it necessary. The original idea was that the first 100 of the 427 Cobras would be true competition models to satisfy the FIA requirements. When that fell through, it was decided to build the 48 remaining chassis of the batch as competition cars for sale to privateer racers in SCCA competition. The SCCA, having more trust in Shelby's announced intentions than the twice-burned FIA, had given Shelby legitimate status for the car in A-production, so the idea made initial sense. There was only one small problem with that. At that time an SCCA racer with the requisite $10,000 to spend on a race car needed to add only a little more and he could find a raceable

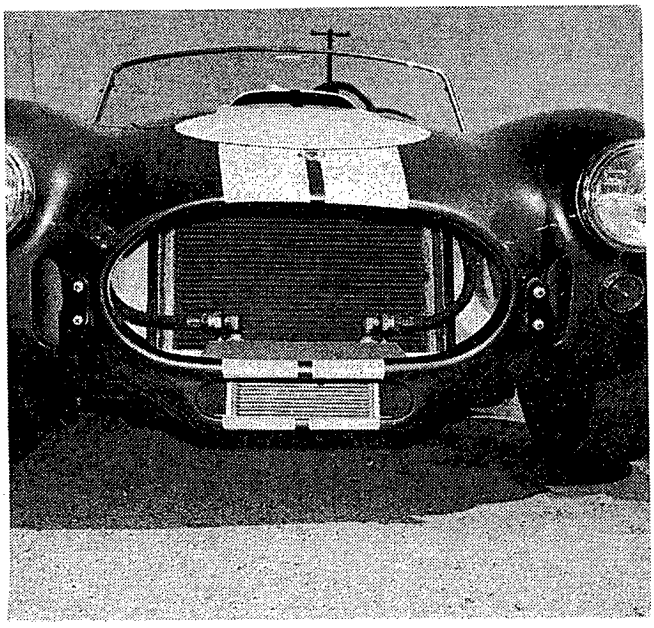


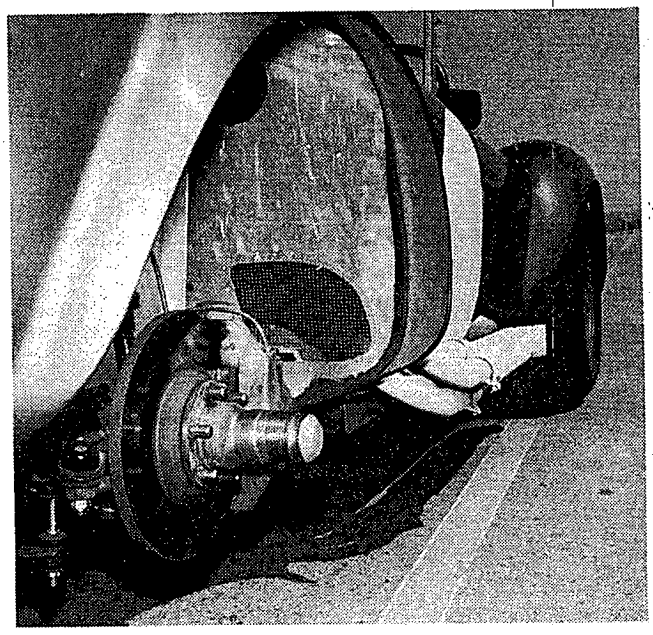
RIGHT: Although the specifications called for two smaller Holleys on the 427 S/C, the preferred wear was the single 750 CFM center-pivot Holley in a cold-air box as specified for the competition model. The street model and 428 were equipped with a pair of Ford Autolite carburetors that gave trouble on turns. BELOW: Brakes on competition and S/C models were similar to those used on the FIA model 289 and Daytona Coupes, having heavier discs and bigger calipers. Springs were also stiffer.

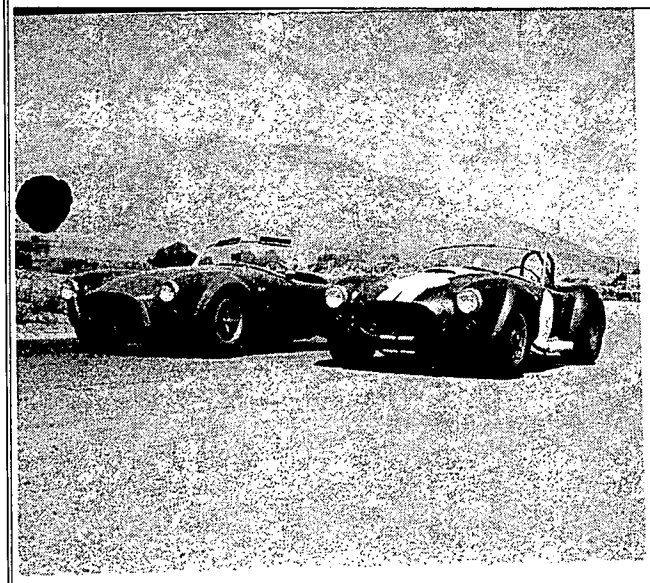
Group 7 car or, better yet, a Trans-Am "sedan" and go racing for money. As a result, there weren't enough customers for pure competition 427s to absorb more than a fraction of the batch, so the S/C was born. It had almost all of the modifications and equipment of the competition design, except for the dry sump, but was also fitted with most of the amenities and conveniences of the street-specification model. Until the advent of such exotica as Ferrari's 512 Boxer Berlinetta and the Lamborghini Countach a decade later, the Cobra 427 S/C was the fastest true production car ever offered to the general public. In all probability, a 427 S/C could, even today, press a 512 or a Countach very hard, at least over the first half-mile or until the first curve.

These first 100 "competition" 427 Cobras were fitted with bodywork that differed from the pure street models in a number of ways. Most noticeable were









LEFT: Differences between street model, left, and competition-equipped S/C are apparent here. For details see text. (Christy)

OPPOSITE BOTTOM: Competition and 427 S/C incorporated a number of modifications not needed on street versions, among them a special housing and oil cooler under the main airscoop, body cut-out for the headers, and a cooling vent from the front wheel well.

exhaust cut-outs for the external headers, oil-cooler and brake cooling scoops, a functional hood scoop, a competition fuel-filler cap on the right rear fender and a roll bar with a brace running to rear rather than to the front as in the competition 289. Unlike the two pre-production cars, the radiator opening was the large oval that first appeared on the Sebring car and which became a distinguishing feature on all 427 Cobras. Internally, the S/C was equipped with a medium-riser true 427 side-oiler engine, some of which had dual four-barrel carburetors (600 CFM Holleys), while others had a single CFM "cathedral bowl" Holley. Other standard equipment was a 42-gallon fuel tank, competition-type brake calipers with vented discs, and real Halibrand magnesium wheels, 7.5-inches wide in front and 9.5-inches in width at the rear. The delivered rear end ratio was 3.77:1 and limited slip was standard. Interior detailing was also different and such amenities as cigarette lighter, glove box and door compartments were omitted. Out of this first batch of 100 cars, very few were actually fitted as true competition cars on specific customer order. These few had NASCAR-type high-riser, single Holley-carbureted engines with aluminum heads, sodium-cooled exhaust valves, 12.4:1 compression and a 13-quart oil capacity. Most also had bronze suspension bushings, heavier front and rear sway bars and harder brake pads than standard S/C wear. At least one of these, maybe more, also had the 14-quart dry sump oil system that was seen on CSX3002.

When it came time to build the purely street type 427s, it was decided that the expensive and somewhat scarce 427 side-oiler was, just possibly, too much of a good thing and not truly necessary unless demanded by a customer. The big, bad high performance 427 was not only in demand for the Cobra but used in the NASCAR and USAC stock car programs and vital for the high-priority GT racer projects as well. As a result, a mixed bag of the older "top-oiler" 427 and the more civilized 428 engine (known as the Cobra Jet and Cobra LeMans) found their way into the street machines. These generated only about 355 horsepower, but torque was still up in the 400-plus pounds-feet range, so they still produced the pavement-ripping effect the more esoteric engines provided. Carburetion was another matter. These engines were equipped with the dual four-barrel manifold used on some S/Cs, but came with a pair of Ford Autolite carburetors instead of center-pivot Holleys. Driven sedately on the street the difference wasn't apparent to anybody other an an experienced Cobra afficionado, but if exhuberant cornering were attempted this ill-advised choice of carburetion made itself felt by starving out and cutting power just at the point of throttle application on exiting the turn. It was, to say the very least, disconcerting, and more than a little annoying.

There was, to one with a lot of varying Cobra time under the seat of his britches, something a bit lumpish about the 427 street machine. It had a lot more torque but very little, if any, more high-end horsepower than the latest 289, particularly the USRRC version, even when the latter was equipped with the single Holley instead of Webers. On demand you could lay half a tire's rubber life on the ground in a standing start, yet it failed to give the overall gusto of the 289. For that matter, the S/C, while providing that never-ending feel of continuing power and not having the failing of cutting out on hard corners, tended to lack something that the 289 had provided in huge measure. It was hard to define then, and still is now. For lack of a better word, let's call it "soul" or, perhaps an element of zest. One thing that was readily apparent was that, given the experience and practice, the 289 never felt like it would do other than as bidden. The car required a firm hand,



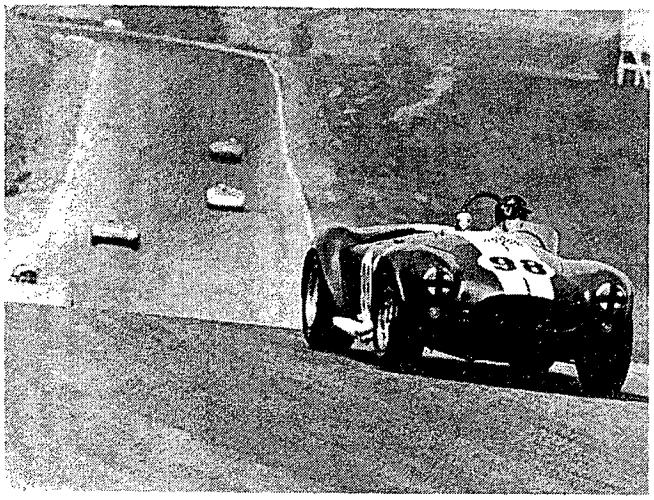
Lothar Motschenbacher in his 427 at the Laguna Seca USRRC in May, 1965. Lothar received one of the very first 427 competition cars.

confidence and practice to drive well, but never gave the impression that it would suddenly turn around and take a bite out of your knee. If you were in charge, you were indeed in charge and, provided you didn't do anything stupid, the car would do just about anything you wanted, when you wanted.

The 427, on the other hand, at least to us, felt that if it weren't watched every minute, it would do you a mischief. Not even slight errors were forgiveable or even correctible. While we never had the thing turn around and bite us, others had that experience, even those with long association with the marque. One of these was no less a personage than Al Dowd. Al was proceeding along the freeway one evening when he found his way impeded by a slower car travelling in the fast lane. He pulled over to pass and dropped down two gears, into second—normal procedure in a 289. He toed the throttle—didn't punch but toed—and suddenly found himself on the center divider headed the wrong direction. Had the divider not been sufficiently wide at that point there would have been one less 427 Cobra in the world, and possibly one less member of the Dowd clan. A 289 would simply have blasted past the slower car and proceeded on its way without further drama.

The competition record of the 427 is now chiseled in solid granite and is undeniable. They dominated the SCCA championships in A-Production for four straight years: 1965, 1966, 1967 and 1968 and then came back for an encore in 1973. There is no denying that they deserve the credit and did the deed. There is, however, a suspicion that had the SCCA not legislated the 289 USRRC model out of competition the record would still be Cobras'—but not unalloyed 427s, especially in 1965 and 1966. While the two types of cars were never allowed to race together, there are some facts that support the suspicion. One of these is lap times at various tracks, especially Riverside. For the two years mentioned, the quick laps turned in by the two types of cars were not that different. Tire improvements and driver experience widened the gap later, but in '65 the difference was practically nil. What the result would have been if, say, a Dan Gurney faced off in a USRRC of FIA 289 against a Ken Miles or a Bob Bondurant in a 427, is difficult to say. Whether the whippiness and maneuverability of the smaller car would match up the sheer power of the 427 is a subject of some fascination, particularly should the opponents of such a contest be not of world-class level but rather middle-of-the-road average SCCA contenders of regional or divisional caliber. On this kind of contest more concrete evidence is at hand.

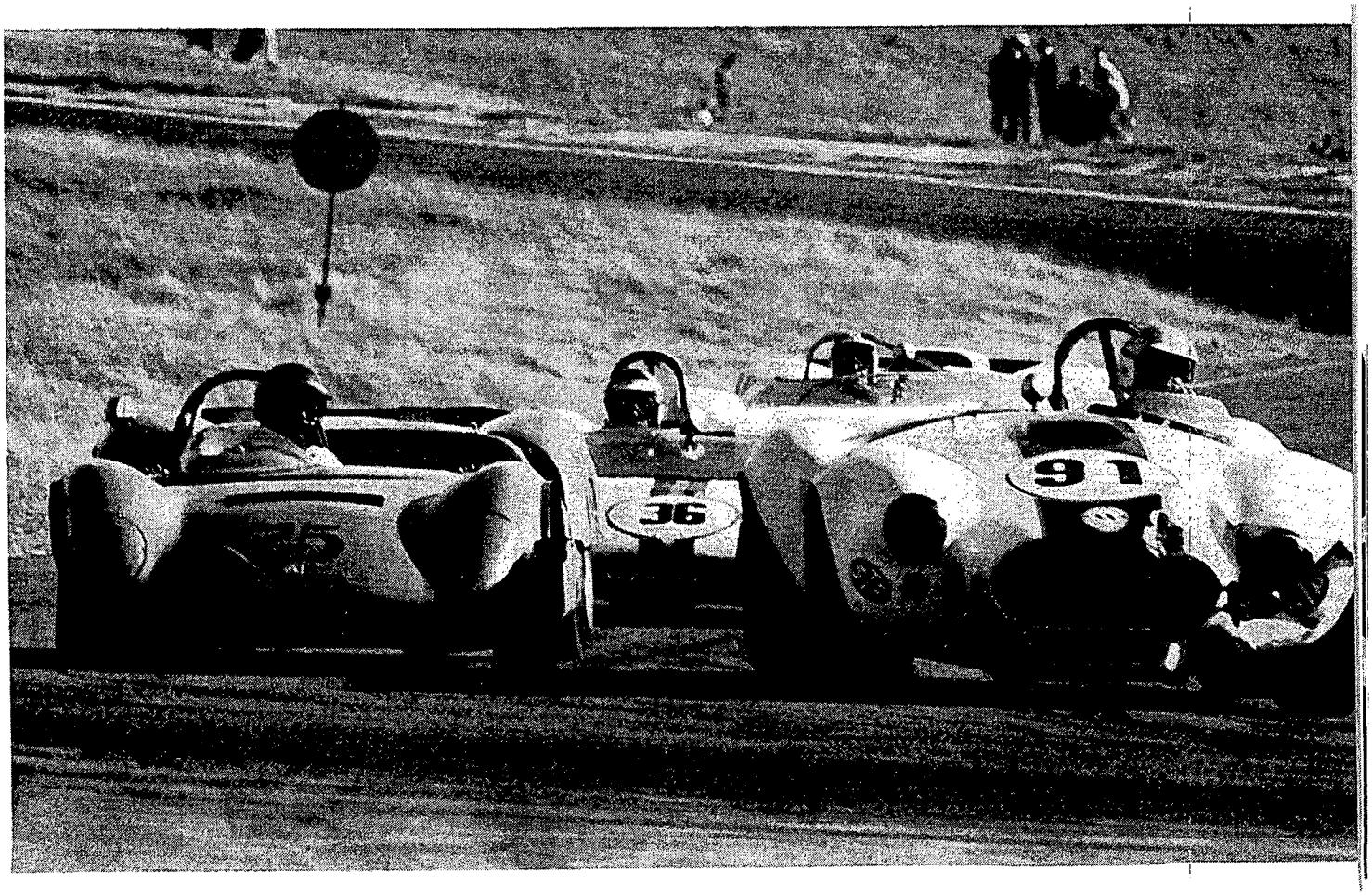
It happened one day early in 1965 at Riverside. Co-author Christy was finishing up a week of practice in a USRRC 289 equipped with a single Holley when a Shelby-American trailer appeared with one of the early competition-model S/Cs aboard. The purpose was testing and the test driver was one of Shelby's team mechanics and a sometime SCCA-caliber driver. Both drivers' skills were roughly comparable. After a few laps the two cars began to circulate the course together, gradually building up speed to lap times of about 1:40 and change. The 427 would pull out on the back straight ant the 289 would make up the difference from the last turn until it was pushing the 427 out of Turn 6 at the top of the course. From that point until the cars came out onto the straight it was nose to tail. This went on for about five laps until the Shelby man tired of being dogged and tried to get away on the short stretch between Turns 6 and 7, the latter being a severe downhill left. He squirted out of 6, crested the hill before 7 and went straight off the turn, ending up in a grassy embankment that bordered the turn at that time. The 289, still almost on his tail, made the turn with no fuss whatever in spite of the distraction. Fortunately,



LEFT: CSX3002 at the USRRC at Riverside in April, 1965. This was its first racing appearance, and it ran in the modified class against Group 7 cars. Ken Miles was the driver. BELOW: Dr. Dick Thompson (#91) shows signs of a shunt but leads a group of modified cars during the Pacific Grand Prix at Laguna Seca in October, 1965. Thompson was a DNF in the first heat and 10th in the second.

damage to the 427 was minor.

What the incident proved is arguable, perhaps, but it does tend to show that the "ultimate" Cobra, the competition 427, was not all that superior to the ultimate state-of-the-art 289 when both cars were driven by comparable drivers. That the true 427 was the ultimate Cobra in terms of straight line performance cannot be denied, and current owners of remaining examples are to be envied. However, the personal preferences of the authors remain solidly locked in place; the best of the 289s simply had more pure, unadulterated soul. Owners of remaining examples of these are to be twice-envied—market price not withstanding.



9 The Cobramen

Bill Krause: *Shelby American's first factory team driver. Left Shelby after Nassau, 1962, for Chevrolet contract that never materialized. Now one of California's most successful Honda dealers.* (Tronolone) ***Dave MacDonald:*** *Joined Shelby American in February, 1963, and never looked back. His raw talent and tremendous desire took him to the top in a way few people can imagine. Killed in a fiery second lap crash during the 1964 Indianapolis 500.* (Veovich) ***Ken Miles:*** *Joined Shelby American in February, 1963. One of the finest Porsche drivers in the world, his many and highly polished skills added a very special dimension to the Shelby American program. He died at Riverside*

THERE'S ABSOLUTELY NO DOUBT we live in an era of miracles, high tech miracles. Take microbes and bacteria, for instance. Not too long ago such a thing as a large oil-spill was accounted a disaster, not as much for the direct monetary loss as for the inevitable nasty damage to shorelines and ecosystems. About all that could be done was to dab ineffectually, wring hands, and try to prevent future occurrences. In the not-too-distant future, thanks to research into recombinant DNA, they will simply pour a sort of soup over it and the oil will disappear, turned into biodegradable biological waste. The soup will be a culture of bugs with an appetite for petroleum and that will be that.

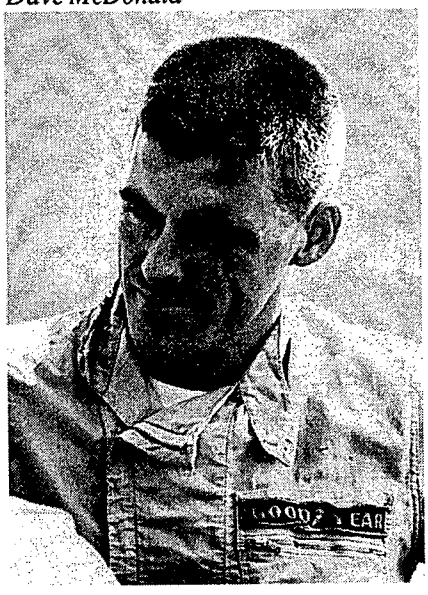
Then there is the microchip. We're more familiar with that one; it has completely invaded our daily lives in pocket calculators, watches, toys and computers we can carry in a briefcase, doing the job of devices that, less than 20 years ago, would have taken an air-conditioned room to accommodate. Such chips have also brought us the industrial robot.

Given a sufficiency of such robots, it is possible to set up a production line into one end of which you feed the requisite raw materials. Then you press the right buttons in proper sequence and watch while the robots go *pocketa-pocketa* and *queek-ZAP* and the line begins to spit hundreds of little econobox cars out the far end, like so many aspirin tablets pouring out of a pill-press. Because there is little or no room for human error these econoboxes perform efficiently and well in their function of transporting the human body from point A to point B and back again. They use a minimum amount of fuel, require a minimum amount of care and maintenance, take up little space and are relatively affordable. They are, in short, "people transportation modules," and they are utterly dull. No pleasure whatsoever

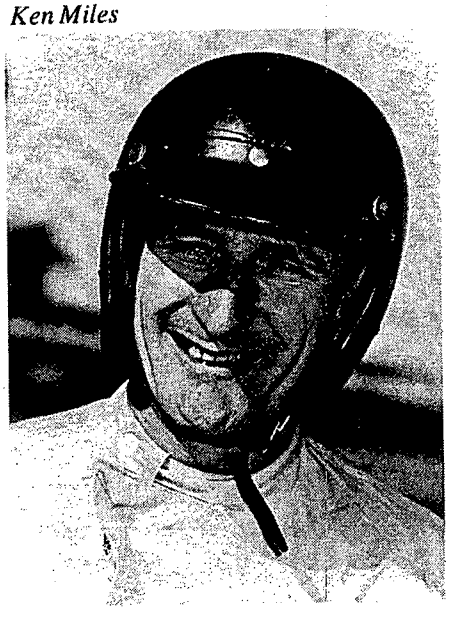
Bill Krause



Dave McDonald



Ken Miles





Dan Gurney



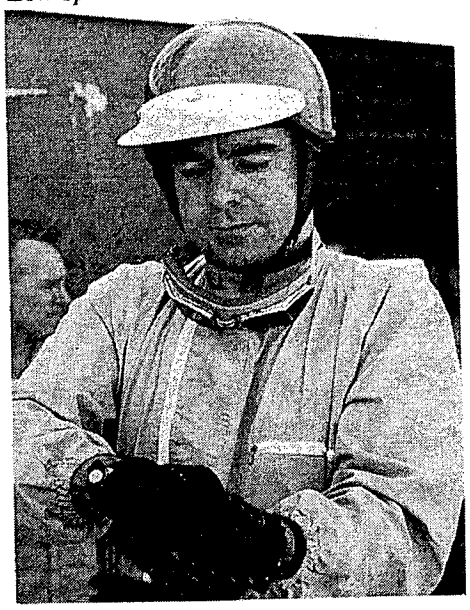
Skip Hudson

in August, 1966, while test driving the Ford J car. ***Skip Hudson:*** *A protege of Dan Gurney and a veteran of big bore West Coast racing. Drove for Shelby at the 1963 Daytona Continental where he ran strongly until put out of the race with a blown flywheel.* ***Dan Gurney:*** *Drove his frist race for Shelby American at Daytona in 1963. One of the world's greatest all-around drivers, he won at virtually every type of racing he ever attempted. Dan runs All American Racing in Costa Mesa, California, and builds Indianapolis cars.* ***Glenn "Fireball" Roberts:*** *One of stock car racings' greats and probably the finest super-speedway driver of the era. He co-drove a Cobra at Sebring with Dave*

Phil Hill



Lew Spencer



Bob Holbert



Glenn "Fireball" Roberts



Bob Bondurant

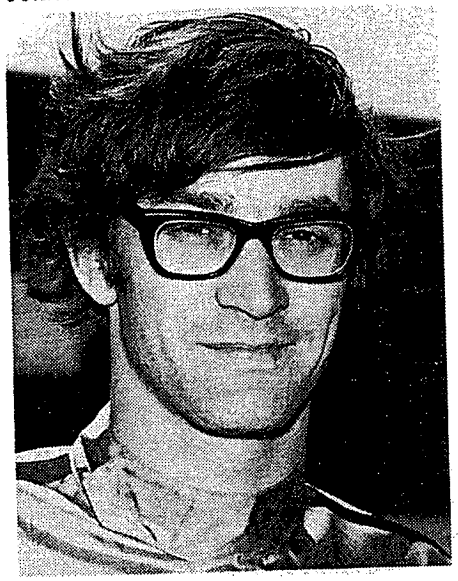


MacDonald in 1963. Killed in a crash at Charlotte in 1964. ***Phil Hill:*** *Drove his first race for Shelby American at Sebring in 1963. America's first World Champion continued to drive for Shelby when his Grand Prix schedule permitted. Phil is now a partner in Hill & Vaugn in Santa Monica, California, known for superb restoration.* ***Lew Spencer:*** *Drove his first Cobra at Sebring in 1963 and continued in selected events. He was the first driver of the competition Sunbeam Tiger. General manager of High Performance Motors in El Segundo and Los Angeles.* ***Bob Holbert:*** *Became a regular team driver in April, 1963, and along with MacDonald and Miles helped to make Cobra a dominant force in GT racing. A world class Porsche driver prior to joining Shelby, Bob runs a Porsche dealership in Warrenton, Pennsylvania, and manages son Al's Can-Am racing team.* (Biro) ***Bob Bondurant:*** *Joined the team in mid-1963. Was the backbone of the FIA effort for 1964 and 1965 and probably the driver most responsible for the World Championship in 1965. Now famous for his high performance driving school outside of San Francisco.* ***Frank Gardner:*** *One of Australia's best sports car drivers, he drove his first race for Shelby at Nassau, 1963.* (LAT) ***Bob Johnson:*** *Began driving Cobras for Shelby at Daytona in 1964 where he teamed with Dan Gurney. One of the most successful privateers that Shelby American had. Bob runs a catering service in Columbus, Ohio.* ***Jo Schlesser:*** *Very instrumental in winning the FIA World Title, he drove most of his races in Europe. Jo was killed at the French Grand Prix in 1968 while driving a Honda F1 car.* ***John Morton:*** *The first race shop employee to get a Cobra team ride. He co-drove the 427 prototype at Sebring in 1964 with Ken Miles and teamed with Joe Freitas at Bridgehampton later on. John is now driving Can-Am cars.* ***Jerry Grant:*** *Drove his first race for Shelby American at the tough Targa Florio in 1964. Always at his best when teamed with Dan Gurney.* ***Innes***

Frank Gardner



John Morton



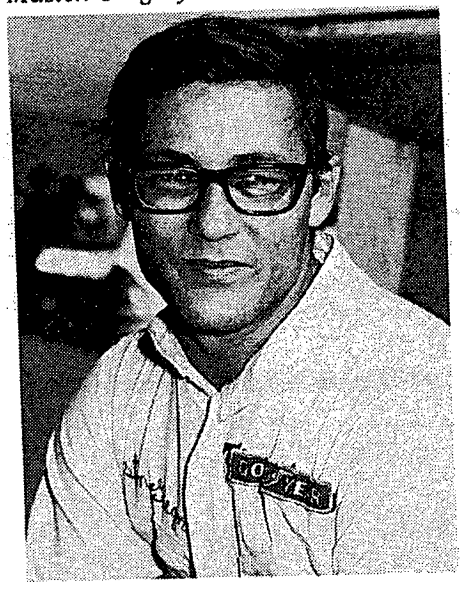
Jerry Grant



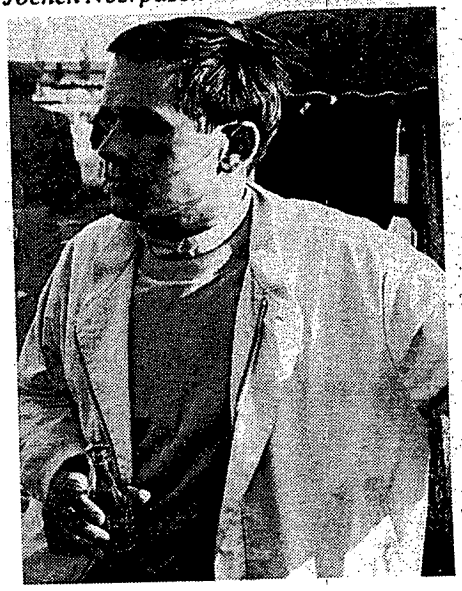
Innes Ireland



Masten Gregory



Jochen Neerpasch





Bob Johnson



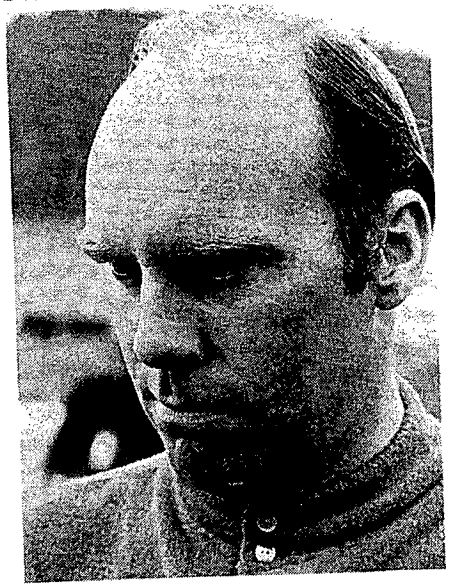
Jo Schlesser

Ireland: *Another of the top Grand Prix stars to be signed by Shelby. Drove his first Cobra at the Targa, 1964, and then at Rheims. Later he became very involved in the GT 40 program.* (Veovich) ***Masten Gregory:*** *One of America's first GP drivers, Masten drove the 1964 Targa for Shelby American and then became one of the original Ford GT drivers. Gregory was fearless, had many close calls and drove virtually every type of car built in that era.* ***Jochen Neerpasch:*** *Started for Shelby American at Spa in 1964. This fine German driver contributed a great deal to the Cobra's success in Europe in 1964 and 1965. Until recently manager of BMW Motorsports.* ***Chris Amon:*** *One of the fine*

Chris Amon



Dick Atwood



Jo Siffert



Maurice Trintignant



Ed Leslie



Jack Sears



drivers from New Zealand, joined Shelby at LeMans in 1964. Heavily involved in the Ford GT program. ***Dick Atwood:*** *One of England's top drivers drove Cobras both for Shelby and Alan Mann. Also was involved in the Ford GT from the beginning and was one of the original Lola Ford drivers.* (LAT) ***Jack Sears:*** *Another Englishman involved with the Cobras. He drove for Shelby, Mann and Willment Racing and had a successful career in these cars.* (LAT) ***Jo Siffert:*** *The front rank Swiss Grand Prix driver came to Shelby American as a hill climb specialist in 1964. One of the world's most popular drivers, he was killed at Brands Hatch in 1971.* (Tronolone) ***Ed Leslie:*** *Known as one of California's finest Formula-car drivers, he became a member after the death of McDonald and the Holbert retirement. He contributed much to the American success of the Cobra racing team. Ed runs Leslie Motors in Monterey, Calif.* ***Maurice Trintignant:*** *The French star drove Ford of France Cobras when his schedule allowed, and a Shelby entry at the Tour de France in 1964.* ***Skip Scott:*** *Drove a few races for Shelby in 1964, most of the time one of the leading independent Cobra competitors in the U.S. In 1965 he formed the Essex Wire Team and campaigned Cobras and Ford GTs.* ***Charlie Hayes:*** *Campaigned Cobras as a major independent and drove the Lang Cooper in 1965.* ***Ronnie Bucknum:*** *Another California driver who made good, first with Max Balchowsky in "Old Yeller." Drove roadsters for Shelby in 1964, and best known for his Honda Formula 1 GP driving.* ***Richie Ginther:*** *Drove only one race for Shelby American in 1964 in a King Cobra at the Times Grand Prix, but responsible for much of the testing for the 1964 series King Cobra. A Shelby American Ford GT driver in 1965.* ***Parnelli Jones:*** *Indy winner in 1963, he made a smooth transition to sports car racing when he joined Shelby, winning his first race—the Times*

Skip Scott



Charlie Hayes



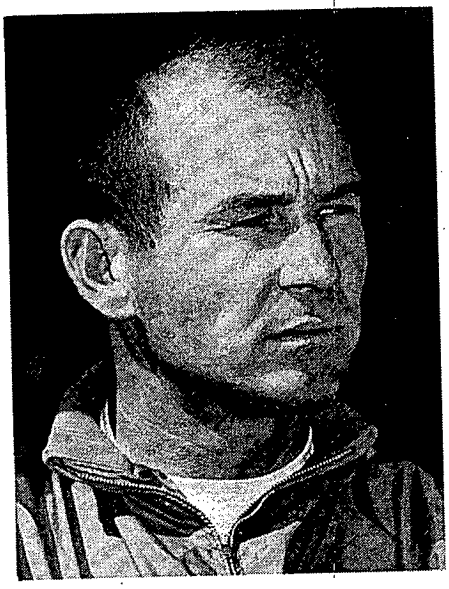
Ronnie Bucknum



Richie Ginther



Parnelli Jones



GP at Riverside. ***Allen Grant:*** *Another Shelby employee who got his chance, and became a mainstay of the 1965 FIA team. He presently owns a construction company in Modesto, California.* ***John Timanus:*** *John was another Shelby American employee who was given a ride in 1965 at Daytona. John was the Chief Driving Instructor of the Shelby Driving School and a well-respected under-two-liter driver in West Coast events. John is now the SCCA Technical Chief.* ***Hal Keck:*** *One of the top Cobra campaigners on the East Coast, Keck joined the team for Daytona in 1965 and shared in the GT win with Jo Schlesser.* ***Rick Muther:*** *Drove at Daytona in 1965 but Group 7 and Indianapolis commitments prevented him from continuing with Shelby American.* ***Tom Payne:*** *Joined the team in 1965 at Daytona and was Bob Johnson's co-driver for selected events of the 1965 FIA schedule. He was Shelby American's resident clown and even drove a race in a tie and tuxedo.* ***Jim Adams:*** *Drove for Shelby American at Sebring in 1965 with Lew Spencer. Jim was one of the top West Coast SCCA production drivers at the time.*

Allen Grant



John Timanus



Jim Adams



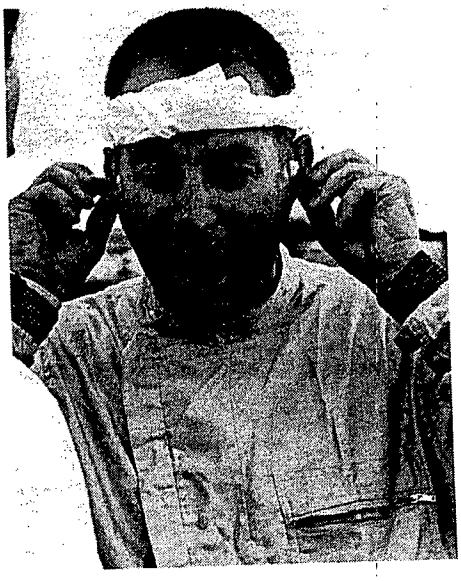
Hal Keck



Rick Muther



Tom Payne



Sir John Whitmore: *Made his name driving Mini Coopers, Lotus Cortinas and Lotus Elans. Drove a Cobra for Shelby in the 1965 European FIA races and contributed much to the success.* (LAT) ***Dr. Dick Thompson:*** *A Washington, D.C., dentist who won fame as a fast Corvette driver, joined the Shelby American Team in 1965 for selected events. Also ran a 427 cobra for Essex Wire.* ***Peter Revson:*** *America's fine Can-Am and Grand Prix driver, Peter drove the Shelby Racing McLaren in the 1968 season. Killed at the South African Grand Prix in 1974.* (Tronolone) ***Phil Remington:*** *Builder, fabricator, engine man, practical engineer, experimenter—you name it and he can do it and do it well. He's still doing it for Dan Gurney's All-American Racers.* ***Pete Brock:*** *Driving instructor, general assistant, public relations man, artist and, most important, designer. He was Shelby's first employee.* ***1963 Sebring Crew:*** *(Left to right Mike Smith, Bruce Burness, Carroll Shelby, Don Pike, Al Dowd and Ole Olsen. This was the only time tha the team uniform ever consisted of the famous Shelby bib overalls.* ***The Team:*** *Seen at the first Cobra race in Europe, the Targa Florio in*



Phil Remington

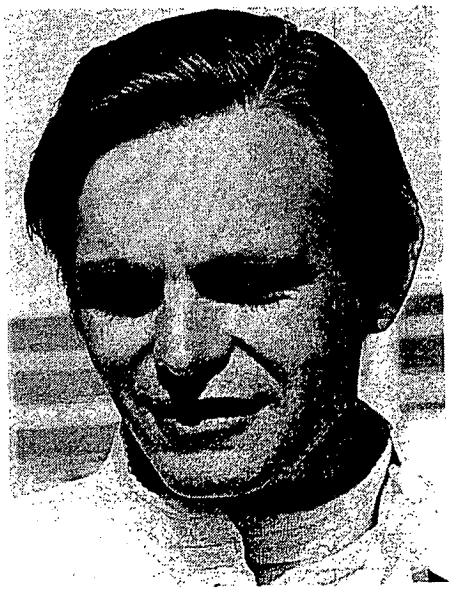
Sir John Whitmore



Dr. Dick Thompson



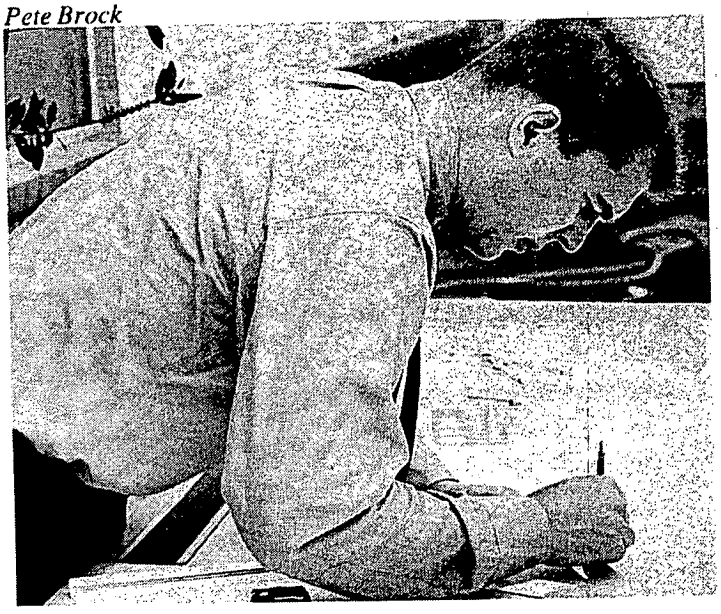
Peter Revson

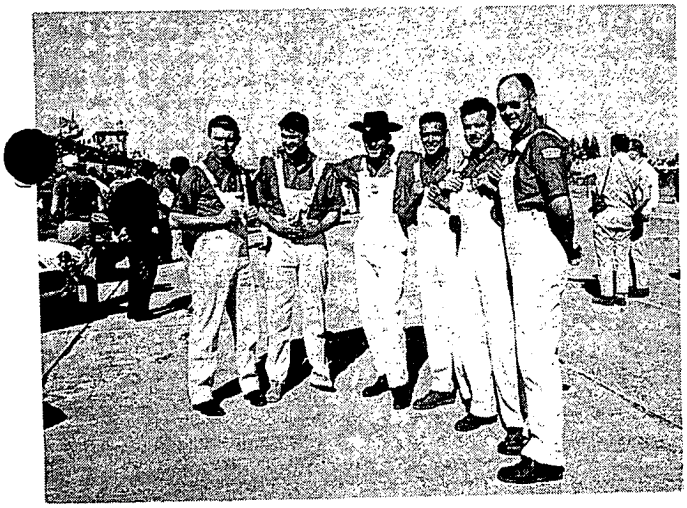


Cecil Bowman and Ken Miles



Pete Brock





The 1963 Sebring Crew

1964. (Left to right) Jack Hoare, Jim Culleton, Al Dowd, Mark Popov, Masten Gregory, Dan Gurney, John Ohlsen, Bob Bondurant, Phil Hill, Arena Coco and seated is Jerry Grant. (Bernard Cahier)
When Shelby Speaks: *Everyone listens, well almost. This is the team meeting at Sebring in 1965. (Left to right) Ken Miles, Allen Grant, Al Dowd, Bob Johnson, Ray Geddes, John Wyer, Peyton Cramer, Bob Bondurant, Phil Hill, Carroll Smith, Carroll Shelby, Richie Ginther (asleep), Bruce McLaren and Jim Adams.*
Cecil Bowman and Ken Miles: *A technical discussion in front of the Shelby American dyno room in 1964.*

comes from driving them other than a bare freedom from that ideal of the people-planners, public transportation. Built by robots, they function like robots—or appliances—with the same amount of attraction and charm as a radar oven, dishwasher or refrigerator. In sum, they are not *cars*. They are, most emphatically, not *sports cars*.

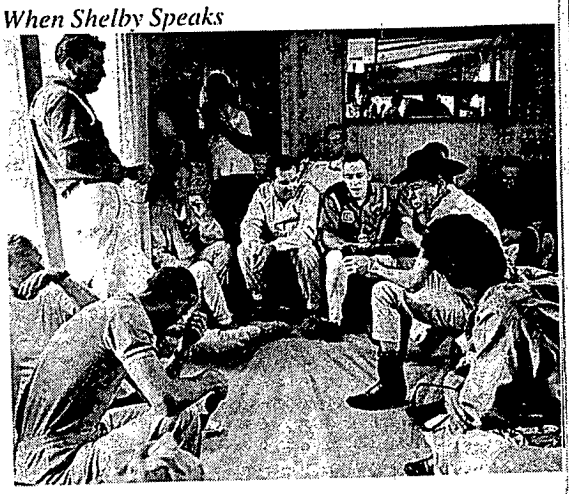
To build cars you need people and to build special cars you need special people. No matter how good a car design is, no matter what its potential, the design is still an inanimate series of lines on paper and then only a pile of bits and pieces—until you add the people with the will and skill to assemble and make it go. For the few very special cars that have appeared in the 80-odd years of this century you need very special people indeed. To begin with, there must be a very special individual to plan it and push it to reality and, most of all, to gather and lead the other talented people who can bring it to completion. Such men as Ferdinand Porsche, Enzo Ferrari, Colin Chapman—and Carroll Shelby. All share unique talents and, among these, perhaps the most important is the ability to attract and motivate the skilled artisans and craftsmen who can bring their dreams and plans to completion. In so doing, they produce cars that remain fond memories to former owners and desirable property for generations after they have run their normal course, to be collected and cherished into the forseeable future.

The Cobra was, of course, one of these and it was Carroll Shelby who dreamed it and whose energy and leadership, not to mention native entrepreneurial ability, made the car a reality. But he didn't do it alone. Perhaps more than the other dream-builders mentioned, his greatest asset was the ability to attract—and keep—the artisans who made the Cobra a legend, not simply a sports car. It was a unique group of individual-

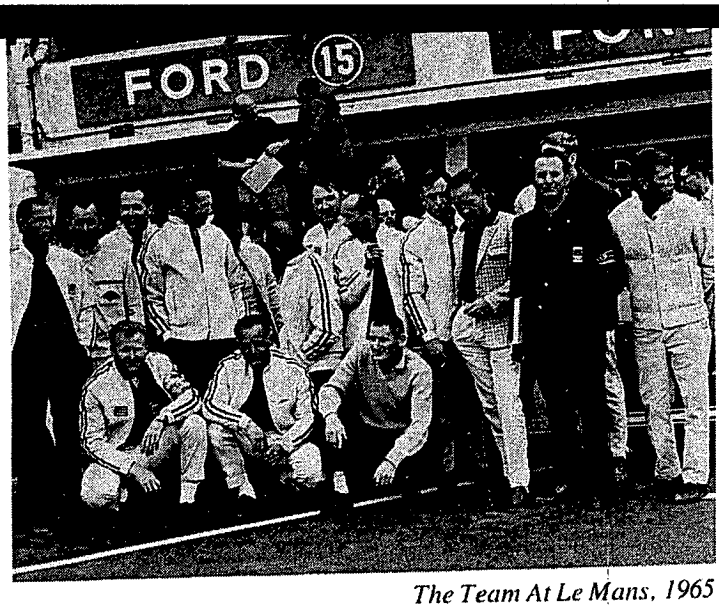
The Team In Europe, 1964



When Shelby Speaks



The Team at LeMans in 1965: *(Left to right) Dick Thompson, Bob Bondurant, Umberto Maglioli, Jack Sears, Bruce McLaren, Guy Ligier, Jo Schlesser, Maurice Trintignant, Chris Amon, Innes Ireland, Dan Gurney (hidden), Ron Bucknum. Sitting: Allen Grant, Bob Johnson and Ken Miles.* (Cahier) ***Al Dowd:*** *The ex-Coast Guard Chief Warrant Machinist who, as Racing Manager and Competition Director, managed to keep all the talented people working together as a team.* ***Peyton Cramer:*** *The Shelby American General Manager always worked to help the racing program improve.* ***Strategy Session:*** *Phil Remington, Shelby, Ken Miles and Dave McDonald at Sebring, 1964.* ***Phil Hill***

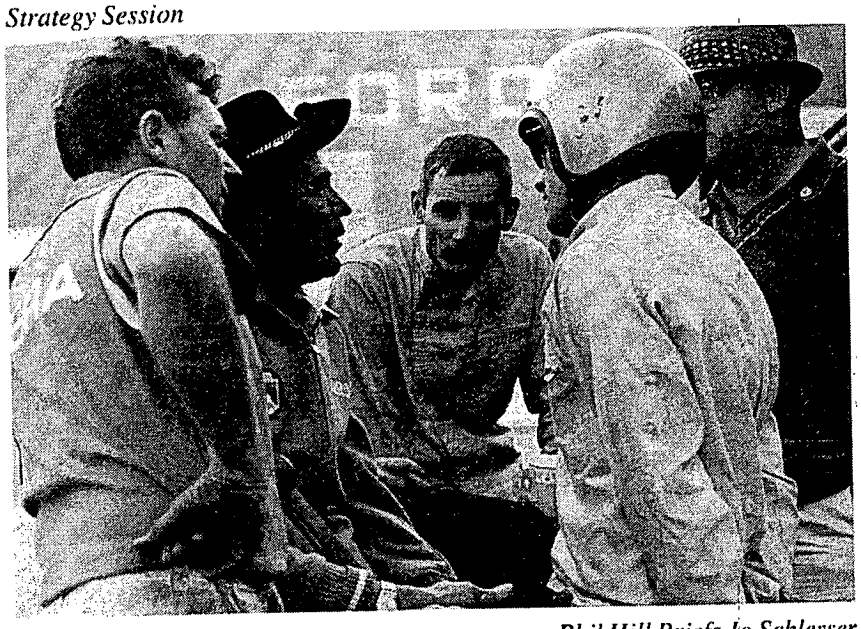


The Team At Le Mans, 1965

Carroll Shelby



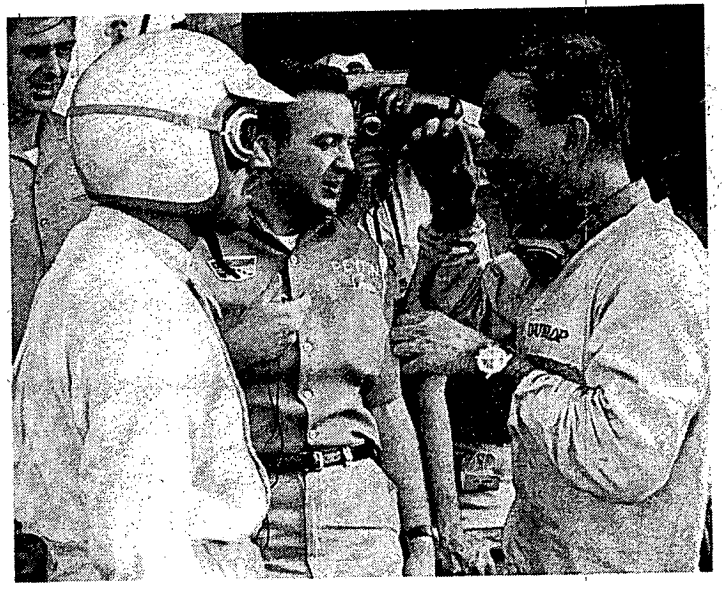
Strategy Session



A Shelby Helper



Phil Hill Briefs Jo Schlesser



Briefs Jo Schlesser: *A driver change at the 1964 Sebring Race. Peyton Cramer is in the background.* ***Carroll Shelby*** *seems to be being consoled by former Aston Martin teammate Stirling Moss.* ***Bob Johnson*** *seems to be telling Bob Holbert and Dave McDonald that they better turn left at the end of the Daytona straight—or else!!* ***Bob Bondurant and Lew Spencer:*** *With their two mechanics, Mark Popov and Lynn Brewer, at Sebring, 1964.*
A Shelby Helper: *Asleep between a beer and a sandwich at Le Mans, 1965.*

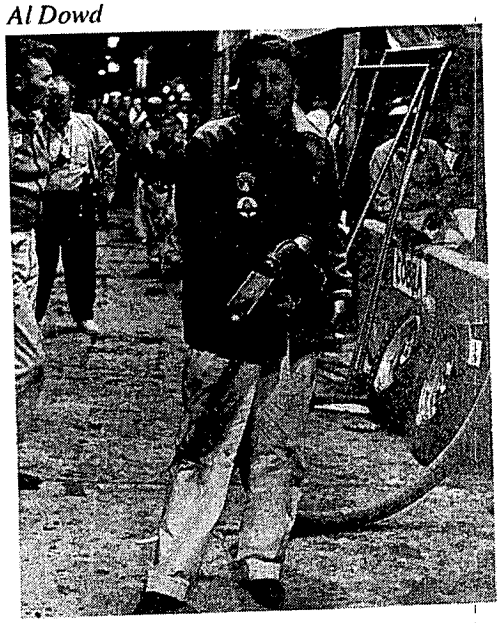


Motorcycle Prowess

Bob Johnson



Al Dowd



Bob Bondurant and Lew Spencer



Peyton Cramer

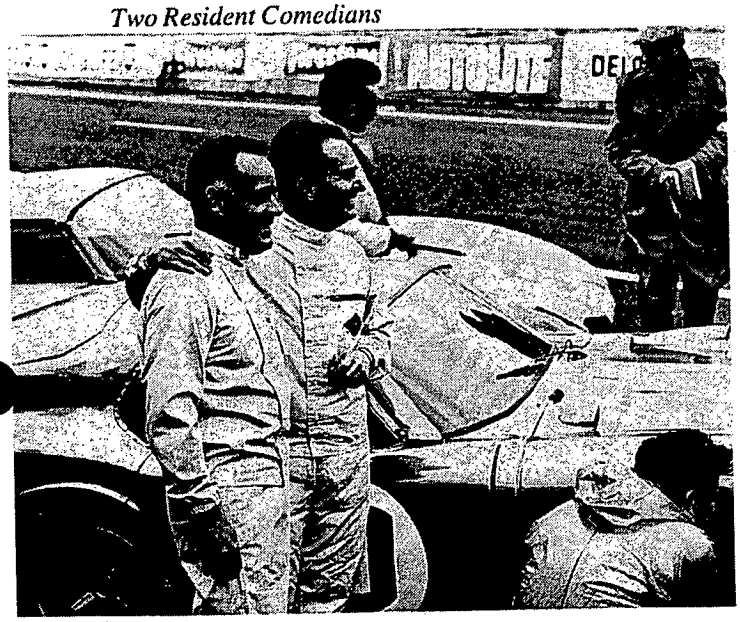




Cobra T-shirt ad: *This one was seen at Riverside.* ***Bob Holbert:*** *relaxes with his ever-present cigar between driving stints at Daytona, 1964.* ***Work Break:*** *Taking a break at the Venice racing shop are Jim Culleton, Gail Bowman, Wally Peat and Glen "Red" Rose.* ***Dr. Dick Thompson (left) and Jack Sears:*** *They drove the only Cobra to finish at Le Mans, 1965.* (Ford) *Carroll Shelby underway at Daytona.* ***Dick Atwood and Sir John Whitmore:*** *Discussing the hazards of the treacherous Nürburgring.* (Kurt Wörner) ***Two Resident Comedians:*** *Bob Johnson and Tom Payne clown for a camera at Le Mans.* (Ford)

Cobra T-shirt

Two Resident Comedians



Dr. Dick Thompson and Jack Sears



Bob Holbert



Dick Atwood (left) and Sir John Whitmore

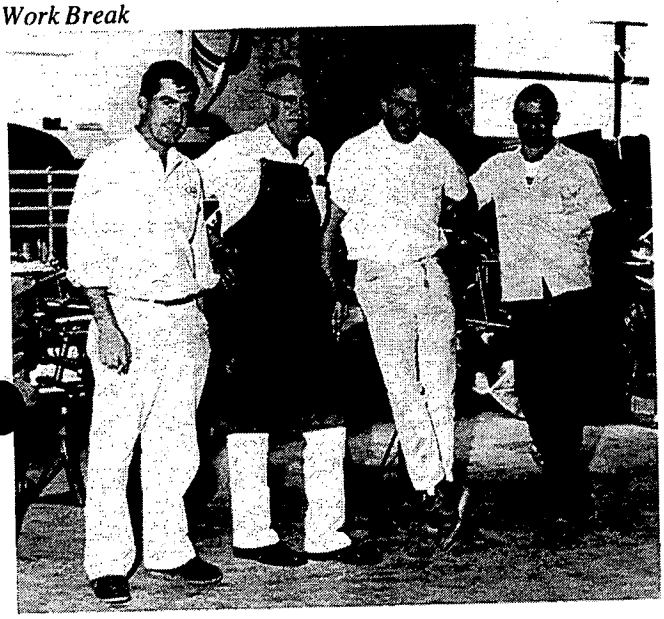


Shelby, Bondurant and Jim Clark: *At Sebring, 1964.* ***Ray Geddes, Shelby and Leo Beebe (L to R):*** *The big three of the Ford Racing Program in front of the Shelby plant at Los Angeles International Airport in June, 1965.* ***Carroll Shelby and Ed Leslie:*** *A conference prior to the start of the 1965 Sebring.*



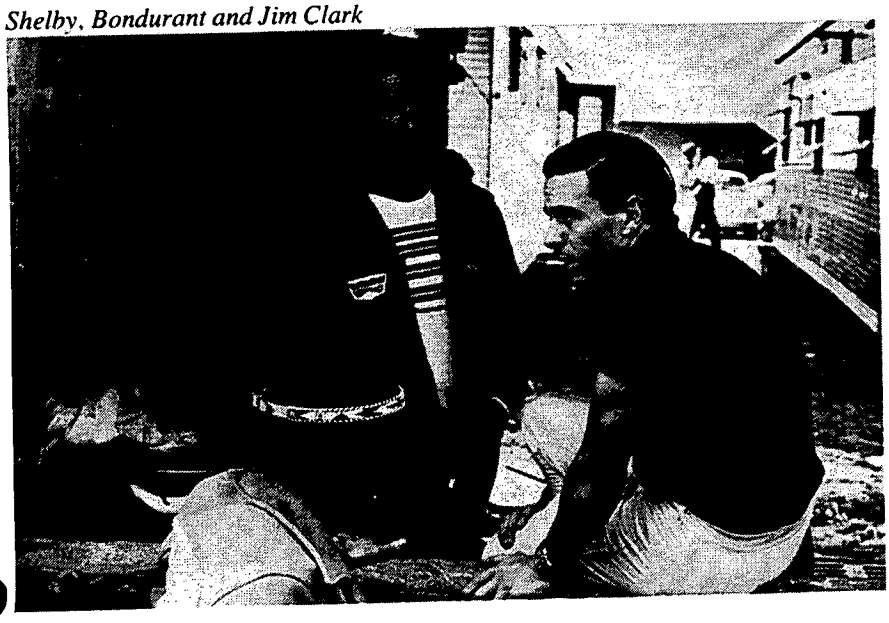
Ray Geddes, Shelby and Leo Beebe (L to R)

Work Break

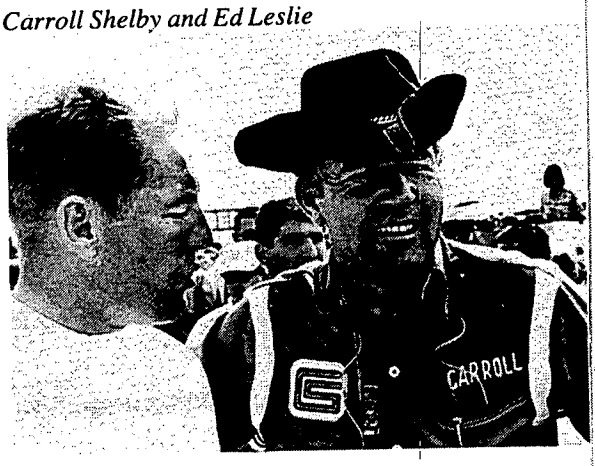


ists, for the most part men used to working alone or on small racing teams. All, or almost all, were multi-talented—a crew of renaissance men, if you want to put a tag on it, and recruited individually. The mechanics could, for the most part, drive almost as well as the regular drivers and the drivers were, in the main, mechanics or material fabricators of skill, surpassing skill in the case of Ken Miles. No other team of world class stature has ever been quite like the Cobra team, and we're not likely to ever again see the equivalent. Here, then, is the roster of the men behind the Cobra legend.

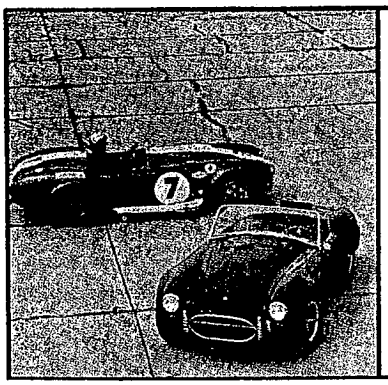
Shelby, Bondurant and Jim Clark



Carroll Shelby and Ed Leslie



AVERY



427 COBRA

if they drove these in Heaven, everyone would be dying to get in

On January 27, 1965, Carroll Shelby officially raised the curtain on the new 427 Cobra roadster at a special press introduction at Riverside International Raceway. This car was soon being described as the 'ultimate' high performance car and fulfilled Shelby's desire to build the 'fastest production car in the world.' Quite an accomplishment in just four years. The past had seen other cars like it in concept, but nothing like it in intensity. It immediately made comparisons worthless and surely added brilliance to the Shelby legend.

The 427 Cobra was probably the car that Carroll Shelby would have liked to build instead of the 289. The leaf spring Cobra was merely a starting point. The 427, or coil spring Cobra, was the evolution of that idea. It represented the full potential of a lightweight, aluminum-bodied, tubular framed V-8 roadster. In fact, it was so successful that it was probably the singlemost element responsible for its own demise. With a weapon so fearsome in Shelby's arsenal, what would he have gained by producing something faster or more powerful — even if the creeping federal bureaucracy would have permitted it? Precious little, when he was his own competition. Shelby held the line with this car and rather than emasculate it, he decided to simply cease all production while the car was at its zenith.

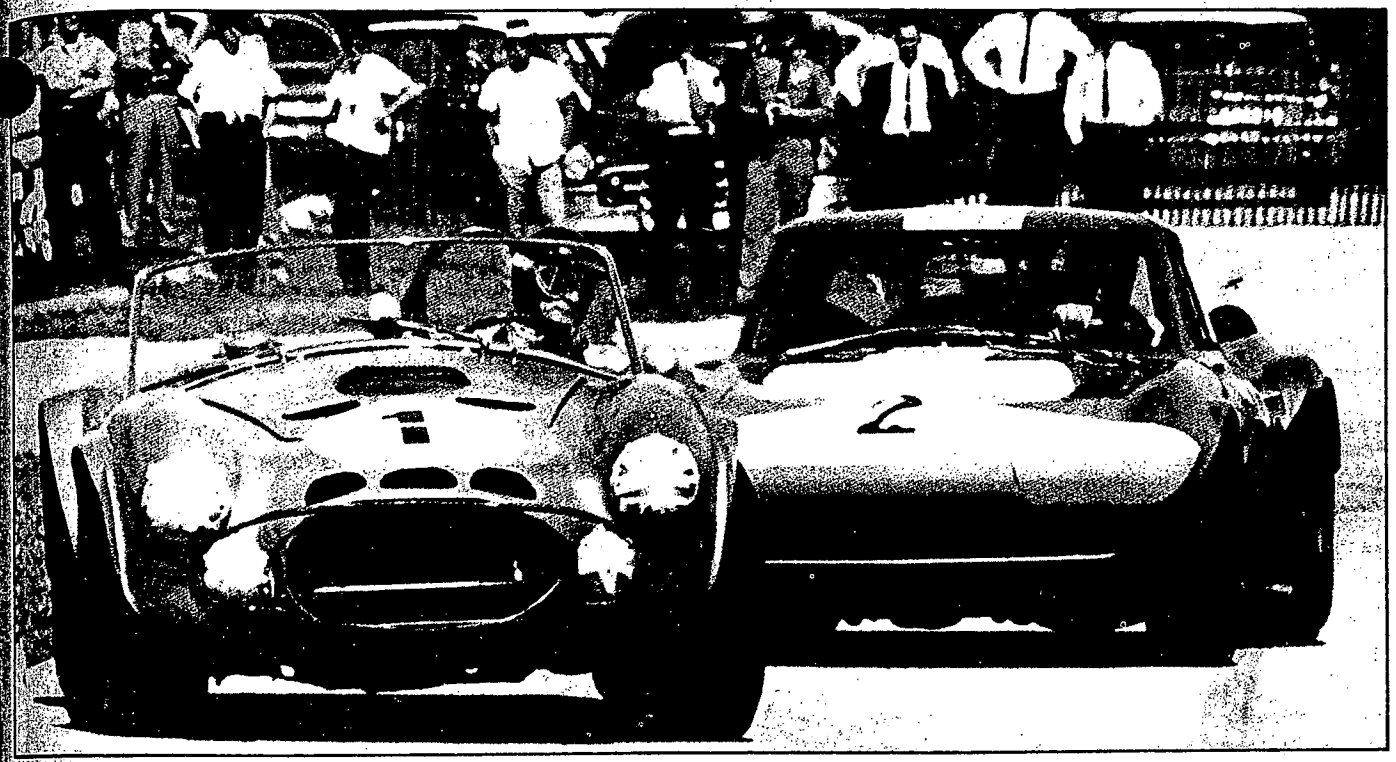
Back in 1961, Shelby didn't have the money, resources or the influence to build a car of his own design. Necessity forced him to take an already existing engine and couple it to an already existing car. After his continued success, and a whetting of the gargantuan Ford Motor Company's appetite for performance and racing victories, Shelby was in a position to create a successor to the original Cobra. Few parameters forced him to conform to previous specifications and what emerged as the 427 Cobra roadster was the end result of two seasons of 'lessons learned' in actual competition and a quantum leap forward in racing technology. True, the body shape looked much the same, but that, too, was by choice. Virtually everything under the skin was new and improved.

The 427 Cobra was initially designed to replace the 289 leaf spring Cobra, both in domestic sales and in international competition. By the end of the 1964 racing season, Shelby-American, with their team of Cobra Daytona Coupes and FIA Competition Roadsters, had come to within inches of wrestling the World Manufacturers Championship away from Ferrari. This was not merely a title that Ferrari had won — it was the title that Ferrari literally owned. For the previous twelve seasons, Ferrari had walked away with the trophy each year. Had it not been for some fast-talking political shuffling by *Il Commentatore*, Shelby's Cobras would have ended that in 1964. However Ferrari succeeded in having the Monza Three-Hour 'Coppa-de Europa' cancelled and thereby prevented the Cobra team from getting enough FIA points to beat him.

Shelby and the rest of the Cobra team returned from Europe smarting. They were determined that the 1965 season would be theirs — regardless of what cars Ferrari chose to compete with. No top-flight racing team can remain stagnant for any period of time and Shelby-American was no exception. If the small blocks came close, a big block Cobra would win. The 427 Cobra actually had four prototypes that were separate and distinct from each other. Together they evolved into what the 427 Cobra became.

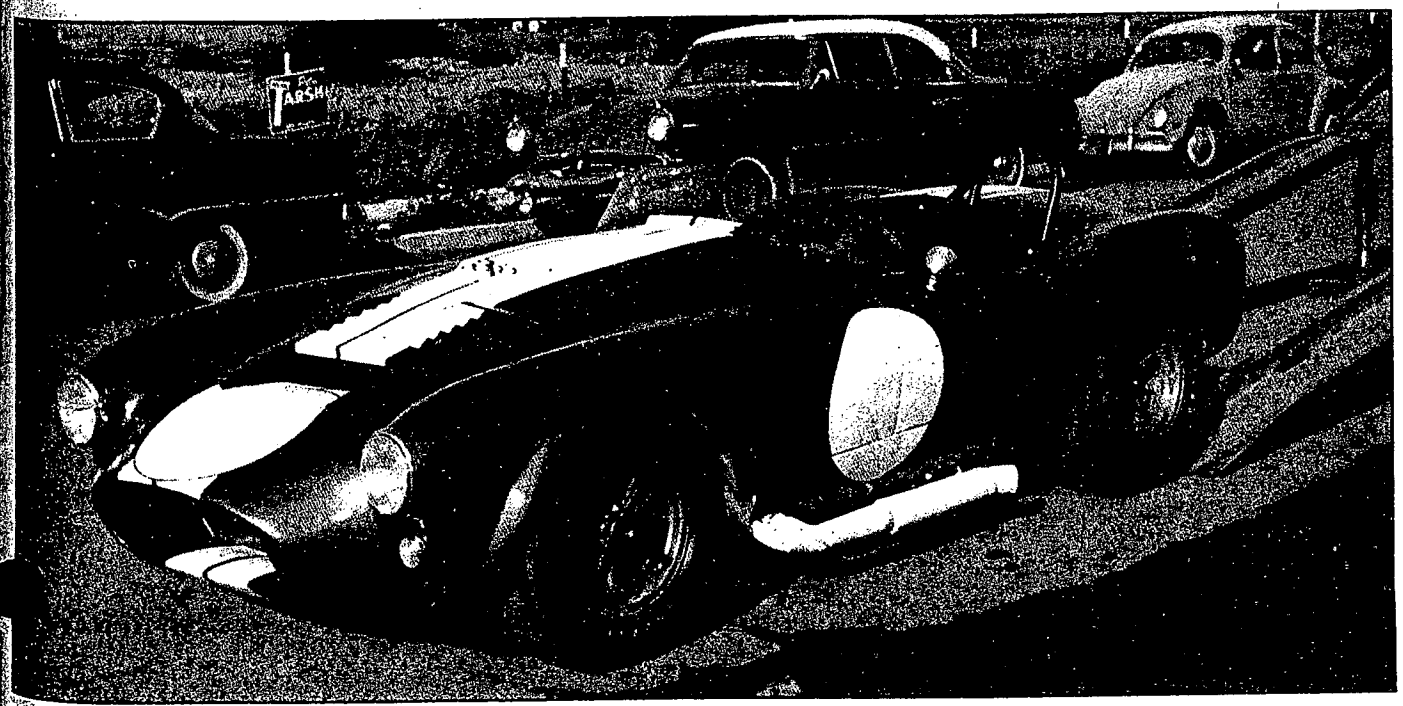
The first of these 'prototypes' appeared in March, 1964, at the Sebring 12-Hour Endurance race. It really didn't cause much of a splash — for two reasons. First, because it crashed in practice, and second, because it was totally eclipsed by the 289 Cobra Daytona Coupe — which had caused such a stir a month before at its introduction at Daytona. In doing so, the coupe weighted the scales in favor of aerodynamics and against gigantic horsepower increases. More horsepower wasn't needed — just maximum utilization of what was already there. But the red #1 Cobra at Sebring driven by Ken Miles, was something else! Where the Weber-inspired 289s had a throaty mid-range wail, Miles 427 prototype had a bellowing roar that literally shook the other cars as it blasted past them.

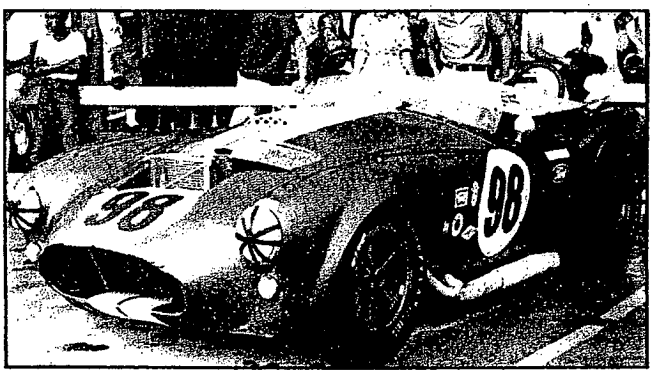
With almost a hundred more horsepower on tap than the 'regular' competition Cobras — and stuffed into the same chassis — it was no wonder that Miles had difficulty holding the car on the track. He spun in practice and managed to smack the only tree for what seemed like fifty miles. Subsequent all-night pounding failed to permit the car much more than a few laps on race day before it succumbed. But the seed had been sown, and Miles — a force at Shelby American — was the farmer.

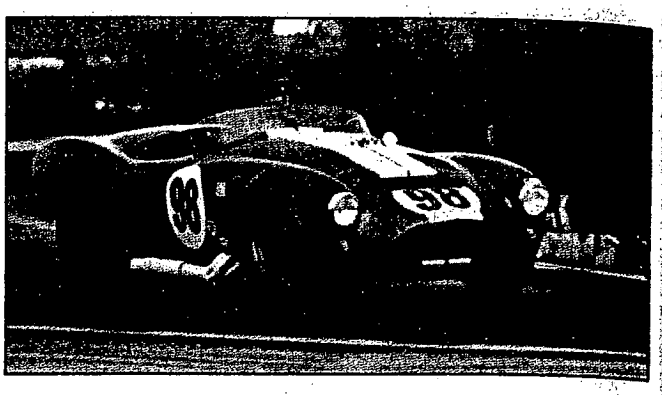


The first 427 Cobra prototype was actually a 289 leaf-spring Cobra with a NASCAR 427 engine stuffed between the frame rails. CSX2166 was sitting around Shelby American when a bench-racing session brought up the subject of more horsepower for the 289 Cobra. They were already getting 380 and that was about the limit if reliability was needed. But, someone pointed out, a 427 Ford could put out 480 without breaking sweat. That led Ken Miles to stuff one in the nearest 289 Cobra . . . CSX2166. The car was tested at Riverside and was fast. A decision was made to bring it to Sebring, in March of 1964. Miles shared the drive with Shelby American mechanic and welder John Morton. Holes in the nose and leading edge of the hood were required to keep the beast from overheating.

The second 427 Cobra prototype was another 289 leaf-spring Cobra. It was a radically modified Cobra whose strong suit would be its light weight: about 1600 lbs. Originally powered by a 390 engine, it received a 427 by the time it was shipped to Nassau in December of 1964 to lock horns with the Corvette Grand Sport. It was called the "Flip-Top" because the front hood/fenders and the rear trunk/fenders — both one-piece sections — were hinged to flip open. It was another Ken Miles special and was quickly dubbed "the Turd" by crewmembers. Its serial number was CSX2196.







The second 427 prototype came to be known as the 'Flip Top' Cobra. Developed in late 1964 and raced at Nassau in December of that year — again by Ken Miles — this car was actually about as close to a Cobra as a NASCAR stocker is to its showroom counterpart. At first powered by a lightweight NASCAR 390 engine and later by a 460 horsepower 427, it was little more than a stripped and lightened leaf spring Cobra frame with a thin-gauge aluminum body, sectioned into panels that hinged both forward and rearward from the cockpit exposing its vital organs. It tipped the scale at about 1,600 pounds and was intended to be Shelby's ace-in-the-hole against GM's Grand Sport Corvettes. Although it failed to finish at Nassau, it was so brutally fast while it was running that there was no question of where future Cobras were going.

During the space of almost a year that separated the running of these two cars, a lot was happening at Shelby-American. Shelby had almost taken the FIA title away from Ferrari but Ford still viewed the Cobra as a hybrid — more AC or Shelby than Ford. They wanted their banner carried by a car of their own design and manufacture and as a result the Ford GT program was born. The Cobra was viewed as an interim vehicle — one that had already reached its maximum potential. During the time that it would take to make the Ford car successful, the Cobra would do. But from Ford's perspective, it was never more than an interim vehicle. Shelby, in turn, saw little in the Ford GT — save for continuing his now profitable relationship with Ford. Ford GTs would be too expensive to produce for sale in any quantities and they were not Shelby's 'babies.' He found it more satisfying to beat them with Cobras — although they were not competing in the same class. In fact the Fort GT was in a higher class. The scale between Cobra victories and Ford GT successes began to tip back and forth constantly in 1965. In Ford's eyes, when their GTs stumbled because of mechanical development problems, they were happy to have a Cobra in the winner's circle. But when the Ford GTs began to charge home first, the Cobras suddenly weren't so important.

In October, 1964, the first of two coil spring prototypes was begun at AC Cars. The suspension specifications were compiled by Ford's resident suspension expert, Claus Arning, and his Ford computer. They took into consideration all of the problems and deficits of the leaf spring Cobras and all of the assets and increased horsepower of the big block engines. Actually, four coil spring prototypes were originally planned in late August. These were to be development cars and were referred to as 'Cobra IIs.' The original plan called for four cars to be fitted with either roadster bodies (basically the same as the current 289 competition roadsters) or coupe bodies (an updated version of the Daytona Coupe). They were referred to in Shelby-American internal communications as Chassis Number 1, Chassis Number 2, Chassis Number 3 and Chassis Number 4. The target date was originally put at around November 1 for completion of the last prototype and the beginning of formal production. The first three cars were to be roadsters: Numbers 1 and 3 having 390 cubic-inch aluminum engines and Number 2 having a cast iron 427 with an automatic transmission. The Number 4 car was intended to be a coupe, also carrying a 390.

By October, the Cobra II development program was revised by extending the target dates of all four cars by one month. The lightweight 390 engine was planned for use in these prototypes because the 427s proved too difficult to obtain at that time. The lightweight 427 that was to eventually be used was described as follows:

- side oiler cylinder block
- cylinder heads same as 1965 427 4v high performance except material to be aluminum
- water pump with aluminum housing
- crankshaft damper with aluminum hub
- intake manifold same as 1965 427 4v high performance except material to be magnesium
- fabricated exhaust manifolds
- radiator supply tank same as 1964 427 4v high performance except material to be aluminum
- total dry weight of proposed engine, including fan, flywheel and radiator supply tank: 565 pounds

Two of the 'Cobra II' prototypes were actually built. Chassis Number 1 and Chassis Number 2 were 4-inch tube, coil spring frames with widened 289 FIA Competition type bodies. The fenders of these two cars were actually cut along the top edge and widened by adding a two-inch strip of aluminum. No actual 427 body bucks existed at this time. Both cars had forward-braced roll bars (which accounts for

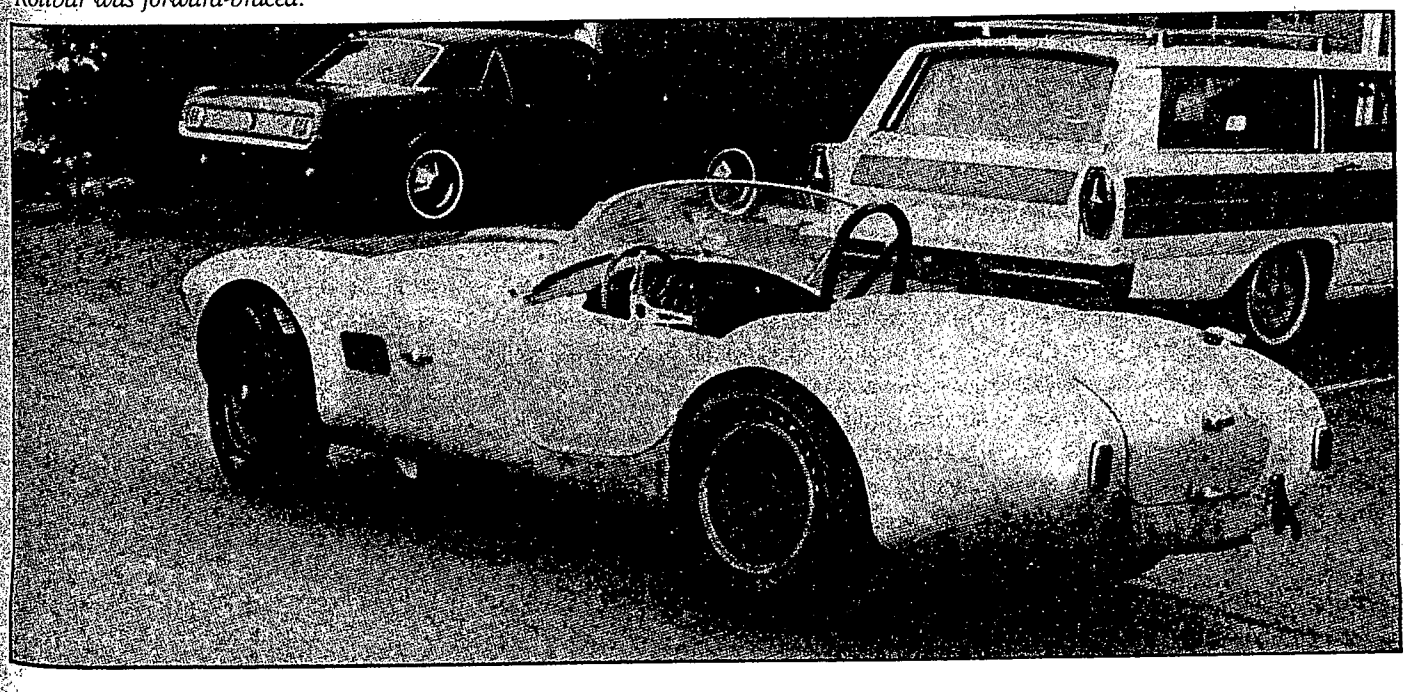
their often being thought of as 289 Cobras). Once completed, they were given 427 Cobra serial numbers (CSX3001 and CSX3002) and subsequent 427 Cobra production began (with CSX3003). CSX3001 was reportedly sent to Ford in Detroit for further development and evaluation and later returned to Shelby American where it was updated to current 427 specifications (427 grille and roll bar dry sump system and competition features) and sold. It was extensively raced in Europe. CSX3002 was also outfitted with a dry sump system — the oil tank nestled under the passenger front fender, behind the front wheel, its tell-tale oil filler cap sprouting up through the sheetmetal. It was raced briefly by Ken Miles, in the name of 'development' and by Phil Hill.

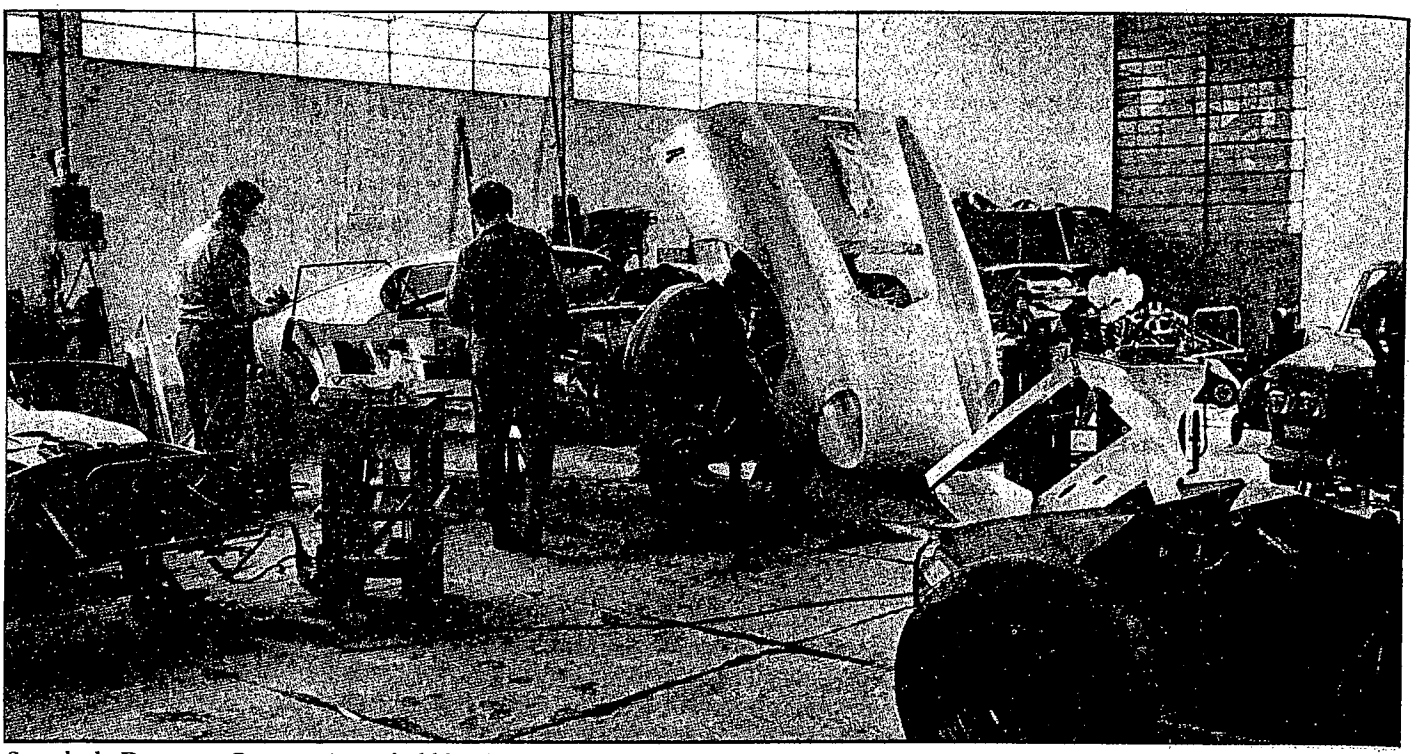
The 'Cobra II' code name eventually became the cause of concern because once attached to the prototypes, it became difficult to shake when it was decided that the new models would be officially called *427 Cobras*. The press had received previews of the new Cobra II and for a while the name stuck. Some Shelby-American employees and even some of the initial owners persisted in calling the early 427 competition Cobras 'Cobra IIs,' and many race programs referred to these cars as such. Shelby eventually had to issue a directive to all employees and dealers instructing them to cease all reference to a Cobra II immediately. All coil spring Cobras were to be referred to as *427 Cobras*.

From the initial conception of an entirely new 427 model to the production of the first car took exactly three months! And to the credit of everyone involved with the project, not one single thing had to be changed. Not one. Shelby's plan was to homologate the coil spring 427 and campaign it during the 1965 season, and production was begun at AC Cars. To lock Shelby in even further, Corvette was planning to come out with a new 427 engine option. Because they were direct sales competitors, it benefitted Shelby to stay in the same engine displacement range. Ferrari was attempting to build the required one hundred 250 LM 3.0 liter coupes, which would have been considerably faster than the 289 Cobras — both the roadsters and the coupes. FIA officials watched Shelby and Ferrari closely and neither had the required 100 cars built by the deadline, so both were forced to campaign their previous year's cars. In Shelby's case, they were the 289 Daytona Coupes and FIA roadsters. Shelby had 51 427 Cobras by April 29th, 1965, when the FIA Inspection Team made their visit. Production of the 427 race cars was stopped and production of the 427 street cars was begun under the first coil spring contract with AC.

In the midst of this the 'fourth' 427 prototype was built. It was actually one of the original six 289 Daytona Coupes whose chassis was stretched two inches (at Shelby-American in Venice) and sent to Modena, Italy for completion of a special longer body. The extra length was to accommodate a 427 big block. It was to be a prototype car that would be used to evaluate the results of the horsepower increase from the big block and also as a test car for the bigger engines that everyone knew would be required for 1966. Pete Brock relates that soon after this 'long-nosed' coupe was completed, one of the 289 team coupes fell off the front end of a transporter and was severely damaged. The

The second 427 Cobra, CSX3002, as it sat at Shelby American after delivery from AC Cars. Since no 427 body bucks existed at that time from which to make the 427 body panels, the 289 nose was used and the front fenders were cut along the top edges and a 2-inch piece of aluminum was welded in to give them the correct width. Rear fenders were FIA competition roadster style, again with a 2-inch section. Rollbar was forward-braced.



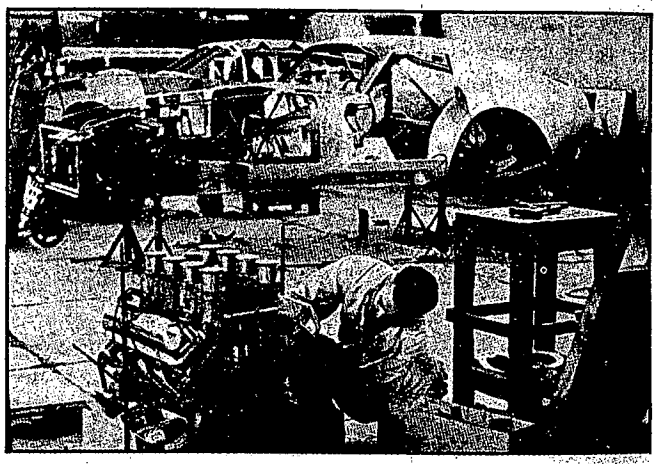


Stretched Daytona Coupe sports bubble for 427 engine. Transporter accident created a 289 Coupe shortage, so the two-inch section was removed and the 289 engine was put back in.

'427' was shortened (because FIA rules prohibited unhomologated chassis) the two-inches and the car was campaigned as a 289 coupe.

The new 427 Cobra was far superior to the leaf spring model in every respect except, possibly, gas mileage. Any faults that the earlier Cobras had were corrected. And all of the things that made a Cobra *a Cobra* were retained. Most of the modifications were necessitated by — or related to — the new engine. This is not surprising when you consider the fact that the original Cobra was very similar to the AC Bristol, except that it had twice the horsepower. Competition 289 Cobras were stretching things some, with three times the horsepower and if demands caused by another 125 horsepower on top of that were brought to bear on that poor AC Bristol frame, the first time that someone would have really laid on the car, it would probably have rolled over and died.

At first glance, both Cobras look the same. The differences are most pronounced from the front, with the most obvious difference being the grille cavity. A constant problem with the Cobras when they were raced was that the smallish mouth limited the amount of air that could be forced in through the radiator. Also, in SCCA production racing, cars had to use their production grilles. This meant that the 289 Cobra had to compete with its egg crate grille — which further limited cooling. The 427 was designed with a huge oval hole as a mouth. It was almost twice the size of the 289's. Street cars had a single narrow grille bar across the middle; so much for those egg crates! All early 427s (to CSX



John Olsen, Shelby American fabricator who was instrumental in the Daytona Coupe project, prepares 427 engine prior to cancellation of the "427 Daytona Coupe". Stretched car is in background.

3300) also had a smaller, oblong oil cooler opening just below the mouth. All cars had two vertical, oblong openings on either side of the grille area. These ducts let cool air into the cockpit on street cars and served as cooling ducts for the front brakes on competition cars. Headlight position, hoods, windshields, trunks and driver's compartments were almost identical. The 427 Cobra was, however, some 5 inches wider than its predecessor in order to accommodate the monster engine. The aluminum used to form the body panels was also different; 427s used .050" thick skin (vs. the 289's .045").

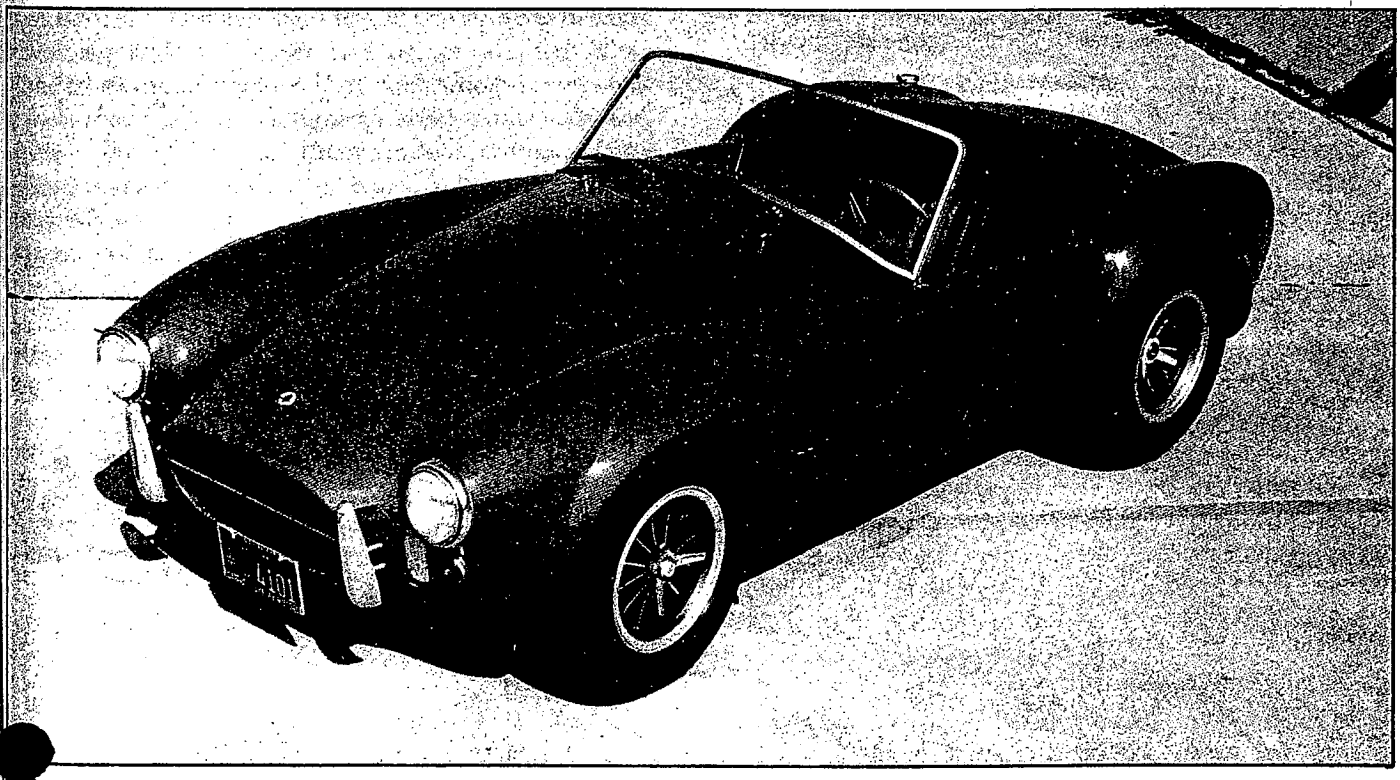
Front and rear wheel openings had a more pronounced flare, allowing for wider and taller tires. Some of the early

street cars had less flare in the rear and these cars are referred to as 'narrow fendered 427s' (CSX3125 to CSX3157). The sides of the 427 body had less inward warp at the bottom, along the rocker panels, which resulted in increased footroom. The fuel filler was relocated to the right rear fender and — except for the spare tire — the trunk was occupied by the large 18-gallon saddle-type gas tank. The early 427 Cobras used one-piece, 289-style tail light lenses. Round lenses — two on each side — were used on all cars after CSX3200. The 427 Cobra's wider appearance gave the 427 a meaner, more purposeful look. It more clearly personified raw untamed power and bulging muscles. Here was one book that could be judged by its cover!

The first thing that was redesigned was the chassis. Rather than the transverse leaf springs, similar in concept to those used on horsedrawn buckboards, integral coil-shocks were selected. These were used on virtually every modern race car and were chosen for both compactness and ease of chassis tuning. This necessitated a complete redesign of the front and rear structures to carry the new upper A arms, which replaced the leaf springs that formerly located the upper ends of the hub carriers. The frame tubes were increased from 3" on the 289 to 4" in diameter. They were also moved 2½" further apart, to 20" — center line-to-center line — (from the 289's 17½" center line-to-center line). To make room for the 427's larger bellhousing, the pedal support box no longer straddled the frame but was moved out with the widened tubes, offsetting the pedals slightly to the left.

Larger hubs, carrying bigger and more widely-spaced bearings (tapered instead of roller) were used. Bigger and much stronger splined half-shafts were also incorporated. Suspension mountings were rubber for the street cars and bronze on race cars. Anti-dive and anti-squat characteristics were designed into the suspension (as in the Ford GT) and the entire suspension was made fully adjustable, both front and rear, to permit the driver to tailor the car's handling to his own personal preferences. Larger brakes were also used on the competition cars. Road testers who thought that the 289 Cobra stopped quickly almost lost their eyeballs when they stomped on the 427's brake pedal. Applying the massive Girling competition brakes produced the same result as dragging a grappling hook across a chain-link fence.

The Weber-equipped 289 engine that propelled the Daytona Coupes to victory time and time again produced about 385 horsepower. This was the top figure that could be reached without sacrificing reliability. The 427 Cobra's NASCAR big block pumped out over a hundred more horses without the aid of the expensive (and often finicky) Webers. Originally, street Cobras came with out-of-the-box NASCAR Grand National engines. With two Holley 600 cfm 4-bbls they produced an *advertised* 425 horsepower. These carburetors had fairly small primaries and manhole cover-sized secondaries. As a result, when gently fed gas, the street Cobra was extremely docile at the outset—probably more so than the street 289. The first throttle stop was



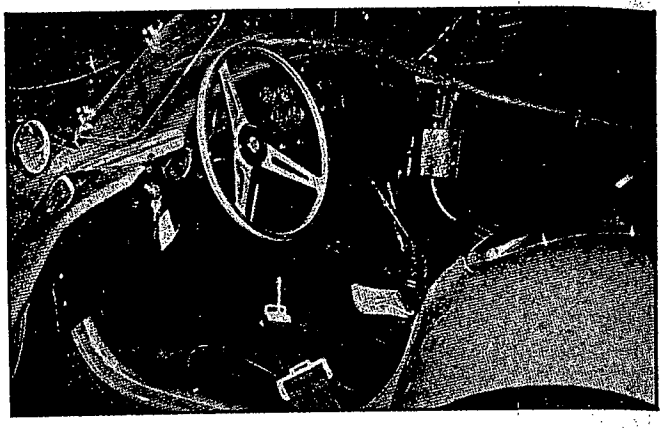
Early 427 street car used FIA-style 6-spoke mags because in early 1965, obtaining wheels was a problem. Halibrand wasn't able to supply them, so Pete Brock was called in to design what became the "Sunburst" aluminum wheel. But Halibrand was the only one who could manufacture them. So the first 427 Cobras received whatever wheels were available.

the detent that served to remind the right foot that the gargantuan secondaries were on the verge of opening. Evidently the last thing to receive consideration on the street cars was the exhaust system. Here, it was a matter of take it or leave it; all or nothing. You either opted for the side exhausts with individual header pipes or were stuck with the stifling '63-'64 Ford 390-type exhaust manifolds, the passenger side being stock and the driver's side specially cast for Shelby. Dual exhausts and straight-through mufflers terminated in over-the-rear axle tailpipes, exiting behind the car. With all of that power to spare, apparently no one was worried about losing a few measely horsepower to the restrictive exhausts.

After an initial production run of street cars, the 427 NASCAR engines became somewhat difficult to obtain — even for Carroll Shelby. The more domesticated 428 'Cobra LeMans' engines were chosen as logical replacements; the price difference didn't hurt, either — $320 vs. $730 for the 427. Although the horsepower rating was down to 355, unless you were doing some serious driving it was pretty difficult to detect the difference. At least that was what the salesman said. This was the same engine that was installed in the 1967 GT-500. It was essentially a grown-up 390 without the benefit of cross-bolted main bearings. It had dual 4-bbls. mounted on a low-riser intake manifold, hydraulic lifters (some specification sheets said solid lifters) and a cam that would allow the tach to reach 6000 rpms. Inexplicably, 427 engines became available near the end of 427 Cobra production. There are no records left to indicate which cars, and how many, actually received the 428 engines.

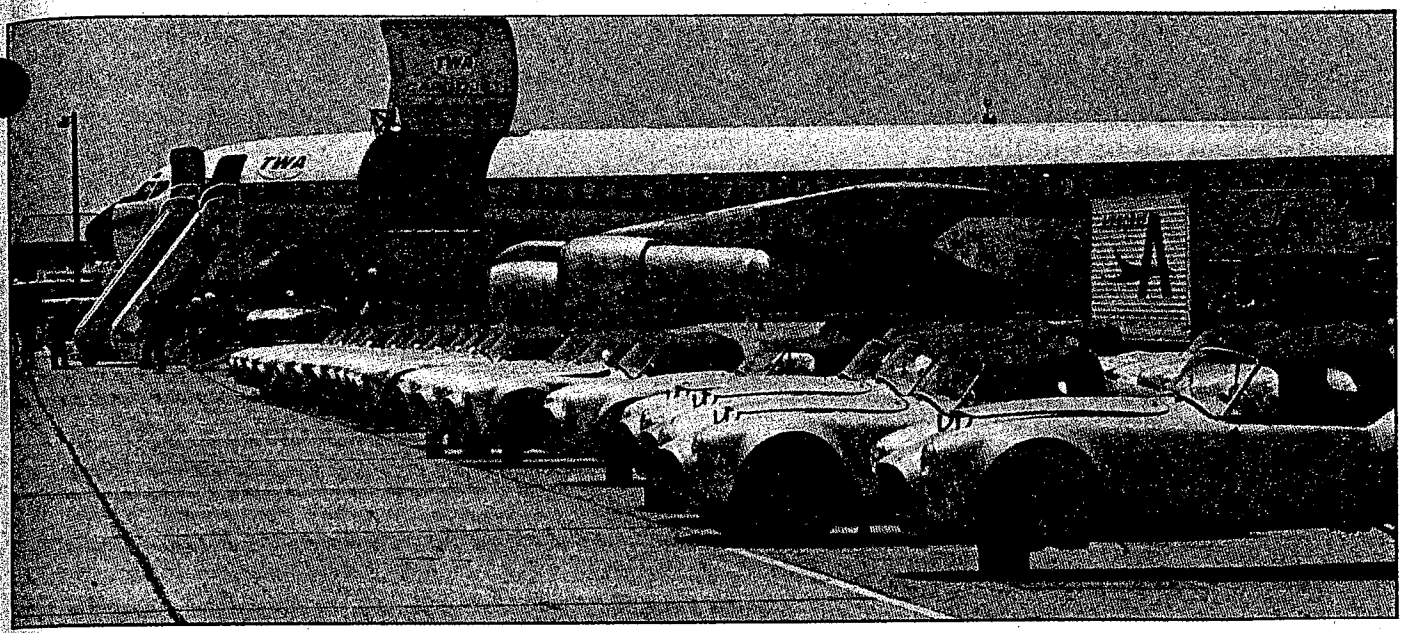
About the only 289 Cobra component that was not changed on the 427 was the Salisbury rear end. It was found to be strong enough to take everything that the 427 could give — and more. Wheels were a problem on the early street cars. Shelby wanted to use wire wheels but could not find a supplier that could build a wheel to meet his specifications and the demands of the car. He tried the Dayton Wire Wheel Company and Harvey Aluminum, among others — all to no avail. In desperation, Pete Brock designed the 10-spoke 'Sunburst' wheels. They were cast in aluminum by Halibrand, were pin-drive and were 7½" wide by 15". They were mounted with (what else?) Goodyear Blue Dot 8.15 x 15 tires. The main difference between the 289 and the 427 hubs was that where the 289 Cobra used a spline drive, the 427 used pin drive. The 427s also employed three-pronged knockoffs—similar to those used on the 289 competition cars. The 427 street cars used the same Girling brake calipers that were used on the late 289 rack and pinion cars. The 427 competition cars and S/Cs used the larger competition calipers that were used on the 289 FIA and USRRC competition cars and Daytona Coupes.

One of the most 'trick' parts to find its way onto the 427 Cobra was the front license plate bracket that was used on the street cars. The license plate was bolted to a hinged bracket that was attached to the bottom of the oval grille guard which was carried between the two bumperettes. At speeds of over 10 mph., the plate flapped back to a horizontal position allowing air to enter the grille cavity unobstructed — and making a visual determination of the front license plate impossible!



The interior of the 427 Cobra was basically unchanged from that of the 289, except for slightly larger seats, a different dashboard layout and the gear shifting mechanism. Because the big block engine was longer, the transmission was located further back. So was the shift linkage. Had the 289 linkage and shifter been retained, the shift knob would have been at the driver's elbow. The 427 used the stock Ford 4-speed lever and linkage, but the lever was mounted backwards. It curved up and forward and the knob was right where it should be. To shift from first to second, you pulled the lever up and back. Second to third was down, right and forward. And the first time you drove the car it was like you were born shifting that way. The Ford cast iron top-loader transmission was used and the cars came with a standard rear end ratio of 3.54:1. The 427 street car weighed in at 2,529 pounds, wet. Colors available were Rangoon red, Guardsman blue, Ivy green, Charcoal, white and silver. Other colors were optional and interiors came in black only.

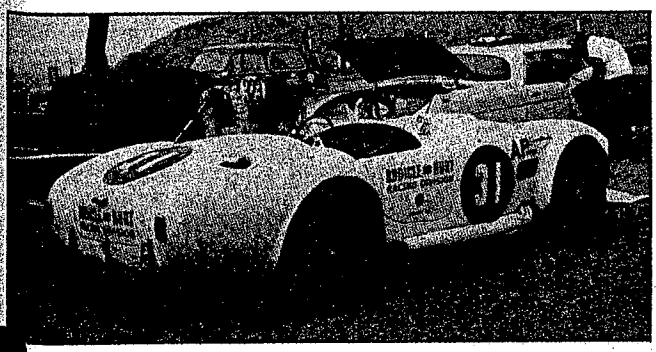
The 427 Cobras used the same serial number code as the 289s. All serial numbers began with the prefix 'CSX' (for Carroll Shelby export) and then began with a three-thousand series, which indicated coil spring. This number, 3, was followed by the consecutive production number. As previously stated, the first two coil spring prototypes, CSX3001 and CSX3002, were competition cars that initially had 289 front bodywork and 427 rear bodywork. CSX3003 was the first regular competition Cobra, and, altogether, 51 of these cars were produced (ending with CSX3053). Numbers 3001 to 3100 were reserved for the first 100 competition cars which were intended to meet the FIA's homologation requirements. Production 427s would begin with CSX3101. All of the first 51 competition cars were built exactly alike at AC Cars and were received at Shelby-American in bare aluminum. They had additional



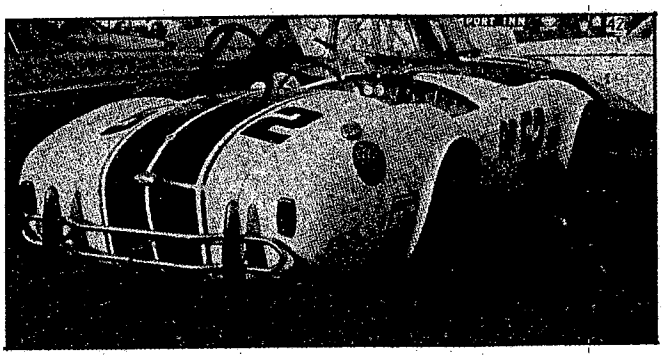
There are about 30 427 Competition Cobras in this photo. When it was realized that the required 100 427 Cobras wouldn't be built in time for the FIA inspection, AC was sent word to begin building street cars. The race cars sat behind Shelby American to be completed as they were sold. When it was realized that the market for 427 competition Cobras was glutted, the cars were offered as 427 S/Cs — the "street/competition" model.

flaring on the rear fenders, cutouts for side pipes, larger Girling brake calipers, quick-release fuel filler caps frenched into the rear fender, hoods with oblong holes cut in them for hood scoops, competition quickjacking pads instead of bumpers and complete soft tops and side curtains.

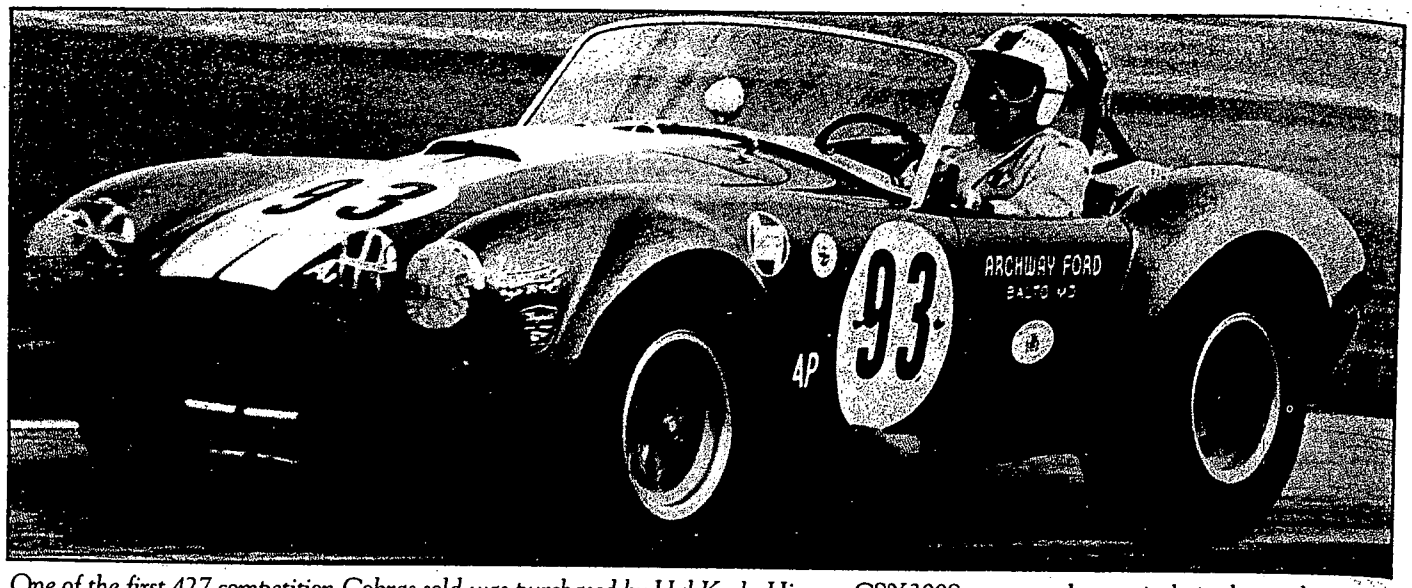
When Shelby realized that he would not receive FIA certification, production was immediately ceased on the competition cars and begun on the street cars. It was decided that the competition cars would be sold for use in SCCA competition. As each individual order was received, one car would be pulled from the inventory and prepared to the customer's specifications. Fifty-one cars proved to be a bit more than the 427 competition market could absorb, so a third model was introduced. The 427 S/C (referred to on factory order forms as the 'Semi/Competition' version, but commonly called the 'Street/Competition' model) was slightly less than an all-out competition car but way more than a street 427. As standard equipment, it had a competition body (rear flares, front oil cooler scoop, side exhaust cut-outs and competition gas filler cap) plus a roll bar (the 427s had single-loops coming up through the bodywork behind the driver's seat and were braced with a single bar that angled to the rear, back into the rear cowl forward of the trunk), side exhausts, a hood scoop, brake scoops, oil cooler and quickjacking pads. It received a 427 medium riser with dual 4-bbls. (although some had single 4-bbl. carburetors). S/C's also had a battery mounted behind the passenger seat, a differential cooler, a 42-gal. gas tank, front sway bar, 3.77:1 rear end ratio and distinctive interior detailing. Glove box, ashtray, lighter and door parcel holders were deleted and a special instrument panel gauge layout was employed. Real Halibrand magnesium wheels,



An original 427 competition Cobra, CSX3028, pictured at the Riverside ARRC in November of 1966. This particular car was rented for the movie "Spinout" which starred Elvis Presley.



It didn't have to be a competition Cobra to be raced. This street car was run with bumpers. The windshield was removed and side pipes and a rollbar were added. The Cobra was that kind of a car.

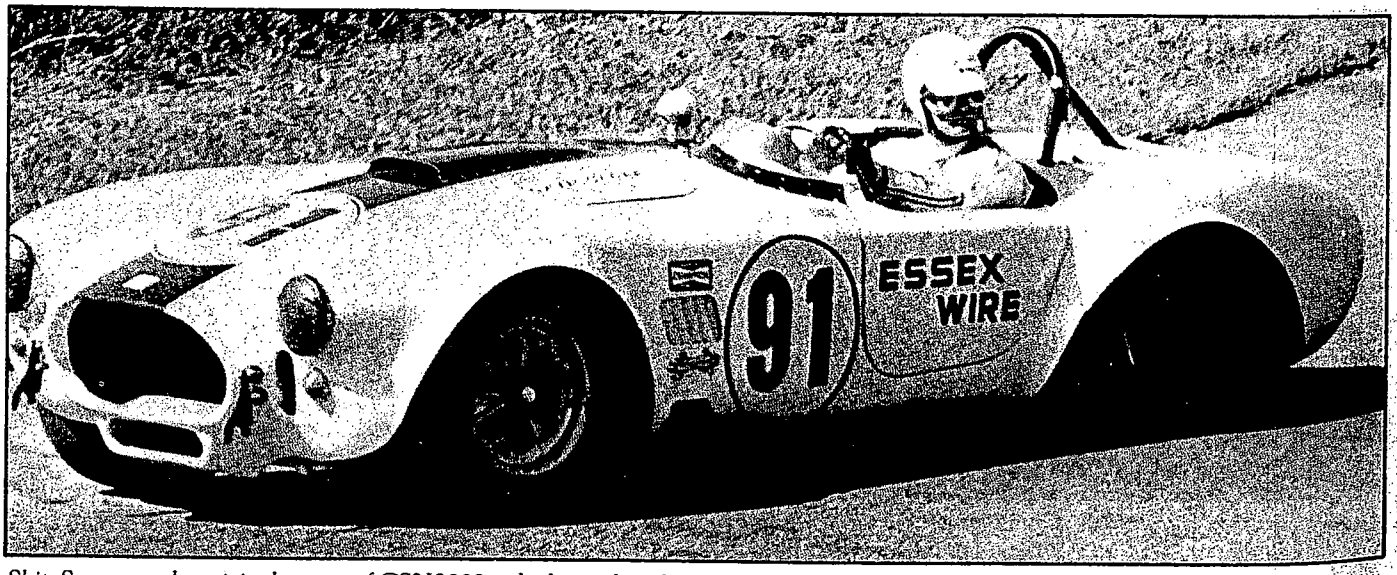


One of the first 427 competition Cobras sold was purchased by Hal Keck. His car, CSX3008, was raced extensively in the northeast and Keck was National Champion in 1965. The car is pictured here, at Sebring, with co-driver Oscar Koveleski at the wheel.

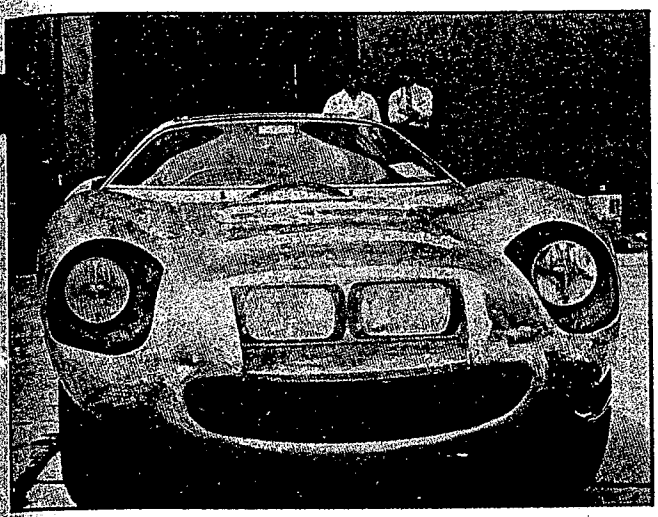
7½-inches wide in front and 9½-inches in the rear mounted Goodyear Blue Dots in front and racing tires aft. Out of the 51 original competition cars produced, perhaps a dozen were sold as full competition cars. They immediately dominated SCCA's A/Production class and won the national championships in 1965, 1966, 1967, 1968 and 1973. The rest were sold as 427 Cobra S/Cs — absolutely the fastest production cars ever offered to the general public.

The true 427 Competition Cobras had all of the S/C features, plus a 427 high riser with aluminum heads, aluminum intake manifold, 780 cfm Holley 4-bbl. carburetor, lightweight valves, 12.4:1 compression ratio and a 13-qt. wet sump oiling system. A 14-qt. dry sump system was optional as was a brass-bushed suspension. Advertised horsepower was 480, but that was just for openers. Competition cars received front and rear sway bars, tuned exhausts, racing seats, a racing windscreen, shoulder harness and quick-change brake pad kits. The price for the ultimate *Ultimate* was $9,500.

As someone who believed that *anything worth doing was worth doing to excess*, Shelby built himself a special Cobra near the end of 427 production. In fact, he built two and let comedian Bill Cosby have one. Cosby related how he accepted delivery of his on a comedy album. These Cobras were essentially S/Cs (Cosby's was a street car modified to S/C specifications) with dual Paxton superchargers and automatic transmissions. Shelby gave the horsepower as 800 and with a 3.31:1 rearend, claimed that it would do "better than 182 mph." Zero-to-sixty time was clocked at 3.8 seconds, should the need arise.

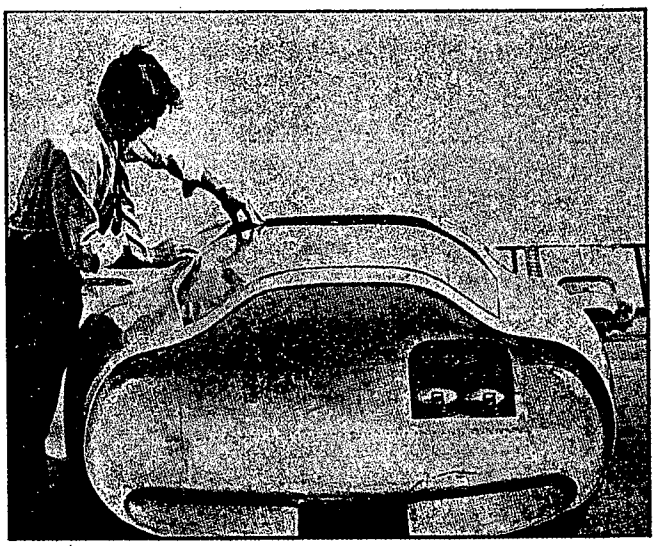


Skip Scott was the original owner of CSX3009, which was bought by Ed Lowther in 1966 and raced to the National Championship that year. Scott raced it in the USRRC series.

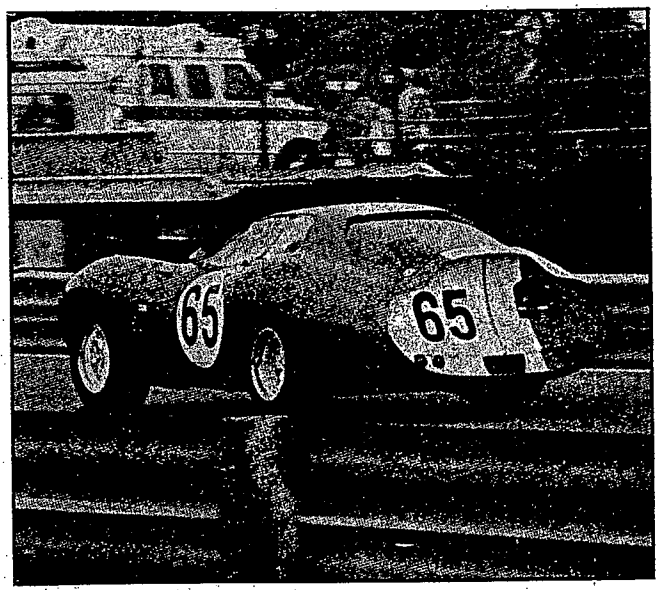


427 Super Coupe as it sits at Shelby American in May of 1965, following its termination. The Ford GT superceeded it.

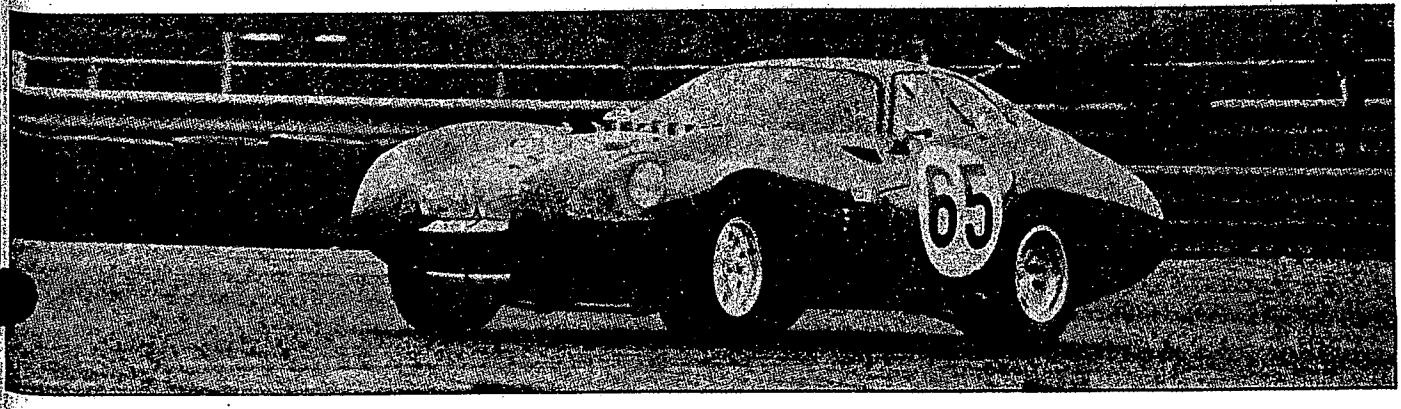
Perhaps the supreme ultimate *Ultimate* was begun but never completed. Pete Brock designed the weapon that he believed would have gained Shelby his second World Manufacturers Championship—the 427 Daytona Super Coupe. Based on a 427 coil spring chassis, this car looked nastier than the smooth 289 coupes. When a 500 horsepower engine was thrown into the coupe equation, everything changed. The 289 coupes had been designed on e aerodynamic theory of minimum drag — making the dy as slippery as possible so as not to draw off excess horsepower. When large amounts of horsepower suddenly became available, more attention could be given to maximum downforce, which resulted in better (and faster) cornering. More horsepower also made the 289 coupes obsolete, but instead of being suceeded by the Super Coupe, their place was filled by the 427 Ford GT Mk II when Shelby was given the job of making the Ford GTs come home first. The Super Coupe languished in an unfinished state as the Ford GT program was accelerated. The car was referred to as the 'Super Slug' because it was not as visually pleasing as its predecessor, but Brock maintains that it would have been faster than the 427-equipped Ford GTs. But Shelby was wise enough to see where that road would have led him, with regards to Ford.



Designer Pete Brock fits rear window in. This car represented everything Brock had learned from the previous year's 289 Daytona Coupes.



The 427 Daytona Super Coupe languished unfinished until 1979 when it was purchased as a restoration project. However, it had to be more than restored in that it had never actually been completed. Pete Brock assisted by describing how he had intended the car to be finished and his instructions were carried out. The car was completed in 1981.



COBRA 427 (street version)
Tread: Front, 56", rear 56"
Wheelbase: 90"
Overall length: 156"
Overall height: 49"
Overall width: 68"
Weight: 2,150 pounds
Construction: Large diameter steel tube frame carrying suspension mounts, body of aluminum panels formed over lightweight steel tube formers

Engine: Ford V8
Type: Push rod operated, overhead valves, operated from camshaft in block
Cylinder block: cast iron
Cylinder heads: cast iron
Bore: 4.24"
Stroke: 3.788"
Displacement: 427 cubic inches
Crankshaft: steel forging
Main journal diameter: 2.750"
Crank pin diameter: 2.439"
Valve size: Inlet, 2.185" diameter; exhaust, 1.723" diameter
Valve lift: .490"
Valve springs: coil, 2 per valve
Bearings: copper-lead
Carburetor: 2 x 4v Holley
Ignition: coil Make: Ford Voltage: 12
Capacities:
Radiator: 20 quarts
Engine oil: 9 quarts
Fuel tank: 18 gallons

Gearbox: Ford
Ratios: High, 1:1; 3rd, 1.29:1; 2nd, 1.69:1; 2.32:1

Clutch: Ford, single plate, 11.5" diameter

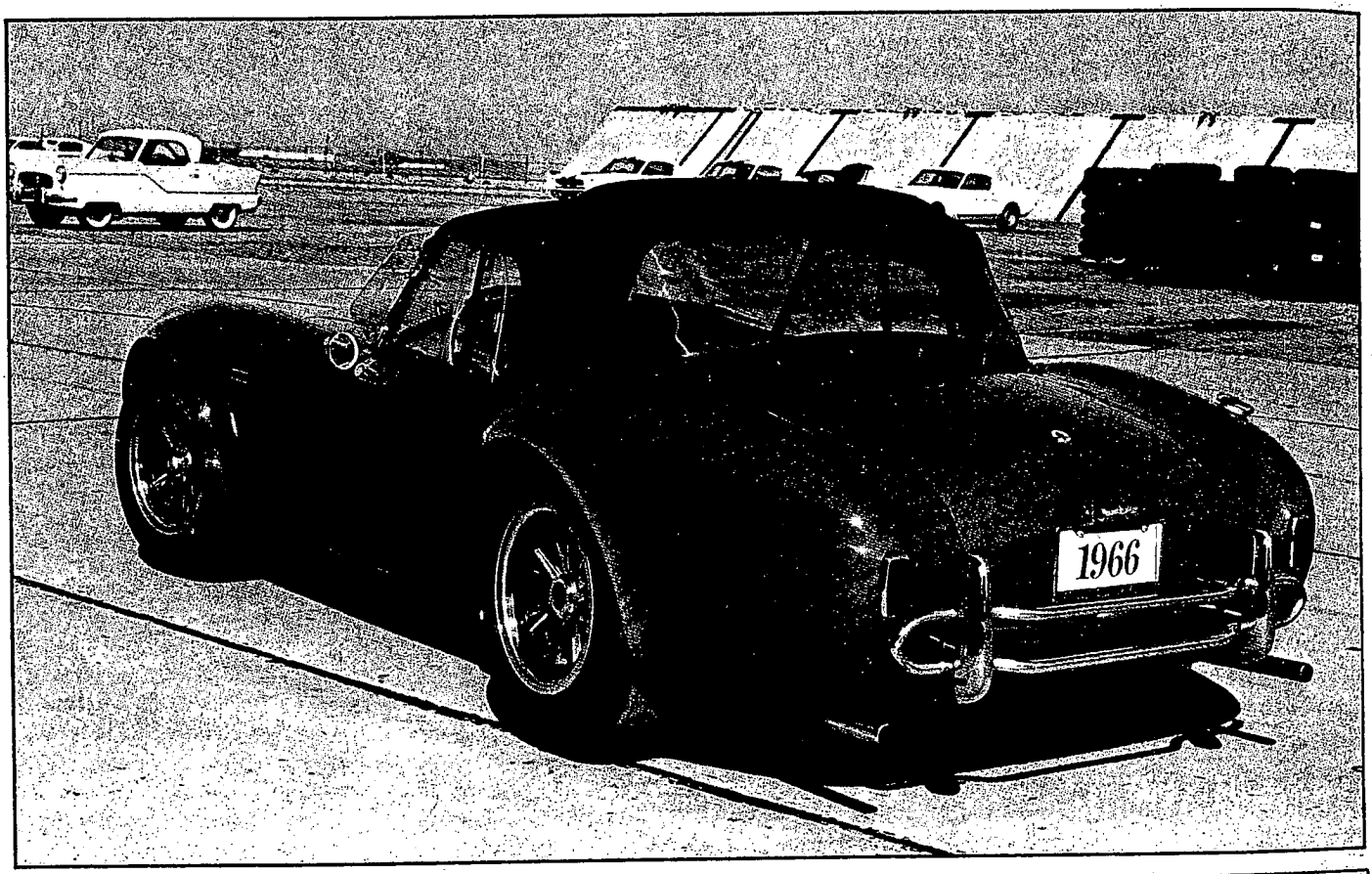
Rear Axle Center Section: Salisbury
Ratio, standard: 3.54:1
Limited slip differential standard equipment

Brakes: Girling discs
Front disc diameter: 11-5/8"
Rear disc diameter: 10-3/4"

Wheels: 7½" x 15" alloy

Tires: 8.15 x 15" Goodyear Blue Dot Specials

Colors available: White, Rangoon red, Guardsman blue, Ivy green, Charcoal, Silver. Black interiors.



427 Cobra (street version)
Engine: 428 CID Special Police Interceptor engine with modifications by Shelby-American. Water cooled, cast iron block w/5 main bearings. Bore 4.13; stroke 3.98; displacement 428 cubic inches; 7014 cc; compression ratio 10.0:1; carburetion 1-4v Ford; horsepower 390 @ 5200 rpm; torque 475 ft./lbs. @ 3700 rpm; electrical system 12v battery, alternator; valve train, pushrod, O.H.V.; mechanical lifters; mileage 9-12 mpg; premium only recommended.

Chassis
Tread: Front, 56"; rear, 56"
Wheelbase: 90"
Overall length: 156"
Overall height: 49"
Construction: Large diameter steel tube frame carrying suspension mounts, body of aluminum panels formed over lightweight steel tube formers.
Overall width: 68"
Curb weight: 2529 pounds

Suspension: Independent front and rear using large coil spring. Hydraulic shock absorber units incorporated in a highly developed design which virtually eliminates dive and squat.

Brakes: Girling disc, front disc diameter, 11-5/8"; rear disc diameter, 10-3/4"

Wheels: 7½" x 15" alloy

Tires: 8.15 x 15 Special Goodyear Blue Dots

Drive Train: Clutch, 11.5" single dry plate, hydraulic release transmission; 4 speed, all synchro

Gear	*Ratio*	*Overall*	*MPH/ 1,000 RPM*	*Maximum MPH*
Rev.	2:32	7.68	10.86	69
1st	2:32	7.68	10.86	69
2nd	1:69	5.59	14.98	95
3rd	1:29	4.26	19.62	126
4th	1:00	3.31	25.12	162

Rear Axle Section: Salisbury, limited slip differential standard equipment; final drive ratio, 3.31:1
Capacities: radiator, 20 qts.; engine oil, 9 qts., fuel tank, 18 gals.

COBRA 427 (competition version)
Tread: Front, 56"; rear 58"
Wheelbase: 90"
Overall length: 156"
Overall height: 49"
Overall width: 70.5"
Weight: 2,150 pounds
Construction — Large diameter steel tube frame carrying suspension mounts, body of aluminum panels formed over lightweight steel tube formers.

Engine: Ford V-8
Type — Push rod operated, overhead valves, operated from camshaft in block
Cylinder block: cast iron
Cylinder heads: aluminum
Bore: 4.24"
Stroke: 3.788"
Displacement: 427 cu. in
Crankshaft: steel forging
Main journal diameter: 2.750"
Crank pin diameter: 2.439"
Bearings: copper-lead
Valve size inlet: 2.085" diameter; exhaust, 1.650" diameter
Valve springs: coil, 2 per valve
Carburetor: Holley 4v
Ignition: coil Make: Ford Voltage: 12

Gearbox: Ford
Ratios High 1:1; 3rd, 1.29:1; 2nd, 1.69:1; 1st, 2.32:1 (Standard)
High 1:1; 3rd, 1.19:1; 2nd 1.54:1; 1st, 2.32:1 (Optional)

Clutch: Ford, single plate, 11.5" diameter

Rear Axle Center Section: Salisbury
Ratio: standard, 3.77:1; optional, 3.09, 3.31, 3.54, 4.09 Limited slip differential standard equipment

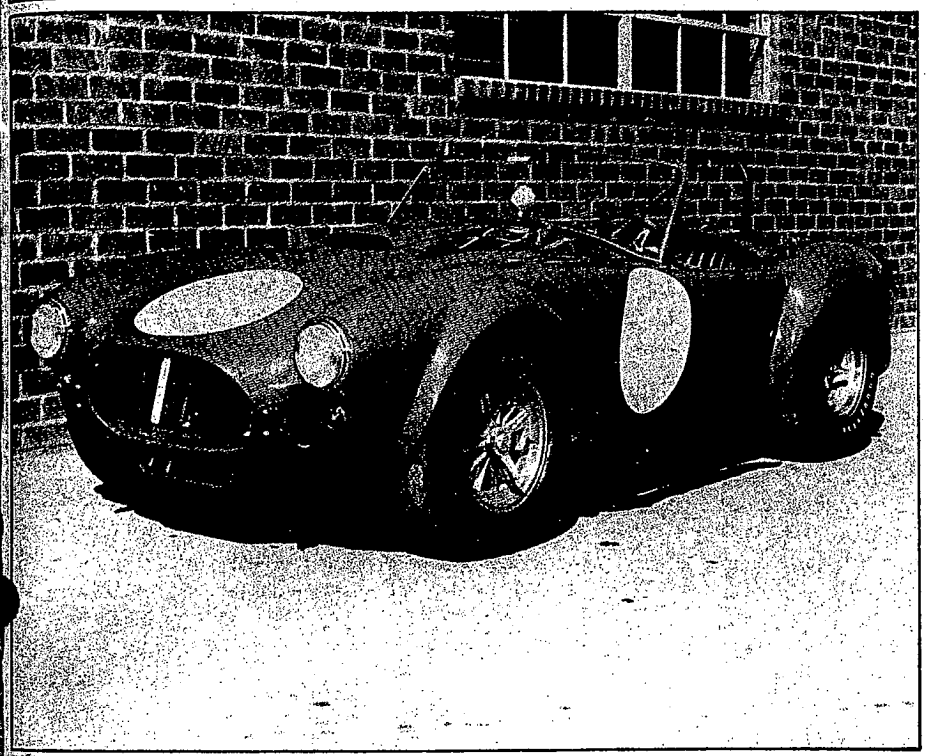
Brakes: Girling disc; front diameter, 11-5/8"; rear diameter, 10-3/4"

Wheels: Front, 7.50 x 15; rear, 9.50 x 15 pin drive magnesium alloy

Capacities:
Radiator: 20 qts.
Engine Oil:
Wet Sump: 13 qts.
Dry Sump: 14 qts.
Fuel Tank: 42 gallons

Sway bars front and rear; special tuned exhaust system, roll over protection; seat belts; rear axle oil cooler and pump; engine oil cooler; all standard equipment on competition model.

Optional equipment:
Special racing bucket seat; shoulder harness; quick change brake pad kit; mechanical chronometric tachometer; dry sump kit.

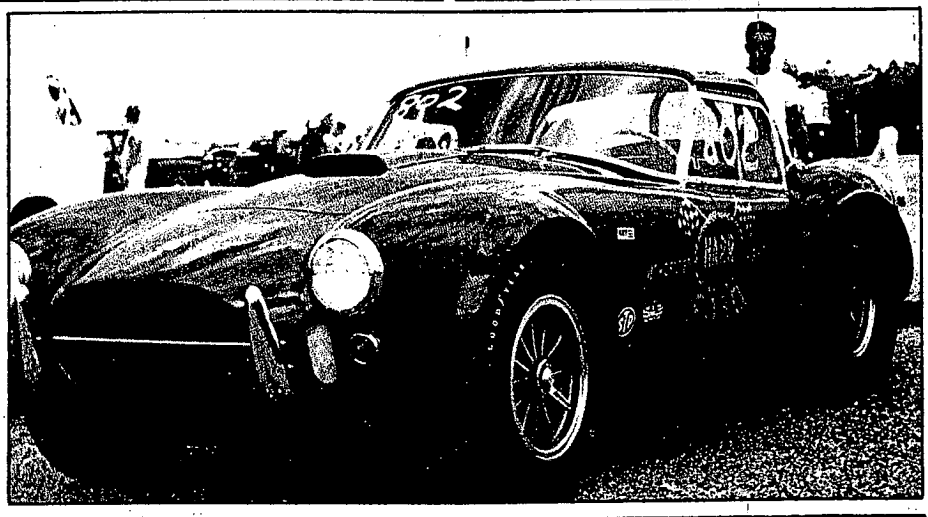


427 COBRA DRAGONSNAKE

The 427 Cobra Dragonsnake is equipped as follows:

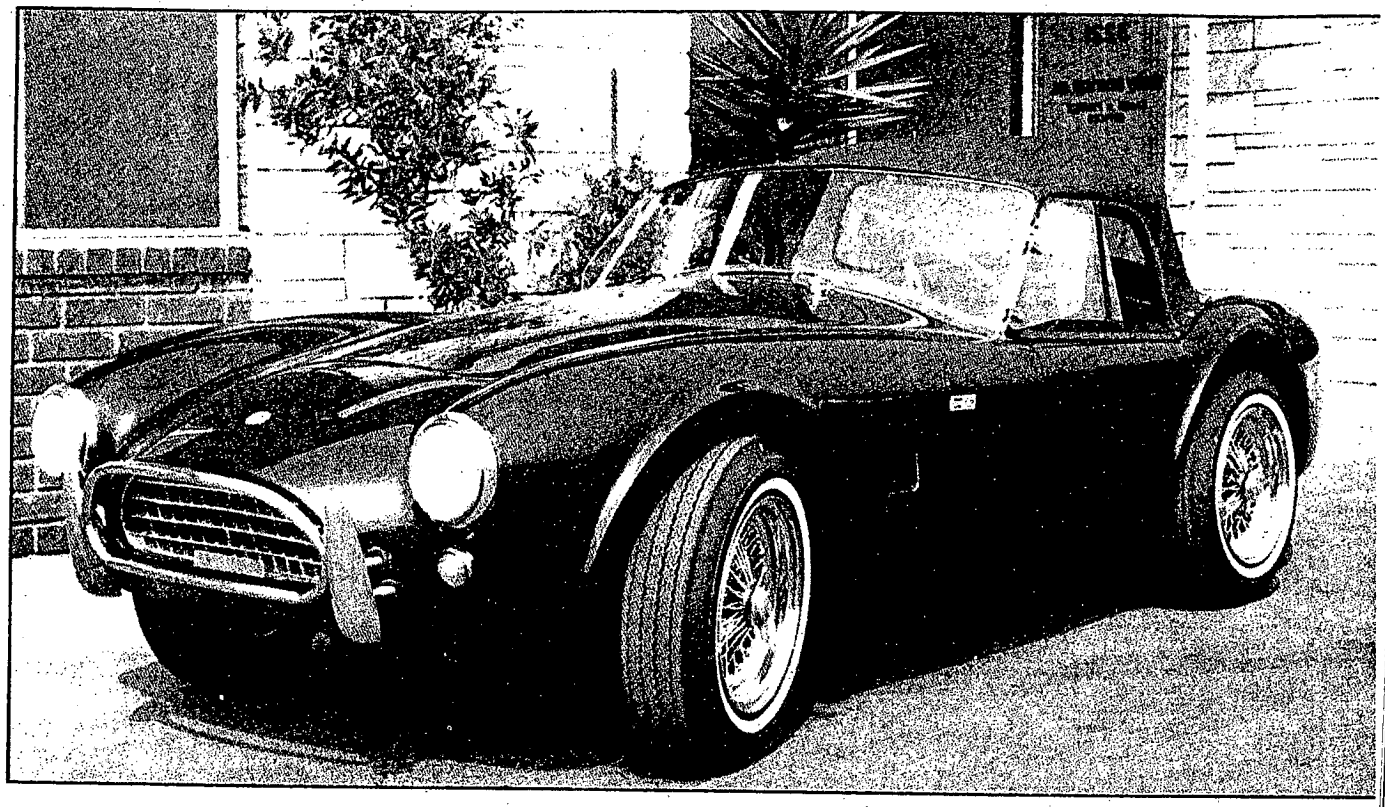
- Heater
- Seat belts
- Drag headers, located outside front fenders; exhaust flow is directed through front fenders, outside and parallel to body lines.
- Koni front shocks (reworked to up-lock action)
- Koni rear shocks (50-50 downlock action)
- Two (2) Goodyear Drag Slicks
- Three (3) Goodyear Blue Dot Tires
- Rear end ratio: 4.54
- Hood air scoop
- Two (2) electric fuel pumps
- Battery has been relocated behind passenger seat
- Heavy duty half shafts equipped with AN nuts and bolts to prevent shearing and/or loosening under high torque loads
- NHRA approved scattershield
- NHRA approved roll bar

The engine in the 427 Cobra Dragonsnake has been competition prepared to exact factory specifications. Every clearance and dimension has been checked and set to minimum specification. Clearances of all bearings in the lower end of the engine have been set for high rpm.



All moving parts of the engine assembly have been balanced, including the cam followers, the push rods, the rocker arms, the valves and spring retaining washers. The cylinder heads are cast aluminum and have lightened competition valves installed. The ports and combustion chambers are not polished, to comply with NHRA Rules for Stock Sports Classes. The cam can be either advanced or retarded to customer specification. The rear and front spring assemblies are modified slightly to create better ground contact on the rear springs and better lift characteristics on the front springs. A hood scoop is also added to insure cool, efficient air intake to the carburetors.

Shelby-American will soon offer as an option, a hardtop and aluminum framed side curtains. No price has been established on this option to date.



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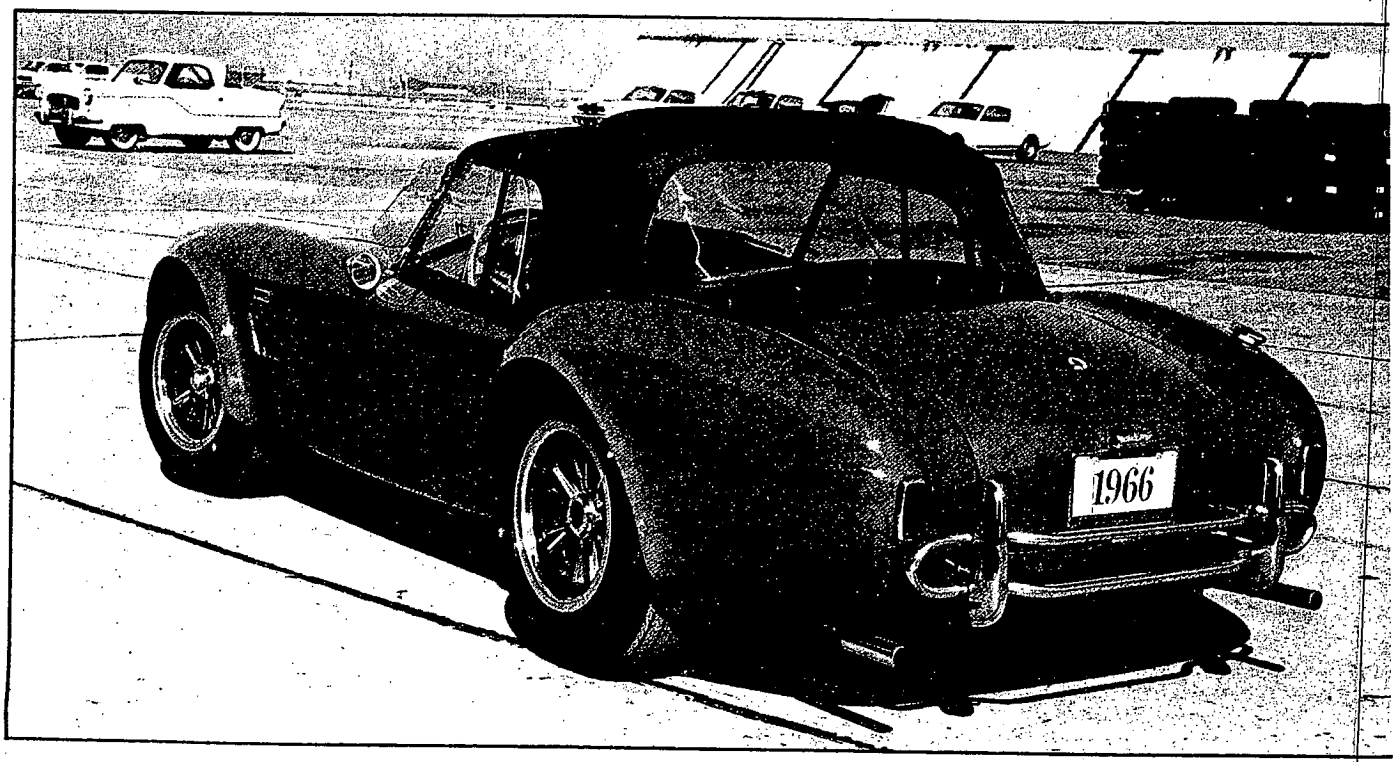

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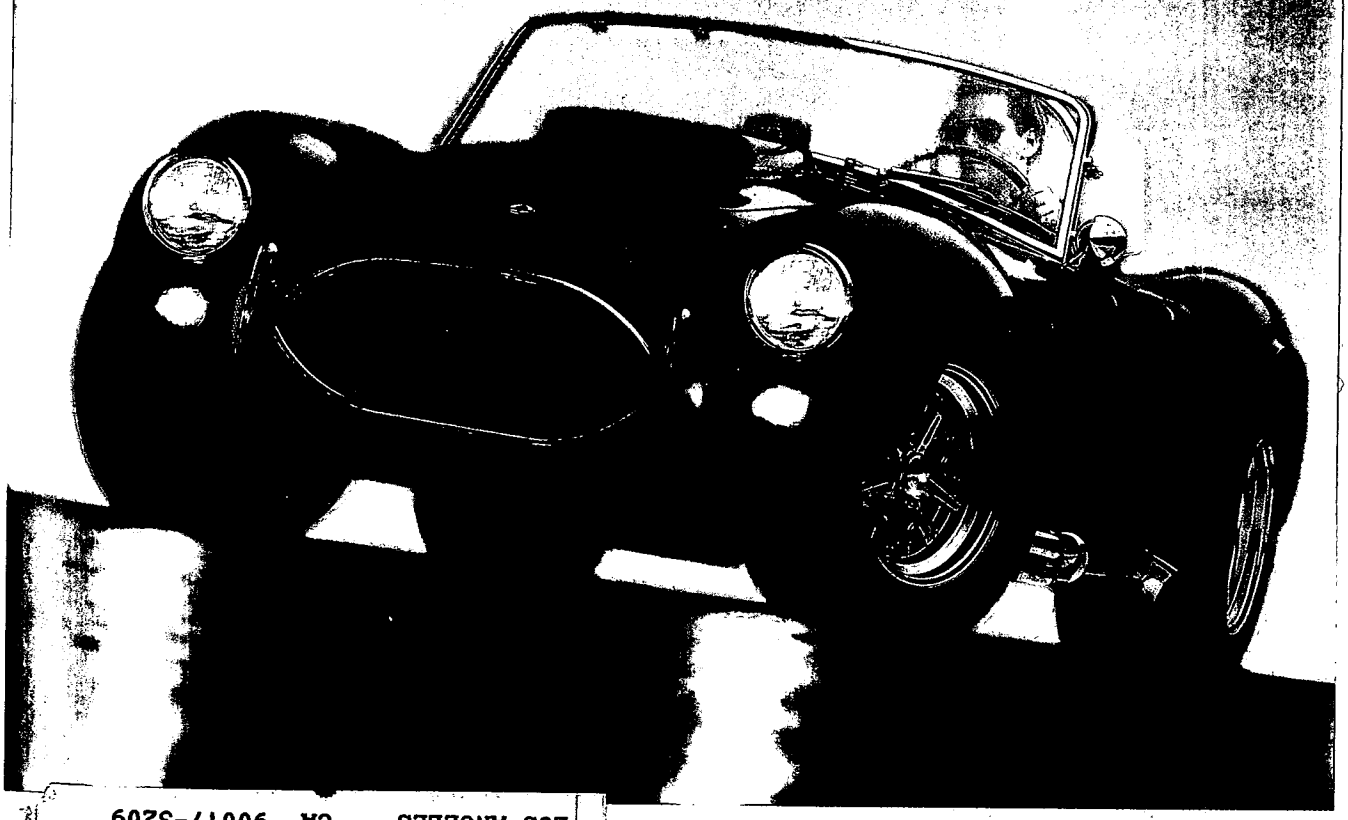

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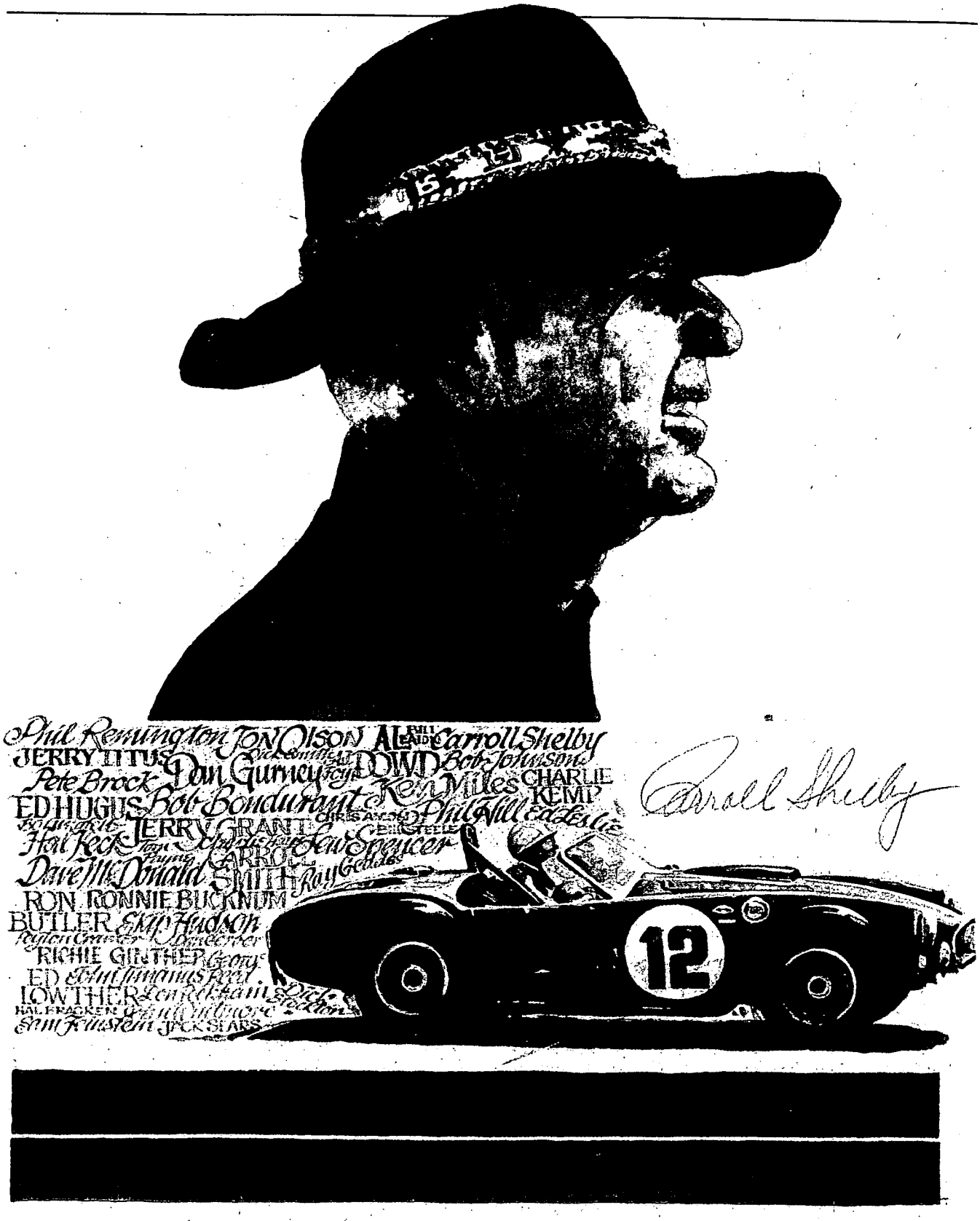

Carroll Shelby (top) and Phil Hill in the number 12 Cobra at Sebring.

Heart of a Gambler

In life, as in racing and building cars, Carroll Shelby continues to beat the odds.

BY HERB SHULDINER

Twenty-five years after he invented a popular Texas-style chili mix, Carroll Shelby can, at last, eat the stuff without suffering heartburn. He owes it to the young heart beating in his chest, which is half as old as he is.

It has been a remarkable medical success story for a man who was, just a month before that new heart was transplanted into his chest in June 1990, lying in a hospital bed certain that his legendary luck had finally run out, hanging on with a heart that had lost 86 percent of its ability to work.

And although the survival rate of heart transplants remains a dicey proposition—his surgeon says the success rate is about 75 percent these days—Shelby turned up less than a year later to drive the pace car—too fast, some said—at the 1991 Indy 500. Back at the Brickyard, Shelby seemed in better health than he had been in a quarter-century. Certainly his Texan's way with words was salty as ever—asked to contrast how he felt before and after the operation, Shelby cracked: "It's like chicken shit and chicken salad.

"This time last year, when I thought I would be dead before the next Indy, I would have been perfectly happy just to dream that I could come back here on a cot and watch the race. But here I am driving the pace car," Shelby said with a sense of wonder in his voice. "You can imagine how thrilling this is to me."

Shelby, the working man's auto racer of the 1950s who drove in bib overalls and became a legendary designer of sports cars bearing his name, was enjoying every moment of his "borrowed time." It was his second stint as pace-car driver at Indianapolis, and to rehearse for it, the tall, white-haired Texan drove more than 1000 miles around the Brickyard in a Dodge Viper at what some passengers considered heart-stopping speeds.

Carroll Hall Shelby was one of 1700 persons in the United States who received a heart transplant last year. His remarkable road back has encouraged his surgeon to predict that Shelby will be "a long-term survivor."

At Indy, Shelby was operating at his old non-stop pace. "I can put in a good, honest eight-hour day, but I start getting tired after twelve or fourteen hours," he said.

That previous pace propelled Shelby through a storybook life. Born in the small town of Leesburg, Texas, on January 11, 1923, Shelby was the son of a rural mail carrier who liked to go fast. The elder Shelby delivered the mail in a 1928 Whippet. Young Carroll sometimes accompanied his dad, always urging him to go faster. Carroll has stayed on the fast track ever since. He has been a World War II bomber pilot, an oil-field roustabout, a chicken farmer, a big-game hunter and African safari leader, a tire distributor, and a chili tycoon.

But hardly mentioned during the last 30 years of his flamboyant life has been just how near the edge his faulty ticker had placed him, and the pain and apprehension he's lived with. He was stricken with a heart ailment at the age of seven. At 38, he cut short his racing career because of racking angina pain. The high point of Shelby's racing career came in 1959 when he became the second American (Phil Hill was the first) to win the grueling 24 Hours of Le Mans—achieved, unbeknownst to most, with the help of nitroglycerin tablets that were dissolving under his tongue during the race to control his chest pains. "I also won the U.S. national championship in 1960 taking nitro pills," Shelby said.

He has undergone fifteen major operations during a fifteen-year stretch to combat the ravages of heart disease and old racing injuries. Heart-bypass operations were performed in 1973 and 1978. Both of his carotid arteries had to be reamed out. (Shelby says, oddly enough, that his most painful hospital experience was the skin grafts he needed for burns after he dropped a sweet-potato pie fresh from the oven onto his foot.)

New medical technologies delayed the downward spiral of Shelby's heart disease, but they didn't stop it. Five years ago, when he turned 63, Shelby was spending most of his days in bed. His cardiologist, Dr. Nicholas Diaco, told Shelby that if he was to continue living, he would need a new heart. His physician of 30 years, Dr. Rex Kennamer, concurred.

"I said I'm going to take a shot at this because I have a terrific desire to live," Shelby recalled. "I don't know whether that comes from owing so much money or my bankers keep me tweaked up." He also knew that transplant programs were far enough along so that he had a fairly good chance at a quality life, Shelby said emphatically. "I wouldn't want to live as an invalid."

Hearts available for transplants are scarce. Money alone can't buy one. The patient must qualify, and one of the requirements is to have sufficiently good health (the heart aside) to survive this radical surgery. "After thirty years of heart trouble, I didn't think I could pass the exams (to qualify)," Shelby said. He thinks his positive attitude helped to get him through a month-long battery of tests.

Despite his age, Shelby was accepted into the transplant program of Cedars Sinai Hospital in Los Angeles. Did his celebrity

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status help? Shelby doesn't think so. "I had to wait nine months for a heart and almost didn't make it." In this life-and-death line, the waiting is relieved only slightly by counseling programs. "They do a marvelous job in these transplant centers of preparing you for what life is going to be like," Shelby said. "They don't pull punches and they don't tell you it's going to be a bed of roses."

After it was determined that Shelby was healthy enough to survive a transplant, he was issued an electronic beeper in November 1989. When a new heart was located, he would be signaled. "You have to be no more than an hour away from surgery all the time." Shelby was passed over several times in favor of patients in even worse condition than he was.

Christmas and New Year's passed, then February and March were gone. Shelby, too weak to work, spent up to 20 hours a day in bed in his Bel Air home. He was attended by a housekeeper, the Rev. Elmer Ponce, a Filipino who is also a Baptist minister. Shelby ate little and was too uncomfortable to have visitors. His lonely days were relieved only by visits from his sister, Anne Ellison, his children and grandchildren. It seemed his beeper would forever remain silent.

By mid-May of 1990, there was considerable doubt Shelby would live long enough to see the operating room. "Finally I got down to about fourteen percent heart function," Shelby recalled. "My doctors told me I might live for only another few months." Late that month, Shelby, who was too weak to remain home any longer, was admitted to Cedars Sinai and placed on intravenous feeding. He is not a man to acknowledge or vocalize his fears, but one can imagine how he felt when two other heart-transplant candidates in nearby rooms died before hearts could be located.

"I wasn't worried about dying during the operation," he says. "Having gone through two bypass operations, I knew basically what the surgery consisted of. The odds are if you're in good shape, you're going to come through it." Shelby compares it to racing: "I never had any thought of crashing—you never start out in a race saying, 'What if I crash?' Your objective is to win the race and that's the way I approached this."

And then in June, a heart was located. The donor turned out to have something in common with Shelby: he was a gambler. While betting at a crap table in Las Vegas, the 34-year-old man suffered a cerebral hemorrhage and collapsed. He survived but never regained consciousness, and with irreversible damage, his family after nine days reluctantly made the decision to pull the plug and donate his organs.

Dr. Alfredo Trento, a veteran of 250 transplant operations, flew to Las Vegas to remove the heart himself. Knowing Shelby's history of bypass operations, Dr. Trento was careful to take enough of the connecting arteries so that he could replace Shelby's spliced vessels. Then the heart was rushed to Cedars Sinai, where the five-hour transplant operation went without a hitch.

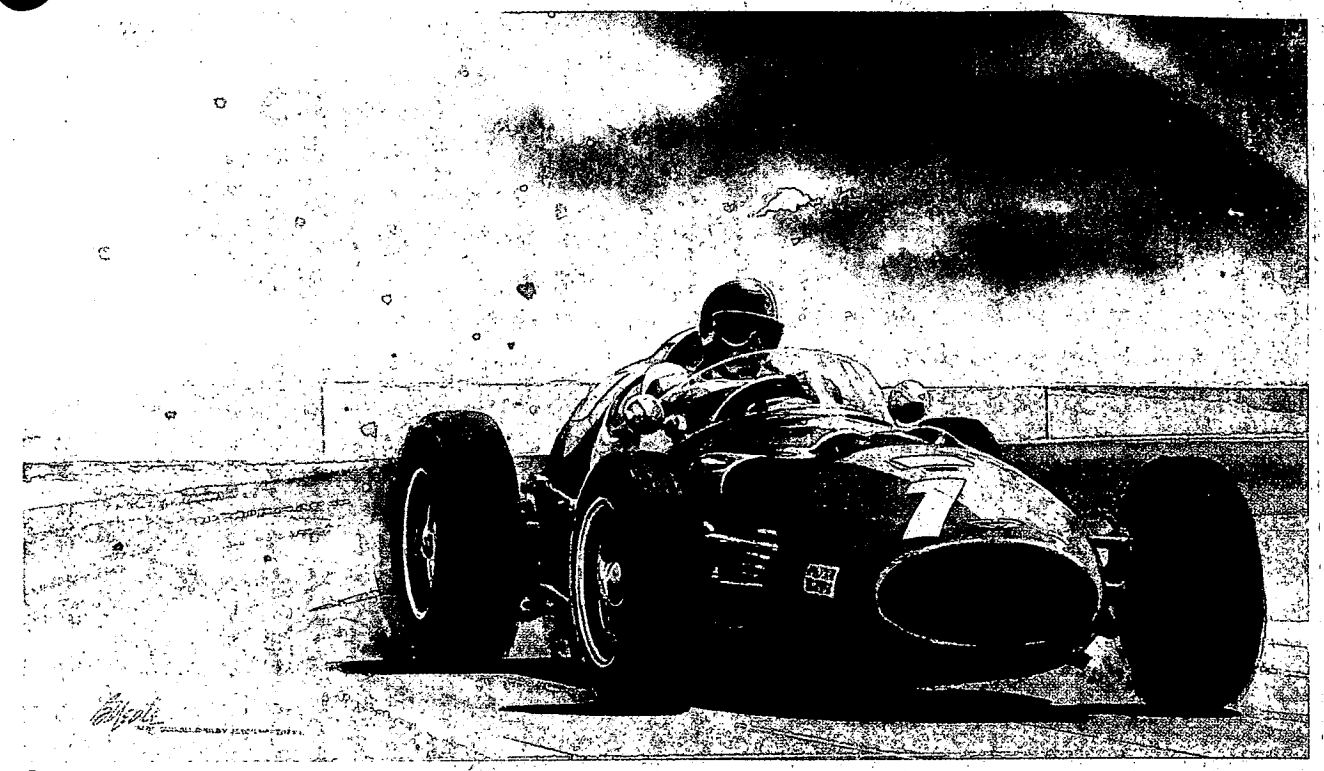
But all was far from well when Shelby emerged from anesthesia. "I had pneumonia and my temperature was 104 degrees." He regards the critical hours following the transplant more as a success of the black arts than a triumph of medical science. Immunologists mixed up a batch of antibiotics that cured the pneumonia in just three hours. "That to me is a bigger miracle than the fact that they can transplant an organ now," Shelby said.

Thousands of cards poured in and Cedars Sinai's switchboard was flooded with calls, but only his daughter, Sharon Lavine, and sons Michael and Patrick were allowed to visit. The irrepressible Shelby had smuggled in a cellular phone to reassure a few associates, and he was using it the next day.

Just four weeks later, Shelby visited his vacation house at Lake Tahoe in the oxygen-thin High Sierra. In the twenty-five years he's owned the place, Shelby says he had never been able to climb the 67 steps from his boat house to the main house without stopping at least three times because of chest pains. "A month after the transplant operation, I walked up the steps *ten times*—I practically ran up, without getting angina pains." Shelby smiles at the memory. "It was the most exhilarating thing that's happened to me since the operation."

Some months after the operation, I sat with Shelby on the deck of his Bel Air home, high on a hill overlooking smoggy Los Angeles. He wore golf slacks and a polo shirt with the crest of the Bel Air Country Club, and there was a large ring on one of his fingers, a memento of having driven the pace car at the 1987 Indy 500. His face was tanned and he appeared remarkably relaxed as he sipped a glass of ice water while recounting the ordeal he has been through. His comments were matter-of-fact and almost entirely technical. He described his transplant as though he were talking about swapping a blown engine in a race car.

Shelby says he doesn't dwell on the transplant, nor does he feel as if there were a time bomb inside his chest waiting to explode. "I live from hour to hour, but I



Shelby driving a Formula 1 Aston Martin in a vintage race at Long Beach.

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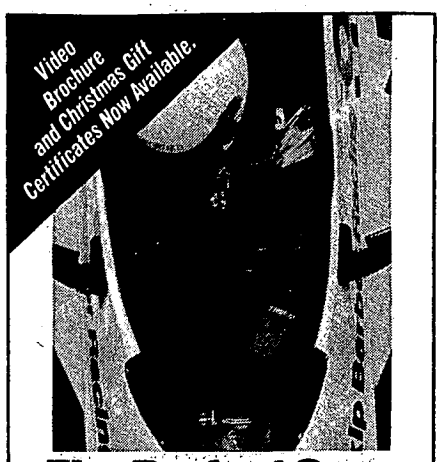
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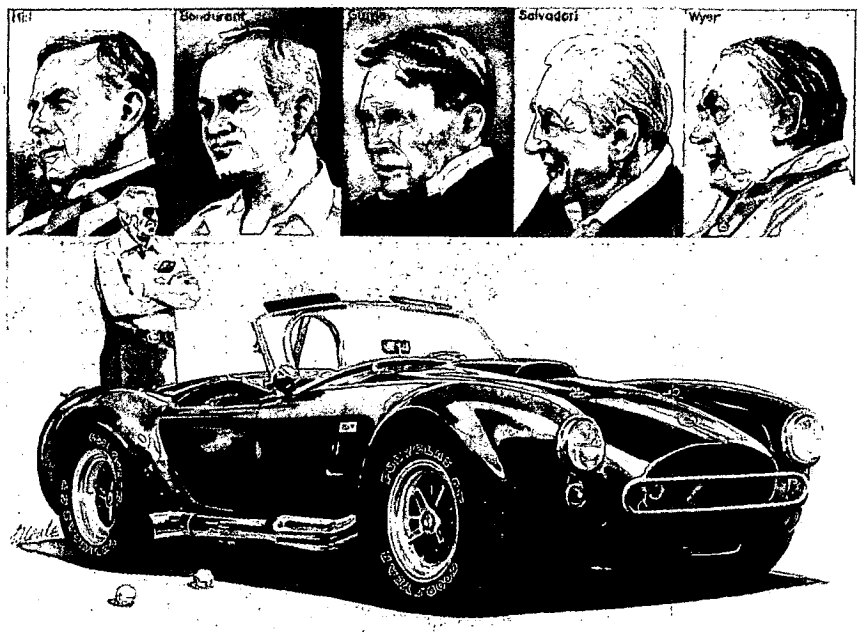

Reunion at Palm Springs with Phil Hill, Bob Bondurant, Dan Gurney, Roy Salvadori, and the late John Wyer.

feel so lucky to be here and feeling as good as I am." He is, however, quick to acknowledge the fragile nature of his life. "I know I could drop dead at any minute, or I could reject within a couple of days," he says. "But I don't worry about that. I'm not going to worry about anything else for the rest of my life."

Dr. Trento, a graduate of the University of Padua in Italy who has been transplanting hearts for nearly a decade, says Shelby is highly motivated and that has made his recovery go faster. The surgeon says the longest heart transplant survivor lived for 19 years, only to be killed in a car accident. He won't predict how long Shelby will live, but he feels his patient can have a normal life with no restrictions except those imposed by age. Dr. Trento noted that Shelby is less subject to infections now, even though the old racer still takes cyclosporin, a strong drug that suppresses the immune system. "You learn how to protect yourself from common colds and infections," Shelby says.

Shelby walks on a treadmill daily for an hour. His only restriction is to keep his pulse rate below 120 beats a minute, which doesn't provide much latitude since his new heart, at rest, pumps 95 to 100 beats a minute, normal for persons with transplants. The reason for this is that the vagus nerve and other connecting nerves that control heart rhythms are severed when the donor organ is removed. The nerves cannot be reconnected. Thus, the heart beats by itself without any nerve controls. The good news is that those severed nerves are the reason Shelby can eat his own chili—the nerves used to send heartburn signals, but without them, he now can eat anything he wants.

After more than a year, biopsies conducted every two months on his new heart have revealed no signs of rejection. The same technique used in angiograms is employed; doctors pinch little pieces from different locations on the heart and then analyze them for signs of rejection.

Shelby feels racing and car building have taken up too much of his life, and he has distanced himself from the ten businesses he owns. His main enterprises are a Goodyear racing-tire distributorship and Shelby Autos, the firm that built the original Cobra sports cars and modified sports cars for Ford and Chrysler. He leaves most of the daily administrative chores to long-time associates now, frequently escaping for holidays in Mexico with his grandchildren.

Shelby ventured into auto building in 1960 because he had a dream concept for a new kind of sports car. "I knew I wouldn't last very long as a driver because of my heart trouble," he says, "so I started making plans to build my own car." His idea wasn't unique: mate a powerful American V-8 engine with a lightweight European sports-car chassis. Such a car wouldn't weigh much more with an American V-8 because the European four-cylinder

Trial: Tell Shelby's health story (waiting, etc.), life history in racing, + car building: never, however, a technical guy. Since transplant: distanced himself. No longer in this business

engines, originally designed for taxis and buses, were long and heavy. "A lot of people had the same idea," Shelby admits. "I just happened to get lucky."

About 1000 Cobras were assembled between '62 and '67. They sold at prices from $5900 to about $8000. Ironically, in light of current Cobra prices, it was the "stiff" stickers that eventually forced Shelby to shut down.

The men who made his luck were a pair of young Ford executives. Lee Iacocca, then Ford's sales manager, believed any success Shelby might have would rub off on Ford and boost his company's sales. Don Frey, then a deputy to Iacocca who went on to become chairman of Bell & Howell and is today a teacher at Northwestern University, persuaded Ford to back the ex-racer.

Later, Iacocca asked Shelby to do a sporty version of the Ford Mustang. "I didn't really want to do it," Shelby confesses, "because I didn't think I could make a decent car out of the Mustang." At Iacocca's urging, Shelby did some major reengineering—turning the Mustang into a taut-handling two-seater. The original GT350 that was equipped with the engine from the 289 Cobra was soon joined by big-block GT500s and convertible models. Some 14,000 Shelby Mustangs were built from '65 to '70. Prices for them today run in the $50,000 neighborhood.

Shelby says by the time his work on the Mustang ended in 1969, his heart trouble was getting worse. Shelby was keenly aware that both his parents died at early ages from heart disease. It convinced Shelby he needed to escape from business life and do what he really wanted to do with his remaining years.

But he would be enticed once more to return to the auto business when Iacocca became Chrysler's chairman. Iacocca believed that Chrysler, then near bankruptcy, could benefit from some of the Shelby magic. In all, Shelby modified six models and a pickup for Chrysler, building about 6000 vehicles.

Shelby's clear-cut favorite: the 1986 Omni GLHS. "It's fun to make a mule that'll outrun a race horse," Shelby says of the small turbocharged four-cylinder-powered $10,000 car. The GLHS represents Shelby's ideal—performance that's available to working-class people.

These days, Carroll Shelby is enjoying his new heart. "I want to do things that I haven't been able to do for thirty years physically," he says wistfully. And to underscore the point: "I've got to do them quickly or I'm going to be too darn old and suffer the other infirmities that will be setting in on me."

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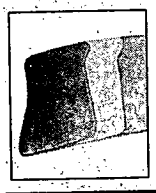

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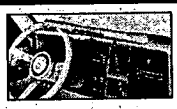

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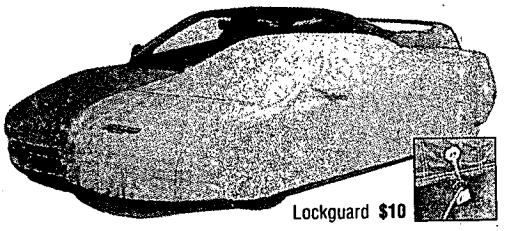

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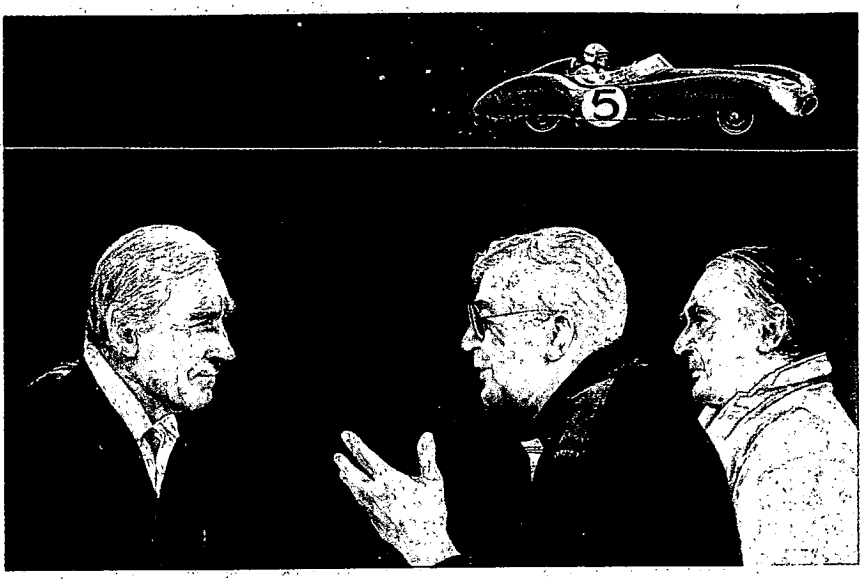
Shelby has always been full of surprises, and he pulled another one last August 10, when he went to the wedding altar for the fourth time. His new wife is Lena Dahl, whom Shelby met in 1967 when she was only 18. The new Mrs. Shelby is a former Los Angeles realtor and the mother of two teen-agers.

Shelby also raises money for organ-transplant programs and spreads the word that more donor organs are vitally needed to help all the people who are in dire need. "Half the people who are approved for new hearts never get them. Yet there are 25 times that number of cadavers buried with good organs," he adds. "There's no reason for any person in need not to get a new heart. You can give years of life by donating your organs," Shelby urges.

What would Carroll Shelby like to be remembered for?

"I don't care if I'm remembered or not," he says bluntly, adding that "fame is so fleeting that I'm not going to be remembered for anything—not for very long."

Shelby prefers to focus on the years remaining in his remarkable life. And work is one of the lowest of his priorities. "I don't want to be like Roger Penske (a close friend), who is the only man I know who's made $300 million working at minimum wage," Shelby says with a laugh. "I want to get well enough to travel where I want to go, instead of where I've had to travel. I never want to completely retire. I want to have something that keeps my interest. I want to have a reason for getting up in the morning. I don't want to ever say, 'What the hell am I going to do today?'" ●



Drivers Salvadori and Shelby with Wyer's Aston Martin DBR1/300 that won Le Mans in 1959.

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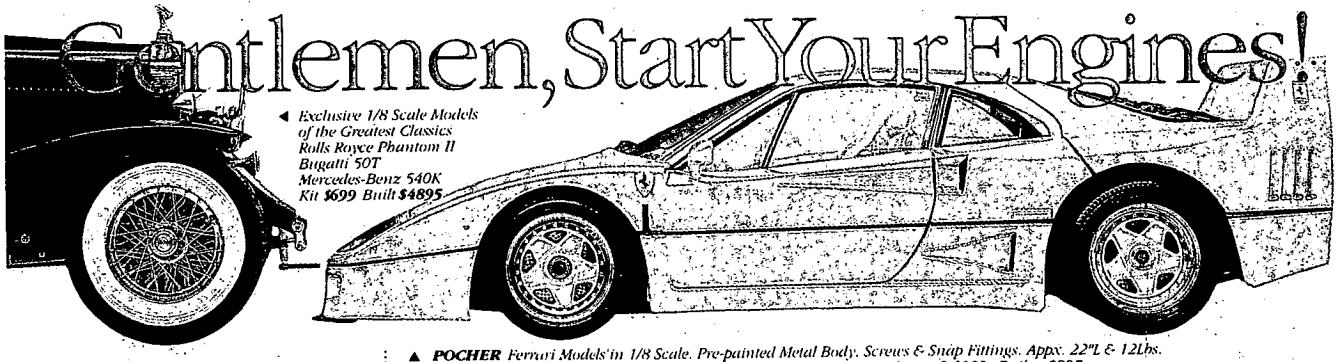

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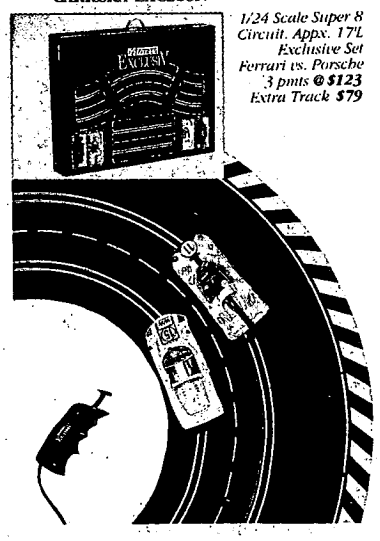

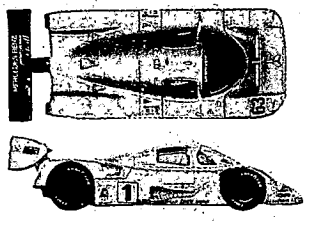

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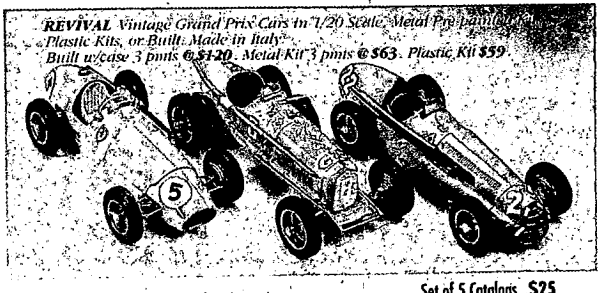

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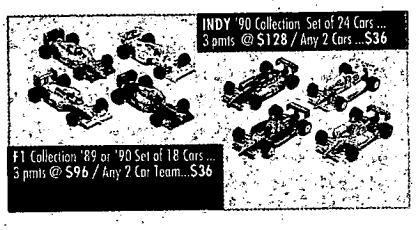

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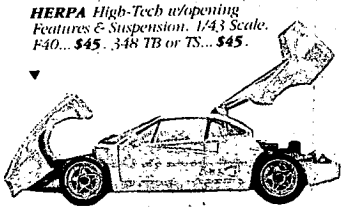

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ROAD TEST

CobraCobraCobraCobraCobraCobra

CAN CARROLL SHELBY TURN THE CLOCK BACK TO 1965?

by C. Van Tune

PHOTOGRAPHY BY SCOTT KILLEEN



COBRA 427 REBORN

They say it can't be done. Turning back the calendar is impossible. You simply can't accurately mass-reproduce a '60s sports car in the '90s. At best, you get a tangy neo-classic, like Viper or Miata machines that look over their shoulder at the hard-edged era of brute sports cars, but which must by law embody current safety and emissions equipment. That added gear makes them heavier, more complex, and considerably less blood-thirsty. Forced thus by our government, these latter-day machines only can be considered as evolutions of the original sports car theme—not recreations of it. As much as we love them, and as uncaring as it sounds, they're but specious imitations of unmatchable memories.

Carroll Shelby ain't much for memories. He knows everything's different today from what it was 30 years ago when this small band of engineer/racers stuffed a small-block Ford V-8 into the modified engine bay of what had been an AC Ace. Their creation was the first Cobra roadster.

Essentially an aluminum-bodied, tube-frame race car, the Cobra came to be when AC Cars of England lost its engine supplier. Shelby used a yard of bull and plenty of luck to finagle some development dollars and 260-cubic-inch Falcon engines out of a Ford Motor Company exec named Lee Iacocca, with a promise of bringing needed racing victories to the auto maker. AC shipped the bare

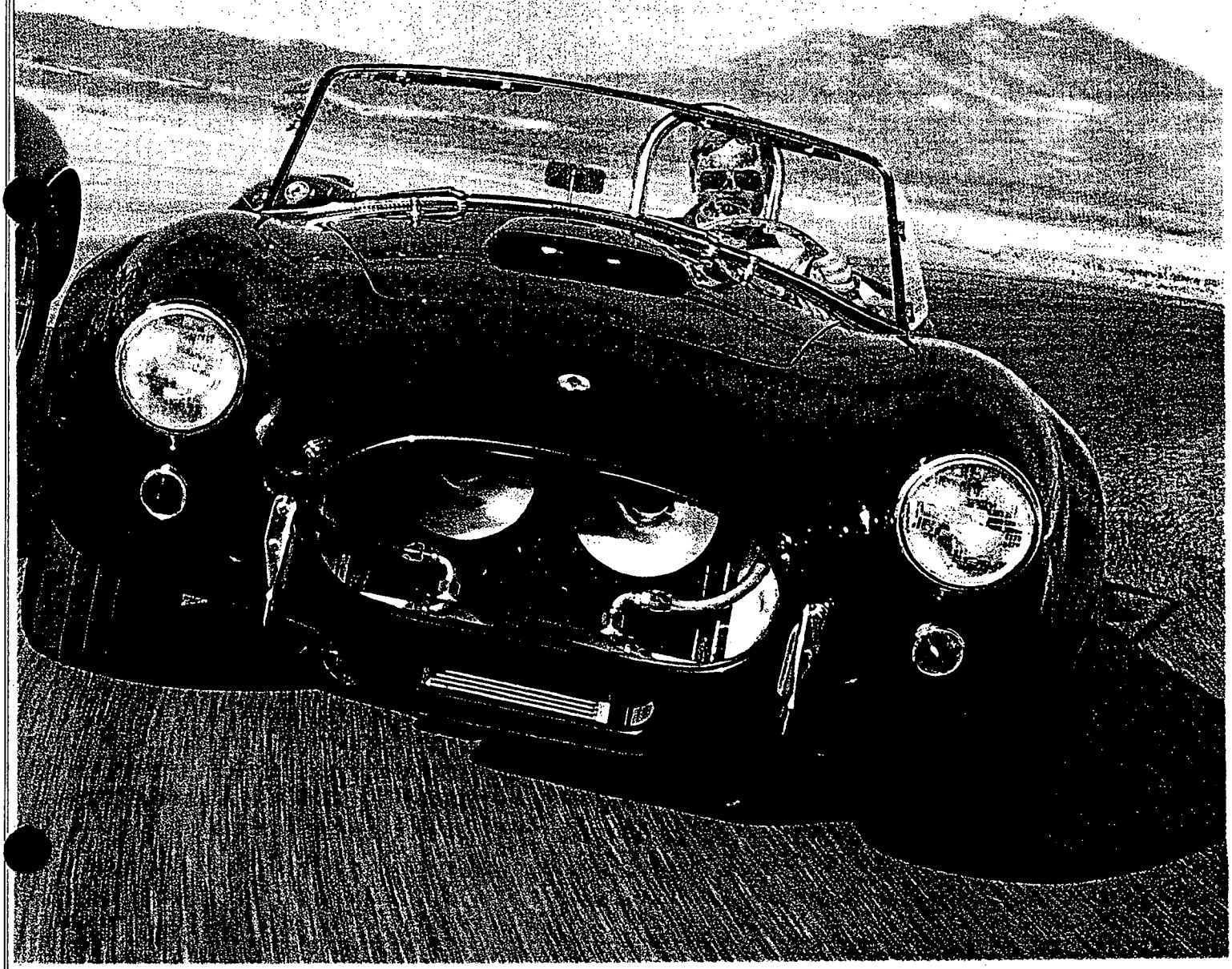
body/chassis layout to Shelby's SoCal shop, where the American V-8 and four-speed were loaded in. One jab at the throttle proved the obvious: Big power is big fun. Seventy-five 260-powered Cobras were produced before the Mustang's more powerful 289-cubic-inch V-8 became available. Bigger power meant bigger sales, and over 50 of the (580 total) 289-versions were actively campaigned in racing series.

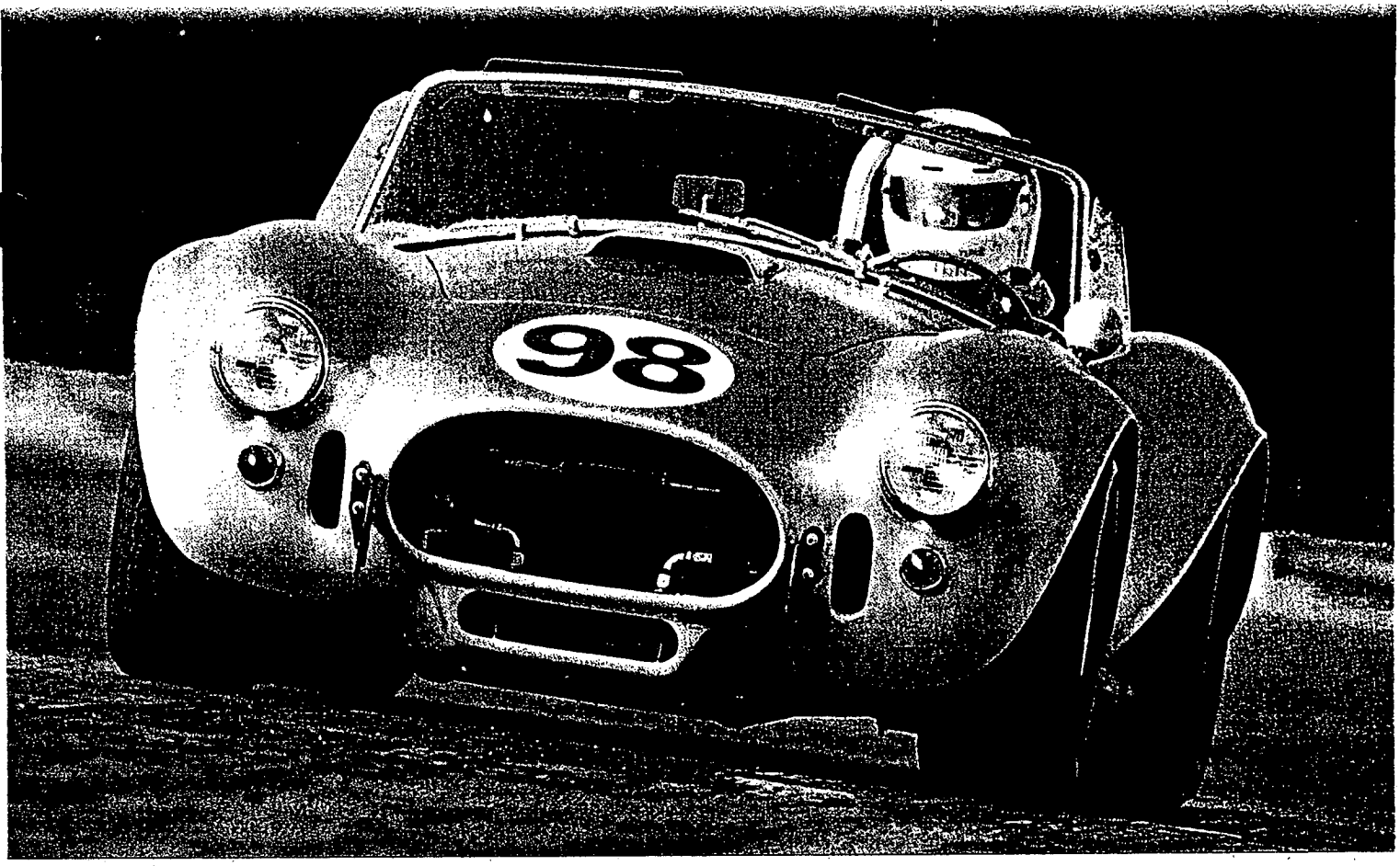
By 1965, Shelby had abandoned practically all the original Cobra's mechanicals in favor of a newly designed Shelby-American creation called Cobra 427. It retained the previous car's overall look, but was far brawnier inside and out. The sly Texan's goal was to build a machine that'd whip ol' man Ferrari's tail on the road-race courses of Europe.

Given the new car's substantially stronger chassis, larger Halibrand magnesium wheels, and nearly 500 horsepower, Enzo should've seen the writing on the wall. The Cobra was far more than myth, and its racing legend had already begun.

The Cobra years ended before the '60s did, as ever-tightening government requirements "took the fun out the car business," according to Shelby. The former chicken rancher continued to convert innocuous Mustangs into decreasingly potent GT350s and GT500s until 1970, when he packed up and went to live in Africa. Of course, he eventually came back to the States and was talked into working for Chrysler. His mark on the Cobraesque Viper is obvious.

Anyone who's followed Shelby's history knows there's plenty of intrigue among the annals. Precise record keeping was not this man's forte, and it's only through the exhaustive research of the Shelby American Automobile Club (SAAC) that we're able to quote reasonably accurate





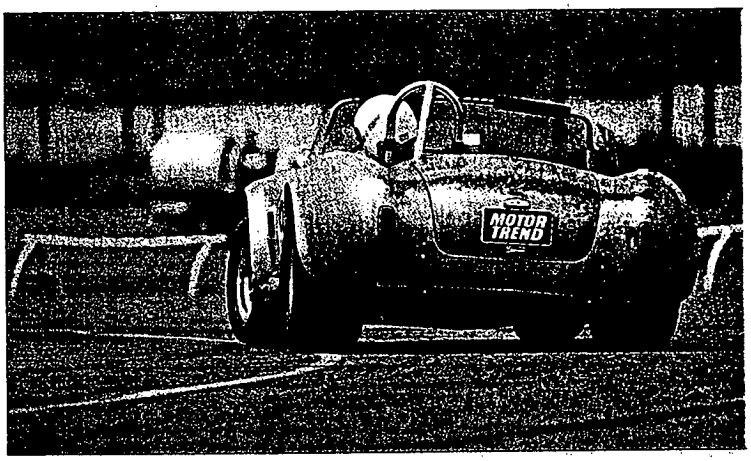
production numbers today. That knowledge leads to speculation.

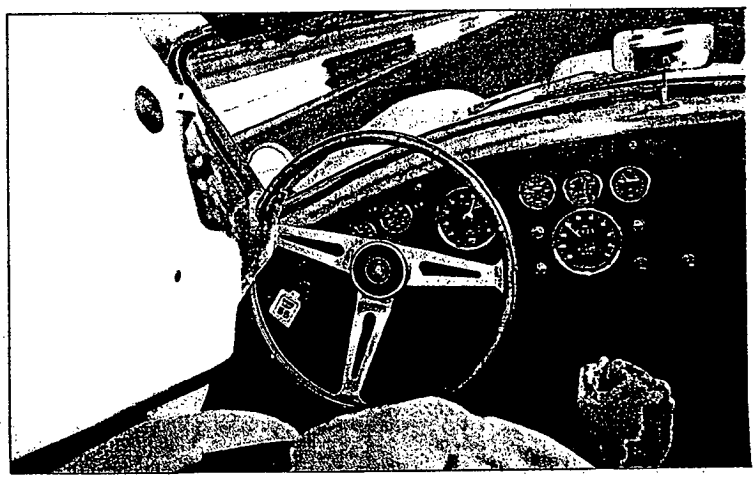
Treasure hunters run rampant. What ever became of all the now-invaluable "leftovers" when Shelby closed up shop? Certainly, there were more than a few bins of parts never assembled into Cobras or GT350s when Shel' moved out.

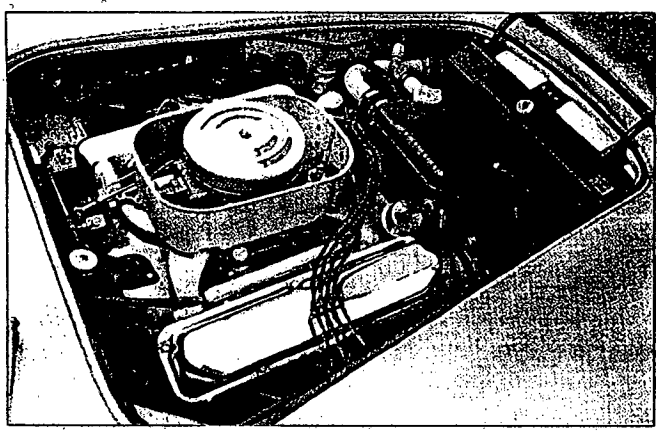
Spin the calendar ahead to 1992. The price of authentic Cobras has dropped back a bit from their stratospheric rise to $500,000 and beyond of just a few years ago, but still command prices far in excess of any figure Shelby had ever imagined. So, just what would a brand-new Cobra 427 be worth today? One precisely recreated from original-type parts, to original specifications, and overseen by lawd Shelby hisself. Wouldn't it be about the biggest news in the car business within recent memory? And shouldn't such a car command at least parity pricing with the finest of restored Cobras?

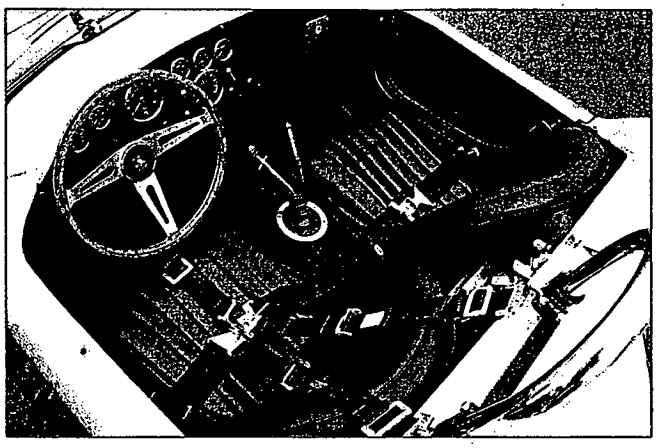
The bombshell just hit. Over dinner with Shelby recently, the *Motor Trend* staff was casually given a bit of information that made us spew our mouthfuls of chili onto the tablecloth. Carroll's building Cobras again. And they're not some sort of fiberglass kit car. Each will be created from a stash of forgotten parts and recreated components that includes materials to build over 40 additional cars.

"I call 'em my retirement plan," the 69-year-old snake charmer said with a grin. According to Shelby, there will be up to 47 chassis awaiting assembly. These are ostensibly the same as those units destined to be made into 427 S/C "semi-competition" Cobras in 1965, and carry '65-era "CSX" (Carroll Shelby Export) serial number plates. It is this fact, Shelby tells us, that allows him to "finish" the construction of these Cobras and sell them today as '65 models, with race-car titles. In essence, Shelby-American's assembly lines merely took a 27-year-long coffee break.

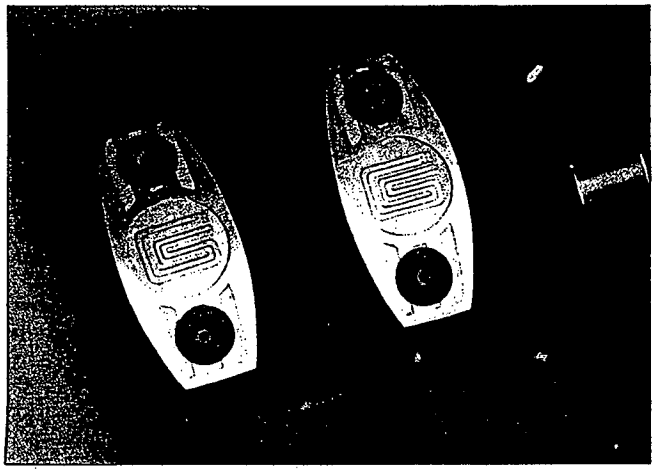












The cars are being built at Shelby's Los Angeles facility adjacent to his large Goodyear racing tire distributorship. But don't begin to envision a return to the old days. There's no lavish production line manned by technicians in white lab coats. New Cobras aren't spewing forth at a rate of one car per day, nor even one per month. Shelby's going slowly and carefully. He realizes these cars will be scrutinized under a microscope for flaws, for deviations from the original. The "old" Cobra owners are a dedicated, and deadly serious, breed. In fact, several see the new Cobras as threats to the value of their original.

"Some purists in the Club may thumb their noses at the car," SAAC official Rick Kopec told us. "But keep in mind it's Shelby doing it [building the cars]. He's not trying to say these are original cars, even though they're using original serial number plates. They're continuations of the original."

Thus, the important question: What exactly are these "new" Cobras? Reproductions? Recreations? Continuations? And will they appreciate in value? A previous example may help shed some light on that debate.

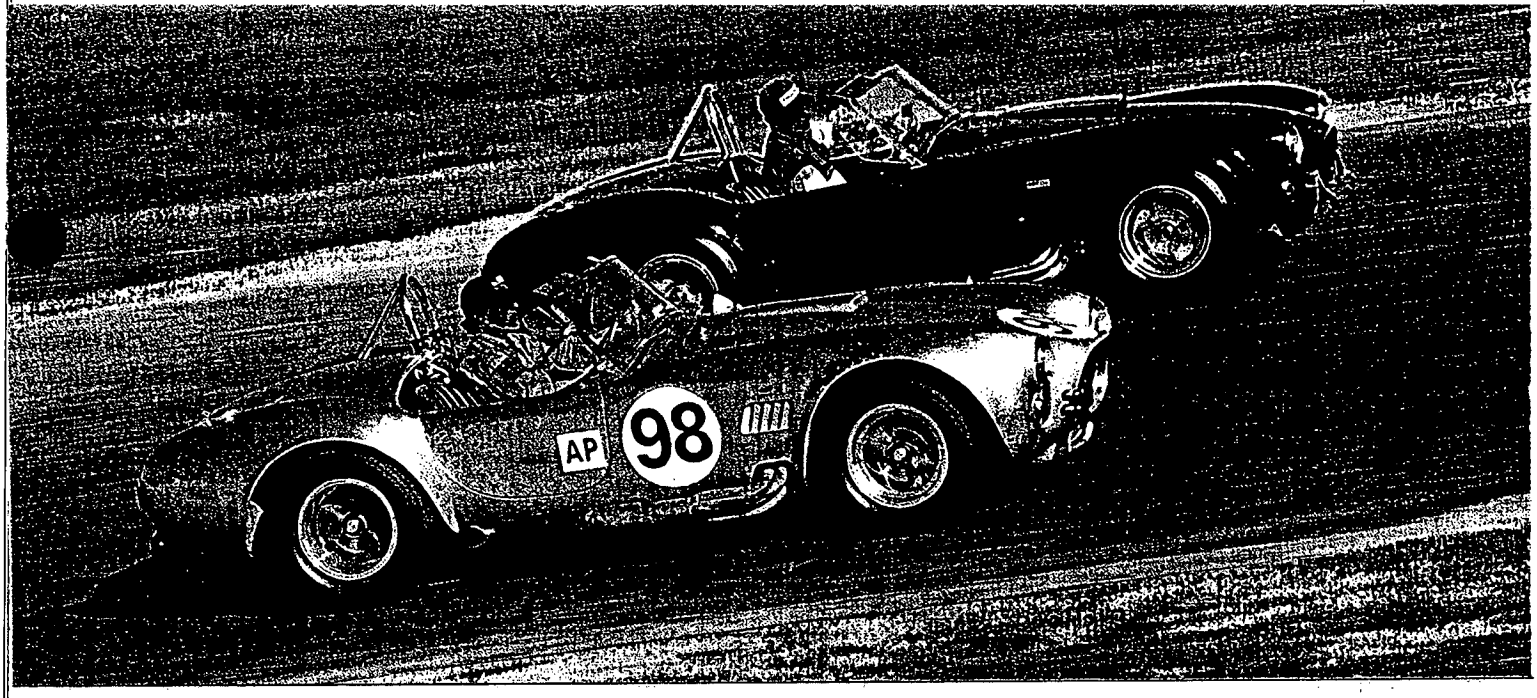
In the early '80s, Peter Thorp of Safir Engineering in England recreated a small run of cars to Ford GT40 original specs. His machines, dubbed "GT40 Mark V," used original body molds and the expertise of several original GT40 engineers to emulate the fantastic Ford GT40 race machines in virtually every detail. They were, in essence, continuations of the original. But while there was no contest that the cars were mechanically and cosmetically true, Thorp soon found there was a market for no more than about 15 of these machines. Prospective buyers were looking at the Mark V as much, or more, for its investment potential than just for the joy of ownership. And though the Mark V's $70,000 pricetag was about half of what a "real" GT40 was then going for, its unproven investment potential caused most of the big talkers to eventually shy away.

It seems everyone has his own interpretation of the semantics involved, but we're comfortable with referring to Shelby's "new" Cobra as a "continuation" of the original. The one car we saw and drove (Shelby's personal machine, CSX 3056) appears as true to the original 427 S/C as feasibly possible, though a change from "AC" markings to the famous "CS" logo on the aluminum brake and clutch pedals suggests there might be some deviations here and there. As far as pricing goes, don't expect a bargain. "They start at $500,000 and go up from there, depending on engine options," Shelby said.

New aluminum bodies are being created off new bucks and are "to spec" except for an increase in metal gauge for added strength. Halibrand magnesium wheels with

CobraCobraCobraCobraCobraCobraCobraCobraCobra

The Cobra 427 engine makes 425 horsepower, 480 pound-feet of torque, and lotsa noise; while cornering at an impressive 1.02 g, fuel sloshes from the tank. Big fun! "Old" Cobras scorched your feet with exhaust heat, but this one is better insulated. The brake pedal is race-car hard, with metallic pads. A transplanted '65 Mustang shifter, installed backward, controls the four-speed transmission. It looks weird, but it works great. Simple bucket seats are augmented by five-point safety harnesses and a rollbar. Twin aircraft batteries mount behind the passenger seat to help weight distribution. The instrument cluster includes a 180-mph speedometer, 8000-rpm tach, oil, and fuel pressure—everything you could want except a gas gauge. A toggle switch activates the auxiliary fuel pump that's mounted lower in the tank; that gives you a scant five-gallon reserve. At our observed city fuel economy, we netted 6.5 mpg, so you'll need a gas station quick. The serial number on this polished Cobra is a leftover from 1965.



knockoff hubs have been reproduced in the correct dimensions, and are shod with Goodyear Blue Streak race rubber that closely emulates the '60s-era Goodyear Blue Dots. Brakes are the same mammoth 11.6-inch vented discs at the front and 10.8-inch discs out back. Upper and lower control arms with coil-over shocks and anti-roll bars serve duty front and rear. Steering is manual rack and pinion.

Three of Shelby's latest have been sold as of this writing. Two were painted blue with white stripes, one is all black. Carroll likes his machine unpainted, resplendent in its natural aluminum finish.

It took but a twist of the ignition key to slap us back to reality. Back to 1965's reality, that is. The internal-combusting beast living under the aluminum hood makes so much body-thumping noise you'd swear it's doing a bit of external-combusting, as well. It's 427 cubic inches of NASCAR-derived V-8 and 425 gross horsepower. A giant Holley four-barrel with enough flow capacity to fill a pool. Solid valve lifters. High-lift cam. Big, black, unmuffled sidepipes piercing the atmosphere with the alternating exhaust pulses of a demonic lifeforce. Make no mistake, this is a bad-ass machine.

CobraCobraCobraCobraCobraCobra

The Cobra is a rare combination of brute force and timeless beauty—a race car for the street

CobraCobraCobraCobraCobraCobra

Any wimps in the vicinity will turn and run for their mommies when the mighty 427 fires up. There's no finesse, no civility, no respect for nuthin'. Just violent explosions that serve as warnings to clear the road ahead. By the end of the day, you'll be near deaf—but you won't care. Nor are you likely to fret over refilling the 42-gallon fuel cell, which drains rapidly at the car's best freeway effort of 9 mpg. Run it hard, and expect no better than 5 mpg.

And run it hard you will. There's no other way to drive this car, though it will putt down the highway without complaint. To say the power comes on strong is an understatement of the highest order. There's enough torque to allow starts in fourth gear, and the ability to spin the wheels to well past 80 mph. The 6500-rpm redline comes and goes in a blur of shifting gears, as you flash past the finish-line traps in a torrent of wind and exhaust noise that smashes all desire to own a sensible car.

To compare old versus new, we brought along a built-in-'65 version. Karl Bullock's gorgeous, black '65 Cobra (CSX 3150) has been rebuilt to S/C specs and differs from the "new" car only by its 485-horsepower "high riser" engine and sticky Hoosier tires. It beat Shelby's "new" car 0-60 mph, but not by much: 4.6 versus 4.8 seconds. Our most recent Viper test shows 4.7 seconds. The quarter mile stretched the "old" car's lead as ETs dipped well into the 12-second range: 12.7 seconds/112.7 mph. Shelby's car, hampered by a high-rpm missfire, followed with a 13.2-second/105.6-mph clocking. The Viper sandwiches between the two, however, with a 13.1-second/108.8-mph best effort.

On the slalom course, where horsepower isn't much of a factor, the black Cobra was still the victor. Both cars suffer with slow steering and a dead spot on-center, but are actually not difficult to drive quickly. Body roll is nearly absent, and tail-out drifts are what they like best. The softer tire compound on Bullock's Cobra's made the difference here, giving it a trap speed of 71.8 mph versus Shelby's 69.3-mph best. Skidpad testing also gave the nod to Bullock's car, despite a strong initial understeer that was tricky to overcome due to the strong grip of the wide rear tires. Shelby's car felt far friendlier, and seemed faster, but a check of the clocks revealed a 1.02g rating for the "new" car versus 1.04g for the "old." Both cars are well above phenomenal in 1992, which speaks volumes about their prowess in 1965.

A lot of noise has been generated recently about 0-100-0-mph testing, which was a popular gauge of performance in Europe during the Cobra's heyday. Ken Miles, Shelby's chief test engineer, was reputed to have accomplished the

feat in 13.8 seconds, though the testing procedure is believed to have been less than completely scientific. According to records kept by SAAC, Miles merely went out onto a strip of stippled concrete at Los Angeles International Airport (which was behind Shelby's facility) and, with a passenger holding a stopwatch, blasted from rest to 100 mph and back to a stop. We're not suggesting his number is bogus, but just keep in mind this was done without electronic timers or a calibrated speedometer. Our recent revival of that same test (with a fifth wheel) showed far slower times. Shelby's car registered a 17.9-second 0-100-0-mph time, while Bullock's managed a 16.6-second best effort. The Viper slid in (literally, with no ABS) to a 18.2-second time. By using a grippy concrete surface rather than our asphalt dragstrip, we're confident those times would improve by a couple seconds.

Shelby's original creation was a remarkable automobile: a race car for the street that was pure function, no fluff. It proved itself on the racetracks of North America and Europe, and established Ford as a force to be reckoned with worldwide. Chevrolet scrambled to develop a Corvette that'd beat the Cobras, but never was successful in stopping Shelby's brutal 427. No doubt there will be lengthy arguments about whether Carroll's "new" Cobra is a "real" Cobra. That's not for us to decide. We're just thankful ol' Shel' is still around to stir the pot one more time. >

Second Opinion

I got to drive the Cobra in the perfect environment, a place locked in a time warp just like the car itself. On the barren Streets of Willow road course, it could be any year, any time; there's nothing but rolling desert foothills, a winding strip of pavement and, on this day, a brand-new Cobra. No need to fit in with modern society, no point avoiding the appearance of conspicuous consumption. Go ahead. Consume. Here, you can operate a car like this with a clear conscience. Skull-cracking noise levels and rampant, unbridled exhaust emissions just don't matter. You can do what you want, and the Cobra is clearly the perfect car for that kind of self-gratification.

To put things in the mildest possible terms, I took full advantage of the Cobra, and the location. Everything good you've heard about the car is true, and with modern radial tires, most of the bad stuff no longer applies. It's way fast, it sticks—it even stops. I wouldn't want to go back to the '60s permanently, but I'm willing to visit as often as possible. —*Jeff Karr*

TECH DATA



Cobra 427 S/C

GENERAL

Note: Figures for '65 427 Cobra in parentheses.

Make and model	Cobra 427 S/C
Manufacturer	Shelby-American, Inc. Los Angeles, Calif.
Location of final assembly plant	Los Angeles, Calif.
Body style	2-door, 2-passenger
Drivetrain layout	Front engine, rear drive
Base price	$500,000 ($9500)
Options included	None

DIMENSIONS

Wheelbase, in./mm	90.0/2286
Track, f/r, in./mm	56.0/56.0/1422/1422
Length, in./mm	156.0/3962
Width, in./mm	68.0/1727
Height, in./mm	49.0/1245
Ground clearance, in./mm	4.4/112
Manufacturer's curb weight, lb	2530 (2480)
Weight distribution, f/r, %	49/51
Cargo capacity, cu ft	6.8
Fuel capacity, gal	42.0
Weight/power ratio, lb/hp	6.0 (5.1)

ENGINE

Type	V-8, liquid cooled, cast iron block and heads
Bore x stroke, in./mm	4.23 x 3.78/ 107.5 x 96.0
Displacement, ci/cc	426/6974
Compression ratio	11.5:1
Valve gear	OHV, 2 valves/cylinder
Fuel/induction system	Single Holley 4-bbl carburetor
Horsepower hp @ rpm, SAE gross	425 @ 6000 (485 @ 6500)
Torque lb-ft @ rpm, SAE gross	480 @ 3700 (480 @ 3500)
Horsepower/liter	60.9 (69.5)
Redline, rpm	6500 (7000)
Recommended fuel	100+ octane leaded/unleaded

DRIVELINE

Transmission type	4-speed man.
Gear ratios	
(1st)	2.32:1
(2nd)	1.69:1
(3rd)	1.29:1
(4th)	1.00:1
Axle ratio	3.77:1
Final-drive ratio	3.77:1
Engine rpm, 60 mph in top gear	2500

CHASSIS

Suspension	
Front	Upper and lower control arms, coil springs, anti-roll bar
Rear	Upper and lower control arms, coil springs, anti-roll bar
Steering	
Type	Rack and pinion
Turns, lock to lock	2.5
Turning circle	36.0
Brakes	
Front, type/dia., in.	Vented discs/11.6
Rear, type/dia., in.	Vented discs/10.8
Anti-lock	Not offered
Wheels and tires	
Wheel size, in.	15 x 7.5/15 x 9.5
Wheel type/material	cast aluminum
Tire size	8.15 x 15/11.40 x 15 (245/60D15/275/60D15)
Tire mfr. and model	Goodyear Blue Streak Sports Car Special (Hoosier Street TD)

INSTRUMENTATION

Instruments	180-mph speedo; 8000-rpm tach; oil temp; battery; coolant temp; oil pressure fuel pressure, (10,000-rpm tach)
Warning lamps	Brake

PERFORMANCE AND TEST DATA

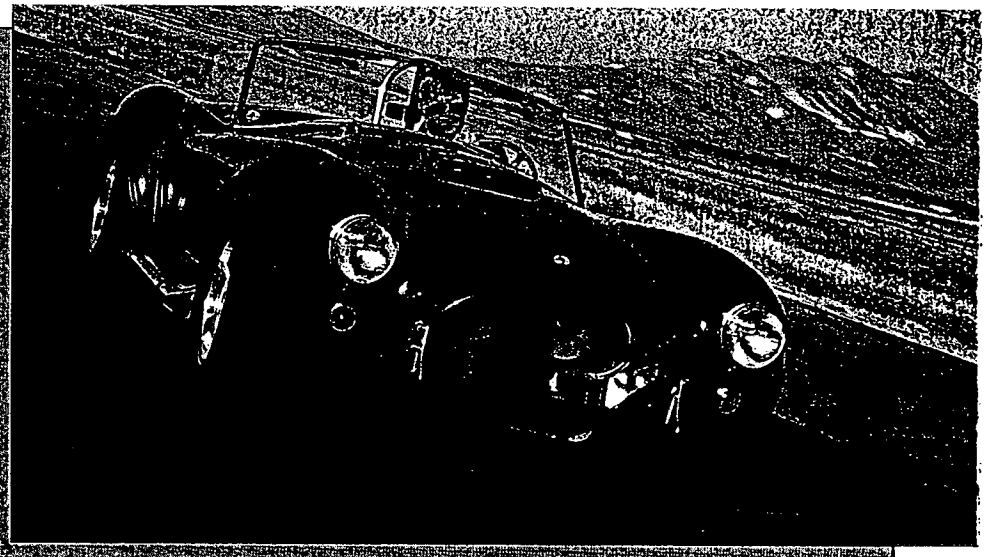
Acceleration, sec	
0-30 mph	1.7 (1.9)
0-40 mph	2.6 (2.7)
0-50 mph	3.5 (3.5)
0-60 mph	4.8 (4.6)
0-70 mph	6.1 (5.6)
0-80 mph	8.0 (6.8)
Standing quarter mile sec @ mph	13.2 @ 105.6 (12.7 @ 112.7)
Braking, ft	
30-0 mph	34
60-0 mph	131 (130)
Handling	
Lateral acceleration, g	1.02 (1.04)
Speed through 600-ft slalom, mph	69.3 (71.8)
Speedometer error, mph	
Indicated / Actual	
30	26
40	36
50	46
60	55
Interior noise, dBA	
Idling in neutral	91
Steady 60 mph in top gear	105

OBSERVED FUEL ECONOMY

City driving, mpg	6.5
Highway driving, mpg	9.0

RETROSPECT







CobraCobraCobraCobraCobraCobra

THE "REAL" COBRA 427 S/C

In 1965, Carroll Shelby unleashed his Ford-powered secret weapon on the racing world and spawned three decades of wannabes. His brutal Cobra 427 competition cars delivered a minimum of 485 horsepower in a 2400-pound package and handily spit the nastiest Corvettes and Ferraris out of its unmuffled side exhausts. On the street, even planted with the milder 425-horsepower motor, virtually nothing could catch a well-driven Cobra. Perennial overlords like 389-cube Pontiac GTOs and 426-cubic-inch Hemi Mopars were little more than light snacks for the marauding Anglo-American hybrid with its tube frame, huge four-wheel discs and aluminum bodywork.

In those days, stoplight-to-stoplight performance meant everything, and a weight-to-power ratio of under 10:1 gave entry into the heralded muscle-car arena. The best 348-horsepower GTO just made the break, while a no-option Hemi-powered Plymouth Belvedere claimed an 8.2 pound/horsepower rating. By comparison, the Cobra's 5.1 pound/horsepower blast force was like bringing a high-yield nuclear device to a kiddie-carnival's shooting gallery.

Taming the Cobra's power was a story all its own. With a rear-biased weight balance, 90.0-inch wheelbase (4.5 inches shorter than a Volkswagen Beetle's) and more torque than a freight yard of locomotives, this street-legal race car should've come with a death certificate taped to the glovebox door. Except that there was no glovebox. Nor door locks, nor side windows, nor about anything else you'd now consider necessary.

But hell, you're not Carroll Shelby. And you're not trying to sell a hundred versions of your race car to the public merely to get them certified as "homologated" and therefore legal to race. In Shelby's frame of mind, if it didn't make the Cobra go faster, handle crisper or stop shorter, it was tossed into the scrap heap. If you wanted something cushy, go buy a Cadillac—or a Corvette.

Petersen's Sports Car Graphic (Nov. '65) flat-footed a street Cobra to a 13.2-second/110-mph quarter-mile pass, but then nearly blew the test gear off the car with a 12.3-second/121-mph run in a full-race model weighing a mere 2350 pounds. And you wonder why ol' man Ferrari was having fits?

Shelby built only 348 big-block Cobras between 1965 and 1966, with a few being finished individually as late as 1968 and shipped out of the country. Of these, 260 were dressed in the milder street trim (no rollbar or side exhausts, and with 18- rather than 42-gallon fuel tanks) compared with the scant 21 "competition" versions produced. An undetermined number of Cobras were built with the less costly (and lower-performance) Ford 428 engines during that time period, though you rarely will find an owner today who'll admit to having one.

In 1965, a Cobra 427 street car started at $7495, and the competition model was just under 10 grand. Sure, that's dirt cheap by today's standards (especially considering their rapid appreciation within the past decade), but was considered far from a bargain then. In fact, Shelby was having trouble moving them. To help deplete the ever-growing inventory, 31 cars were converted from competition trim into only slightly less-hot S/C "semi-competition" street models. It's that model Carroll Shelby is today recreating with his "new" 427 S/C.

—*CVT*



The face may age, but the soul stays the same. Three decades later, Shelby is riding tall with a new heart and a new found vigor for performance cars. The engine in the old Cobra is a high-riser 427 with 485 horsepower. Compare it and its serial number plate to those of the new car. See many differences?



SHELBY AMERICAN AUTOMOBILE CLUB

BOB D'OLIVO

AVERY

TIME OUT WITH CARROLL SHELBY



Taken in January of 1965, this is a photo of Shelby American's L.A. Airport factory, showing the competition department. "Fliptop" 427 Cobra prototype is in the foreground, while CSX3002, the first 427 race car (No. 98), is behind it.



ILLUSTRATION — This is one of the original ads for the 289 Cobra, which appeared in the October 1963 issue of *Motor Trend*. Don't you wish you could go back and buy one today, at 1963 prices!

Where would we be without this man?

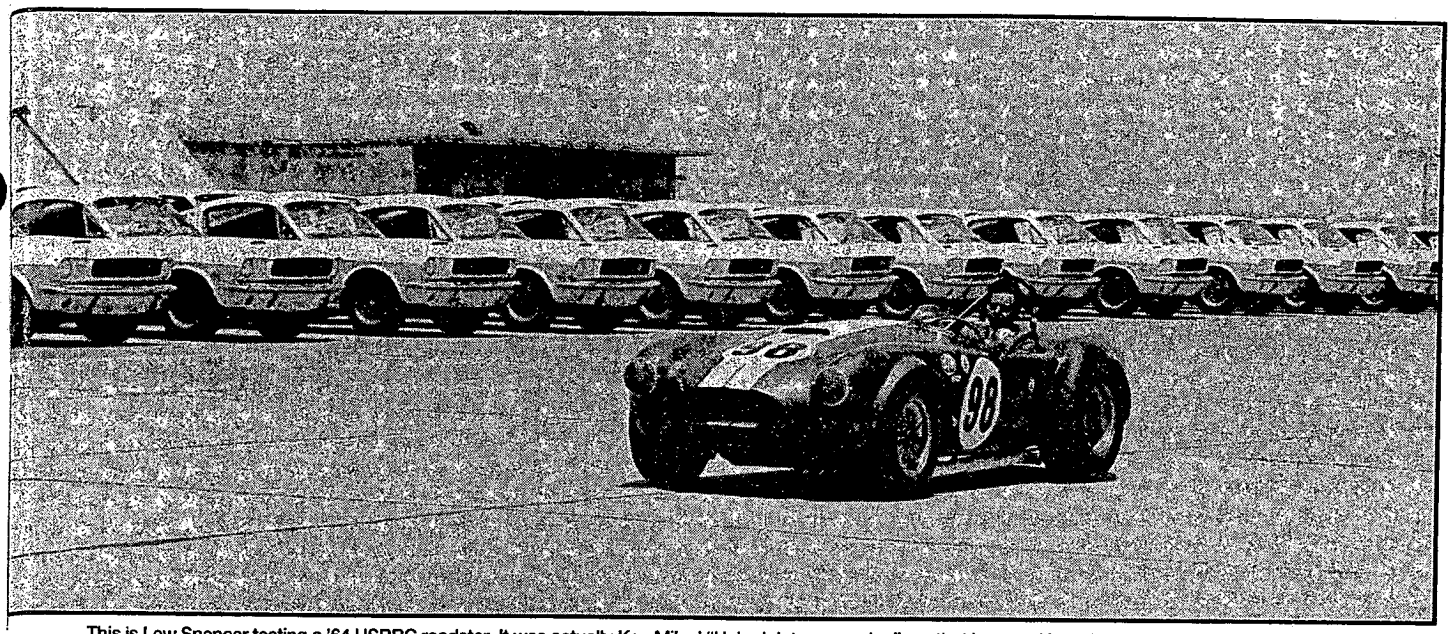
BY BOB McCLURG

The tale is a familiar one, but just in case some of you out there just fell off a turnip truck, or are too young to have heard it before, we'll repeat it again! Carroll Hall Shelby is a by-product of the American Southwest, "where men 'er men, and the women are (*still*) mighty glad of it!"

Shelby grew up on a ranch in rural Texas where there was plenty of time for a young man to dream about his future. The young Texan dreamed about establishing a career, getting married, raising a family, and the other pursuits most red-blooded American males dream of. However, something was missing, and it would be a few more years before he knew exactly what that particular "something" really was.

After a successful stint as a World War II flight instructor for the U.S. Navy, Shelby returned to farming, and farming chickens in particular. It was right about this time that Carroll started to develop a passion, in fact an all-consuming love, for racing sports cars — and he was pretty darned good at it! Before long Shelby's sports car racing exploits brought him international acclaim, and notoriety.

Shelby and his pinstriped bib overalls were a refreshing breath of fresh air to the international racing set, which was



This is Lew Spencer testing a '64 USRRC roadster. It was actually Ken Miles' "Heim-joint suspension" car that he raced in 1964, and the only Cobra to use this fully adjustable suspension.

befitting of a true racing champion. Then, in the early Fifties, Shelby established his first garage in Dallas, Texas. He bid adieu to the incessant cackling of a thousand laying hens, and traded it for the more melodious tones of a fine-tuned racing engine.

As Shelby's racing career developed, so did the sophistication of the cars he drove. Then, in 1959, Shelby achieved the first of many "firsts" by winning the World Driving Championship for Aston Martin, truly an outstanding accomplishment. Unfortunately, fate has a way of rearing its ugly head when you least expect it. Carroll Shelby was diagnosed with heart trouble. So much for a promising racing career!

At this juncture, it's probably best that we get the rest of the story straight from the old snake charmer himself. *COBRAS* is proud to bring you this interview, conducted via telephone last winter while Shelby was out hog hunting on his West Texas ranch.

COBRAS: How did the Cobra project begin?

SHELBY: "All the time I was driving race cars in Europe, I realized that I had started out a little old, and I wouldn't have a very long tenure as a race driver. Along in the mid-Fifties, I started working with Ed Cole at General Motors on a lightweight Corvette. I sent three Corvette chassis that Ed had gotten me to Europe in 1957 to have (Scaglietti) bodies built, but I got a call one night and he said, "Hey, the political pressure's too much. Don't let anybody know that I gave you those cars!"

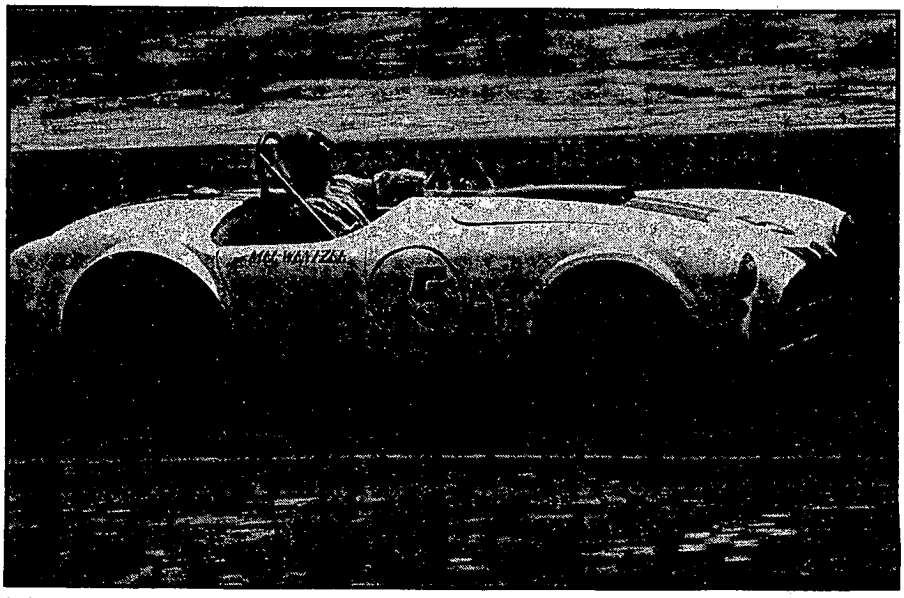
After that, I realized that I was out of business at General Motors. Then, in early Nineteen Sixty, Ray Brock came to me and told me that Ford had a new lightweight, thin-wall casting 221 cubic-inch V-8 engine in the works, and I immediately got into touch with a couple of people at Ford.

COBRAS: So, that was the beginning of the Cobra?

SHELBY: Well, not quite. I had just moved to California, and had the Goodyear (race) Tire Distributorship then, and was just getting started. In my spare time, I had designed a chassis that was somewhat like an Austin-Healey chassis, and I even talked to Donald Healey about using some of his chassis. However, Healey was selling more cars than they could build, so there wasn't any excess capacity.

At that time there was also a little company in England called A.C. Cars that was going out of business because they had lost their engine contract and there weren't any engines available. I went to them with the idea of using their chassis. However, upon examination of their chassis, we realized that although the Tojeiro chassis was fairly good in its day, it was obsolete, and wasn't nearly strong enough to take the added torque and so forth. So I worked with A.C. redesigning the chassis to take the 221 cubic-inch engine.

I then went to Ford with Dave Evans, met Don Frey who was Sales Manager at the Ford Division, and made a deal to borrow twenty-five-thousand dollars



Independent Cobra racer Mel Wentzel of Rye, New York, in 1966 driving CSX2127 at Bridgehampton. This was the first rack and pinion car and was campaigned by the factory in early 1963.

from them to build two chassis, which we built over at A.C. Cars."

COBRAS: Is it true that you went to Ford and actually sat in the lobby for a whole day one time just to meet with these people?

SHELBY: Oh God, I sat in their lobby a lot more than one day! Anyway, (Lee) Iacocca told them to give me the twenty five thousand before I bit somebody! That was just about enough money to have the two chassis built at A.C. However, they did me a great favor in the process.

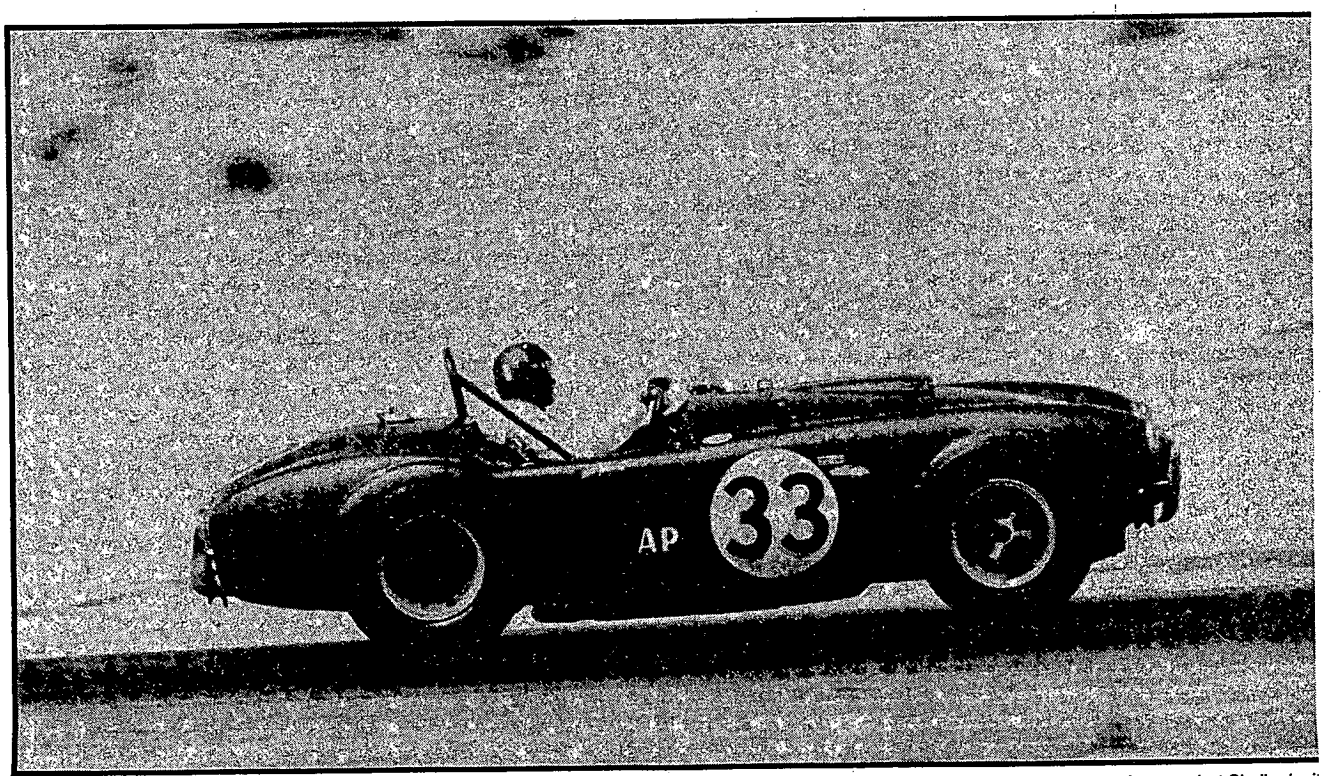
I told them (Ford) that I wasn't any great shakes as a businessman, so Ford assigned a guy by the name of Ray Geddes to me who helped me with the business aspects of "it" including going to A.C. and negotiating the contracts to build the chassis and bodies for the 289 Cobra.

COBRAS: So that was the beginning of the Cobra legend?

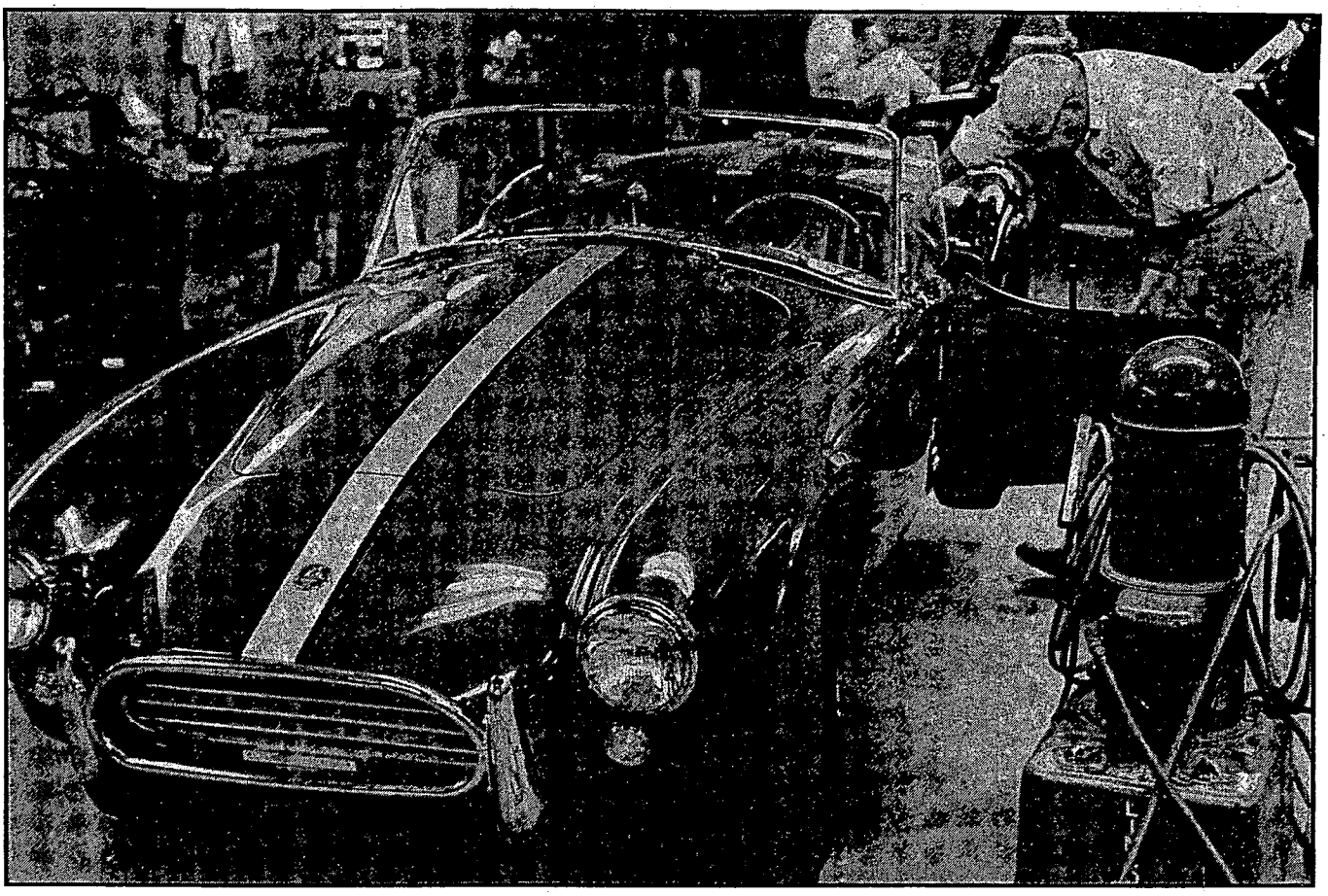
SHELBY: (Laughing) "When we got the first ones over here they turned out to be a catastrophe. It seemed that both my and A.C.'s engineering talents weren't



Here's the head Snake, in his younger days at the Los Angeles factory. Rows of completed 1965 GT350s are lined up in the background awaiting shipment to dealers.



This is Bob Johnson and his 289 competition Cobra (CSX2026) running at Bridgehampton in 1963. Johnson did so well racing against the factory, that Shelby invi him to join the team in 1964.



Here, a street 289 is being prepared for delivery. This car was purchased by Carol Connors, the girl who wrote "Hey Little Cobra" in 1964.

up to the job of putting a car together that had 300 horsepower. By that time, I already had rented Lance Reventlow's (the late creator of the "Scarab" sports car) Venice Airport building, and had hired Phil Remington, and two or three former people from Reventlow's outfit to work for me. We went about re-engineering the car, and it took a full year of testing before we had ourselves a decent vehicle that was capable of going out and running a 100-mile race, and beating cars like the Corvette.

COBRAS: What kind of problems did you have?

SHELBY: The spindles and steering gear were completely inadequate. The rear stub axles, half shafts, hubs, and bearings were also not up to snuff. Basically, the whole suspension had to be redone altogether.

Tires were also getting wider, so we had to set up body bucks to redesign the body to take the real wide Goodyear tires available at the time. (Editor's note: This time frame would see the introduction of the 289 FIA, and USRRC Cobra roadsters.) About that time, Al Dowd came aboard. He had just retired from the U.S. Coast Guard and was a great help. Between Ray Geddes, Phil Remington, Pete Brock, and Al Dowd, we put a pretty decent car together, and went out and started beating the Corvettes.

COBRAS: Is that where the Cobra Daytona Coupe came in?

SHELBY: After we started beating the Corvettes, we got a little ambitious and decided we also wanted to go after Old Man Ferrari, so Pete Brock sat down and sketched out the Cobra Daytona Coupe. Ken Miles was with us at that time, and he, Davey MacDonald, and Phil Remington all worked day and night to build the coupe, and we accomplished that in about three or four months. As you know, the story from there is that we got to race five races in the 1964 season, and won all of them. Just as we were a point behind in the (Manufacturers) World Championship, Old Man Ferrari got the last race of the season at Monza cancelled, but we beat the hell out of him the next year anyway!

COBRAS: And then it was on to the 427s?

SHELBY: By that time we got the word that the lightweight (Grand Sport) Corvettes were being built, but we didn't really have the time to design a new car for that, so we took a couple of our "mule" chassis and put 427 engines in them. Ray Geddes found Claus Arney at Ford who, along with Bob Negstad, designed the 427 Cobra chassis. We ordered some of those chassis, and then decided to build a racing version called the "S/C". After we decided on the specifications for that, we went to A.C. and had 100 of those chassis and bodies built. When we finished the project in 1967, the FIA came to us and told us that we didn't have to finish the last 43 chassis because they found out that Ferrari had only built two 275 Ferrari LMs, and he had signed a piece of paper saying that he had built one hundred!

We had all the parts for ours (presumably the remaining 43 unbuilt cars, Ed.) sitting there except the chassis and bodies, and at that time we had decided to build a "Cobra MK III" because there wasn't any market for the Cobra race cars at the time. We had Ghia build us a prototype, and we set up production to build a Cobra MK III in 1966.

About that time Henry Ford said, "Hey, we're going to win Le Mans!"

COBRAS: And that was the beginning of the GT40 era?

SHELBY: With the GT40 assignment, we had to take the priority off the Cobra MK III project just when we had set up production along with the mid-ship engine race car project we had started, called the "Lone Star".

TIME OUT WITH CARROLL SHELBY



Remember racing from the good old days? This is Bob Johnson's race car at Thompson in Connecticut, back in 1963.

COBRAS: How many MK IIIs and Lone Stars were there actually built?

SHELBY: There was only one MK III completed, but the parts were put together for about 35 cars.

COBRAS: Carroll, we've got a couple of names of some people for you to comment on who were your key employees. How about Ken Miles?

SHELBY: Ken Miles was probably as great a test driver as there ever was. He was 52 years old when he was killed in 1966 testing the GT40 J-Car at Riverside. We wouldn't have been able to do what we did to straighten out the mess I had made of the first Cobras without Ken Miles. Without Ken Miles to do the test work, we wouldn't have been able to do all of the testing and engineering in the time capsule that we did.

COBRAS: How did you find Ken Miles?

SHELBY: He was a rascally old bastard, but I loved him (laughing)!

COBRAS: No, we meant, how did you come to know him?

SHELBY: "I had raced against him since the days of the "Flying Shingle". I had known Ken for at least 10 years before I hired him to work for me

COBRAS: How about Lew Sper

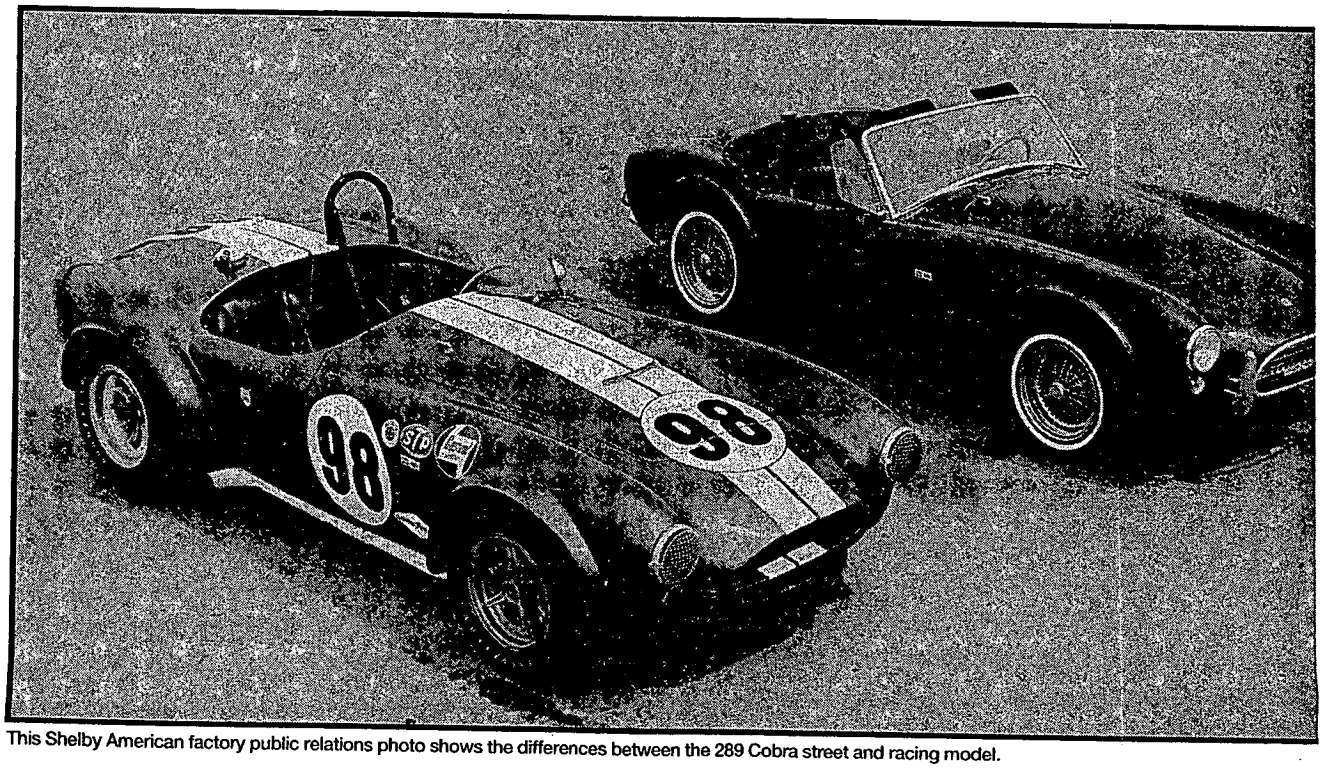
SHELBY: Lew Spencer was a M distributor on the West Coast, an always liked Lew. In the Sixties I him to run my retail automobile for the Shelby G.T. 350s (known a formance Motors), and he did a job. Lew was a real detail man, brought him into the company other things, including be a rac driver. We often used Lew's car Gurney and others had blown thei I valued Lew as a friend and an en ee, until I suddenly lost him last when he retired.

COBRAS: Pete Brock.

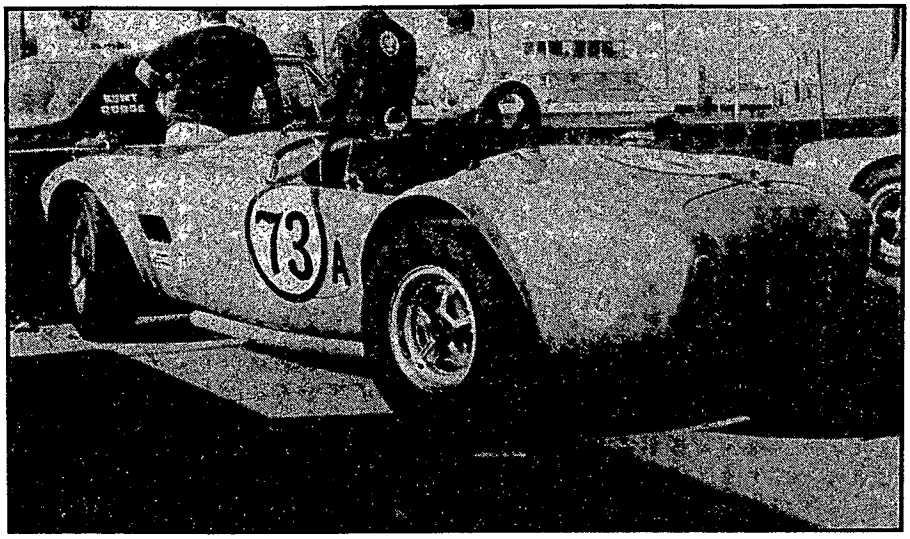
SHELBY: Pete Brock was the employee of Shelby American. taught at the driving school. Pete d advertising. Pete did the public rela Pete did the drafting. Pete did the thing in the early days as far as any that needed to be done.

COBRAS: How about your ex ences with both Dan Gurney and Foyt when they raced for you?

SHELBY: Dan was always a great driver, and a great competitor. didn't race for me but at Le Mans that's probably the greatest race tha Foyt and Dan Gurney ever raced. Foyt and Gurney drove the race liantly and never hurt a thing.



This Shelby American factory public relations photo shows the differences between the 289 Cobra street and racing model.



Here, we give you an independent "Le Mans Replica" 289 Cobra. Note short trunk lid hinged at the bottom. This was to accommodate the Le Mans hard top. Only six of these cars were built — three were factory team cars and the other three were sold as factory race models.

COBRAS: Phil Remington and Chuck Cantwell.

SHELBY: Chuck Cantwell was a bright young man who helped us put the Mustang G.T. 350 project together. You see, I never really wanted to build a Mustang, (Lee) Iacocca damn near forced that on me. I never really thought we could make the Mustang blow off the Corvettes, and I was really surprised when we did! In fact, Ray Geddes had to talk me into it. Iacocca came to me and asked, "Can you make a sports car out of this?", because some of the brilliant people at Ford had fallen on their ass trying to do that, and the Sports Car Club of America (SCCA) basically told them to get lost.

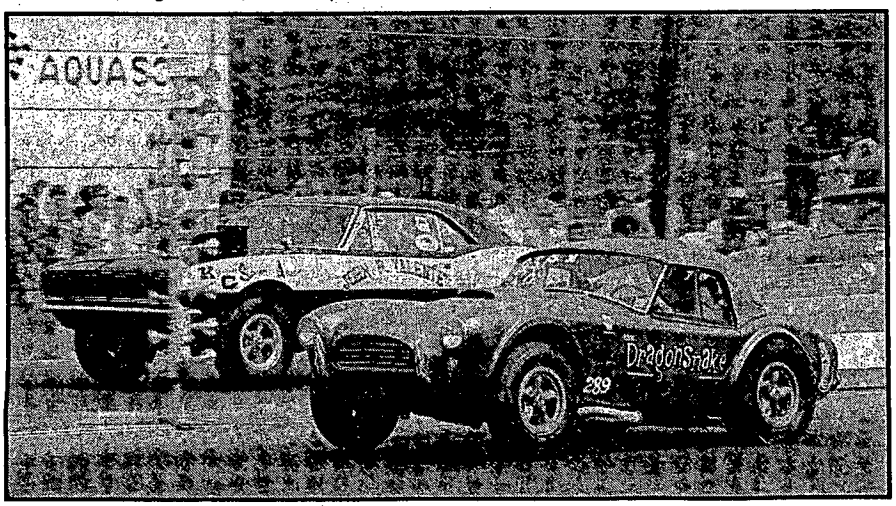
I went to John Bishop (Founder of IMSA, but then still with the SCCA — Ed.) and asked him what we had to do, instead of telling him what we had to do to make a sports car out of the Mustang, he told me. We (Shelby and Geddes) hired Chuck Cantwell, and we did it. Chuck was the man responsible for designing and developing the G.T. 350 which blew off the Corvettes for years.

Phil Remington is an eccentric genius that can't work with anyone else, but is one in a million when it comes to what he's good at. I liked to call him the finest hot rodder that ever came out of Southern California up until the last few years, I guess. Phil's in his seventies now, and I can't tell you how much respect I have for him as a panel beater, as a constructor, and as a fabricator. There's nobody else in that class!

COBRAS: Let's talk about your new Cobra project. How did that get started?

SHELBY: When I couldn't sell the 100 S/Cs, we had been wanting to quit doing business with A.C. anyway because the bodies were hammered out underneath a bridge by winos in Thames-Ditton, and we practically had to reconstruct everything we got from them. One headlight

Shelby's Cobras not only dominated on road courses, but they set a slew of track records at drag strips as well. This car, Dragon Snake, was one quick ride.



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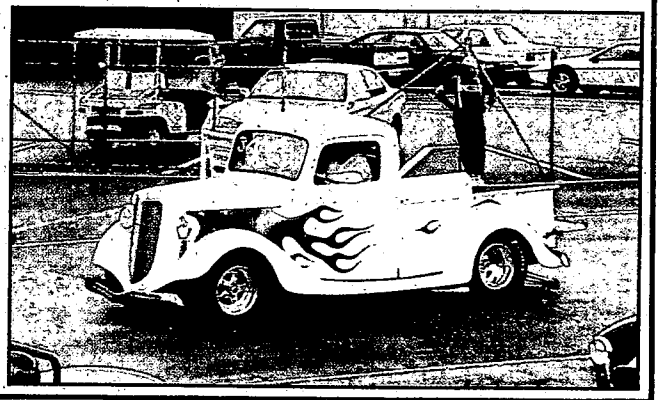

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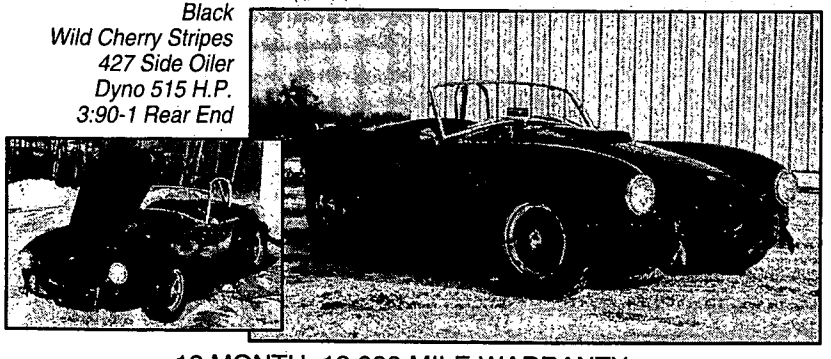

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TIME OUT WITH CARROLL SHELB

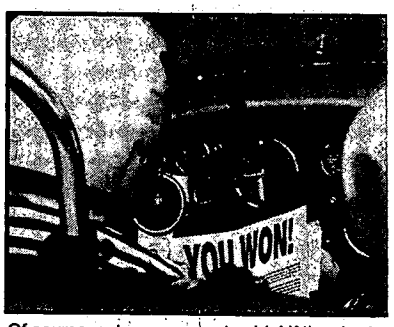
would be two inches lower thai other one, and they just weren't ge up to build cars in quantities like They had always built very few cai

We were going to build the MK III here, and we already had the toolin ing around, and some of the cha When we had to quit building the C to work on the GT40s, I just laid al stuff by. Over the years, all this "j was laying around everywhere. I sidered it junk, and I gave a lot of it a and I never thought that it would am to anything.

Then, in the Seventies, I realized the reason the Cobra was such a f lous car was that it was built before ty and everything came along,



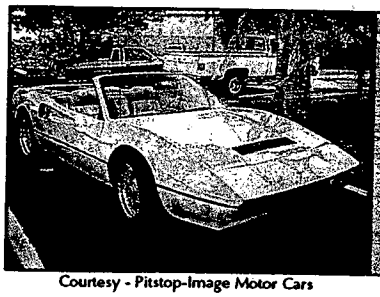
The past and the present all merge here as Cai Shelby gives folks rides they'll remember for th of their lives. This took place at the Shelby Ame Automobile Club's National Convention last yea Portland. The car that he's driving is one of his "new" 427 S/C cars.



Of course, not everyone got a ride! If they had, Carroll would still be in Portland. You had to win thrill of a lifetime, just as this happy camper did!

nobody had ever built anything lik since — especially anything that ever won the World Championship! I to thinking about finishing the cars, I talked to (Mike) McClusky about also talked to Brian Angliss about i 1985, and 1986. But by then I was v sick, and couldn't do anything abou

When we started the project, we to reconstruct a lot of the tool because it had gone to pot. Brian Ang loves to tell people how he has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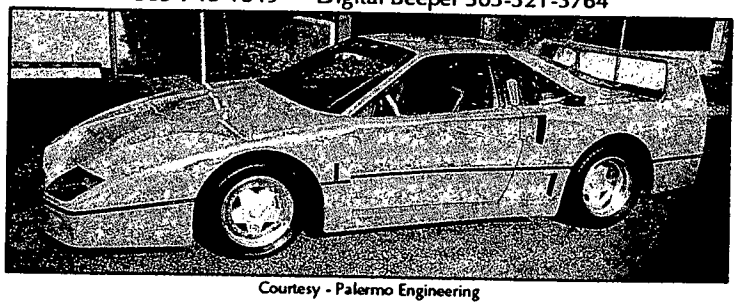
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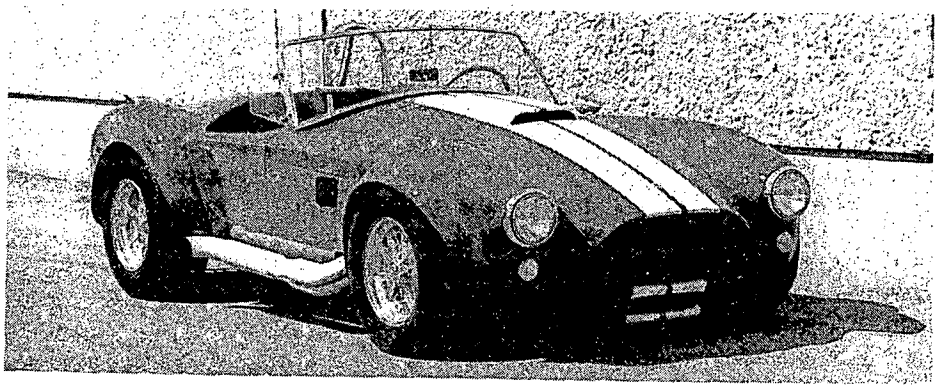

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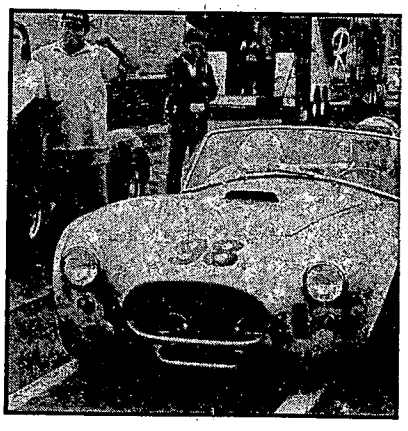
TIME OUT WITH CARROLL SHELBY

original tooling, but that's my tool and Ray Geddes has all the bills wh he paid for it.

I got tired of reading about how A Cars built this, and how A.C. Cars the constructor of the Cobra, wher they were was the sub-contracto Shelby American! Every MSO that ever issued (on a Cobra) was from S by American. We let them sell some in Europe, but they were Shelby MS had a contract with them to take a alty off the cars they sold. I sold them the engines, transmissions, pieces parts in it. God knows it was more t ble to complete the car than what t did over there!

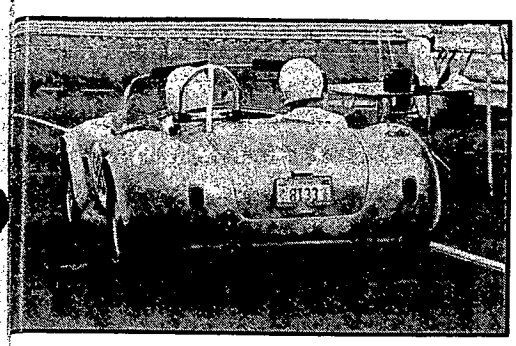
That's one reason why I got disg ed with Brian Angliss and decided t I'll just show the &#*@*&% world t


Shelby and SAAC's Rick Kopec have a brief discussion, before Carroll takes the car out for a quick tour of the premises.



Shelby American was the constructo the first place. I'm tired of all that Engl bullshit of how the English did it! I h as many friends in England as I have a where else in the world, and my frie in England know that Shelby Americ built it. The Jack Sears, and the Roy S vadoris, and the people who made t name for the Cobra in England got th cars from us, and John Wyer helped them together.

A.C. didn't have anything to do w



it, except to just build the chassis and the bodies. We sold them all the pieces to finish the cars.

After I got my heart transplant, I got Mike McClusky to help me finish all the pieces that had deteriorated over the years, and obtain some of the pieces I needed to get from England. For instance, I had about 20 instrument packages, and they were beyond restoration. Mike helped me put the whole program together, and I just build two, or three cars a year. I'm not interested in ever finishing the 42, or 43 cars remaining. Before I die, I just wanted to re-establish the fact that Shelby American was the original manufacturer of the Cobra, and not A.C. Cars. I just got tired of all that crap listening to how Brian Angliss was doing this 'n that. The guy made a living off me for 15 years, and I just got tired of all his bullshit! That's it in a nutshell!

COBRAS: What was the greatest problem as far as assembling all that hardware? Was it finding more 427s 20-plus years later, or what?

SHELBY: No, I had a lot of 427s. The hardest part was coming up with all the little bracketry that had rusted out on those old chassis. In fact, I had to throw a lot of the chassis away, and reconstruct them. The hardest part was redoing all the bracketry — exactly as it was, only with aircraft metallurgy, and aircraft technology.

You see, A.C. Cars was just a little outfit. Old Charles Hurlock (A.C.'s President) was a good old guy that owned it. But they were used to building two to three cars a month, and then when they ran out of business, they built these thousand Cobra bodies and chassis. It was all built out of 35-year-old metallurgy and there was a lot of pot metal in them. Reconstructing all of that to aircraft technology was, like I said, the toughest part of it.

The building of the bodies today is a tough thing. I had originally thought of buying the bodies from Brian Angliss, but shit, I found out that his bodies are no better today than they were 30 years ago. You're much better off to build them in this country.

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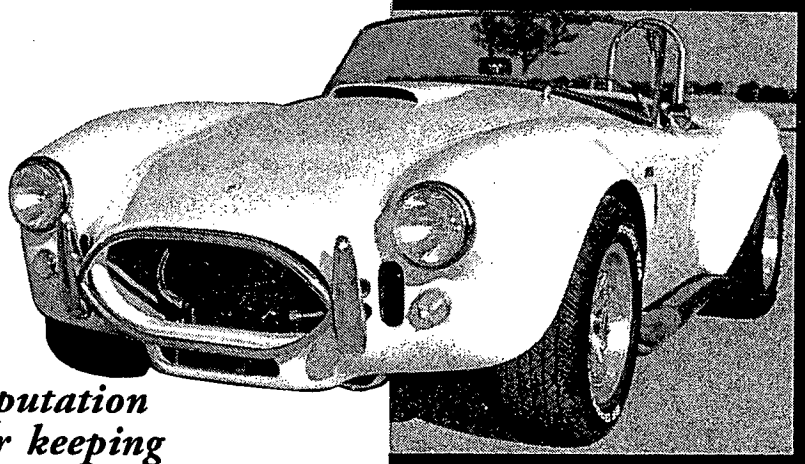

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TIME OUT WITH CARROLL SHELBY

COBRAS: How many of the new Cobras have you built so far?

SHELBY: I've built 15.

COBRAS: Where have they been sold? Have most of those gone overseas?

SHELBY: No, they're sold both in this country, and overseas. I could sell all of them to one guy, but I don't want to.

COBRAS: What has been going on with No. 98 since you debuted it. It's basically the "works" car, so to speak.



SHELBY: "I've already worn three engines out with the press. I've taken a lot of people for rides at the Shelby American Conventions for my heart fund.

As far as the financial reasons I have for building these cars, I sure as hell don't want to lose any money, but the profits will go to the Shelby Heart Fund.

COBRAS: How about your Viper Project?

SHELBY: The Viper project is over. All I had to do with that was finish it. I was the luckiest guy in the world when (Chrysler's) Bob Lutz let me drive it at the Indianapolis 500 last year, but the Viper is now a production vehicle, and I don't really care much about things once they go into production. It's getting them there that's a lot of fun. But I did have a lot of fun running around demonstrating the car.

COBRAS: Carroll, do you think the Viper will go on to become as notorious as the Cobra?

SHELBY: Oh, it's not really a race car to start with. You have to have a racing heritage to become a classic, and I don't really know whether that will happen. You see, I never really planned on the Cobra being what it is! I don't think that anything like that is built to become a classic. It happens once in a lifetime, and I was lucky enough to be there. And the Remingtons, the Brocks, and the Miles aren't going to have what they contributed tarnished by a pop-off guy in England, making a living off of what they did!

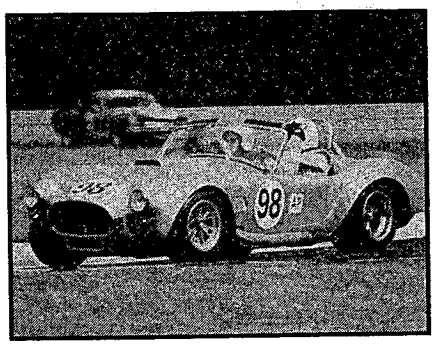
COBRAS: In closing, why don't you give us a parting comment on what you would best like to be remembered for, or what you really feel that you, Carroll Shelby, are all about?

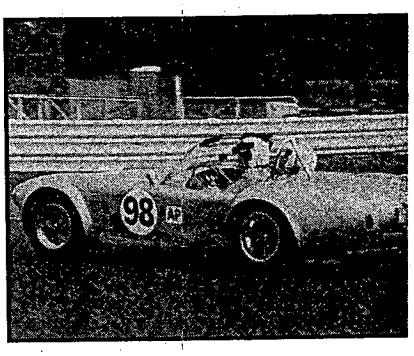
SHELBY: Well, I've been lucky enou to do what I've wanted to do all my l and I've always felt that I was very lu to be able to be in that position. Ri now, my priorities are my heart fund indigent children, because I feel extre ly lucky to have gotten a new heart.

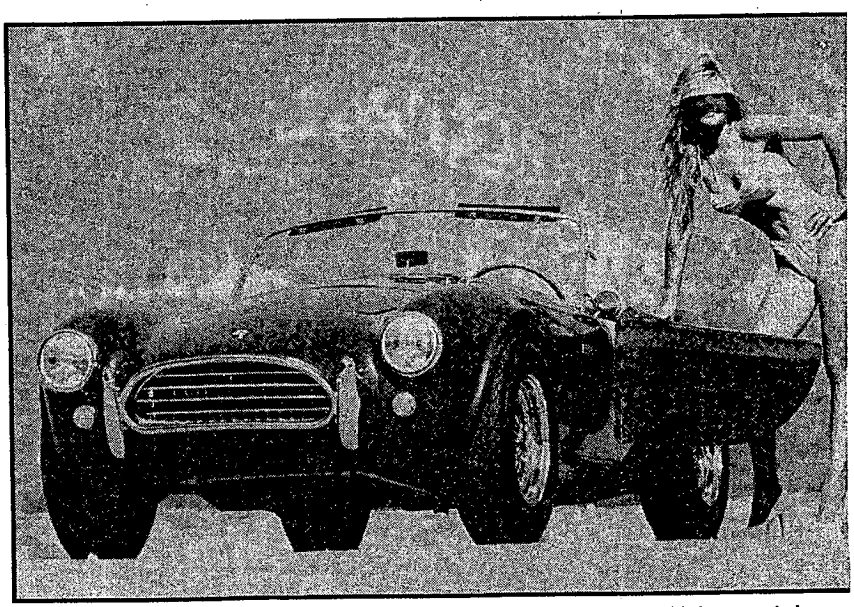
I also want to be successful in br ing the cost of racing down, and th what I'm doing with my Shelby/Do Can-Am project, and now that's re beginning to get off the ground in a way.

The Cobra project isn't really a h priority. I finally got tired of this gu England popping off all the time, that's the reason why I'm building th But it'll turn out to be a good thing my heart fund!

Other than that, I'm enjoying my f down here in West Texas. I'm enjo my island down in Mexico. And enjoying my grand children. I don't v to be remembered particularly for thing. That's never been one of my gr est ambitions, because it ain't over







There's no question about it, the 289 Cobra had a certain degree of sex appeal. This happens to be one Lynn Park's cars. The model is Cara Hales.

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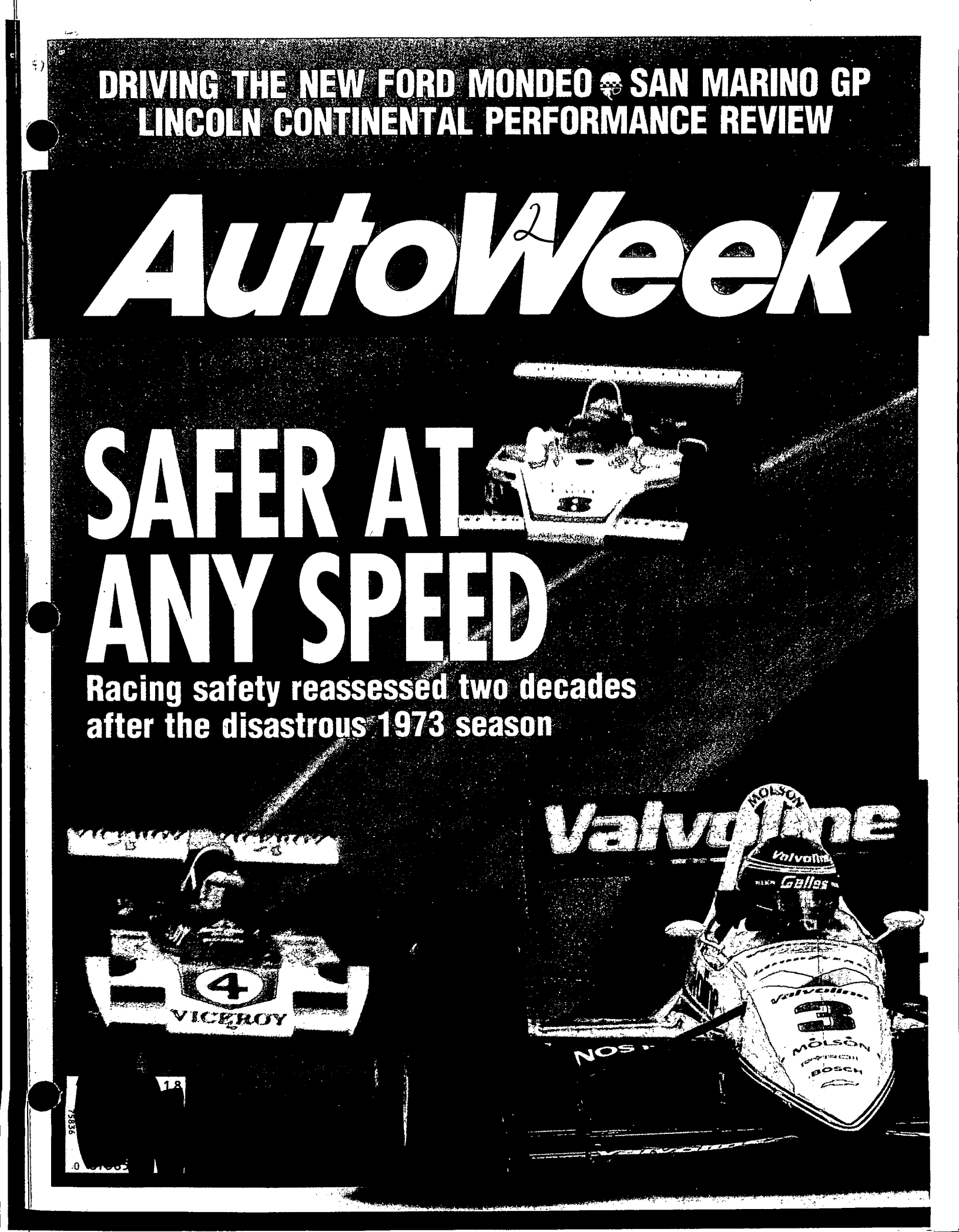


Off the Line

THEY MAY TRY TO ALTER HISTORY, BUT THEY CAN'T CHANGE SHELBY

By Matt DeLorenzo

Carroll Shelby is an original. Always has been, always will be. Unfortunately, some others are trying to rewrite history.

When Carroll called us a little over a year ago to say that he was continuing production of his 1965 427 Cobra SC, we jumped at the chance to drive this updated version of a classic.

We were aware of stories floating around about "found" chassis and the like, but basically Carroll said he was using some old bits, some new bits and was going to complete the run of 100 cars he intended to build under FIA homologation rules.

He never said he was going to pass these cars off as being originally built in the '60s. In fact, he was doing some updates to improve the way the car goes and stops.

Enter Brian Angliss, who's been waging a guerrilla war against Shelby over the cars. Angliss, who's made his mark by building Cobra replicas since the early '70s, has acquired the assets of AC Cars, which supplied Carroll with chassis and bodies that formed the foundation for his Cobra concept.

Ironically, while Angliss was battling with Ford over control of AC, Shelby was also fighting the Blue Oval over the Cobra nameplate (which he sold to the company in the '60s). Carroll recently prevailed, releasing the Cobra name in the public domain, a development that warms the hearts of Cobra replicar builders worldwide.

Still, when Angliss heard of Shelby's latest venture, he embarked on a letter-writing campaign seeking to impugn Shelby's motives for resuming production of the car and to revise history as to who was originally the manufacturer of the Cobra.

Angliss maintains that since the bodies and chassis came from AC, the British firm is the manufacturer. Yet the tooling and drivetrains for the cars were acquired and owned by Shelby American and all cars registered in the United States listed Carroll's company as the manufacturer. It would be as if Angliss were to acquire the assets of Pininfarina at some future date and come back later to say that the Allante was really not a Cadillac.

So we didn't pay much attention to this squabble primarily because, in our minds, it has never been a question that Carroll Shelby created the Cobra and is the manufacturer of record.

And because of that role, we don't question the authenticity of this continuation production as long as the cars are not being misrepresented as to when they were actually built. We're satisfied that Shelby has been completely honest and up-front about these new cars' origin.

But a recent story in the *L.A. Times* has thrust this tiff out into the open. Now the California DMV is looking into the matter because Shelby issued titles that he held to the uncompleted cars. The investigation is a matter of record which we duly reported.

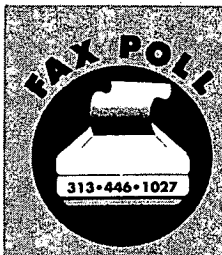
But even the DMV isn't sure there is much of a case. A spokesman admits that there are old parts, new parts and reconditioned driveline components that will make it difficult to say if these recent editions are '93 models. Even then, Shelby maintains that the 427 SC is a race car and can't be sold for street use and therefore is exempt from road car certification rules.

That uncertainty over how much of these cars are from '65 goes straight to the heart of the collector car debate. Can you take an original nut or bolt and build an "original" classic around it? In this case, I think you can because Shelby himself is behind the project. If Rembrandt would somehow come back to life, would a painting he'd do be any less a Rembrandt?

While car companies do build cars, it's often forgotten that individuals make up these efforts. And it's the spirit and inspiration of the individual that make certain cars wonderful. In the Cobra's instance, production was so limited and Shelby so closely involved in the project, that the car and the man are one in the same.

Sadly, this controversy goes beyond the cars themselves. Some proceeds from the project goes to Shelby's heart fund. If he can't build more cars, people will suffer.

But for now, I'm glad that Carroll Shelby is back building cars again. And because of that, his cars certainly will carry a premium. After all, wouldn't you rather have a bowl of chili from the master himself than buy some Carroll Shelby brand from the store and make it yourself? ■



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Many replies to our question on clunker bounties said yes, there are old cars that need removal from the road, but care must be taken to preserve our automotive heritage.

It's not uncommon to put several hundred thousand miles on a vehicle. The ones that I see that putt along with a misfire aren't '57 Chevrolets, they are 3-year-old cars that haven't seen a nickel's worth of maintenance.

Todd E. Abernathy
Phoenix

My daily driver is a 1966 Rambler American, not on anyone's list of collectibles even if it does share a majority of its parts with the '69 SC/Rambler. It has been cheap to buy, cheap to maintain and trouble-free. $700 would cover my operating costs for 2-3 years.

Andrew Hay
Bradford, Mass.

I am a car collector/restorer and private pilot. The only way to fully appreciate the magnitude of the junk car problem is to see it from a few thousand feet up. The vast majority are worthless trash.

Pete Wilson
Tabernacle, N.J.

The 8000 junkers that Unocal took off the road in California belched 20 times the pollutants into the atmosphere as newer vehicles. This would be the equivalent of removing 160,000 cars from the road.

A.M. Vang
Santa Fe, N.M.

I am sure many of us would not mind if a few '76 Bonnevilles were crushed, but can we trust the government to discriminate on the side of the enthusiast? I think not.

Scott Gaither
Rogersville, Mo.

Clunker bounties are another regulation the government wants to force down our throats. If we all just hide in the garage and stay quiet we'll all be looking for a new hobby.

Reed Clickener
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90210's SHANNEN DOHERTY

OUT OF CONTROL!

Fearing for his life, her ex-fiancé went to court claiming she threatened to shoot him, tried to run him over and trashed his house. These days, *Beverly Hills'* hard-partying, check-bouncing bad girl may be going way too far



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BACK IN THE DRIVER'S SEAT

Blessed with a new heart, auto-racing legend Carroll Shelby sets a new goal



TO SPORTS CAR ENTHUSIASTS OF THE mid-'60s, it was the best muscle car on the market. To Carroll Shelby, who designed that sleek 200-m.p.h. roadster, the Cobra 427 SC has always been something more—"The fastest, baddest mother of all time," he boasts.

Shelby, now 70, knows something about fast. A onetime Texas chicken farmer who took up racing in the 1950s, he sped to three American driving championships during his nine-year career, won the grueling 24 Hours of Le Mans marathon and chalked up 19 straight victories in one year before heart troubles forced him to put on the brakes in 1960.

After leaving racing, Shelby built only 57 of the 100 Cobras he had planned before steering off toward other pursuits. He launched his own Texas-style chili company and even dabbled in safari hunting. But then in November 1989, he found himself racing once again, this time against the clock. Even during his driving triumphs, Shelby had suffered from severe angina. Both his parents died from heart disease in their 40s, and, in fact, Shelby had only finished Le Mans in 1959 by popping nitroglycerine pills to ease the pain in his chest. After two open-heart operations failed to help and his health continued to falter, Shelby found himself facing his final option: a heart transplant.

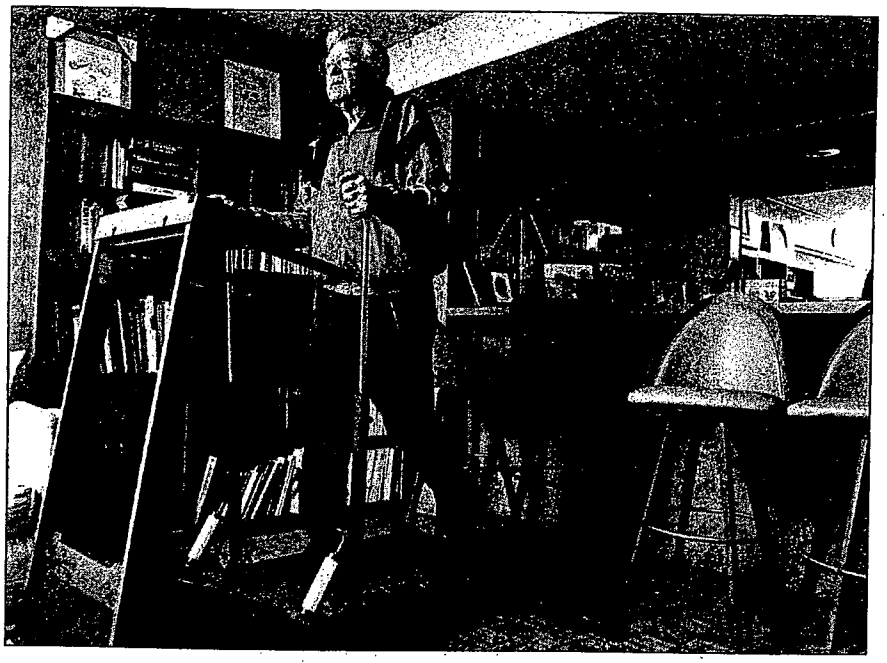
For seven months he waited as his condition worsened, eventually leaving him unable to walk without assistance. Then on June 7, 1990, the call



UPI/BETTMANN NEWSPHOTOS

Shelby (above, with a reconstructed Cobra at his L.A. garage, and, left, waving after his 1959 Le Mans win) was a smoothy both on and off the track. Says first wife Jeanne Shelby: "He could sell white blackbirds."

Photographs by Douglas Kirkland/Sygma



▲ Shelby's daily health regimen includes 20 minutes on his treadmill plus 55 vitamins and immune-system suppressants.



➤ "He's like my old Carroll, like he used to be when we first met," says Shelby's fourth wife, Lena. "He's healthy again."

came. "When you hear those words, 'I think we found you a heart,' there's nothing that will ever sound as sweet," says Shelby. "Not winning Le Mans, the world championship, building the Cobra, or anything."

By the time he left L.A.'s Cedars-Sinai Medical Center two weeks later, Shelby had set himself a new goal: to help others hear those same words. "After losing a couple of people on either side of me because there were no hearts available, I made my mind up," he says. So in 1991 he launched the Shelby Heart Fund (1631 Pontius Ave., Los Angeles, Calif. 90025), dedicated to increasing organ donations and helping indigent children pay the high costs of cardiac surgery and transplants—more than $300,000 in Shelby's case. "There are organs available. People take them to their graves every day," he says. "That to me is one of the greatest tragedies in this world."

So far, the nonprofit foundation has raised about $300,000 through private donations and two celebrity golf tournaments. "It's wonderful that somebody like Carroll, who has benefited from the donation of a heart, has the wherewithal and the desire to give back," says pal James Garner, who drove a Shelby-designed car in the 1966 film *Grand Prix*. "A lot of people take, but they don't give."

Shelby has hired a director to manage the fund's money and is concentrating his own efforts on fundraising. And for that, he has revved up an old partner: his classic Cobra.

Although Shelby shut down production of the car in 1967, he saved some of the parts for the additional 43 cars he had planned. Now, after extensive retooling of those original components plus the use of modern, aircraft-quality metallurgy, Shelby hopes to sell the reconstructed Cobras for as much as $500,000 each (at a rate of just two or three a year, to preserve their value) and donate profits to the fund. And in the process, he says, he can also set history straight. With about 100 companies worldwide now producing replicas of his classic roadster each year (and at least one manufacturer, A.C. Cars Ltd. of England and Wales, making creation claims of its own), "I decided I'd better reinstitute the fact before I died that *I* founded and manufactured the Cobra," he says.

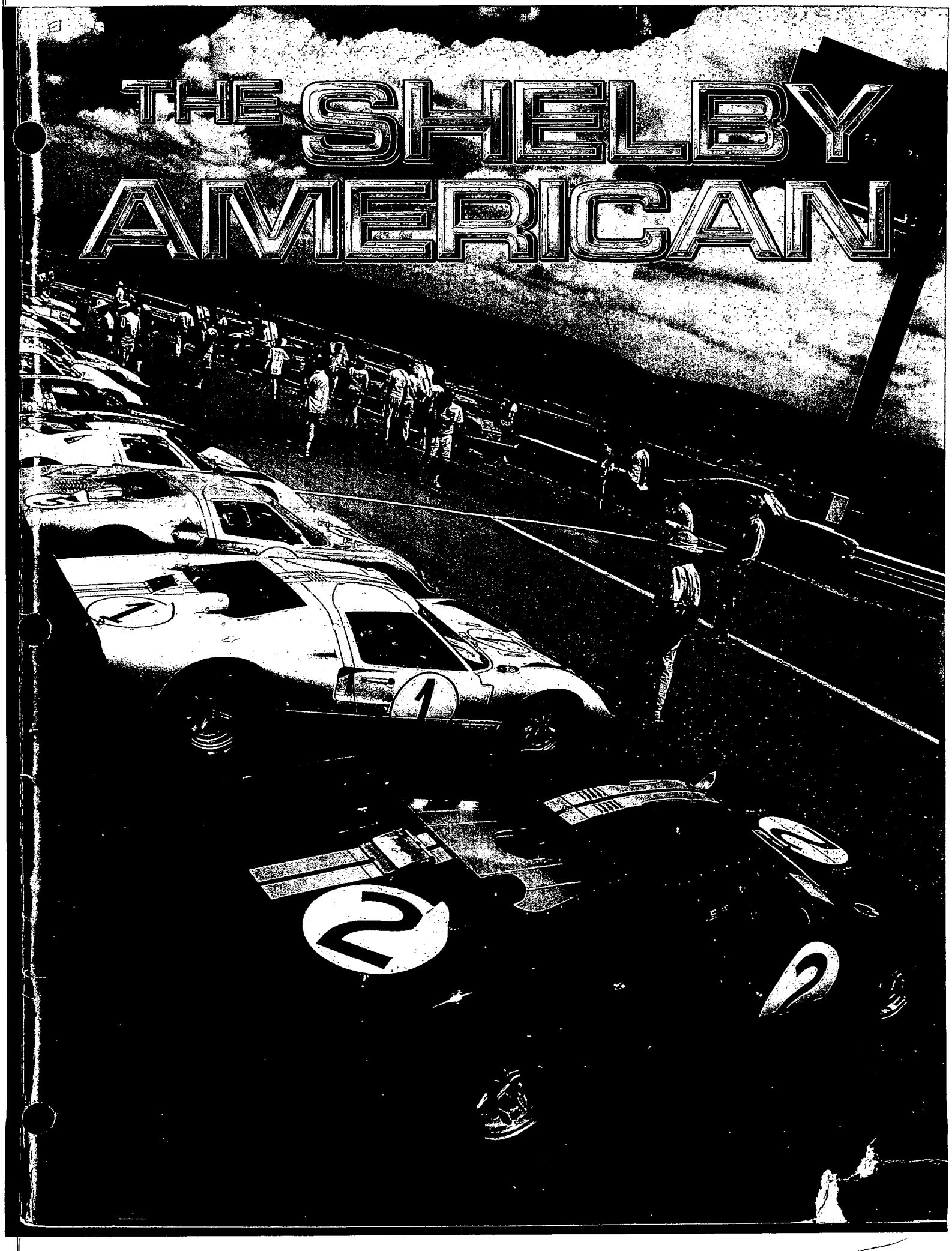
Which is not to say, of course, that Shelby plans to check out anytime soon. "I've got more energy than I've had since 1960," he booms. But since he is, as he puts it, "sliding into home plate," he figures it couldn't hurt to shift into a lower gear. Now married to fourth wife Lena, a 46-year-old Swedish-born former real estate agent whom he first met at a chili cookoff in 1968 and began dating again in 1984, he also has three children and seven grandchildren from his first marriage. Hoping to spend more time with the brood, he has begun building a family compound near his Pittsburg, Texl., ranch, one of the three homes he owns. (He also has a place in Bel Air, Calif., and another on part of a tiny island off the coast of Mexico.)

For Shelby, however, slowing down is relative. An Army Air Corps pilot in World War II, he still flies a motor-powered glider and ultralights on weekends. Safari hunting has given way to animal breeding (miniature horses, goats and sheep), and there are his ongoing business interests, including a Goodyear Racing Tire distributorship and the packaging arm of his chili company (he sold the rest of the business in 1987). He has even eased himself back into car design, taking a hand in developing the Dodge Viper for Chrysler.

For Shelby, clearly, the race isn't over. After all, he says, "there are a lot of people on the wrong side of the grass. I'm still on the right side."

■ CYNTHIA SANZ

■ LYNDON STAMBLER *in Los Angeles*


THE SHELBY
AMERICAN

This Press Statement is released jointly by Carroll Shelby, representing himself and Shelby American, Inc., and Brian Angliss, representing himself, AC Cars Ltd. and Autokraft Ltd.

The Cobra was a high-powered handcrafted sports car of the 1960s. Its creation and production was the result of joint Anglo American cooperation between Carroll Shelby, who conceived the idea for the Cobra, Shelby American, AC Cars Ltd, and the Ford Motor Company.

Approximately 90 percent of all Cobras constructed were for the order of Shelby American and were shipped semi-completed by AC Cars, from its factory in Thames Ditton, England, to Shelby's facilities in California where they were fitted with Ford supplied engines and Borg-Warner transmissions, and sold by Shelby American through its dealer network.

The remaining Cobra production was sold by AC Cars to the European market as complete, fully operational vehicles. All of the Cobra chassis produced by AC were stamped with a chassis identification number and so noted in AC's records.

From his factory in Venice, California, Carroll Shelby applied for and established FIA and SCCA recognition of Shelby American as Manufacturer of Record of the Cobras from 1962 through 1966. Shelby went on to operate an extremely successful Cobra race team during the 1960s. An agreement between the companies entitled AC Cars to manufacture, sell and race Cobras in Europe.

Shelby American created and built the famed 289 Cobra Daytona Coupes and raced them to the 1965 World Manufacturers Championship. The Daytona Coupes incorporated an AC-supplied ladder-frame chassis assembly.

Although at the outset of Cobra production in 1962, Carroll Shelby relied upon the expertise, experience and facilities of AC Cars (AC had at that time already been operational as the manufacturer of handcrafted sporting vehicles for over sixty years), the first 260 and 289 Cobras were a close adaptation of AC Cars' then current Ace, the rapid expansion of Shelby's facilities in California, coupled with experience gained in racing, enabled the joint effort to produce extremely successful vehicles throughout the program.

In 1965, with the introduction of the 427 Cobra, Ford Motor Company became actively involved with Shelby American in the development of a new coil-sprung 7-litre redesigned chassis and suspension for competition.

The Shelby Cobra 427 S/C Race Model currently being built by Shelby is a faithfully constructed product, built to the specifications of the original 1965 model. As these vehicles are being sold as "off-highway" race cars, they are exempt from federal safety and emission requirements.

Shelby American wants to make clear and is proud of the fact that its current Shelby 427 S/C Cobras are of wholly North American construction commencing in 1990, including the entire rolling chassis and body, both having been manufactured from tooling that has been recently created by suppliers working in conjunction with Shelby and Mike McCluskey Ltd. in California.

The five race model Cobras that have been completed to date are fitted with original iron block, Ford developed 427-cubic inch, side oiler engines. The engines and the drive train were built in the 1960s.

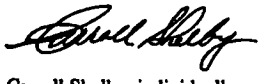
No part of these vehicles contain materials supplied by AC Cars, and Mr. Shelby notes that he has never so claimed. Brian Angliss notes that what remains of the original Cobra tooling is currently in use at AC Cars in England, where the 1993 AC Mark IV Cobra is being manufactured. The AC Mark IV Cobra meets current EEC and 49-state North American certification requirements.

Over the past two years, there have appeared in automotive and other publications and writings various damaging and unnecessarily derogatory statements and implications concerning AC Cars, Shelby American, Brian Angliss and Carroll Shelby. The parties regret these statements and implications.

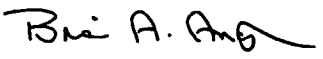
Shelby American and AC Cars are proud of their respective roles in the creation, design, development and manufacture of the Cobra, and, most certainly, without the excellent relationship and goodwill that existed between both companies at that time, there would have never have been a Cobra.

Carroll Shelby and Brian Angliss have enjoyed friendship that goes back many years. Both are saddened by the recent, largely unnecessary and adverse dialogue that has resulted in the present litigation between parties.

The purpose of this press release is to provide written factual information to the press as agreed between Carroll Shelby and Brian Angliss in an attempt to avoid any further misunderstanding, thus bringing the litigation to an end, and setting the record straight relative to this unique piece of automotive history, once and for all.



Carroll Shelby, individually
and as President of Shelby American, Inc.



Brian Angliss, individually and as Managing Director
of AC Cars Ltd and Autokraft Ltd.

To The Editor:

I would like to point out the key issues that have been favorably resolved with the Shelby/Angliss Agreement and Joint Statement:

1) There had been a dispute over the conception of the vehicle. The statement reads the Cobra was "conceived" by "Carroll Shelby."

2) The dispute has centered around "who was the manufacturer of record." The statement reads,"recognition of Shelby American as manufacturer of Record of the Cobra from 1962 through 1966." End of dispute.

3) Mr. Shelby was concerned that AC may be viewed as having been a manufacturer of the car independent of Shelby. The statement reads, "An Agreement between the companies entitled AC Cars to manufacture, sell and race Cobras in Europe."

4) There has been some dispute as to who was responsible for the development, build and racing success of the Daytona Coupe. The statement reads, "Shelby American created and built the famed 289 Cobra Daytona Coupes and raced them to the 1965 World Manufacturer's Championship." End of that debate!

5) There was a major dispute relative to whether or not the current Shelby Cobra 427 S/C Race Model was exempt from federal safety and emission regulations. The statement reads, "The Shelby Cobra 427 S/C Race Models... are exempt from federal safety and emission requirements." have been completed to date are fitted with original...

6) Mr. Shelby had wanted to establish the fact that the running gear of the cars being built by Shelby was of 1960s vintage. The statement reads, "The five Race Model Cobras that have been completed to date are fitted with original... engines and drive trains [that]were built in the 1960s."

7) Mr. Shelby wanted to make it clear that he had never stated that AC parts were used in the build of the current Shelby Cobra 427 S/C Race Models. The statement reads, "No part of these vehicles contain materials supplied by AC Cars and Mr. Shelby notes that he has never so claimed."

8) Brian Angliss has made many comments to the effect that he has "vast hoardes of original Cobra tooling." The Joint Statement clarifies and sets such statements aside in that it reads, "what remains of the original Cobra tooling is currently in use at AC Cars." If that sounds like AC is sitting on all of the Cobra tooling, somebody is misinterpreting the obvious.

Just thought you would like to see the result in a more simplified form. In each of the above instances, Shelby comes up the clear winner, and any disputes generated by past dialog initiated by AC/Angliss are completely and finally put to rest.

Cordially,
Donald B. Landy
President, Shelby American Management Company



SHELBY COBRA

The Shelby American Original Archives 1962–1965

Friedman

MBI

$39.95US

SHELBY COBRA

"When we started building the Cobra in 1962, we had no idea what we were starting. Who knew that it would grow into the legend that it is today. Hell, I thought we were building a few production cars to help finance our racing."
—From the Foreword by Carroll Shelby

The Shelby Cobra is a car of legend, and like many legends, its story is made up of heresay, myth, and tall tales. The first cars were built in the back of a hot-rod shop by a gang of talented California racers; no one at the time thought they were making history, and so no one kept a historical record of the goings-on at Shelby American, Inc.

No one, that is, except photographer Dave Friedman.

Friedman worked at Shelby American during the years 1962–1965 as the company and race team photographer, shooting production pictures, advertising photos, progress photos of ongoing projects, the official homologation photos, racing pictures, and more. The thousands of color and black and white negatives and color transparencies in his files are the closet thing to an official Shelby American archive, as acknowledged by Carroll Shelby in this book's Foreword:

"Though none of us knew it at the time, Dave's photographs would document our history and he would preserve it through his many books and magazine contributions. He is the keeper of the flame."

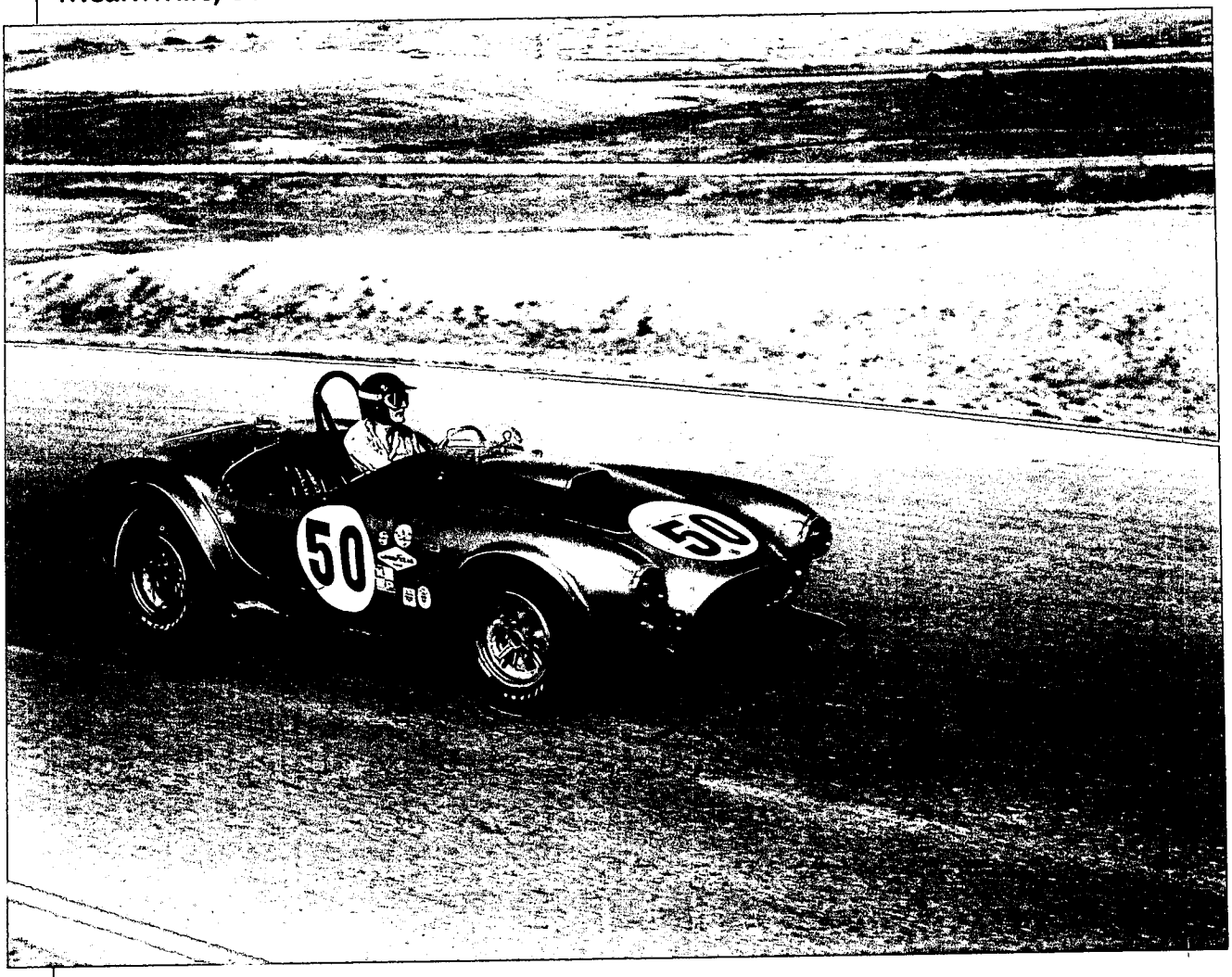
Shelby Cobra: The Shelby American Original Archives 1962–1965 is a collection of more than 270 photographs, brochures, race programs, posters, and Shelby memorabilia that tells the inside story of how the Shelby team built its production cars and went racing.

Included are many never-before-seen images of the 260, 289, and 427 Cobras, the "Daytona" coupe, King Cobras, and *Dragonsnake*—as well as prototypes and special race cars.

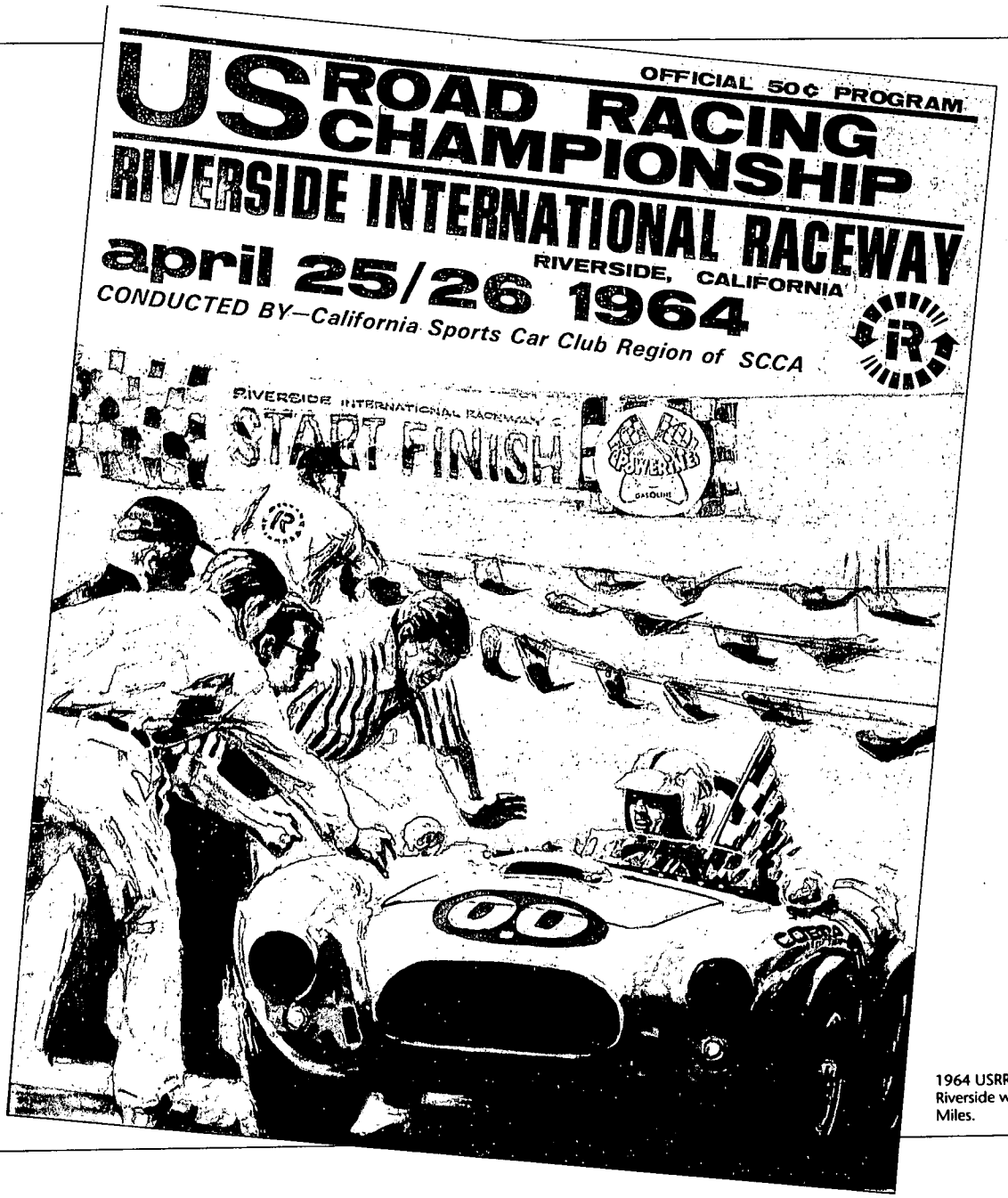


US Championship

Meanwhile, Back on the Home Front....



Riverside USRRC, 1964
Ken Miles on his way to victory in the April 1964 USRRC race at Riverside.

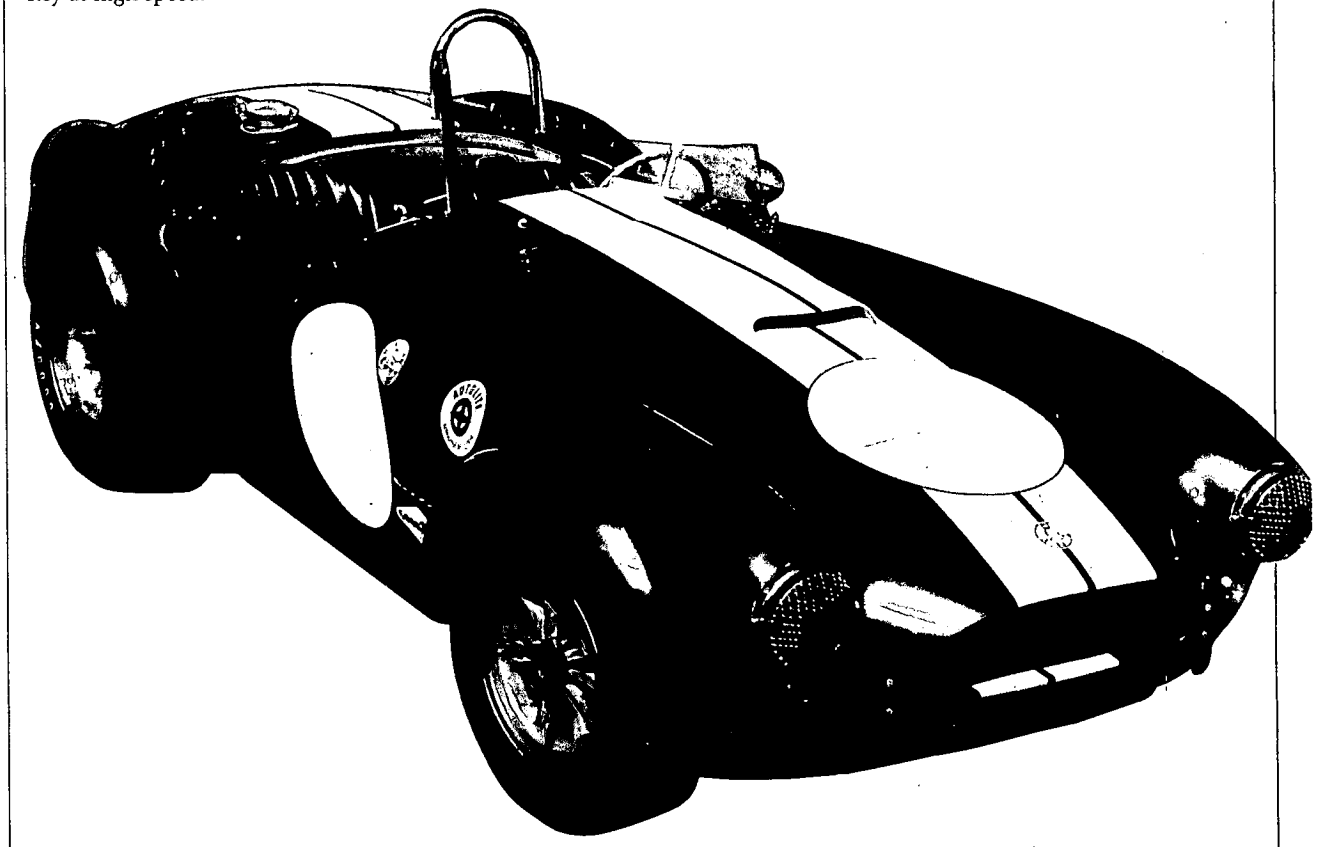


1964 USRRC race at Riverside won by Ken Miles.

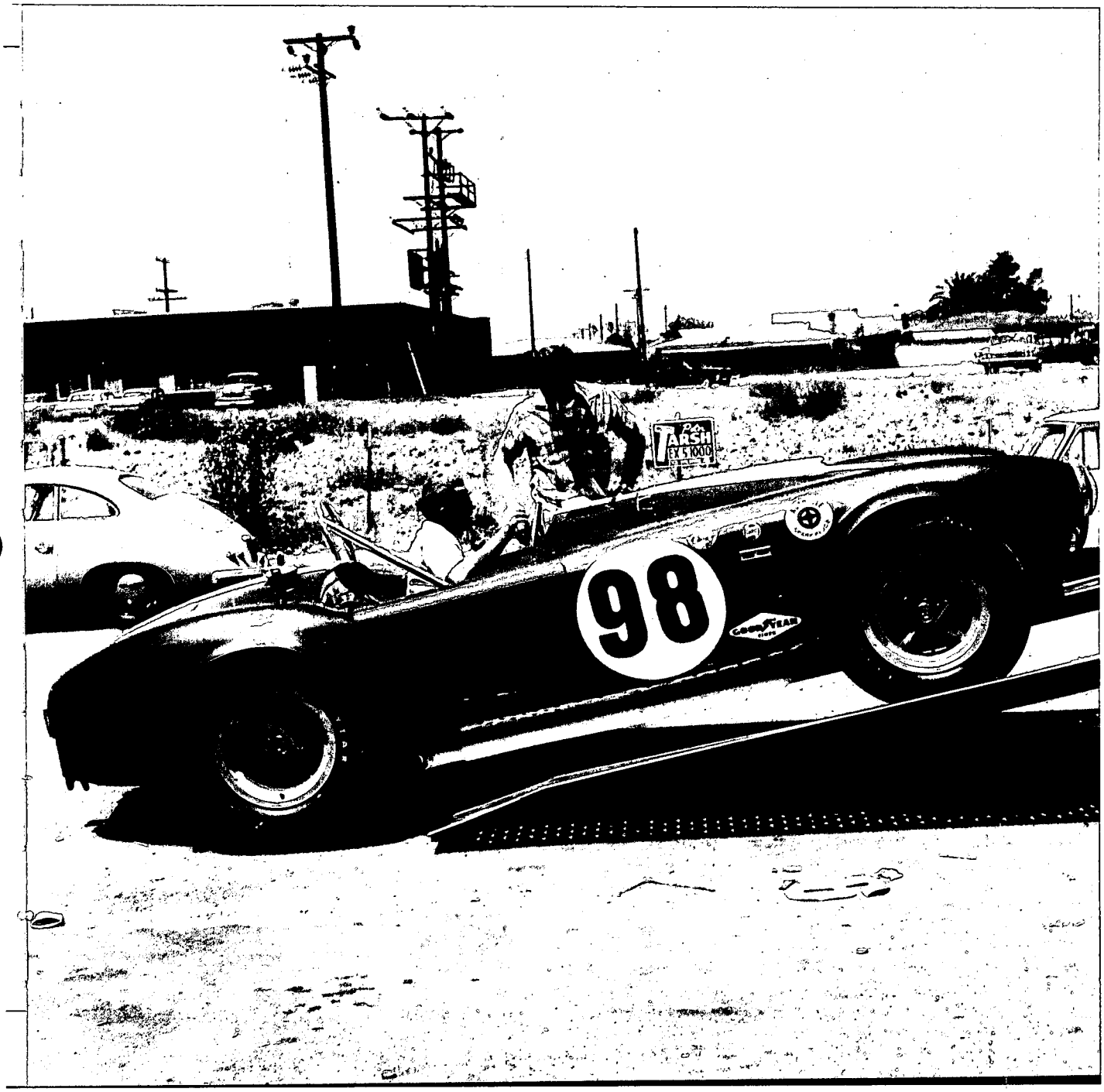
How to Race Tune a Cobra

Ken Miles' Road Tests in Marina Del Rey

When your race shop is in a city, it makes it difficult to race tune your cars between tweaking sessions. Ken Miles solved the problem by simply making sightseeing tours of nearby Marina Del Rey at high speed.



Shelby American Factory, 1964
One of the team Cobras sits in the middle of Princeton Drive, awaiting one of Ken Miles' famous test sessions in Marina Del Rey. Somehow Miles never got caught; it seems that the trailing police were always just a bit to late to catch Miles. Could it have been because all of the cops from the Venice division used to hang out at our shop? You figure it out.


98
GOODYEAR

Shelby's Race Shop

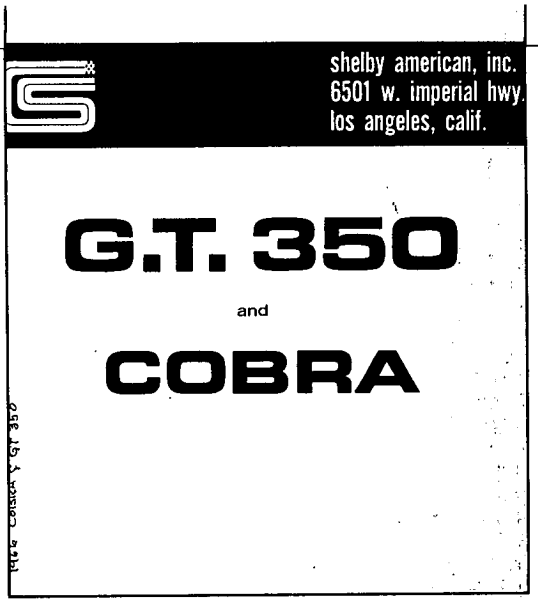
Prepping the Cobra, Mustang, and Ford GT

As in 1964, the manpower of the Racing Department was stretched thin with all of the different projects that were being given a priority status. The Ford GT program was given top priority, and the Cobra Ccoupes were handed over to the English team of Alan Mann Racing. Alan Mann would be responsible for campaigning the cars in Europe and for campaigning to win the FIA Manufacturer's Championship.

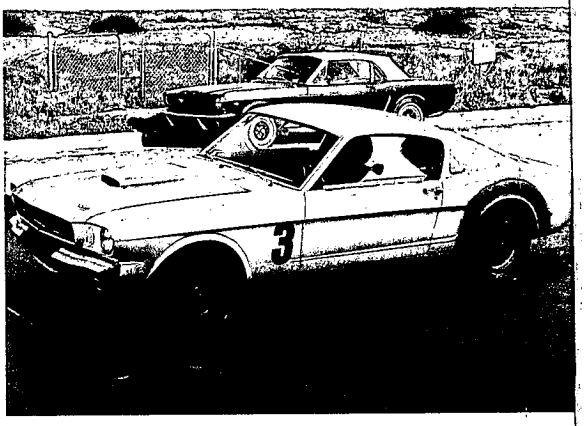
The racing shop was also involved in the development of the Mustang GT350R that was to run it's first race at Green Valley, Texas, on February 14, 1965, with Ken Miles driving.



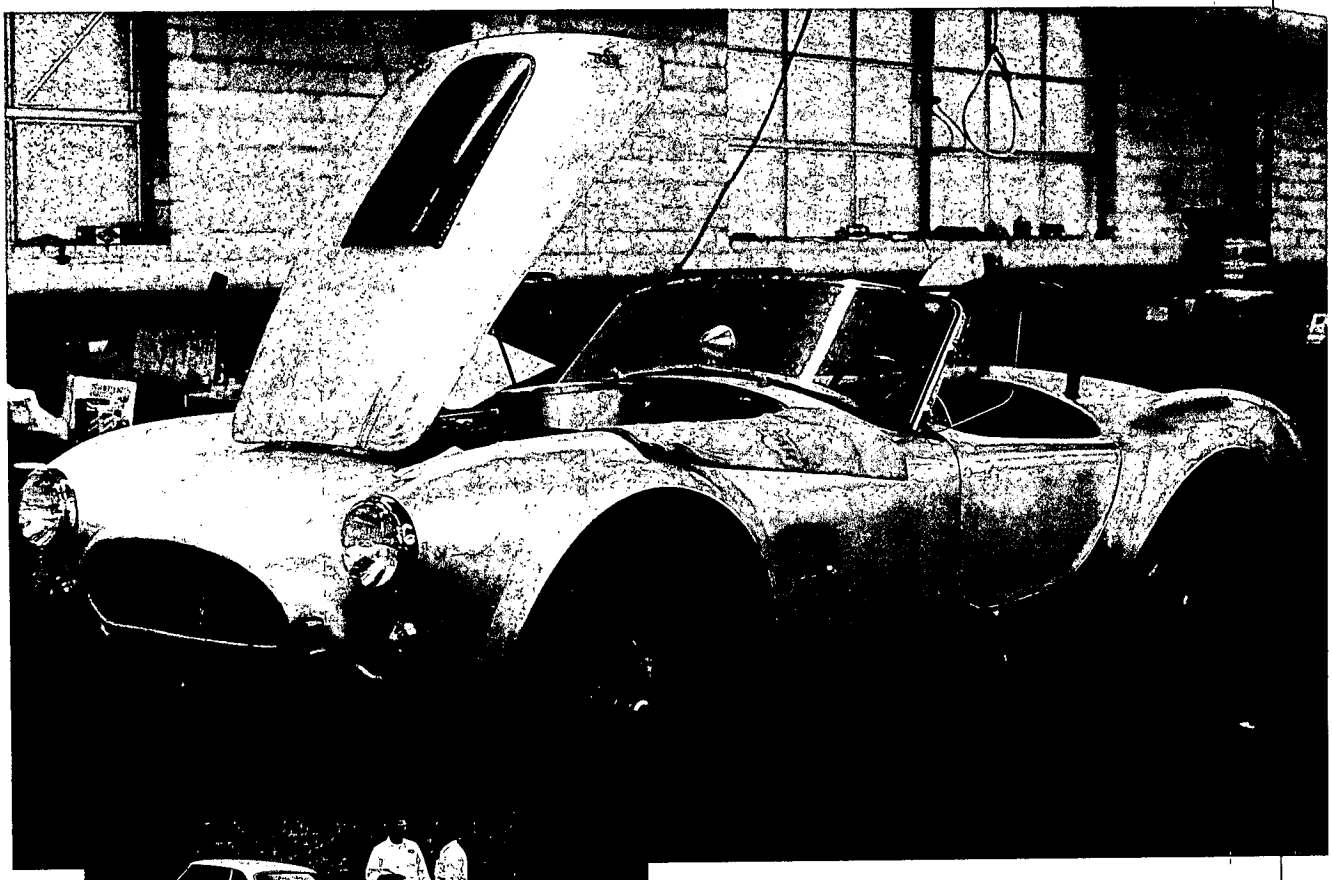
Shelby American Race Shop, 1965
The 427 Cobra ready for delivery to a customer. Everyone at Shelby American used to make bets on how long it would be until the car was returned to the shop with a blown engine or in a box due to a crash. Most employees considered these cars lethal and the 427s never enjoyed the popularity with the employees that the 289 did.

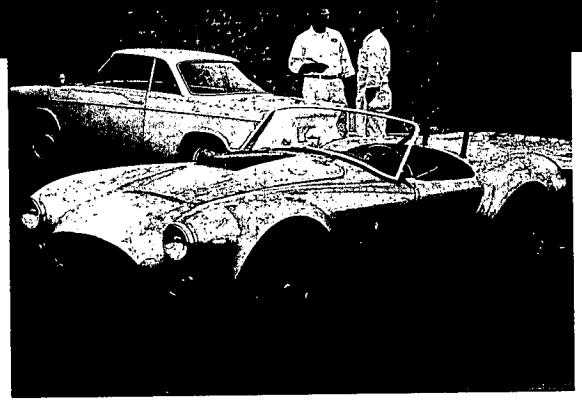


1965 Shelby American Press Kit showing the 1966 427 Cobra and GT350 models.



Shelby American Race Shop, 1965
The prototype Shelby Mustang GT350R sits in front of the Venice shop before being taken to Riverside for testing.





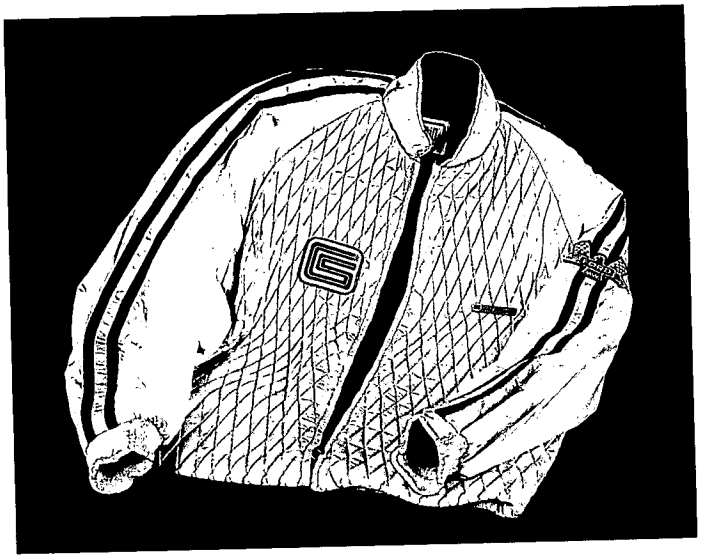
Shelby American Race Shop, 1965
In early 1965, the first "real" 427ci race car was started at the Venice race shop. The car is seen here in an almost completed state.

Left
Shelby American Race Shop, 1965
The completed (less paint) 427 Cobra is about to be given its first test run by Ken Miles with a quick dash through Marina Del Rey. It was always interesting how the police were always in pursuit, but never caught the fleeing Miles or any other car being tested there.

Shelby's Race Shop

Shelby's New LA Airport Works

In the middle of December 1964, the unsuccessful Ford GT program was handed over to Shelby American, and the two GT40s that raced at Nassau arrived on our door step as a Christmas present. We had a month and a half to make a winner out of this car before the 2,000km race at Daytona.



1965 Shelby American Race Team jacket with name badge. Although this was the official team jacket in 1965, those who still had their blue jackets from 1963 and 1964 favored them.



Right
Shelby American Race Shop, 1965
The new Shelby race shop at the airport facility. In the foreground was the lightweight 390ci Cobra that Ken Miles ran at Nassau, which was now relegated to being a test car. The 427 race car was also being worked on, as were several Ford GTs and GT350 Mustangs. By 1965, the Race Shop was certainly larger and better equipped, but it had lost a lot of its character—and talent.

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Riverside USRRC

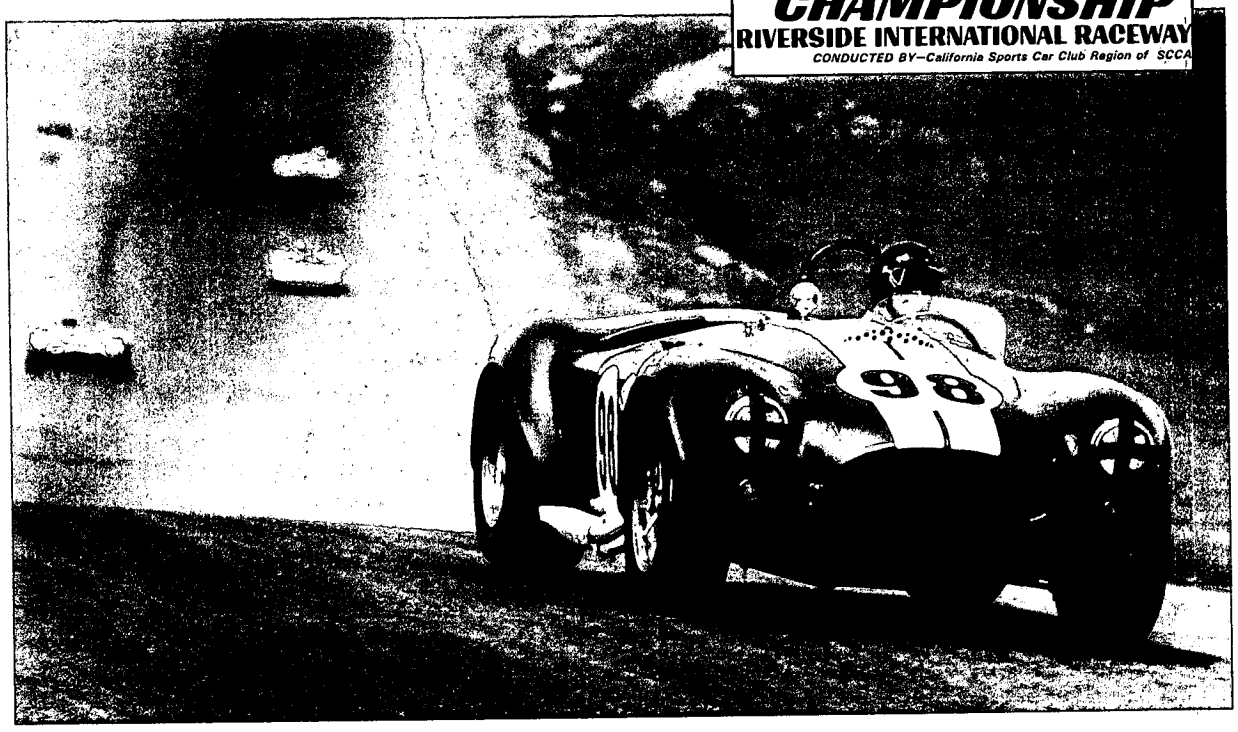
Race Debut of the 427 Cobra

Shelby American would run three Cobras in the USRRC Series and attempt to win a third Manufacturer's Championship in as many years. Most of the USRRC races were run by team cars loaned to drivers like Bob Johnson and Tom Payne.

The first 427 racing Cobra was also completed for Ken Miles to debut at the USRRC Race at Riverside on May 2.

Right
1965 USRRC Riverside championship race.





Riverside USRRC, 1965
The racing debut of the "real" 427 Cobra was at the Riverside USRRC Race in May 1965. Ken Miles had to run with the Chaparrals and Lola T70s because the car was not yet homologated for the GT class. The car ran well, although it was outclassed.

Laguna Seca USRRC

The Victories Keep Coming

At most of the USRRC races there was no Shelby American Cobra team truck as there had been in the past as there just wasn't the manpower and the priorities had changed. No King Cobras would be run in 1965 since their time had passed and they were not considered competitive.

The Shelby team again swept the boards in the USRRC and won it's third consecutive manufacture's title.

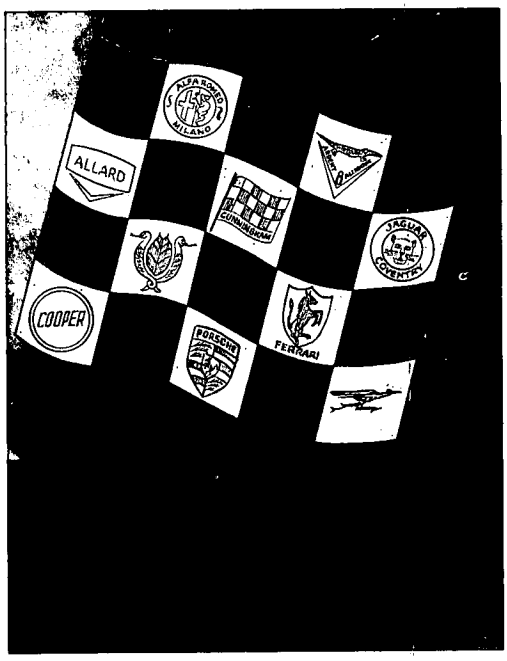


Laguna Seca USRRC, 1965
Ken Miles (#98), Ed Leslie (#96), and Bob Johnson (#97) lead a large field of GT cars away at the start of the June 1965 Laguna Seca USRRC race. This was one of the few real team efforts that Shelby American put up in the series that year.

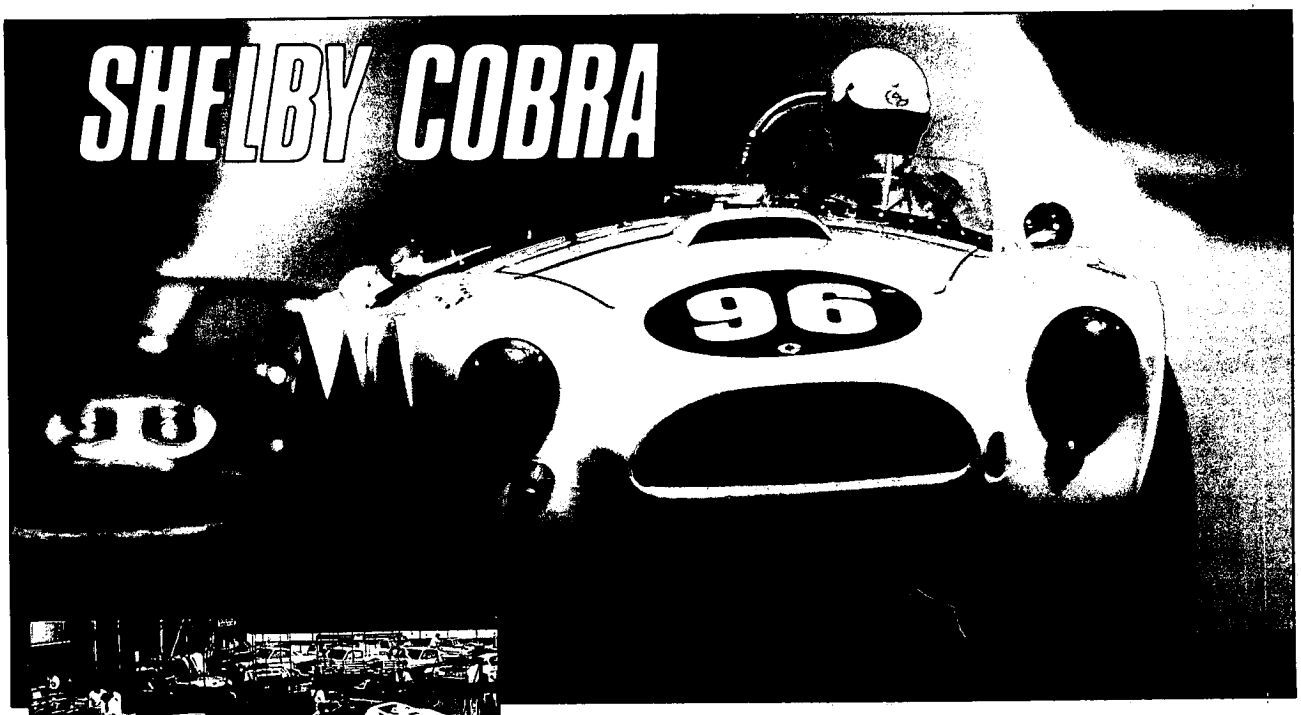
Upper right
1965 Laguna Seca USRRC race won by Ken Miles.

Lower right
1965 Watkins Glen USRRC won by Bob Johnson's Cobra.

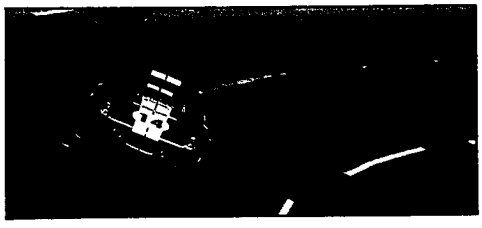




SHELBY COBRA







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Dedicated to Carroll Shelby,
and to the preservation, care, history and enjoyment
of the World Championship cars he created.

ACKNOWLEDGEMENTS

A work of this magnitude is the result of the efforts of an unbelievably large number of individuals who, when asked, made a commitment to excellence that would be far more difficult than they would have ever believed. SAAC's reputation for accuracy is on the line with every detail that is printed in this book. Virtually every fact that could be double- or triple-checked was. Everything was proof-read several times. It is impossible to list every individual who provided their assistance. These are the ones who contributed the most. Everyone else also has our sincere thanks.

RICK KOPEC. Everything has to start someplace. In the case of this edition, it started with the idea that everything that was known about these cars should be put into a computer database so it could be accessed instantly. That database should be able to organize everything into very specific parameters and print it the way you see it, as grids of serial numbers with owners and coded information. The longer the project went on, the more information was turned up and the larger the book got. Kopec somehow managed to establish those parameters, lay everything out, tie it all together and even prod the registrars when they needed it.

KEN EBER. Someone had to handle the business end of the project. No matter how good it is, a book sinks or swims based on the ability to get it published, shipped, distributed and, most importantly, paid for. It's not glamourous work but without it a project like this is only a pipedream.

NED SCUDDER. Cobra Registrar. All Cobra information was directed to Scudder and he was superb at molding the tens of thousands of pieces of individual information into a seamless history of these cars.

HOWARD PARDEE. 1965-1966 Shelby Registrar. Nailing down all of the running production changes was the easy part. Tracking down R-Models and their history was also included in the job. And factory records provided production dates and delivery dates for each and every '65. Pardee also served as a proof-reader for just about everything and a fact-checker who would not take "I don't know" for an answer.

DAVE MATHEWS. 1967 Shelby Registrar. If you think production differences begin to disappear by Shelby's third year of output, think again. Mathews was able to make sense out of the early vs. late details. He also chased down problems resulting from cars that were wrecked and rebodied or had numbers switched.

DOUG WASCHENKO. 1968 Shelby Registrar. There are more '68s than any other model, and their Ford numbers have always been an enigma. Waschenko sorted things out and put the jigsaw puzzle together. Along the way he was able to answer most of the questions that made everyone else scratch their heads.

VINCENT LISKA. 1969-1970 Shelby Registrar. There has always been a question of exactly how many cars were made at the end of Shelby production. Liska was like a pit bull (okay, a very large pit bull) and did not rest until he had the answers. He was also able to unravel the question of what those DSO numbers mean.

GREG KOLASA. Ford GT Registrar and Hertz Registrar. Kolasa was another glutton for punishment, in that he volunteered to wear two hats. Chasing down Ford GTs is an often thankless task and included the latest MK IVs as well as the Holman MK IIs. Kolasa's work load multiplied when it was discovered that there was a Hertz program in 1968 and 1969, and almost one in 1967. He detailed them all, as well as finding time to proof-read and fact-check almost everything else. And he took hundreds of high quality detail photos which were either used for research or for publication.

RONNIE SPAIN. Ford GT Historian. Nobody knows more about Ford GTs than Scotland's Ronnie Spain, and he was generous enough to share his latest findings with SAAC. Whenever we had questions, Spain had answers.

LARRY WREN. AC MK IV Registrar. Prior to this book, virtually nothing had been compiled regarding these cars. When we started, cars were still being built and nobody was sure just how many. Wren kept track of all the cars that came into this country.

JIM & LINZY SMART. Great Britain AC MK IV Registrars. On the other side of the pond, where the AC MK IVs were being built and where a lot were finding homes, the Smarts shared their research with is. They also helped define production parameters.

PAUL PARSLOW. Shelby Notchback Group I & Group II Registrar. Race cars like these have a way of disappearing once they stop being competitive. They find their way down the food chain towards obscurity. Parslow learned how to track the history of his car and extended this expertise to the others.

ROBERT GREEN. King Cobra historian. As the former owner of one of the only remaining factory cars, Green provided us with accurate information which enabled us to update this mostly overlooked and sometimes confusing chapter of Shelby history.

PAUL NEWITT. 1968 GT/CS Historian. Newitt wrote the book on these cars and he shared with us details on their Shelby influence.

DAVID EBER. SAAC Mustang Registrar. As the production manager and last functioning employee of the SAAC Car Co., Eber had factory records which were converted to the registry's format so these cars could be included.

BOB KENWORTHY. Technical Advisor. When questions about specific details or part numbers arose, we demanded corroboration. As the Service Manager at a large Ford/SVT dealer, if Kenworthy didn't know something (which was rare) he was able to tap into the Ford system to find out.

BOB ALIBERTO. Technical Advisor. When we needed help with part numbers we tapped the answer man that *Mustang Monthly* has been using for more than a decade.

CURT VOGT. Technical Advisor. It's awesome to see someone with a photographic memory for part numbers. Vogt can spout them off non-stop, and he's never wrong.

JEFF BURGY. Technical Advisor. Another Ford insider, Burgy has been working under the blue oval for more than twenty years. He was one of the first to recognize the relationship between serial numbers and production features.

PETE DISHER. Technical Advisor. There isn't as much known about '68s and '69s as there is the earlier cars. Disher helped to fill this void by sharing with us the results of his personal investigations.

GEORGE & RANDY PORUBSKI. Technical Advisors. Running a parts business teaches you things, first-hand, that can never be learned from parts books or shop manuals. The Porubski's provided us with hard answers.

JIM COWLES. Technical Advisor. Known for his propensity for originality, Cowles, the former '69-'70 Registrar, was also willing to share his expertise for this book.

BOB PERKINS. Technical Advisor. One of the best known names in Mustang and Shelby restoration, Perkins' knowledge was tapped for many of the details that seemed to have escaped everyone else.

CAROL PADDEN. Proof-Reader. One of the most difficult things a writer can do is proof-read what he or she has written. It seems that you find a mistake every time you re-read a paragraph. Padden read sections over and over without complaining.

DAN CASE. The idea to include data on the values of Cobras and Shelbys by year was provided by Case, who had been keeping track of Cobras and developed a database of his own. He shared it with us and we expanded it.

TOM HONEGGER. When we decided to include line drawings on the spec sheets for each car we went straight to Honegger, who was able to provide us with exactly what we needed in a timely manner.

ED GULLETT. We got SAAC's other "staff artist" to whip out some illustrations for the section on side and LeMans stripes. Pictures are worth a thousand words.

RANDY REAM. After selecting color transparencies for the cover jacket, Ream was able to convert them into computer images and scan them for subtle color enhancing. He also converted every black & white photo into a high resolution computer image which insured high quality when the book was printed.

LARRY QUAY. We've been receiving a steady stream of high quality photos from Quay ever since we announced there would be a new edition of the Registry. Some were used for reference and some found their way into print.

BILL NEALE. If there is one real expert on Carroll Shelby's Terlingua escapades it is Neale, who is also one of Shelby's close personal friends. We bled him dry of any information he had on the Texas mischief.

CHRIS DI MARZO. To corroborate SAAC Car Co. details we went to DiMarzo, the company's former national sales director. He helped us separate fact from fiction.

DAVID MAFFUCCI. Before the first serial number could be inputted into the computer program, there had to be a computer program. Maffucci was the expert we turned to. He was able to envision what would be needed at the end of the rat line, when it was time to send everything off to the printer. The thought of that, frankly, scared us to death. The program he created allowed us to do everything we had hoped, and is fine-tuneable so that we can keep adding new bits of information as it surfaces in the future.... and it will.

STEVE TEMPLE. The latest chapter in the Shelby American story is taking place in Las Vegas, where the Cobra 427 S/C completion cars and CSX4000 series component cars are being built. Temple is the company's National Sales and Marketing Manager and he was our direct source of information on those cars.

CHUCK CANTWELL. Hired by Shelby in late 1964 as the GT350 Project Manager, Cantwell's job was to determine the specifications for the GT350 street cars as well as the race cars. That included the notchbacks as well as the R-Models. He also spent some of his time behind the wheel of one of the factory team cars. In 1967 he also assumed the duties of Team Manager of Shelby's Trans-Am effort. He was kind enough to proof-read all of the Shelby sections and provide valuable feedback because, after all, he was there.

PETER BROCK. Is there anyone who might pick up this book who wouldn't know who Brock is? We doubt it. The Cobra Daytona Coupe will be forever linked to his name but he had a hand in a lot more than that one car. As a member of the Cobra Team he attended most of the early races. He assisted in the advertising and marketing of Cobras and GT350s. He was also involved in the design of some of the lesser known cars that were associated with Shelby American. He shared those details with us as well as proof-reading and fact-checking all of the Cobra sections. His input was invaluable as it enabled us to flesh out many areas which had never before gone under the magnifying glass. A tough task-master, Brock demanded to see every re-write and promptly returned each one with yet more suggested changes and additional details.

CARROLL SHELBY. This book is as much a tribute to him as it is a record of the cars he created. Shelby's involvement and interest did not end in 1970, when the last car was sold. Only hindsight provided by history can determine whether you've hit the high point of your life. Some would have thought the creation of the Cobra would have been Shelby's zenith. Or the World Manufacturer's Championship. Or winning LeMans in 1966 and 1967. Shelby's accomplishments were spread first over a decade, and then continued for three more. They show no signs of subsiding and they only increase our indebtedness to and our admiration for him.

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Every effort has been made to insure that everything printed in this book is as accurate as possible. The immense amount of information collected over the past twenty-five years came from innumerable sources. It all had to be collated, condensed by individual registrars, composed, edited, typeset and proof-read before it could be printed. We expect there will be an occasional error and these are certainly not intentional. Any inaccuracies brought to our attention will be corrected in the next edition.

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CSX3056



PRODUCTION TOTALS

The production totals shown here are based on all of the information SAAC has acquired since the publication of the last Shelby American World Registry (the 1987 Edition). Some have never been published before — anywhere — and as a result, they are different from figures published everywhere else. To the best of our knowledge, they are correct. We will consider them as correct until we discover (or until we are presented with) more accurate figures which can be verified.

Leaf Spring Cobra Chassis

260 Engine	
Street Cars	62
Factory Team Cars (initially 260 engine, later updated to 289)	4
Factory-Prepared Competition Cars (initially 260 engine, later updated to 289)	1
Independently-Prepared Race Cars	7
Dragonsnake (260 replaced with 289)	1
260 Cobra Total	75
289 Engine	
Street Cars	453
Factory Team Cars:	
Standard Competition	2
Sebring Cars	3
LeMans Cars	2
LeMans Replicas	3
427 Prototype "Flip-Top"	1
FIA Roadsters	5
Daytona Coupes	6
USRRC Roadsters	6
Total Factory Team Cars	29
Factory-Prepared Competition Cars:	
Standard Competition	2
LeMans Prototype	1
LeMans Replicas	3
USRRC roadsters	5
Total Factory-Prepared Competition Cars	11
Independently-Prepared Competition Cars	21
Dragonsnakes	4
Bare Chassis (Mercer Cobra)	1
Willment Coupe	1
COB/COX Street Cars	59
COB/COX Race Cars	2
289 Cobra Total	580
Leaf Spring Cobra Total	655

Coil Spring Cobra Chassis

Street Cars	260
Prototype Competition Roadsters	2
Production Competition Roadsters	19
Semi-Competition Roadsters	31
Daytona Super Coupe	1
Chassis-Only	3
COB/COX Cars	27
Bare Stretched Chassis (Paramount Film Cars)	5
Coil Spring Cobra Total	348

King Cobra/Cooper Monaco

Shelby American Cars	6
Comstock Racing Team Cars	2

King Cobra/Len Terry

Completed Cars	2
Spare Tub	1

Ford GT Chassis

Prototypes	
Coupes	4
Roadsters (includes X-1 Can-Am Car)	6
Lightweight Chassis (includes 2 427 Cars)	4
Production	
Race Coupes	48
Road Coupes	31
MK IIs	8
MK II Holman (new cars built by Lee Holman on Tennant chassis)	16
MK IIIs	7
Post-Production Chassis	7
Mirages	3
Alan Mann	
Lightweight MK Is	2
Lightweight MK IIs	3
J Car Chassis (includes 2 Can-Am Cars)	12
Safir/JWA MK V	
Roadsters	3
Coupes	37
Uncompleted/Un-numbered Chassis	1
Tennant Panels Chassis	
With consecutive Ford GT serial #s	5
Ford GT Chassis Total	195

1965 Shelby

Street Prototype	1
Street Cars	520
1966 Prototype	1
Drag Cars	4
Competition Prototype	2
Competition Production Cars	34
1965 Shelby Total	562

1966 Shelby

Street Cars	1368
Paxton Prototype	1
Hertz Prototypes	2
Hertz Cars	999
Drag Cars	4
Convertibles	4
1966 Shelby Total	2378

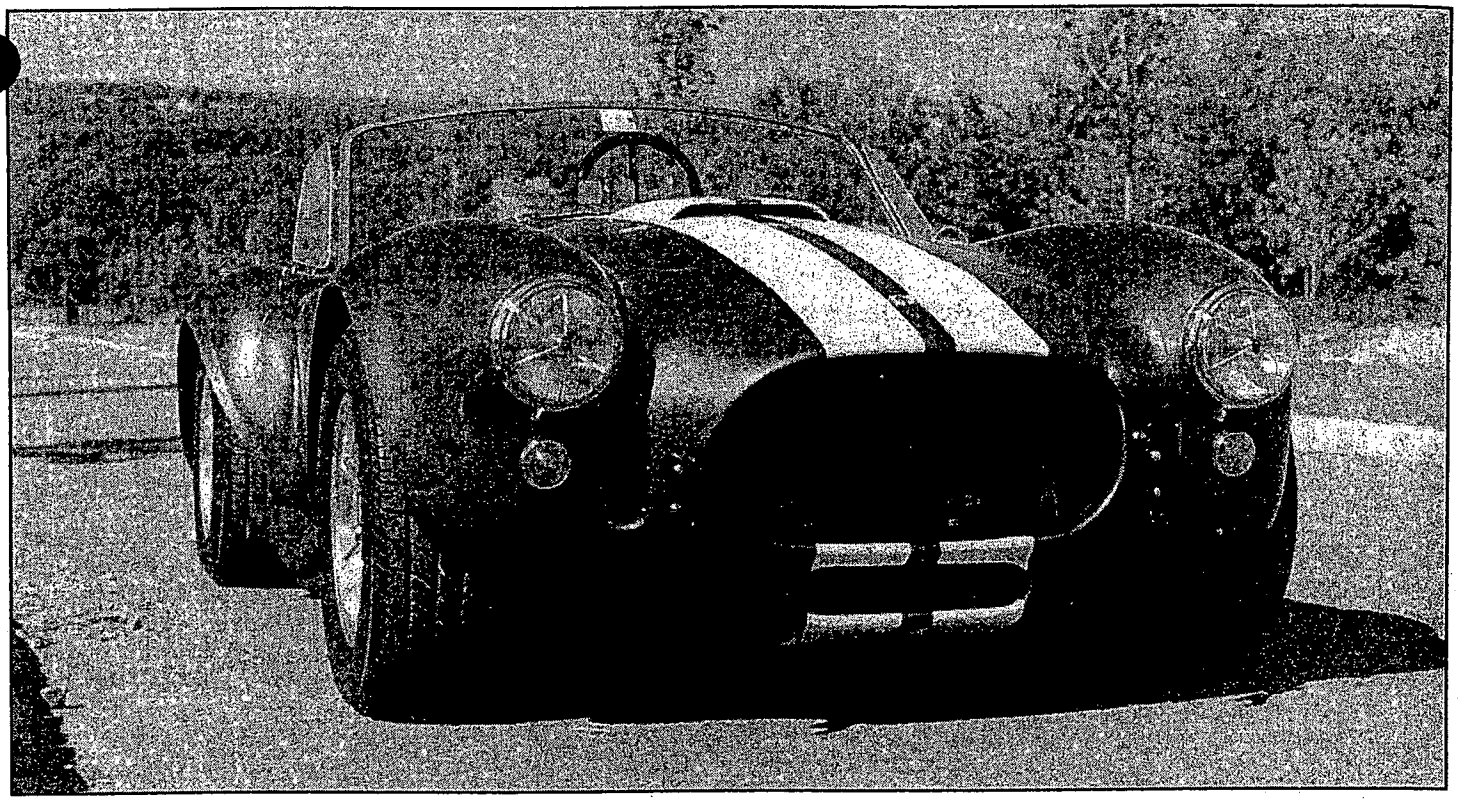
1966 Shelby Notchback

Prototype	1
Production Racers	20

1967 Shelby

GT350	1175
GT500	2048
GT500 Notchback Prototype	1
GT500 Convertible Prototype	1
1967 Shelby Total	3225

427 COBRA SEMI-COMPETITION



⬆ CSX3042

The 427 Cobra S/C, or "Semi-Competition", model was actually the result of two interrelated factors. Shelby's initial plans were to build 100 427 competition roadsters which would be homologated for FIA racing. A factory team would campaign the new and more powerful cars, and combined with Shelby American's experience in the 1964 FIA events, success seemed likely. Additionally, Shelby planned on selling a number of these cars to independent racers and teams. The new car would also be homologated for SCCA production racing in the United States. Based on the number of 289 Cobra competition roadsters built and sold over the previous two years, selling one hundred of the new race cars over a two year period was not seen as presenting an especially difficult problem.

However, that perception would quickly change. When the FIA inspection team arrived at Shelby American in April of 1965, only 51 of the new cars were on hand. FIA homologation was withheld because a minimum of 100 examples had to be produced in order for a manufacturer to receive certification. As a result, Shelby American was forced to campaign the previous year's race cars — the 289 FIA competition roadsters and Daytona Coupes.

The SCCA was a bit more lenient and granted approval for the 427 Cobra in December of 1965, after only a prototype had been built. Actual 427 Cobra production began in January of 1965 but the SCCA took Shelby American at its word that it would produce a minimum of 100 cars by the end of the model year.

As soon as the first batch of cars arrived at Shelby American from AC Cars, Ltd., a handful of buyers materialized at Shelby's door. They purchased the cars with the idea of competing in the SCCA's amateur events. Because FIA certification had not been obtained, only a few cars were bought by European racers. By the end of the 1965 season, 16 cars were being actively raced and sales were not what you could describe as brisk. The unsold cars sat in long rows behind Shelby American's hangars without paint, and on blocks without wheels due to a Halibrand magnesium wheel shortage. By the beginning of 1966, Shelby American was long on 427 Cobra competition inventory and short on buyers.

Enter, Eastern Field Sales Representative Charles Beidler. As a field sales representative for Shelby American, Beidler's job was to act as a liaison between the dealers in his geographical area and the factory. He helped dealers with orders and customer problems. He approved warranty work and also expedited orders when necessary. On one of his trips to the factory, Beidler noticed the long rows of uncompleted 427 race cars sitting idle. He knew they weren't selling, so he wondered out loud, "What if we had those things out on the street?" Shelby's National Sales Manager Dante Cardone thought the idea had merit and began pursuing it.

One of the obvious appeals of the 427 Cobra was that it was the fastest production car ever made. Beidler reasoned that someone who bought one because of that fact would be hard-pressed to turn their back on the opportunity to buy the fastest of the fast. As it turned out, he was right. He went back to his sales territory in the northeast and immediately found a buyer for this new model — the 427 Cobra S/C. (Depending on who you talked to, those letters stood for either "Semi-Competition" or "Street/Competition.") The car went to the owner of a large trucking company and was sold through Archway Ford in Baltimore, Maryland. Beidler



⬆ CSX3035

recalls that he ended up selling about three-quarters of all the 427 S/Cs to dealers in the northeast. Once the first dozen or so 427s competition models were completed and delivered, the remaining cars were finished one at a time, as orders arrived. All of the cars invoiced in 1965 were full competition models but once the S/C was offered, the cars could be built either way.

The S/C was every bit the race car the "standard" competition model was, and many of them found their way onto the race track. Bob Grossman, an exotic sports car dealer from Nyack, NY with a lot of race experience, purchased CSX3022 and raced it in SCCA events. Jim McCashin bought CSX3052 and raced it successfully in several west coast events in 1968. And Dick Smith purchased CSX3035 and raced it in SCCA Nationals in 1967. He drove the car to the 1967 SCCA A/Production National Championship and was Northern Pacific Division Champion in 1968. Smith was officially clocked at 198 MPH at Daytona in the car. Gerald Mulnix bought CSX3031 and finished 8th in the SCCA's Central Division in 1968.

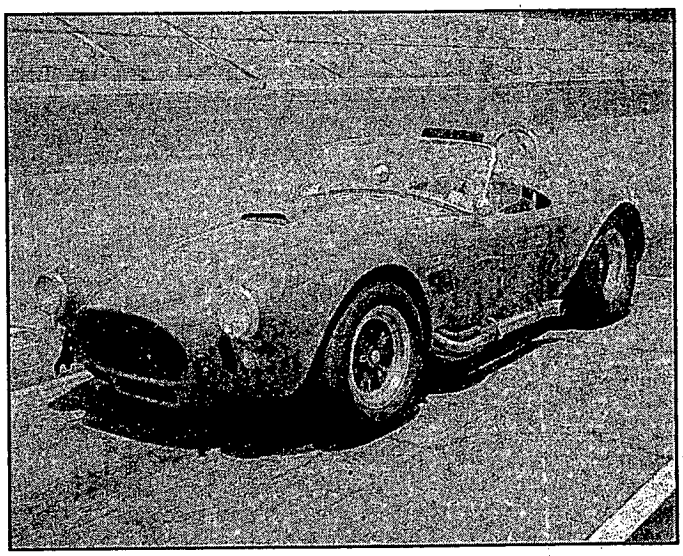
The determining factor of whether a car is classified as a competition model or an S/C is how it was originally described on its invoice by Shelby American — not how it was used by its original owner.

SEMI-COMPETITION OR STREET COMPETITION?

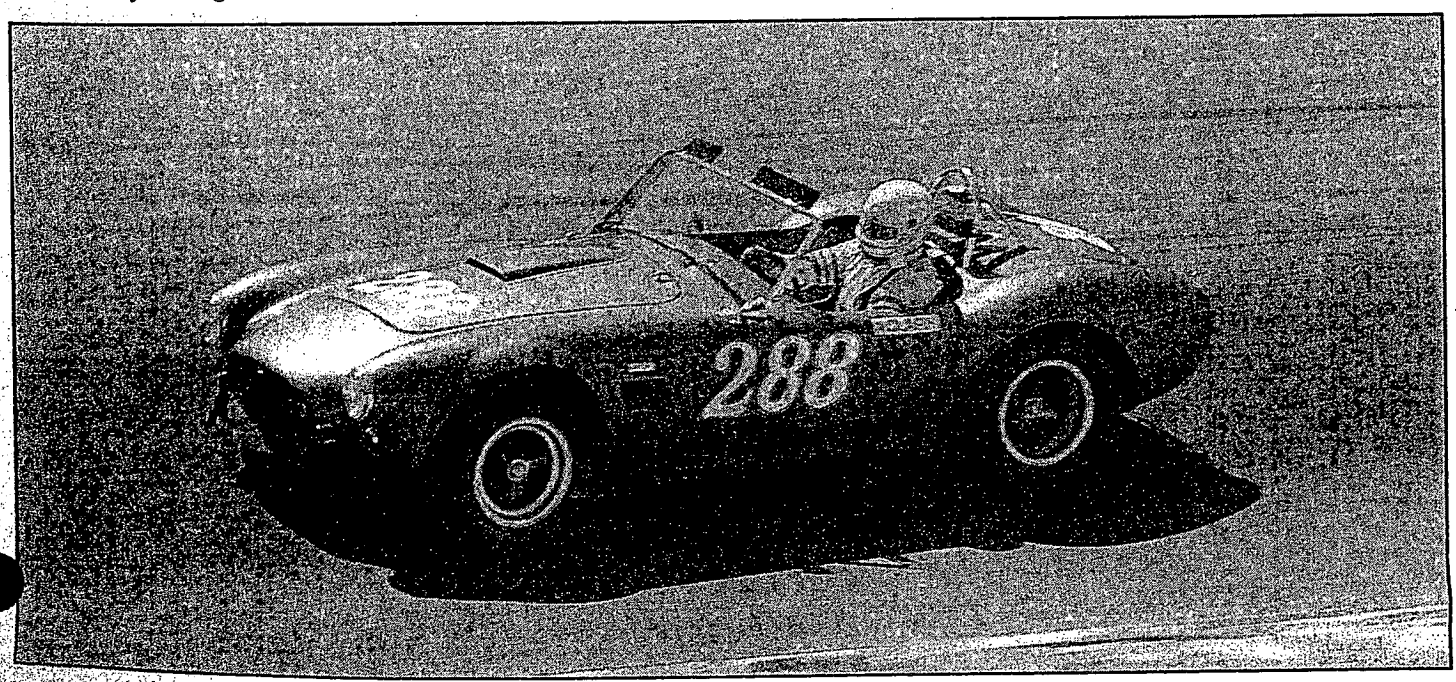
The controversy began almost immediately. Did "S/C" stand for semi-competition or street/competition? The reason there was a question is probably due to the fact that Shelby American sold S/Cs through word of mouth. No factory showroom brochure or specification sheet was ever created to help market these cars.

Both terms are accurate. They were, of course, competition cars which were outfitted for street use. But because of that, they were also something slightly less than a full-competition version; thus "Semi-Competition."

Charles Beidler, who came up with the idea originally, referred to the cars as "Semi-Competition." That's good enough for us.



⬇ CSX3045 ⬆ CSX3036

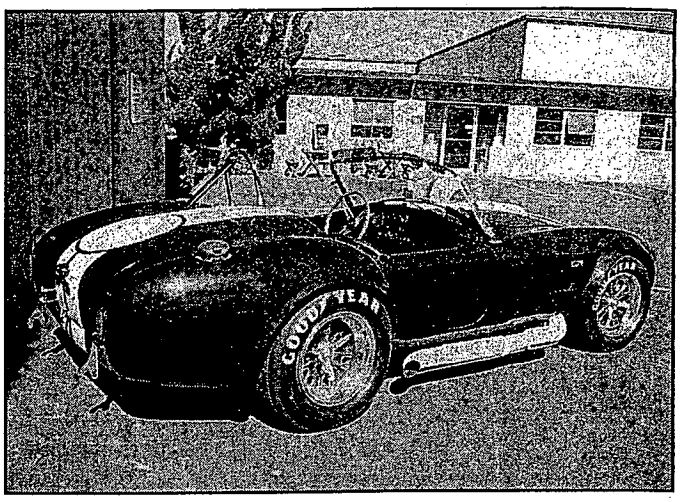


427 COBRA SEMI-COMPETITION CARS

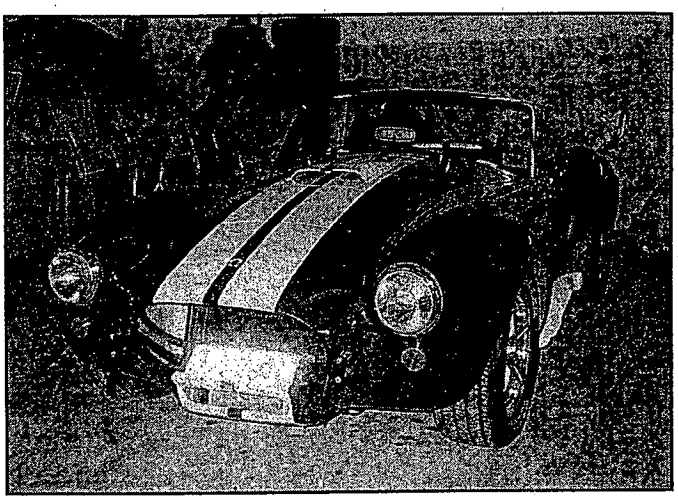
original owner

CSX3015 - Carroll Shelby (Twin-Paxton car)
CSX3021 - William D. Turner
CSX3022 - Bob Grossman
CSX3023 - Charles Lowe
CSX3024 - Paul Green
CSX3025 - Don Lancaster
CSX3030 - Ron Bauman
CSX3031 - Gerald Mulnix
CSX3032 - Frank McKimmie
CSX3033 - Marty Davey
CSX3034 - Dale Kelly
CSX3035 - Dick Smith
CSX3036 - Peter Van Valen
CSX3037 - Paul Fox
CSX3038 - Zachary Reynolds
CSX3039 - Roland Marzolf
CSX3040 -
CSX3041 - Tim Nichols
CSX3042 - Alan Grappone
CSX3043 -
CSX3044 - Lou Malanga
CSX3045 - Peter Bayer
CSX3046 - Ed Zamerelli
CSX3047 - Edwin Pupumrins
CSX3048 -
CSX3049 - John M. Davey
CSX3050 -
CSX3051 -
CSX3052 - Jim McCashin
CSX3053 - Hagen Bayliss

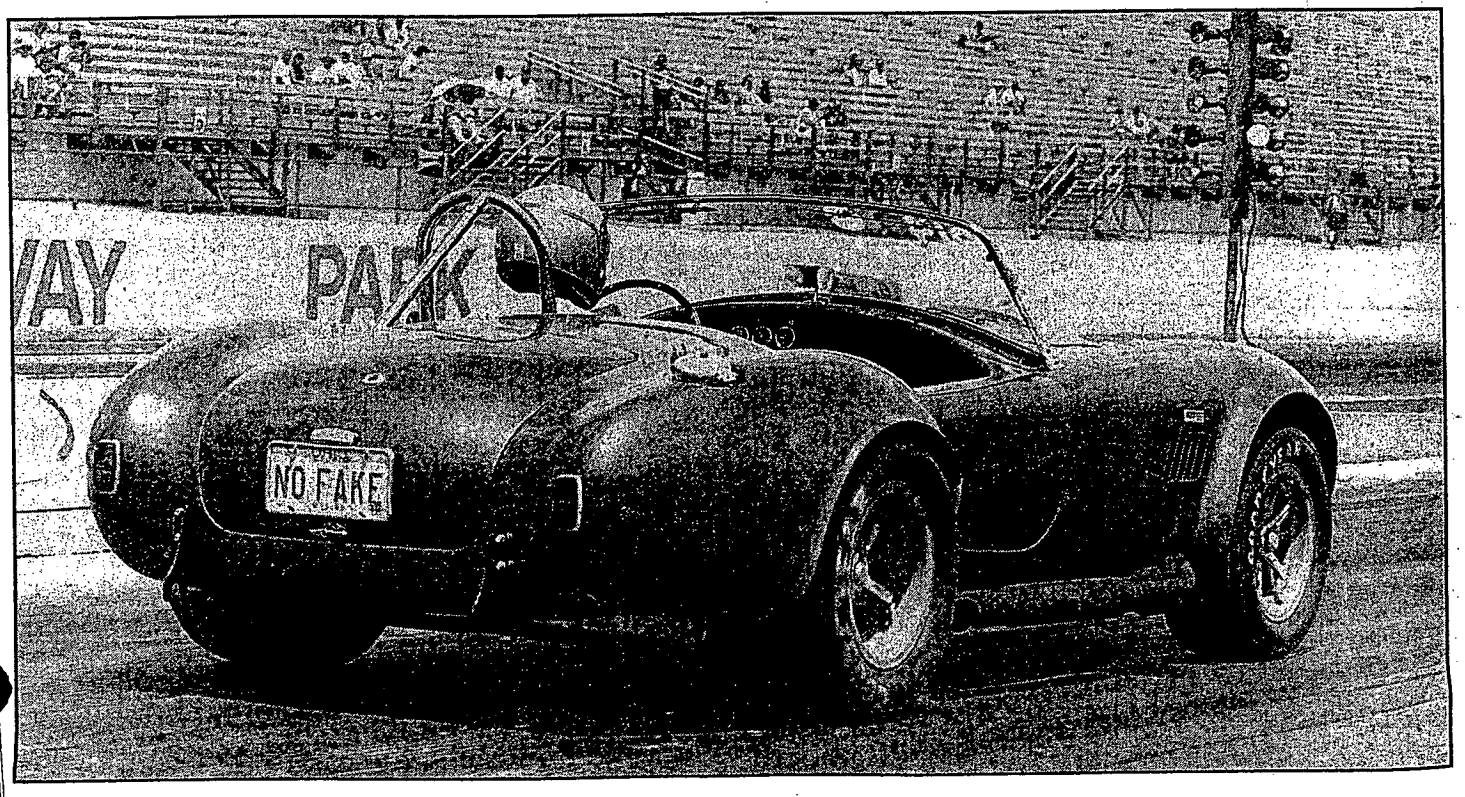
Total 427 S/C Production.....30



⬇ CSX3048 ⬆ CSX3045



⬇ CSX3049



427 COBRA SPECIFICATION DIFFERENCES

	STREET	SEMI/COMPETITION	FULL COMPETITION
ENGINE	427 Low-Riser w/2x4V Holleys, advertised @ 425 H.P.; some with Medium-Riser or 428 "Police Interceptor" (some w/1x4V @ 390 H.P.) 10.4:1 compression ratio cast iron heads 7-qt. Ford oil pan no oil cooler	427 Medium-Riser (most w/2x4V Holleys; a few w/1x4V) 10.4:1 compression ratio cast iron heads 13-qt. Aviad oil pan remote oil filter oil cooler in lower grille opening	427 High-Riser (Medium-Riser optional) w/1x4V Holley and aluminum plenum-to-hood scoop; advertised @ 485 H.P. 12.4:1 compression ratio aluminum heads 13-qt. Aviad oil pan remote oil filter oil cooler in lower grille opening
ELECTRICS	electric fan in front of radiator; thermostatically controlled; battery in engine compartment; behind right front wheel	electric fan in front of radiator; thermostatically controlled; twin aircraft "Rebat R35A" batteries behind passenger seat	no cooling fans; twin aircraft "Rebat R35A" batteries behind passenger seat
EXHAUST	cast iron 390 passenger car exhaust manifolds; under-chassis dual pipes and mufflers, exiting at rear of car; chrome exhaust tips	tuned steel tube headers exiting through side of body behind front wheels; minimal mufflers within side pipes	tuned steel tube headers exiting through side of body behind front wheels; no mufflers within side pipes
BRAKES	11.63" front discs; 10.5" rear discs; reservoirs on lower left side of firewall	11.63": front discs; 10.75 rear discs; quick-release heavy-duty large front & rear calipers; reservoirs on left inner fender panel	11.63": front discs; 10.75 rear discs; quick-release heavy-duty large front & rear calipers; reservoirs on left inner fender panel
WHEELS	7 1/2" Halibrand Cobra II magnesium on early cars; 7 1/2" Kelsey-Hayes "Sunburst" aluminum on later cars	7 1/2" and 9 1/2" Halibrand Cobra II magnesium	6 1/2" and 8 1/2" Halibrand 6-spoke "FIA" magnesium on early cars or 7 1/2" and 9 1/2" Halibrand Cobra II
TIRES	(5) 8.15x15 Goodyear "Blue Dot"	(3) 8.15x15 Goodyear "Blue Dot" and (2) 11.40x15 Goodyear "Speedway Special" or (2) 11.40x15 Firestone "Indy Special"	(3) 9.90x15 and (2) 11.90x15 Goodyear "Speedway Special"
REAR	3.43:1 Salisbury	3.77:1 Salisbury; rear end oil cooler	3.77:1 Salisbury; rear end oil cooler
GAS TANK	18-gal. steel tank; 2" chrome filler cap on right rear fender	42-gal. aluminum tank; 3 1/2" aluminum "pop-up" cap recessed into right rear fender	42-gal. aluminum tank; 3 1/2" aluminum "pop-up" cap recessed into right rear fender
FUEL PUMP	mechanical fuel pump	mechanical fuel pump w/2 Stewart Warner 240-A electric "booster" fuel pumps on right side of trunk	mechanical fuel pump w/2 Stewart Warner 240-A electric "booster" fuel pumps on right side of trunk
TRUNK	early cars had white fiberglass tray; later cars black	full aluminum paneling	full aluminum paneling
GENERAL BODY FEATURES	31xx series cars: large front & rear flares; large front & small rear flares (2nd batch); smaller front & larger rear flares (late 31xx cars); rectangular taillights; oil cooler opening; straight upper door edges. 32xx series cars: small front & large rear flares; round taillights; oil cooler scoop; tapered upper door edges. 33xx series cars: small front & large rear flares; round taillights; no oil cooler scoop; tapered upper door edges. All cars: air scoops near parking lights duct air into cockpit (covered by aluminum mesh); chrome tubular bumpers front & rear; single horizontal grille bar	large, squared-off front & large rear flares with extra lip; rectangular taillights; oil cooler opening with oil cooler; fiberglass hood scoop riveted to hood; front half of hood riveted to hood frame; 3-point roll bar (two chassis mounting points, one in trunk); air scoops near parking lights duct air to front brakes (no mesh over openings); fiberglass scoops & rear brake ducting; black quick-jacking pads front & rear in place of bumperettes; no horizontal grille bar	large, squared-off front & large rear flares; rectangular taillights; oil cooler opening with oil cooler; fiberglass hood scoop riveted to hood; front half of hood riveted to hood frame; 3-point roll bar (two chassis mounting points, one in trunk); air scoops near parking lights duct air to front brakes (no mesh over openings); fiberglass scoops & rear brake ducts; black quick-jacking pads front & rear replacing bumperettes; short plexiglass windscreen optional in place of windshield; no horizontal grille bar
SUSPENSION	rubber suspension bushings Armstrong shock absorbers	rubber suspension bushings Armstrong shock absorbers standard, Konis optional	bronze suspension bushings Armstrong shock absorbers standard, Konis optional
DASH	round Smiths gauges w/large tach and speedo in front of driver; other smaller Smiths gauges offset to right (ammeter is usually Lucas); glove box with door	large Smiths tach and smaller oil pressure and water temperature gauges in front of driver; other small gauges and large speedo usually offset to right; no glove compartment or door; extra toggle switches for electric fuel pumps and rear end cooler	large Smiths tach and smaller oil pressure and water temperature gauges in front of driver; other small gauges and large speedo usually offset to right; no glove compartment or door; extra toggle switches for electric fuel pumps and rear end cooler
INTERIOR	black leather bucket seats; naugahyde or leather door pockets w/carpeting behind pockets	black naugahyde bucket seats; no door pockets	black naugahyde bucket seats; no door pockets
MISC.	front & rear sway bars optional	front & rear sway bars standard	front & rear sway bars standard

427 COBRA S/C COMPLETION CARS



↑ CSX3062

With Carroll Shelby, things are rarely what they seem. This is not to say he lacks a clear vision of where he is and where he wants to go; it's just that sometimes the rest of us have a hard time following his line of sight. Take the 427 Cobra S/C completion cars, for instance. The 427 Cobra project began to take shape at the end of 1964.. Ken Miles had experimented with a lightweight 390 engine (and later a 427) in a leaf spring chassis. The additional 100 horsepower pointed the direction for the new Cobra. That would be necessary because rumors were rampant that Chevrolet was toying with a lightweight version of the Stingray they called the Grand Sport. They were also trying to keep the wraps on a new 427 cubic-inch engine. It was a safe bet the 427 would eventually find its way into the Corvette, and that would make the Cobra an instant back-marker. Ferrari was also building a new model — the 275 LM (for "LeMans"). The engine was located behind the driver and the small block Cobras would have been no match for this car. Shelby knew all of this, and the race was on.

The original plan was to have AC Cars build 100 competition models (that number chosen because it represented the minimum production required for a car to be accepted by the FIA for competition). As soon as the 100 cars (serial numbered CSX3001 through CSX3100) were completed, 427 Cobra street model production could begin.

By April of 1965, when FIA inspectors visited Ferrari and Shelby, neither had the required 100 cars completed and FIA certification was withheld. Both were forced to do battle for 1965 with what were essentially last year's cars. Ferrari had finished only about 15 of the 275 LMs and Shelby had 51 competition models sitting on the tarmac at his Los Angeles airport facility. A call went to AC Cars to cease building competition models and switch immediately to street cars. AC began with CSX3101 and the handful of unfinished competition chassis were used for various special projects. One became the 427 Super Coupe (CSB3054), another (CSX3055) was sold to John Willment and used as the basis for a special coupe body. A third chassis (inexplicably numbered out of order — CSX3063) was extended 6" and delivered to Ghia coachbuilders in Turin, Italy. It was used as the platform for a show car which Ford later evaluated as the basis for a future Cobra replacement.

Over the years that followed, rumors persisted that some of the "unused competition chassis" were in storage somewhere. While no one could prove this was actually the case, neither was anyone able to disprove it. However, those who knew how things worked at AC Cars remained extremely skeptical. AC's Cobra production pipeline did not allow for large stockpiles of major components like completed (or even semi-completed) chassis. Had there been such a thing, each one would have been given a serial number which would have appeared on AC production records as well as invoices to Shelby American — because AC Cars would have wanted to get paid for their work. Had any chassis

been shipped to Shelby American, shipping invoices and bills of lading would be in evidence, and none has been found to date. Nevertheless, the thought of 44 original 427 Cobra chassis , sitting in some dark warehouse acquiring twenty-five years worth of surface rust, makes a compelling story.

Fast-forward to 1991. The price of 427 Cobra S/Cs was topping $750,000 and buyers went into a feeding frenzy whenever one came on the market. Interest in Cobras was never greater, among the things it spawned was an entire industry made up of 427 Cobra kit car manufacturers. Demand for Cobra parts by those restoring the cars resulted in virtually everything either being reproduced or individually fabricated. Building a complete car from scratch was not only possible; many were. Attempts to attach legitimate Cobra serial numbers to these 'air cars" created a number of law suits with wronged parties claiming hundreds of thousands of dollars in damages.

Carroll Shelby stood above this maelstrom of activity, and viewed it calmly. Ever since the Cobra ceased production he had harbored the desire to build another sports car. Something which, when compared to the original 427 Cobra, would at least equal its performance and hopefully, even better it. Shelby realized that if he ever created another two-seat sports car, it would forever be measured against the 427 yardstick. In 1990 he had a heart transplant. He had been involved with the Viper in its very early stages. A little-known fact is that he built the first rough chassis prototype at his Shelby Automobiles, Inc. manufacturing facility in Santa Fe Springs, California in 1989. Once the project began to take shape, two things happened simultaneously. One was that the suits in the top-floor corner offices at Chrysler were seduced by the idea of having their own two-seat, high-performance sports car. The second was that Shelby's failing health made it impossible for him to spend time in Detroit where he needed represent his interests. So while he had his transplant and was recuperating in southern California, he watched the Viper slip from his grasp.

Once back at work, Shelby's newest project was the Shelby Heart Fund — a non-profit charity which collected money and used it to provide heart transplants and associated medications and treatment for indigent children. The idea had come to Shelby as he was awaiting his own transplant. Inspired by the incredibly long odds for those who could least afford such life-saving medical miracles, but who would reap the benefits the longest had they been available, he decided, right then and there, to make assisting these children his life's work. Or, at least, a good part of it. The hole in 427 Cobra production — between the last competition model and the first street model, had always gnawed at Shelby. With prices at an all time high, now was the time, he reasoned, to complete production. And he was certain he could do it for a profit, which he would dump into the Shelby Heart Fund.

Ten years earlier, he had piqued the interest of the automotive world by building a dozen 1966 GT350 convertibles under the auspices of his company, Shelby American. A little-known California law allowed a manufacturer to build past models to their original specifications and assign them whatever serial number the manufacturer wanted. Some saw this as Shelby's need to kick up some dust, just to let everyone know he was still around. A few saw it as unbridled opportunism. With prices of 1966 GT350s in the $15,000 range, four newly minted convertibles were offered for sale at $40,000 each. They were immediately snapped up by collectors and enthusiasts, and the money they provided allowed a full dozen to be built. Four went to Shelby (he kept one and gave one to each of his three kids — now in their mid-thirties) and four went to his partner who handled their construction. As was expected, the purists howled but Shelby weathered what turned out not to be a storm, but a slight drizzle. And the 1966 GT350 convertible "continuation cars" became a part of Shelby history.

Now, in 1991, Carroll Shelby was looking at doing that again; only this time he would build a run of 427 Cobra S/Cs. And he would give them the serial numbers which were never used in 1965. When he leaked word of his intentions to several of his friends and acquaintances in the automotive press, the excitement it caused was like a tremor rippling across a desert floor. In reporting the story, someone (it is not known exactly who) apparently alluded to the fact that the chassis which would be utilized were ones which had been created in 1965 but had not been used. This was clearly not the case. It is likely what was meant was that the new cars would have serial numbers which, themselves, had been created in 1965 and had not been used — not the chassis. It is easy to picture Shelby, at this point, giving a sly, conspiratory wink to the misconception and, as they say, the story grew legs.

Two years earlier, in 1989, Shelby had contacted Mike McCluskey, probably the best known Cobra restorer in the country (and arguably, the world) with the idea of building 427 Cobras. He asked McCluskey to draw up a list of everything necessary to manufacture a 427 Cobra S/C, and then find a source for each part. What could be purchased from original suppliers was. What needed to be manufactured was. And what had to be fabricated from raw materials was.

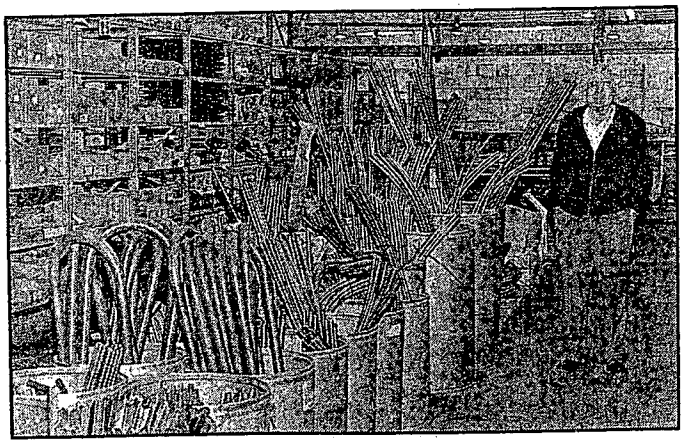
427 COBRA S/C COMPLETION CARS

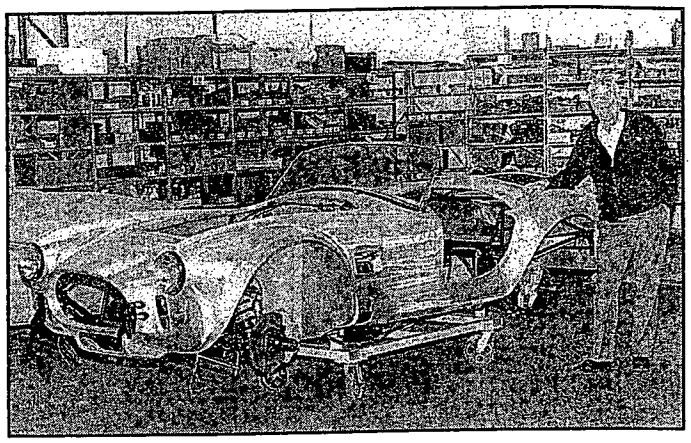
The definition of an "original Cobra" is very specific. In addition to the obvious specifications and physical dimensions, a car has to have been built by the original manufacturer — Shelby American — during the original time frame — 1962 to 1968. Without meeting those criteria, a car is not an original Cobra.

That is, until Carroll Shelby himself decides to step into the picture. Then the picture changes.

Shelby American, as a corporate entity, has been in continuous operation ever since the Los Angeles airport facility was closed down in the fall of 1967. Occasionally it existed only on paper, but most of the time Shelby found something to place under that corporate umbrella. This being the case, it was possible for him to produce cars under that corporate name. The time frame part of the equation became elastic. Because Carroll Shelby is, after all, Carroll Shelby. If anyone else wanted to start up Cobra production again, even if they had a company named "Shelby American", those cars would not be considered original Cobras because Carroll Shelby was not involved.

These cars are properly referred to as "completion cars" because they are completing a run of serial numbers which started before them and continued after them. If they were picking up at the end of production and continuing from there on (i.e. CSX3361, CSX3362, etc.) they would accurately be referred to as "continuation cars."





By the time the first car was completed by McCluskey in 1991 (numbered CSX3056 and left unpainted in raw aluminum like CSX2000 had been in 1961), he had also assembled a small warehouse containing 49 of almost everything needed to build a 427 Cobra. The exceptions were the body panels (which could be fabricated as needed from sheet aluminum) and the engines and transmissions (which had to be purchased from individuals who specialized in used mechanical components). Shelby managed to find someone at Ford who knew where a half dozen brand new 427 blocks were squirreled away, and he bought them. At the same time, he began laying the groundwork for another project: tooling up to reproduce 427 heads and blocks on his own.

Legendary promoter that he is, Shelby sat back and watched the action that followed the initial reports of long lost Cobra chassis resurfacing. The publicity was immediate, with most of the reports being somewhat skeptical, yet not wishing to label a national icon a charlatan. Some questioned the logistics of how such a large number of chassis could have been secreted away for more than twenty-five years. During this time Brian Angliss, a Cobra restorer who had become a major stockholder in AC Cars and through that company was building his own "continuation" Cobra which he called the AC MK IV, became involved in what might politely be described as a major disagreement with Shelby. It escalated into a $60 million law suit, essentially over who had the right to build the Cobra and what they could call it. Shelby was eventually victorious.

Meanwhile, several buyers lined up, unshaken by the cars' $500,000 price tag. Shelby made each one aware that the car they were buying was built in 1992 with parts that were identical to — or better than — the originals. Owning a zero-mile 427 S/C meant more to them than the fact that the car had not been built during original 1965 production time frame. Each owner was satisfied with their purchase. To keep the publicity flowing, Shelby entered CSX3056 in the vintage races at Palm Springs in November of 1991, but wisely decided to withdraw the car after gauging the lack of experience of some of his competition. Passing Carroll Shelby became a badge many wanted to wear, regardless of the chances they would have to take to earn it.

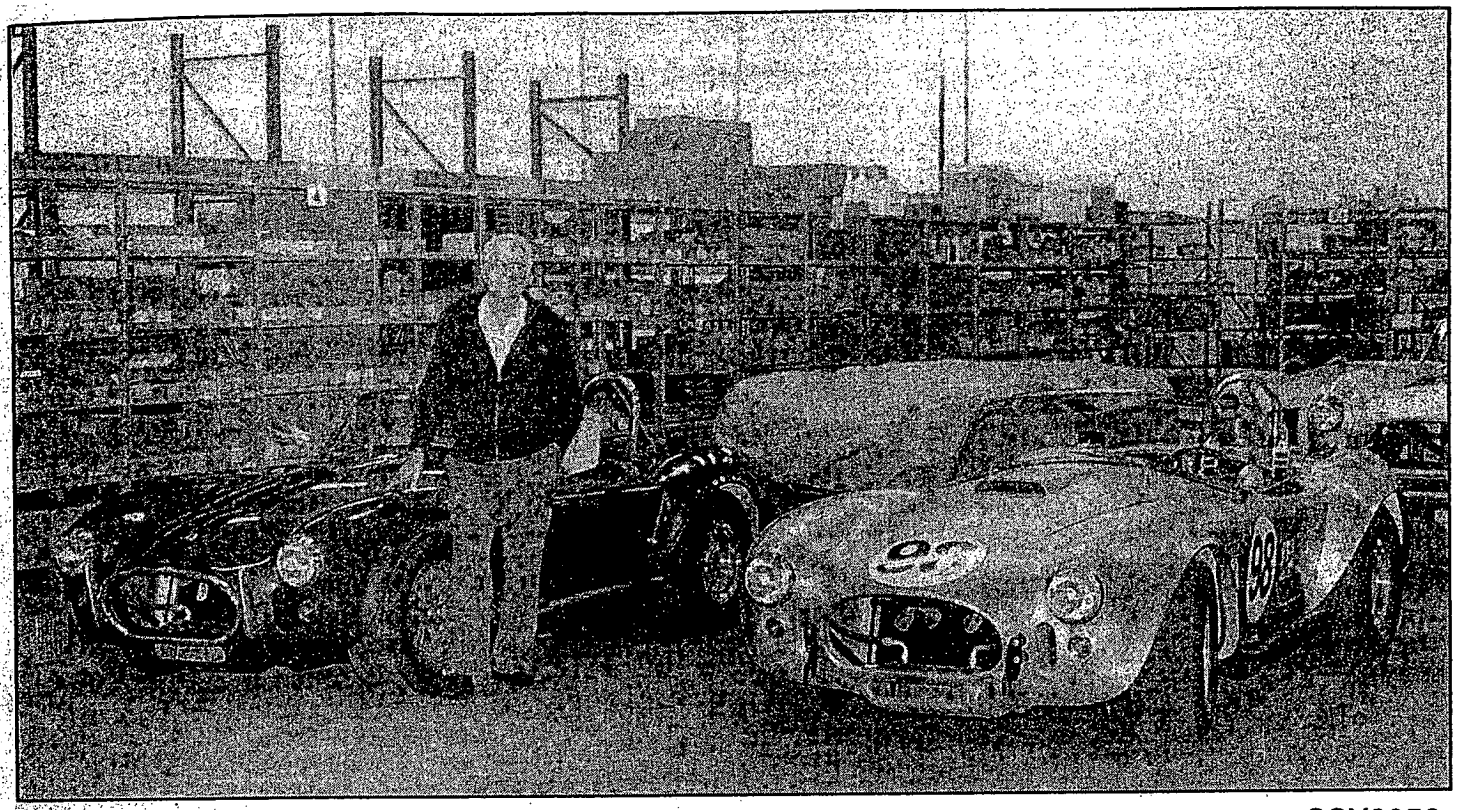
In December of 1993, an investigative reporter for the *Los Angeles Times* contacted Shelby. He was working on a story which was eventually titled "A Donor With a Heart." It ran in the January 28, 1993 edition and it described Shelby's building of 427 Cobras and their link with his charity. Proceeds from the sale of the cars would go to the Shelby Heart Fund. It was an accurate article which portrayed Shelby in a very positive light.

Two and-a-half months later Shelby was sand-bagged. A follow-up piece by the same reporter was essentially hit-and-run journalism. Using the good will created by the previous article, the reporter spoke at length to a number of people about the project and gained their confidence. They later found their comments taken totally out of context and used to cast Shelby in the worst possible light. The second article questioned Shelby's right to give the cars 1965 serial numbers and use 1965 titles. It called into question Shelby's integrity. And it offered quotes from several so-called (but un-named) "experts" who maintained that these cars were little more than over-priced replicas. In questioning the California Department of Motor Vehicles, he succeeded in getting them to initiate an investigation of Shelby. He then used that fact to allege wrong doing. In the end, some mud was stirred up but very little landed on Shelby.

It was about this time that Shelby was beginning to retrench. He phased out his Texas facility (where expanded Cobra production had been envisioned) and moved everything back to California. But his sights were on Nevada. Their tax structure was much friendlier to a small business like Shelby American and he saw the opportunity to become part of the newly planned Las Vegas Motor Speedway complex. He teamed up with Richie Clyne, director of the Imperial Palace Hotel and Casino's automobile collection and the prime mover behind the new mega-speedway. Clyne had developed an association with the Southern Desert Correctional Center, outside of Las Vegas. He helped establish an automotive restoration shop in the prison and used it to maintain the casino's collection of vehicles. In January of 1995, Shelby announced a move to Las Vegas. And, he would be using the prison and its skilled inmates to handle some of the work on his 427 Cobra S/C completion cars.

Before any cars could actually be completed at the prison. Shelby opened up a shop in downtown Las Vegas while he waited for his new facility to be completed out at the speedway. The main product was the newly announced CSX4000 series component cars. Prospective buyers for the completion cars had evaporated, due primarily to the drastic drop in Cobra values between 1991 and 1995 (from a high of $750,000 to about $400,000). Shelby initially refused to lower his $500,000 asking price, stating that he didn't care if he sold any of the cars which remained to be built. But he put one into the Kruse Scottsdale Auction in January of 1997. It was purchased by a buyer from Japan for $420,000. Shelby took him for a few laps around the Las Vegas track in his new car before handing over the keys.

The Cobra legend continues.



⬆ CSX3060

⬆ CSX3056

DIFFERENCES FROM ORIGINAL 427 S/C

1) thicker gauge aluminum body material
2) mig-arc welded chassis (not arc-welded)
3) thicker main frame rails
4) updated A-arm bushings with polyurathane
5) additional footbox insulation
6) twin electric cooling fans
7) "CS" clutch & brake pedals
8) fuel cell
9) steering column bracket carries "Shelby" script
10) some with Wilton wool carpets, some with Mercedes Benz velour

PRODUCTION FIGURES

427 S/C Completion Prototype	1
427 S/C Completion Cars (finished to date)	7
427 S/C Chassis (in progress)	6
427 S/C Chassis Only (yet to be completed)	30
427 S/C COMPLETION CAR TOTAL	44

VEHICLE IDENTIFICATION NUMBER

LOCATION:

A. Stamped into passenger-side shock tower above spring perch; visible when leaning over passenger fender and locating area one inch outside of horn mounting bracket.

B. Stamped into top of driver-side hood latch (last 4 digits); visible when hood is up and latch is locked.

C. Stamped behind leather pocket on upper section of door hinge, facing forward (last 4 digits); on both sides.

D. Stamped into top of trunk latch, facing inward (last 4 digits); visible when trunk is open and latch is locked.

E. Stamped into unique aluminum plate riveted to top of passenger-side footbox; visible when hood is open.

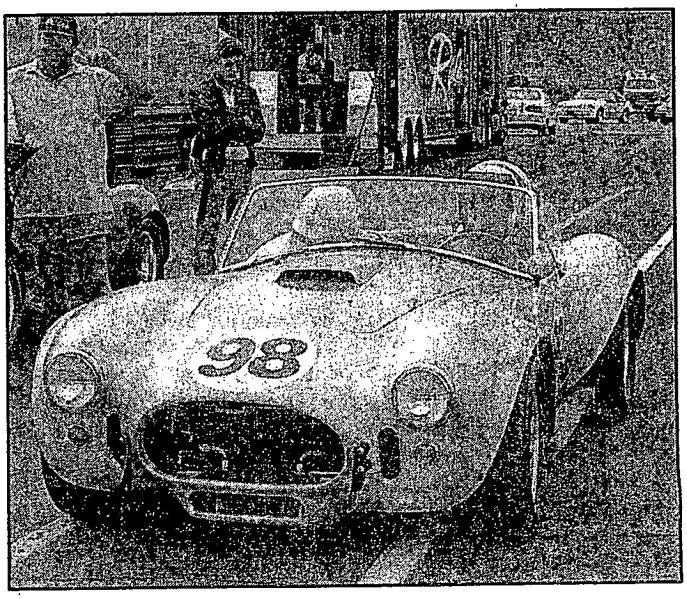
F. Engraved into unique credit card-sized brass plate with Shelby's signature engraved; affixed to passenger side of dash board

BREAKDOWN:

CSX - Cobra Shelby eXport

3056 - consecutive production number (begins with 3056 and ends with 3100, excluding 3063).

⬇ CSX3056



SHELBY COBRA 427 S/C CSX4000 SERIES CARS



If Michelangelo were alive today, and he sculpted another "David," could it be accurately described as a "replica?" In that he is Michelangelo, the answer is, of course, no. By that same logic, Carroll Shelby can not create a replica of something he has already created.

Following his heart transplant in 1990, Shelby formed the Shelby Heart Fund. His goal was to collect money which would be used to provide heart transplants, associated treatments and medications for indigent children. Virtually everything he has done since his transplant has been with an eye towards filling the coffers of this charity. Building the 427 Cobra S/C completion cars was one such project. An annual golf tournament was another. In 1991, he made a proposal to the manufacturers of the better Cobra replicas that in return for a per/car contribution to the Shelby Heart Fund, he would officially recognize their cars and allow them to carry Shelby serial numbers. He was turned down by each one, so in typical Shelby style, he decided to compete directly with them. Thus was the beginning of the Shelby Cobra 427 S/C CSX4000 series "component cars."

The saying "Imitation is the sincerest form of flattery" was, no doubt, coined by the imitator — not the one being imitated. Shelby has had a bad taste in the back of his mouth ever since the very first Cobra replica turned up, back in 1974. However, back then it was hard for anyone to envision that interest in these cars would ultimately result in more than 150 companies around the world which have been involved in some form of manufacture of Cobra-like vehicles. The fact that these companies are all trading on Shelby's original idea — without paying him any kind of royalty — is one of the things that irritates him. Another is that because they do what they do without his official approval (or lack of it), there are no standards to uphold. The Cobra image, shape and concept are Shelby's, but as translated by various replica manufacturers, in some cases have become little more than caricatures of the original. If you're Carroll Shelby, concerned with what your name has come to represent over the past thirty years, it must be a continuing source of embarrassment, frustration and infuriation to see something you sweated blood to created be turned into an easy meal ticket by a pack of remoras whose only exercise in creativity is cheapening their product so they can increase their profits.

Carroll Shelby doesn't get mad for very long; he focuses his energy on getting even. So he decided to take on the entire Cobra replica industry by producing a new generation of Cobras. His move to Las Vegas, Nevada in 1995 opened the door for the CSX4000 series. All of the tooling already existed because he had already recreated it for the manufacture of the 427 S/C completion cars he was building. Sources for parts had, likewise, already been contacted, so the biggest obstacle was creating molds for a fiberglass body which would be to Shelby's specifications. A great deal of time was spent doing this so that all of the dimensions and contours were perfect.

The CSX4000 shares the same basic frame as the original 427 Cobra (the main frame rails are, however, thicker). The only changes required are those necessary because the fiberglass body mounts to the subframe differently than an aluminum body would. The CSX4000 chassis front and rear subframe bolts to the main chassis instead of being welded. The cowl hoop also bolts on. The original Cobra's aluminum body had the edge of each aluminum fender rolled around a length of wire which provides strength and rigidity. The

CSX4000 fiberglass bodies have extra material molded along the inside fender edge which can be hand-finished to closely resemble the inner fender of the original Cobra body.

Suspension, steering and brakes are the same as were fitted to original the 427 Cobras, as are interior features. For the base price of $38,900, the CSX4000 comes as a partially-assembled roller with original specification suspension pieces and a fiberglass body already mounted to the chassis. The only components required for completion are the engine, transmission, driveshaft, oil cooler, battery, wheels and tires. The body also needs to be prepped and painted.

A "pallet car" can be ordered, and choosing this option (about $55,000) will result in a car that is in a more complete stage of assembly from a dealer. In fact, it will arrive in very much the same condition as the the original 427 Cobras arrived at Shelby American from AC Cars in England; all they need are an engine and transmission, wheels, tires and paint. A "turn-key" car is also available from dealers, with all mechanicals installed and functioning. Twist the key and drive it home — for about $70,000. A limited number of full aluminum bodies were also available for an additional $25,000 (that price may increase).

Shelby American press releases and advertisements are careful not to refer to the car as a "replica" because it is being built by the original manufacturer. But it is not an exact duplicate, either. What it is, is a new model Cobra — improved, updated and, to be accurate, recreated.

In a separate but parallel project, Carroll Shelby has also recreated the original 427 block and heads, making them available as bare parts or completely built assemblies. Shelby astutely realized that the weak link in the entire project of producing a semi-complete car was the inability of buyers to obtain the single, most important major component — an original specification engine. Supplies of 427 blocks and heads long ago disappeared from Ford parts inventories, so he went through the long, difficult and expensive process of having new tooling and molds made, and castings of his own created; the Buddy Bar Casting Co. is the subcontractor. The result is a real "Shelby 427" engine with aluminum medium-rise heads. They have a thicker deck which will increase durability and allow more milling to increase compression ratios. Bare cast iron heads weigh about 45 lbs. each; Shelby's 356-T6 aluminum heads weigh 17 1/2 lbs. Extra room has been allowed for porting. All the latest technology went into their design and manufacture. Likewise, blocks are available in aluminum as well as cast iron.

Initially, five independent dealers were signed up to market the CSX4000 Cobras and the initial response was overwhelming. Shelby American suddenly found themselves with more orders than they could immediately fill. Shelby, as usual, has his eyes farther down the road. He talks about creating a small block component car which would utilize the coil spring suspension instead of the antiquated transverse leaf springs. And he is also thinking about offering a Daytona Coupe body at some point. Talk of all these projects causes Carroll Shelby to smile. It also causes Cobra replica manufacturers to frown.

VEHICLE IDENTIFICATION NUMBER

LOCATION:

A. Stamped into passenger side shock tower above spring perch, visible when leaning over passenger front fender and locating area one inch outside of horn mounting bracket.

WHERE DOES A 500 LB. GORILLA SIT?

The answer is, of course, "Anywhere he wants to." Similarly, what does Carroll Shelby call his newest Cobra? Anything he wants to.

It's not a replica. And it's not a duplicate of the original, because aside from the body material, certain other details have been updated. Shelby calls them "component cars," and that's as accurate as anything else: they are delivered with the major components already in place. To keep them from being confused with the original 427 Cobras, Shelby decided to call them "Shelby Cobra 427 S/Cs." That's a small point, but one worth noting.

One of the most important things the owner of any car like this wants is the intangible connection to Shelby American history that is provided by a serial number utilizing the vaunted "CSX" prefix. But rather than attempt to carry on with the 3000 number series, Shelby chose to designate these cars with 4000 numbers, to underscore that they are a separate model from the CSX3000 cars.

The original, round Cobra nose and deck emblems are used, but buyers have a choice of installing the original rectangular "Cobra 427" fender badges or new ones that say "Shelby 427 S/C."

B. Stamped into unique aluminum serial number plate riveted to passenger side foot box, in engine compartment.

C. Some cars had the production number stamped into the trunk latch or door hinges.

BREAKDOWN:

CSX - Carroll Shelby eXport - same as original Cobras.
4000 - consecutive production number, begins with 4000.

CSX4000 OPTION LIST

Appearance Group	
Aluminum Dress Up Panel Kit (aluminum panels for firewall, inner trunk, underside of passenger compartment	$1,800.00
Over-riders (vertical bumpers), each	110.00
Front Bumper Loop	320.00
Rear Bumper Loop	320.00
Convenience Group	
Soft Top and Bows	950.00
Side Curtains	650.00
Tonneau Cover	450.00
Heater/Defroster Unit	650.00
Leather Interior	1,400.00
Performance Group	
Differential Cooler Kit (pump, ductwork, heat exchanger, fittings & lines)	675.00
Drive Shaft	195.00
Clutch Slave Cylinder (with fittings & lines)	195.00
Four Wheels - (2) 7 1/2" x 15 and (2) 9 1/2" x 15"	
Halibrand - Aluminum	1,760.00
Halibrand - Magnesium	2,400.00
Trigo	1,900.00
Four Aluminum Winged Knock-Offs	375.00
Aluminum 42-Gallon Tank (with racing foam filled fuel cell)	2.200.00
Five-Point Simpson Shoulder Harness (including installation)	150.00

AVERY

CSX4000
SHELBY AMERICAN, INC NV
FACTORY MULE/PR CAR

CSX4001
SHELBY AMERICAN, INC NV
1

CSX4002
SHELBY AMERICAN, INC NV
1

CSX4003
SHELBY AMERICAN, INC NV
1

CSX4004
SHELBY AMERICAN, INC NV
1

CSX4005
SHELBY AMERICAN, INC NV
1

CSX4006
SHELBY AMERICAN, INC NV
1

CSX4007
SHELBY AMERICAN, INC NV
1

CSX4008
SHELBY AMERICAN, INC NV
1

CSX4009
SHELBY AMERICAN, INC NV
1

CSX4010
SHELBY AMERICAN, INC NV
1

CSX4011
DANIEL N KOKER II NV
2

CSX4012
PHILIP E TESEO NY
6

CSX4013
PAUL PROFETA NJ
6

CSX4014
CHARLES STROKE NY
6

CSX4015
RICK BLASE NC
5

CSX4016
STEVE ISBELL AL
5

CSX4017
LEE BENSON PA
7

CSX4018
HERB DENNY PA
7

CSX4019
JOHN PALM FL
2

CSX4020
PETER RASMUSSEN CAN
5

CSX4021
JOE DODSON OR
2

CSX4022 A
KEVIN E. ROGERS TX
2

CSX4023
CLYDE GRAY AZ
7

CSX4024

4

CSX4025 A
TOM WOOTEN CA
2

CSX4026
BRIAN MAGAZANICK NY
6

CSX4027
STEVEN SUNSHINE NJ
6

CSX4028
WALT MAYO NJ
2/6

CSX4029
TONY JANIGA IL
2/6

CSX4030
TAKASHI KANETKA JPN
3

CSX4031
JERRY HAUTH WEA
2

CSX4032
WAYNE CURRY, IL
4

CSX4033
MARTIN DRENGENBERG, GER
3

CSX4034
PHILIP H SPATZ NJ
6

CSX4035
ALAN JACKSON TN
5

CSX4036
JIM FIDUCIA UT
2

CSX4037
TAKASHI KANETKA JPN
3

CSX4038
CHRISTIAN & LISA SIMMONDS OR
2

CSX4039 A
BOB FLEMING CAN
2

CSX4040 A
STEVE MARTIN VA
2

CSX4041
MICHAEL LAwER NY
6

CSX4042
MIKE MACK PA
7

CSX4043

5

CSX4044
IN-N-OUT BURGERS CA
3

CSX4045
MIKE HEROY IN
2

CSX4046
MARTIN DRENGENBERG GER
3

CSX4047
KEN CLOUD TX
4

CSX4048
RAY FORKEL NY
6

CSX4049

5

CSX4050
THOMAS & LYDIA KORZEN, IL
3

CSX4051
TIM SHOECRAFT NY
6

CSX4052
DAVID DOLINSKI MI
7

CSX4053
HENRY ABLE IL
4

CSX4054

6

CSX4055
MIKE MACK PA

CSX4056
MIKE MACK PA

CSX4057
GARY & STEPHANIE PFEIFER CO
3

CSX4058
BILL LUECK IL
7

CSX4059
DON BROWN CA
3

CSX4060
BRYAN APPLEBY CO
3

CSX4061

CSX4062

6

CSX4063

CSX4064

CSX4065
ROY HUNT NV
3

CSX4066

CSX4067

CSX4068

6

CSX4069
JIM & MARY HARRELL SC
5

CSX4070

CSX4071
KRUSE AUCTION/AUBURN, IN 9/1/97
2

CSX4072

CSX4073

DEALER CODES

1 = Chassis not completed; serial number held in reserve for Shelby American
2 = factory delivery - Las Vegas, NV (no dealer involved)
3 = Finish Line Motorsports, Henderson, NV
4 = Texas Cobra Denton, TX
5 = Nostalgia Motorcars Ltd, Rock Hill, SC
6 = HRE Motorcars Freeport, NY
7 = RCC Muncy, PA
A = Aluminum Body

Remembering The Shelby Years – 1962-1969

Remembering The Shelby Years – 1962-1969

Interviews Conducted by

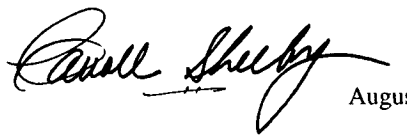
Dave Friedman

Foreword

"The purpose of this book, as far as I'm concerned, is to give credit to all those people who haven't gotten the recognition they deserve for what they did at Shelby American. Pure and simple, my biggest wish is that this book will pay homage to the people who did the work. They deserve to have a voice—to put their thoughts together on how it all happened. I don't expect many of them to agree on how or what happened, because everyone saw it differently through their own set of eyes.

This time I want our people to tell their own stories—instead of people who have no idea what we did, but only think they know. I'd really like to see all of them get that chance before my time runs out. And I hope the public will accept what our people have to say not necessarily as pure fact—because 30+ years tends to dull the memory a bit—but as they now remember those incredible times. All of our people deserve the right to tell their own stories in their own words, and that's what this book is all about.

I started out with the idea to build a sports car powered by an American V8 at a time when most European sports cars were coming over here with little four-cylinder, 1918-model taxicab engines. I went to AC Cars because they had an available chassis, and I went to Lee Iaccoca at Ford for a little money and a couple of engines to help me get started. We never dreamed we'd build a car that would win the World Championship and everything else, or become the legend that it has. The Cobra has become the most replicated car there's ever been; I think that says it all right there."



August 1998

Acknowledgements
by Dave Friedman

When Carroll Shelby approached me two years ago about working on this project, I enthusiastically accepted his offer. I wanted to be involved not only from a photographic standpoint, but in the interview process as well. This gave me a chance to talk at length with a lot of the people that I'd known so many years ago. It was a fascinating journey through time, and trying to find some of these people was a real adventure.

Once Carroll allowed me to take the ball and run, I aligned myself with some of the very best from an artistic point of view. Susan Claudius proofread my original interviews and corrected much of my grammar before the ball was passed to Jay Lamm, who did the final edit on all the interviews and photo captions. When Jay completed his editing, Maggie Moore began the job of laying out and designing the final product. Maggie's challenge was considerable, because she had to put all of the interviews and photographs into something that was pleasing to the eye. She accomplished that goal in a highly professional manner. It's not often that I'm able to work with three more competent people than those listed above. Rarely does one get to work with people who are able to get a project completed on time and without continued supervision. My heartfelt thanks goes out to my artistic staff, all of the Shelby American employees who took the time to talk with me, and most of all to Carroll Shelby for letting me be involved in this project. I hope that all of you who read this book will enjoy it and will discover how much working at Shelby American meant to us all.

Dave Friedman
August 1998

Interviews

Agapiou, Charlie
Amon, Chris
Balcaen, Raoul "Sonny"
Beebe, Leo
Bondurant, Bob
Boxx, Bobby
Burness, Bruce
Butler, Ron
Cantwell, Chuck
Chance, Gordon
Collins, John
Conners, Carol
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Kerr, Alex "Skeet"
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Passino, Jacque
Payne, Tom
Peat, Walley
Perry, Homer
Pierce, Wayne "Red"
Pike, Don
Pike, Gary
Popov-Dadiani, Mark
Remington, Phil
Salvadori, Roy
Sears, Jack
Sherman (Shelby), Joan
Simpson, Jim
Smith, Carroll
Spencer, Lew
Stucki, Jean
Sutcliffe, Peter
Sutton, Ted
Therkleson, Steele
Thompson, Dick
Uren, Jeff
Whitmore, Sir John



Bob Bondurant and Briggs Cu[illegible]am converse at Le Mans.

Bob Bondurant
Team Driver

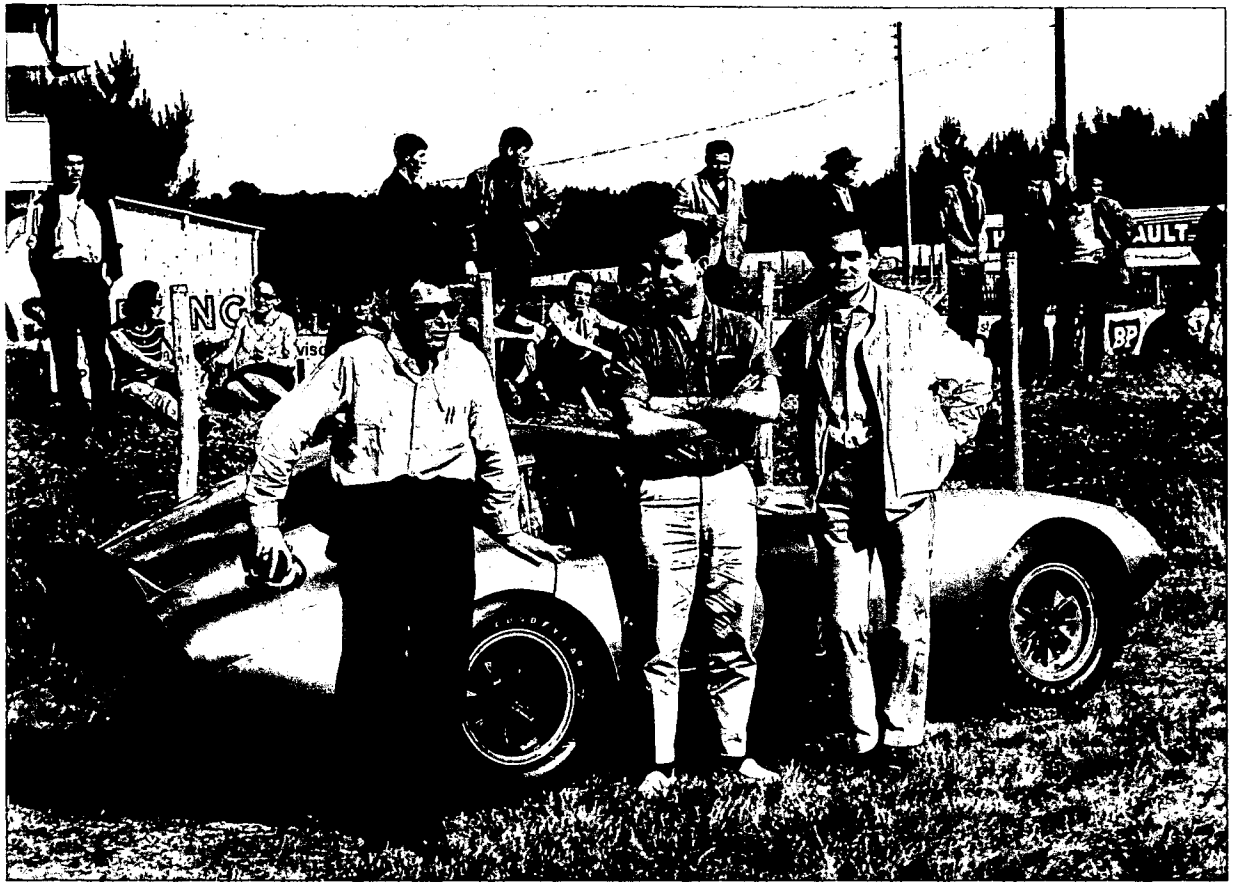
"I always had a healthy respect for Carroll as a driver, and he was certainly one of racing's most colorful characters during that era."

"I started racing in 1956, and I met and raced against Carroll Shelby several times, particularly at Riverside, during my early racing years. I always had a healthy respect for Carroll as a driver, and he was certainly one of racing's most colorful characters during that era.

In late 1961, Carroll talked to me about his plan to build a Corvette beater. I said 'Ah, bullshit, how do you figure you can do that?' And Carroll said 'My car is going to be lighter; it will out-accelerate it, and it will out-brake it.' I said 'What about cornering?' Carroll said 'Well the Corvette may work better in that department for a while, but we'll get it sorted out.' I thought 'Yeah, right.' But Carroll wanted me to drive the car, and since I'd semi-retired from racing, I said 'Call me when you get it built and I'll drive it.' Well Carroll didn't get the car together when he said he would, and after missing several races, I thought it wasn't going to happen. Then Shelly Washburn called and asked me if I'd drive his new Corvette. He said that Chevrolet was making four racing ZO6 Corvettes, and they wouldn't sell him one unless I drove it. I called Carroll and he said the Cobra still wasn't ready yet, so I drove Washburn's Corvette at Riverside in a one-race deal. As it turned out, that happened to be the first race that the new Cobra appeared in, and it didn't take long to see that the handwriting was on the wall for anyone racing a Corvette. That Cobra was much quicker than the Corvette, even with the small 260-cid engine. If Krause hadn't broken the hub carrier on the Cobra, he would've walked away with that race.

After the race was over, I thought to myself 'Shit—I should've waited one more race.' But I also thought, 'We may still have a few races left that we can win while the Cobra is going through the sorting-out stages, but our days are numbered.' During the first few races in 1963, I found that I could out-corner the Cobra, but I couldn't out-accelerate or out-brake it. Dave MacDonald was now driving the Cobra, and his knowledge of the Corvette's weak points gave the Cobra a huge advantage. In a race at Pomona—which turned out to be my last race in a Corvette—I outqualified Dave in his Cobra. When that happened, Shelby's crew had that Cobra up on jackstands checking everything out. I just happened to put together a really good lap in qualifying, and in the race I could catch up to Dave but I couldn't pass him no matter how hard I tried.

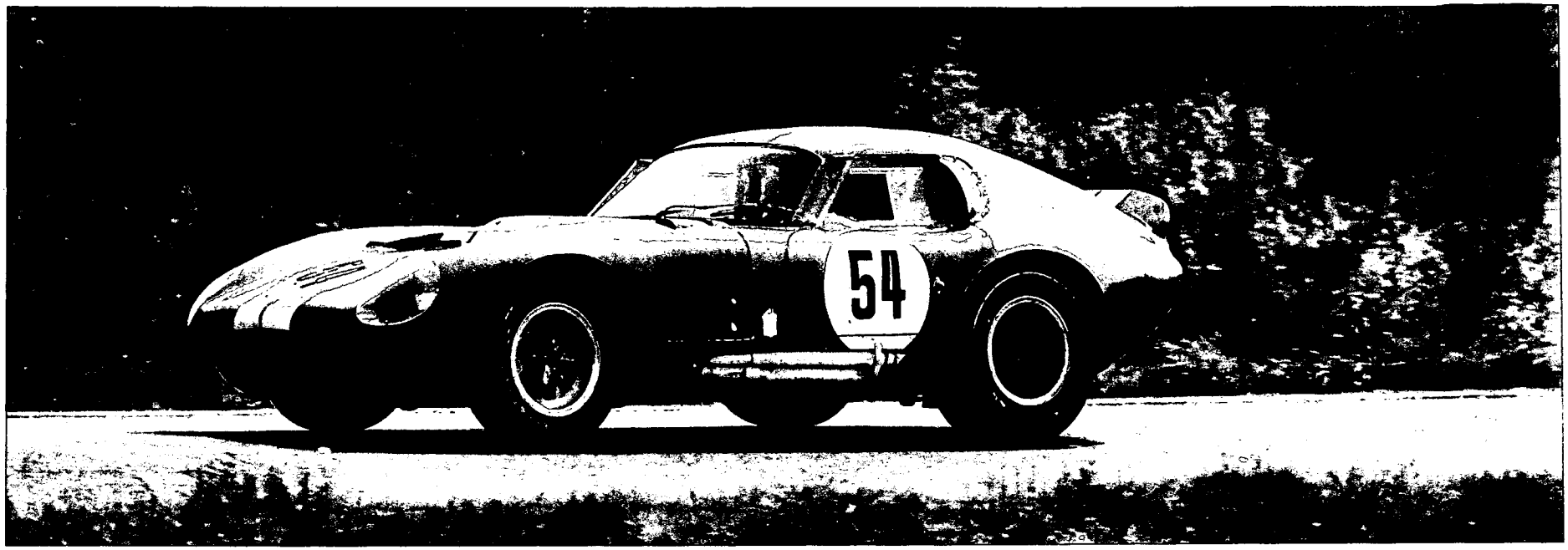
I was working for a helicopter operation in



Bob Bondurant (center) joins Carroll Shelby (left) and Jochen Neerpasch (right) during a break in the action at Le Mans in 1964. Bondurant and Dan Gurney won the GT class and finished fourth overall.

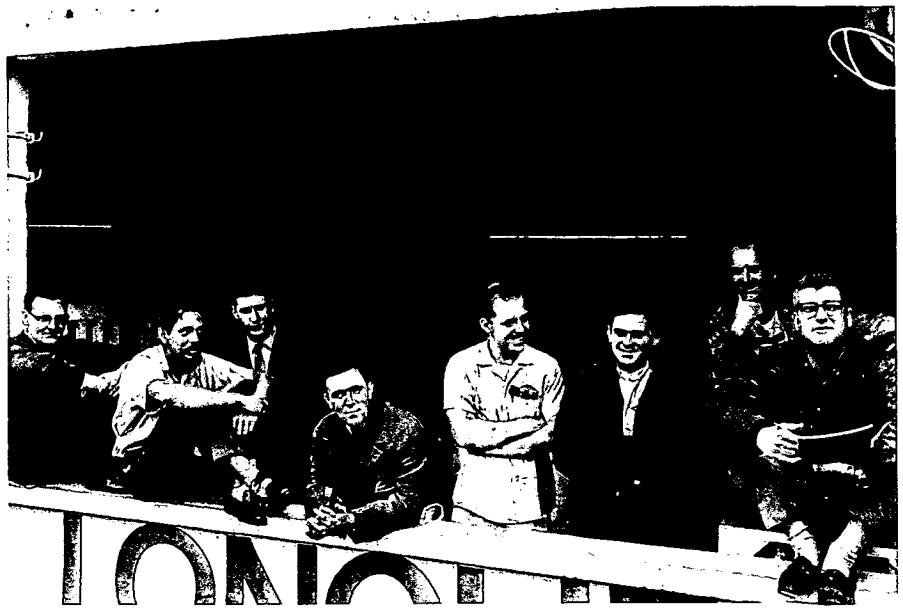
San Fernando when Carroll called me up and asked 'What are you doing this weekend?' I said 'Nothing,' and Carroll said 'You're driving Ken Miles' Cobra at Continental Divide, and this is your plane reservation and hotel reservation.' I didn't tell him I *wanted* to drive the Cobra, and you know Carroll: He said 'Well, do you want to drive the sonuvabitch or don't you?' I thought 'Well, if I drive it, maybe I can find the car's weak points and beat it sometime with the Corvette.' As it turned out, I beat Dave and won the race, and that was the beginning of my driving association with Shelby American.

I had a lot of fun driving the roadsters because you could really throw them around, but if you wanted to win in Europe you had to drive the Coupe. It was really great to slide the roadsters through a corner, but on the high-speed courses in Europe, they were roadblocks and handled like boxcars. For most European events, the Coupe was vastly superior. The suspension was stiffer, the car handled better, and the aerodynamics made it much faster on the long straights. Everywhere we went with the Coupe in 1965 we set a lap record, because the car was so much easier to drive. My very first race in Europe was the 1964 Targa Florio, and it was a race for which the Cobra, Coupe or roadster, was rather ill-suited. Racing over 1000-year-old roads loaded with huge potholes in a car with an antiquated suspension can be a bone-jarring experience, and it was. But driving the Targa was a great experience in spite of our problems, because it was a real challenge to learn a 47-mile-per-lap course and to drive in the last real road race in the world. I love difficult tracks and difficult challenges, and the Targa was certainly that. I spent seven days a week, eight hours a day learning that course. My teammates, Dan Gurney and Phil Hill, had driven the Targa before, and they were a great help to me in learning that course. I was teamed with Phil Hill there, and we were doing pretty well until we broke the suspension on the eighth lap of the ten-lap race.



Bob Bondurant scored more points in Shelby American's quest for the FIA World Championship in 1964 and 1965 than any other driver. His GT win with co-driver Jochen Neerpasch at the Nürburgring in 1965 was one of his finest.

I got involved in the European hillclimbs, which I really learned to enjoy, because they were part of the FIA World Championship calendar that we were running in Europe in 1964 and 1965. In order to learn the hillclimb course I used to get up at four a.m. and drive up and down the hill, because by the time daylight came you'd start running into traffic. While I was driving up and down the hill I was drawing the course in my mind, and I was also thinking 'Cobra,' even though I was practicing in a VW. I visualized what line I would take in the Cobra and what gear I'd use, because you had to be very precise in the hillclimb events. I also tried to get to the hill at least a week early and practice every morning. By the time it came to the actual event, I knew the course pretty well. You only got two runs, and if you screwed up on one of them, you lost. My first hillclimb was at Freiberg, and I was competing against the European Hillclimb Champion and track-record holder Ludovico Scarfiotti in a brand-new wide-track Ferrari GTO. Scarfiotti started three



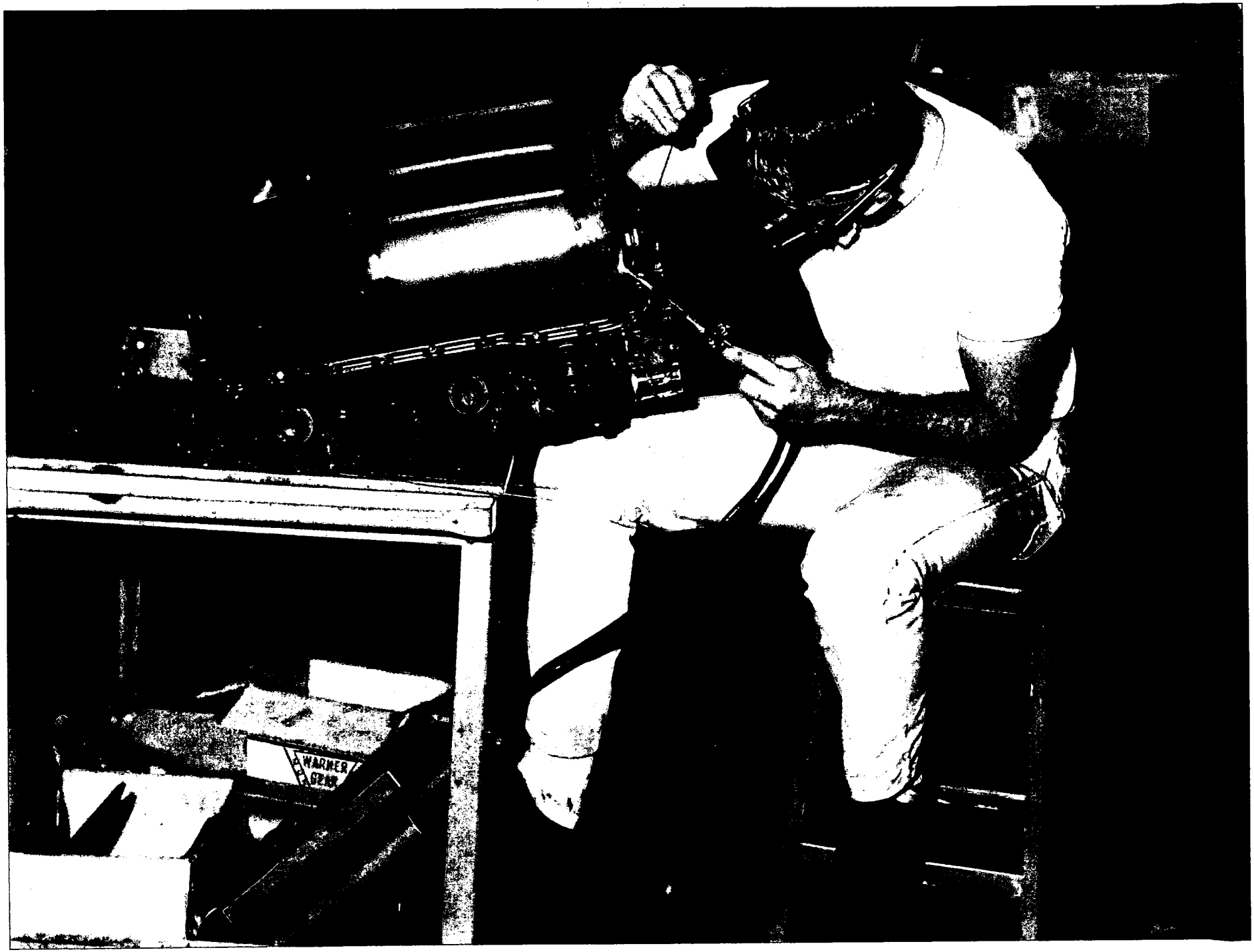
The Tour de France in September 1964 left the Shelby team with very little to smile about, but (from the right) George Merwin, Bob Bondurant, Jochen Neerpasch, and Carroll Smith find time to share a brief laugh. (Bernard Cahier)

cars ahead of me and, unknown to us, it had started to rain near the top of the seven-mile-long course. I was very lucky, and I beat Scarfiotti in my first hillclimb and set a track record doing it. I arrived at the next hillclimb, the Sierre-Montana, and received a telegram that my dad had died. I decided that I was going to win that event for my father, and I did. No one could have beaten me that day. I loved doing hillclimbs because they required more discipline and they were another challenge for me. I loved the challenge of going to Europe and competing against the best. When you can qualify fastest and win too, it's a dream come true.

In the fall of 1964 I drove one of the Shelby King Cobras at Riverside and Laguna Seca. Those cars were really great to drive and, in their time, they were very competitive. They had a lot of horsepower, and driving those King Cobras was a big break for me. I became involved in the Shelby driving school when Pete Brock went on vacation in mid-1962. I remember this because I drove the very first Cobra to Riverside and it overheated on the way out there. I'd never taught anyone how to drive, but Carroll had some people coming out from North or South Carolina and he wanted me to teach them. He just said 'Show them what you do.' That was my only instruction on what to do at the school. I also taught James Garner how to drive for his role in the movie 'Grand Prix' in 1966, also for Carroll's school. Little did I know what that experience would lead to in my future years. After I had my near-fatal wreck at Watkins Glen in '67, I began to think that if I could ever walk again, I'd like to take my knowledge and experience and start a driving school.

I called Carroll and found out he was going to shut his school down. John Timanus had been running it, and I figured I'd hire him and reap his knowledge; he'd been teaching at the Shelby school for four years and he knew a hell of a lot more than I did. John worked for me for about six months when I began my school at Orange County Raceway on February 14, 1968. After that six-month period I took over the teaching and John moved on to work for the SCCA.

Being involved with Shelby American and winning Le Mans with Dan Gurney in 1964 and the World Championship in 1965 were the biggest thrills of my life. Those were great times and we had a ball. Charlie Agapiou was my crew chief and we had a great time, a lot of laughs, and it was the most fun that I ever had in my racing career. We went out to win and do the best we could, everyone worked together, and we won a lot of races and set a lot of records. We accomplished a lot of things that no one, before or since, has ever or will ever accomplish again. Winning that World Championship was the crowning achievement of my racing career. I was very fortunate to be able to drive every type of car, from Cobra roadster to Ford GT40, that Shelby American was involved with. What we did during those years was phenomenal, because no one believed that we could do it. Everyone the world over loved the bellowing V8's, and they were very surprised that we could go out and win and win and win. Our people were highly respected, and Carroll was at the top of the mountain. He was really king of the hill because he did a super job. He was a good race driver, he knew what to do and how to do it, and he sure as hell knew how to sell himself and his program. When Carroll said he could do something, he did it. He didn't let anything stand in his way; he just went ahead and did it. He taught me a lot by his way of doing things. I learned that there are no such words as 'can't' or 'never,' and that became a life lesson that carried over into my everyday running of my school. I learned that that's how you should live life every day. Carroll will be remembered with a lot of love and a lot of respect—he did a lot of things he wasn't supposed to do, but he did them anyway and gained the respect of the automotive world because of it. No one believed that Carroll could take on the might of General Motors and Ferrari with a dream and a bunch of kids, and beat them—but he did. I must confess that I wasn't a believer in the beginning. I should've been."



Bruce Burne[illegible]rks on fabricating a race engine's oil pan. Burness was just one of the young super-multi-t[illegible]nted people that Shelby American employed at the Venice facility.

Bruce Burness
Fabricator & Engine Mechanic

"It was the type of job and atmosphere that I couldn't wait to get to in the morning."

"Before I came to Shelby American, I was working for a guy by the name of Gary Fairchild. Gary was a legendary motorcycle tuner and he had a big machine shop in Pasadena making early computer-memory devices. I'd met Gary when I was in high school because of my interest in race cars. Gary had been around a long time and he'd become very famous for building the speedway bikes that the Milne Brothers, Lammy Lamoreaux, and others had raced so successfully all over the world before the War. Pasadena, where I'm from, was a hotbed of racing in those days, and many of the top guys had shops there. I kinda' stumbled upon these guys through the guys I went to high school with, and I went to work for Gary.

Gary had gotten involved with the local sports-car scene, and we were taking care of several 1100cc Climax engines that guys like Frank Monise and Art Snyder were running in their Lotus 11s and early front-engined Lolas. This is where I first met Pete Brock. Pete was racing a Lotus 11 and, for the first year that he went to the races, the engine wouldn't work right. Pete eventually came to us, and that's how I got to know him. Gary was an absolute old-time wizard and he was one of my main mentors, but he didn't want to pay anything.

I'd kept in touch with Brock, and when Shelby got the Cobra program going in Venice, Pete called me and asked if I wanted a job. I said 'Absolutely.' I came to work in January 1963, and my first job was helping Ole Olson and Frank Schmidt in the engine shop. We built all of the 260-inch engines for the Daytona race in February. I was just 22 when I started at Shelby American and, for the first six months I was there, I did all of the valve jobs and valve springs for the cylinder heads, some assembly work, and helped run the dyno. I wasn't going to the races then, because the only guy Shelby was taking from the engine shop at the time was Ole. But I did go to Sebring, because we were running four cars and they needed everyone to help out. I didn't go to any other races other than local events until I went to work on the Coopers later in the year.

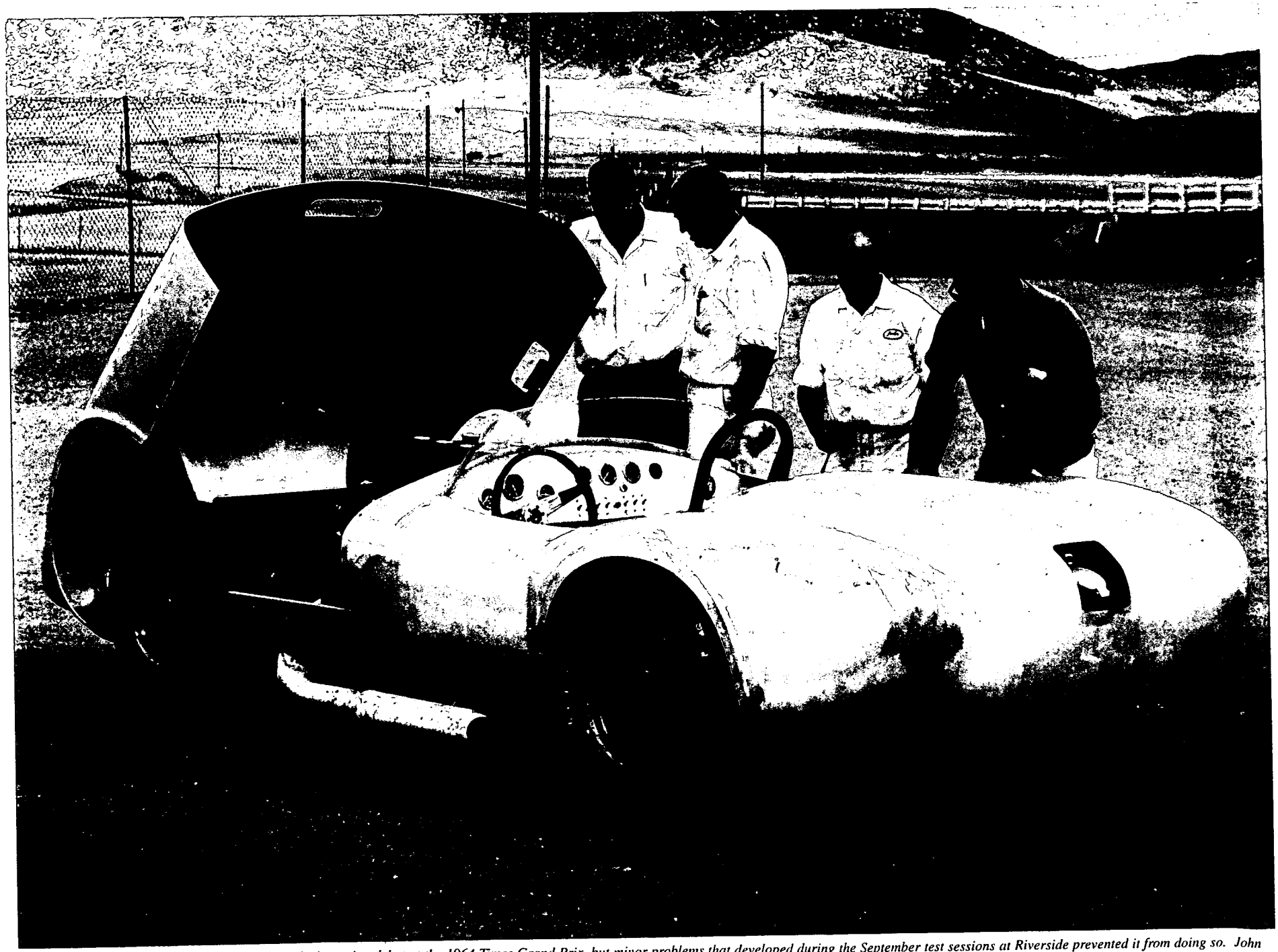
I was always more fascinated with the fabrication end of things, and after about six months I started making the oil pans and various fabricated parts for the 289 racing engines. I also started getting very close with Phil Remington and George Boskoff during this time, who were two of the best fabricators in the business. I helped Boskoff with some of his fabrication

work on the Sunbeam Tiger, but that project was basically a one-man deal. I never intended to leave the engine room, but when Cecil Bowman came in they figured they had enough guys in that department and I just kinda' moved into the fabrication side.

I did a lot of work on the Cobra Coupe and the King Cobra, became a crew member on the King Cobras and, along with Jim Culleton, took care of Bob Holbert's car for the Pro Series at Kent, Riverside, and Laguna Seca. At Shelby American you did everything. I even worked on the production line building street cars for a while. I made Weber manifold kits, carburetor linkage parts, and a lot of production parts—you just did everything. That's why working at Shelby's was such a great learning experience. It was incredible; where else could this have happened? I was lucky that I had a good foundation from working with Fairchild and had learned good work habits. I think this helped me gain some respect from the beginning. Some of the others had problems in that area. Working there was a chance of a lifetime. The whole setup was unique, because most of the guys were so young and didn't have a lot of experience. You had a few key leaders like Phil Remington and George Boskoff who had ultimate experience and were willing to help you learn. It was like going to a university, or better—it was earn while you learn. Because there was so much pressure to get the work finished, guys like Remington, Boskoff, and Red Rose had to help teach the younger guys, while if the pressure hadn't been so great they may have been more private with their knowledge. But it was absolutely essential, because of the way the Cobra thing exploded in such a short time, that everyone help everyone. We were always looking for qualified people, and because of that we all got an accelerated course. That type of opportunity probably never happened anywhere else then, and most certainly it would never happen anywhere today.

It had been my fantasy for years to be a guy like Troutman & Barnes or Phil Remington who could make all of the parts for a car, and all of a sudden I had this huge opportunity and I wasn't going to let it slip away. At one point Remington kinda' treated me as a protégé, but Boskoff was really the guy who made all the difference. Remington was very busy at the time, and Boskoff was the guy who made the time and stayed after work to teach us all a lot of the basic skills needed for the job. Remington was the visionary with the energy, but Boskoff was the one who converted all that raw talent into a workable team. Another person who has never really gotten credit for her contribution to Shelby American was Joan Shelby. She was the heart and soul of that company—if it hadn't been for her, we would never have gotten that program off the ground. In essence, she was the first general manager of that company, and remained so until Peyton Cramer came in from Ford.

It was the type of job and atmosphere that I couldn't wait to get to in the morning. We worked as many as six months at a time from eight in the morning to midnight, and that wasn't as bad as some of the mechanics had it. With the Coupe and the Cooper projects we just kept going. It was a very profound experience. You also began to see some of the downsides of a big, glamorous racing operation. I left Shelby American in the late spring of 1964 because of personality conflicts. There were some people in the management end that I just couldn't get along with, and I felt it was better to leave rather than be angry. Remington was the one guy who could defuse my anger, but he was in Europe. One day, I just snapped and said 'I'm outta here.' Shelby American had gotten so caught up in the endurance-racing thing that I felt we were falling behind the cutting edge. Hall had his new Chaparrals and we still had the old Coopers. No matter how much I protested, we were in this endurance-racing marathon, and I felt it was really causing us to fall behind technologically. Being on the cutting edge just intrigued me. That's where I wanted to be."



The lightweight Cobra 390 was scheduled to make its racing debut at the 1964 Times Grand Prix, but minor problems that developed during the September test sessions at Riverside prevented it from doing so. John Collins (se[illegible]rom right), Jim Benivedes (right), Cecil Bowman, and an Autolite engineer give the unus[illegible]bra a last-minute check before Ken Miles goes out for his initial track evaluation.

John Collins
Crew Chief

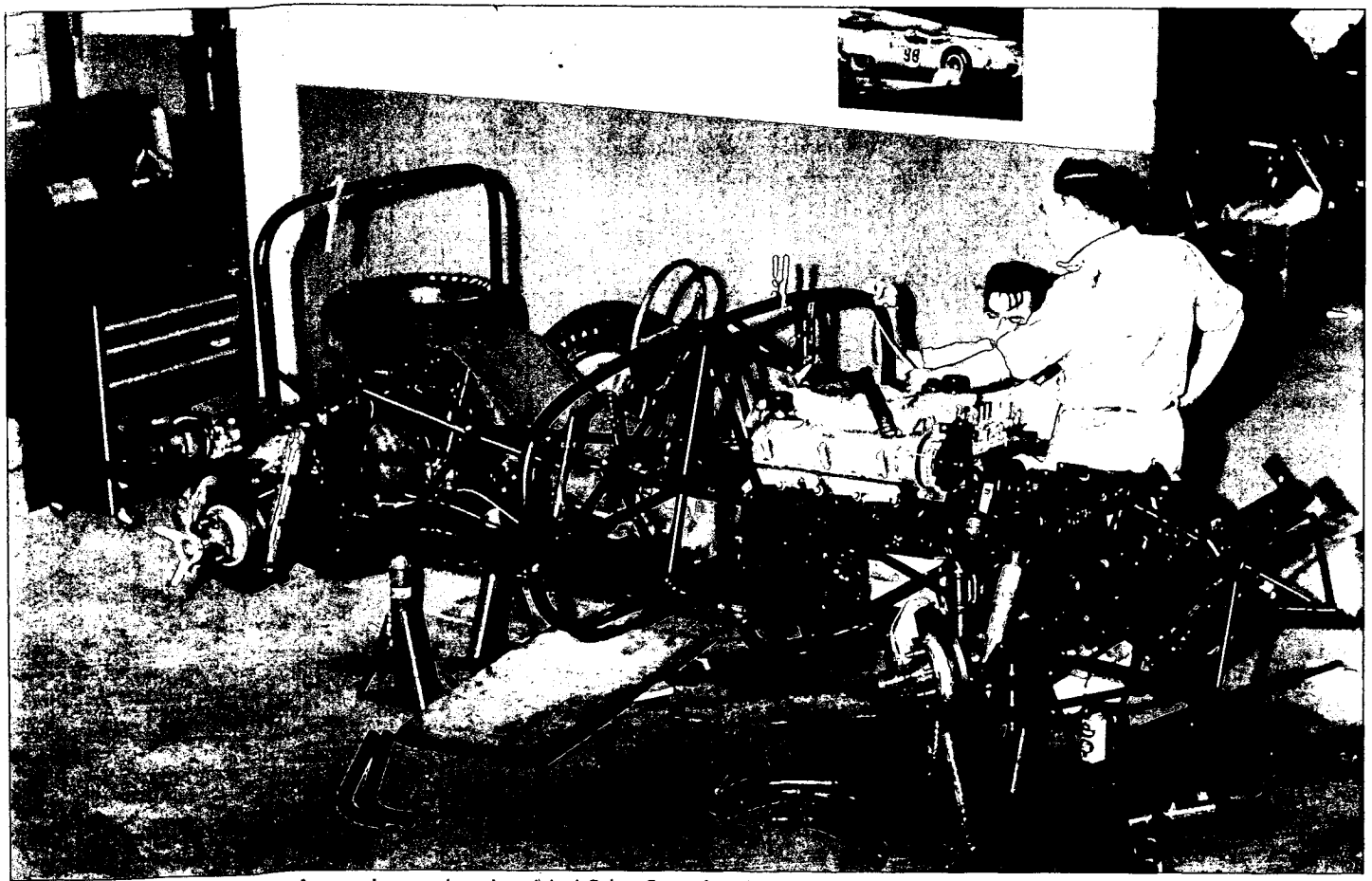
"My first job in the race shop was building and preparing customer race cars."

"I came to Shelby American in September 1963 while the racing team was away at the Road America and Bridgehampton events. I'd come down to Los Angeles from Canada, where I had been running my own business. I grew tired of the bloody cold weather and decided to come to the States. Ken Miles hired me on the spot and wanted me to start work straight away. I told him I needed to find a place to live first, so I went out and got an apartment and started the next day. Shelby American was the first job that I had in the States and the first one that I tried to get. My first job in the race shop was building and preparing customer race cars. In October 1963 either Ken Miles or Donn Allen, I don't remember which, assigned me to work on the Cobra Coupe project. I helped modify all of the chassis by working on strengthening all of the frames, going through the uprights, and working on the rear axles. John Ohlsen, Donn Allen, and I basically built the Coupes. Ken Miles, fabricator Jack Lane, and Phil Remington also played a big part in completing that first car in such a short time. Most of the race-team guys were involved in other projects and didn't have time to work on the Coupes. I stayed with the Coupes until they were sent to Europe after the 1964 Sebring race. After the Coupes left for Europe, I worked on the USRRC Cobras in the shop, King Cobras, and the light-weight 390 "Flip Top Box" Cobra that we built for Miles to race at Nassau. I only went to one USRRC race in 1964, Watkins Glen, and I worked with the King Cobras at Riverside and Laguna Seca. In 1965, I worked on a number of projects prior to the beginning of the MkII program. I spent most of my time, with Lynn Brewer, working on the GT350 that Ken Miles and Jerry Titus raced for Lew Spencer and High Performance Motors. After Le Mans we started testing the MkII in earnest and I worked on that program until we got the J-Car and finally the MkIV.

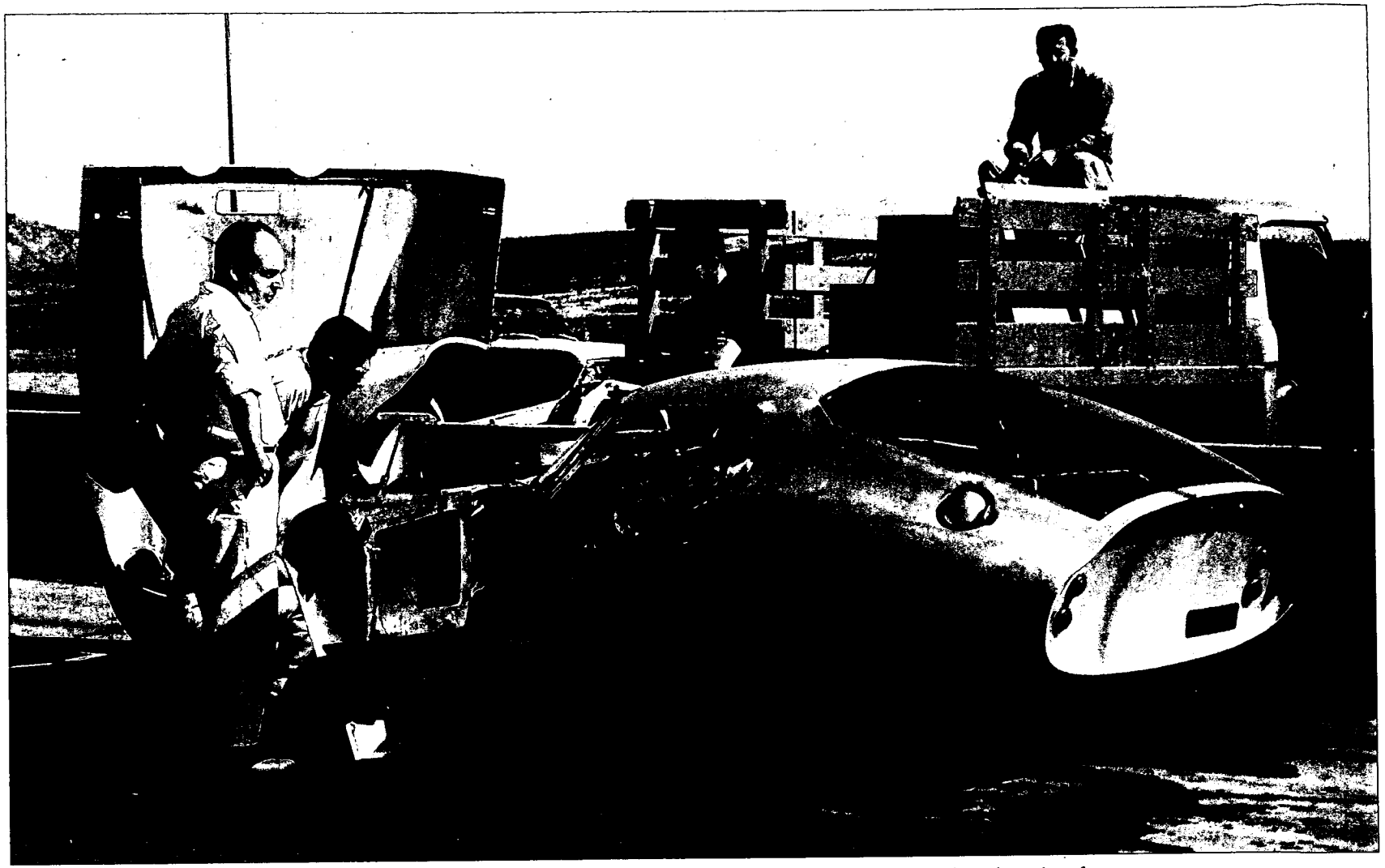
I worked with Charlie Agapiou on Ken Miles' car at Le Mans in 1966. I know that we were a lap in the lead at the finish; Ken had to be a goddamn lap in the lead, because he was running a lot quicker than Bruce at the time. That whole finish was bullshit, and Ford stole that race from Ken. How can you run quicker and finish up behind the guy? Years later Bob Negstad, who was an engineer at Kar Kraft, told me 'Ken won that race. Ken was indeed a lap ahead when Ford sent me to the French scorekeepers to have a lap taken away.' Bob was told that if he ever said anything

about that incident, he would be fired. Bob never talked about it until he retired from Ford.

In 1967, I was offered a chance to be the crew chief on the car that won Le Mans. When the job was offered to me no one believed that we had a chance to win, because the drivers of our car were Dan Gurney and AJ Foyt. I knew that we had a great chance to win that race because I had worked with those drivers at Daytona earlier in the year. Well, we did win the race, in spite of all the skeptics. None of the Ford people wanted to be associated with our car because we were supposed to be the rabbit and weren't supposed to finish. But when we didn't break, everyone came to our pits so they could be seen and photographed there. After the Le Mans program was terminated, I went to work on the Len Terry Can-Am car that was being built for Jerry Titus to drive in that series. That car was a real piece of shit, and it ran a total of three laps in the two races we took it to. We were also testing the Ford G7A Can-Am car, which was never raced. That program was shelved by Ford because the car was too heavy and too slow. Shelby got a Lola T70 for the 1968 USRRC season and Peter Revson was signed to drive it. The car went to the first race at Mexico City and finished third. Revson qualified for the pole and was pulling away from the field when, on the third lap, a battery cable came loose and he had to pit. He returned to the track in 19th place and worked his way back up to third by the end of the race. At Riverside, Revson blew the engine on the 23rd lap after running in third place. When we went to Kent we sat on the pole again but suffered oil pressure problems and retired from the race.



John Collins was one of the very few people to work on the original Cobra Coupe from its inception. Here, Collins (right) and Donn Allen work out the [illegible]der arrangement.



When the Cobra Coupe appeared at Riverside in January 1964 for its original testing session, John Collins (left) was there to help evaluate the car's performance.

For the Can-Am races, Carroll got a McLaren M6B for Peter to drive. We tried a lot of different Ford engines but none of them were good enough to beat the Chevys. We only finished two of the six races in the series and our best finish was a fourth place at the first race at Road America.

After that program closed down, I went to work in the engine shop for a bit. I didn't build any of the engines but I did a lot of the oddball stuff like magnafluxing and cleaning up parts. I left Shelby at the end of 1969 and went to work for Lothar Motschenbacher. I really enjoyed working for Shelby American, and if that place hadn't closed down I'd probably still be there."



Al Dowd (left) and Peyton Cramer (right) check the pape[illegible]k for a shipment of three Cobras being sent to Europe in April 1964 to contest the FIA Wo[illegible]

Peyton Cramer
Shelby American General Manager

"One of the best parts of my job at Shelby American was going to the races."

"I first met Carroll during one of his early trips to Ford in 1961 or 1962. At that time I was working in the Ford Division controller's office, and Ray Geddes invited me into his office to meet Shelby. When the Ford Special Vehicle Operation was reorganized, they added a financial controller arm to it. Ray Geddes was the manager of that arm, and he asked me to come and work with him in the SVO. During this time, Ray was trying, without much success, to find a general manager for Shelby American. For about a year I commuted almost weekly between Dearborn and California to help Shelby run his operation, but finally Ray just asked me to be the general manager. I moved my family to California and worked in that position for about two years, from mid-1963 to mid-1965.

One of the best parts of my job at Shelby American was going to the races. I really enjoyed that, and I was able to watch that program progress from running at places like Pomona and Santa Barbara to places like Daytona, Sebring, and Le Mans. I feel that one of our greatest contributions to American sports-car racing in the 1960s was helping to elevate what had for years been a rather minor form of amateur racing into a truly professional sport. When I came to Shelby American there were only two major professional sports-car races in the country, at Riverside and Laguna Seca. Within a short time of my arrival the SCCA started the USRRC series, which we supported from the beginning. Our wins and our publicity help that series gain support from the fans, the press, and the sponsors, and it eventually led to the birth of the Can-Am. We definitely helped elevate sports-car racing to a new level in the United States.

In 1964 I was involved with getting High Performance Motors established. Carroll wanted to establish his own showroom to sell the Cobra, Sunbeam Tiger, and the Mustang GT350. But Ford wouldn't let us sell the GT350 because that car was to be sold by Ford dealers, and that problem really put a crimp in our plans. When Shelby American decided to move to larger facilities it was my job to find the new plant, and as you know that was at the Los Angeles airport. Many of the security measures that were implemented at the airport when we moved weren't because of Ford, but because of protecting the airport's security. The guards, badges, and other security measures came from the airport, not Ford. After I surrendered the general manager position in 1965 I became involved in the sales depart-

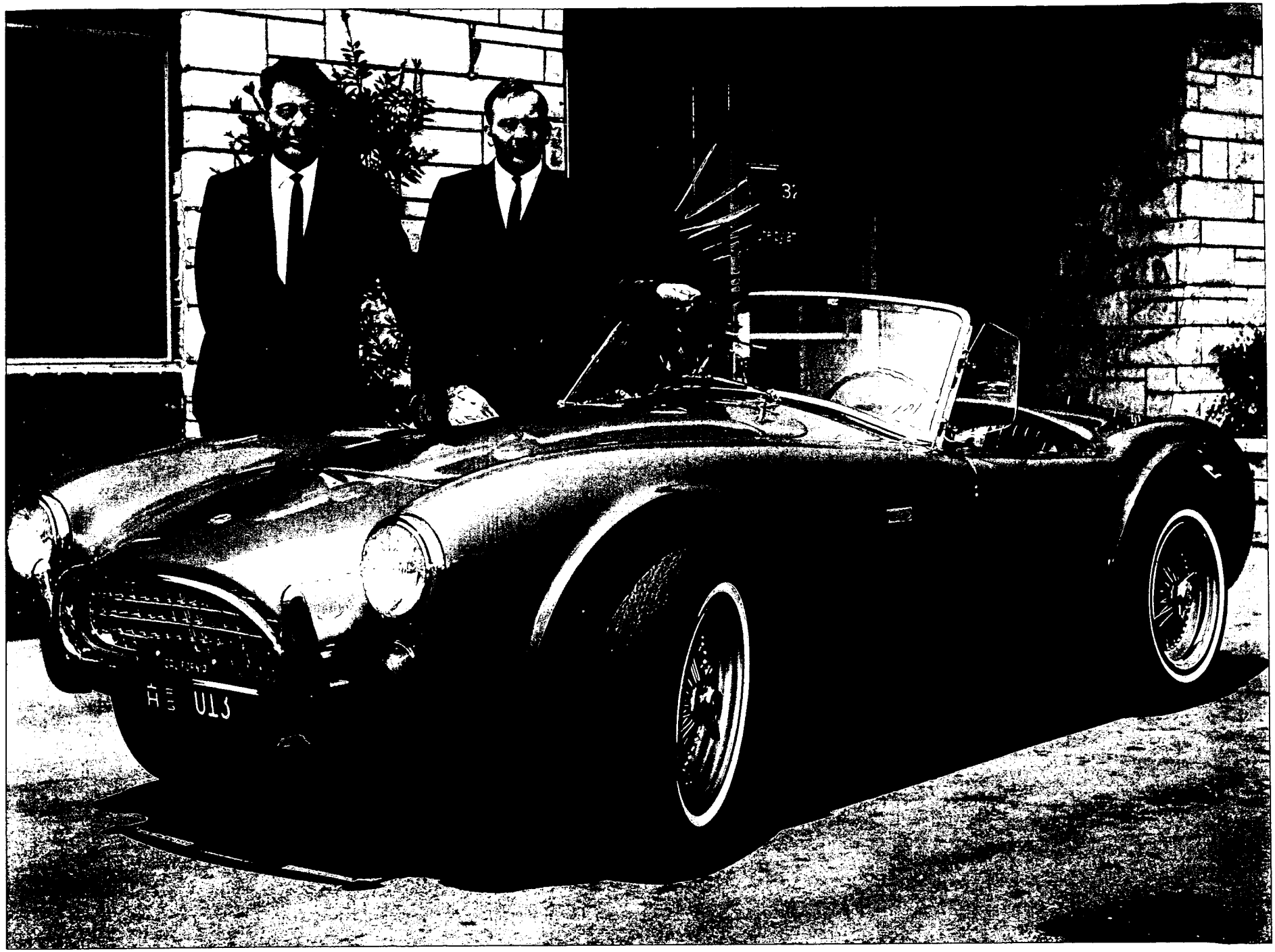


Ray Geddes (left), Carroll Shelby, Carroll Smith, and Peyton Cramer discuss the terrible conditions at LeMans Trials in April 1965.

ment. I was responsible for putting the deal together for Hertz to buy 1000 GT350's and use them for car rentals, and I was also responsible for setting up several dealerships in Europe to handle the Cobra and GT350.

As far as I'm concerned, everything at Shelby American went downhill after I was replaced as general manager. It just wasn't the same, and certainly the chemistry that built that company wasn't there anymore. I saw the handwriting on the wall when Ford took the Mustang away from Shelby and moved it back to Dearborn. There were no plans for a new Cobra, the Ford GT program had been terminated, and it was obvious that the Shelby operation was on its way out. I left Shelby American in August 1966 and bought Dana Chevrolet.

I enjoyed working at Shelby American very much and there's no question that our company took the sports-car market to a new level. Most of the people never even knew that I was there or what I did. I was never even at Shelby's as far as some people were concerned, but I feel that I made a definite contribution to the Shelby American legacy. Carroll Shelby will always have a permanent place in automotive history, both from a production standpoint with the Cobra and the Mustang GT350 as well as with our racing contributions, taking on General Motors and going worldwide to take on Ferrari, Jaguar, and Aston-Martin on their own territory."



Carroll Shelby (left) and Peyton Cramer (right) pose for a photograph announcing Cramer's appointment as general manager of Shelby American in late 1963.



David E. Davis (left) and Carroll Shelby (right) discuss their destination with a friend.

David E. Davis

Publisher, Automobile Magazine

"Did I believe that the Cobra program was for real when I first heard about it?"

"I first met Shelby in 1956 when a friend of mine and I went out to Pomona to watch the races that used to be run around the parking lot of the fairgrounds. It was pissing down rain, and Shelby spun in practice and chased me what must have been a quarter of a mile across the wet asphalt. I ducked around a utility pole, and he came around the damn pole after me still going backwards. When it was all over I figured if he wanted to meet me that badly, I'd introduce myself; I did, and we've been friends ever since.

Nothing really came out of our meeting until we got together when I started *Car & Driver* magazine. I went to *Car & Driver* in 1962, and in early 1963 the Ford guys in New York called and told me they had Shelby in town and wanted to do a little conversation with us. I went up to the Ford office with our guys from the magazine and we sat around the conference table and listened to Shelby discuss his plans for the Cobra. He also discussed his plans to beat Ferrari, and that was the first time I heard him deliver his famous line, 'Next year Ferrari's ass is mine,' which we ran in the magazine. As you know that comment created a great stir, and I've stayed very close to Carroll from that point onward.

Did I believe that the Cobra program was for real when I first heard about it? It's a funny thing. I'd always loved the AC Bristol. I was just nuts about that car, and there were several very good guys who'd raced them very successfully. I had a real soft spot for that car, and I used to speculate about putting a Chevy engine in one. From 1960 to 1962 I worked for Chevrolet's advertising agency, and during that time I became very close to Zora Duntov and a guy by the name of Walter McKinzie, who was one of Chevrolet's secret racers. Walter and I had lunch one day and he told me that Carroll had come to Chevrolet to try and sell the idea of putting a Chevy engine in the AC Bristol chassis. Well, I fell in love with the idea, because it always occurred to me that a smallblock Chevy engine would be great in an AC chassis. It had been a topic of many a bench-racing session with my pals over the years. I thought it was the most wonderful idea in the world, and I was crestfallen when I heard that Chevrolet turned Carroll down.

McKinzie, like most of those guys in that kind of corporate position, was extremely jealous of his turf and didn't like any idea that came from outside the Chevrolet establishment. His assessment of the propos-

al was 'Well, Carroll Shelby's dishonest, he's a crook, he's full of bullshit, and we'd never consider something so stupid as this because we have the Corvette.' I felt very badly about the situation because I felt that an alliance with Carroll Shelby would have been a wonderful thing for Chevrolet, but it wasn't to be.

A short time later we heard that Carroll had hooked up with Ford and was going to use their small engine, and the rest is history. I attended a little impromptu press conference given by Carroll in New York and for some reason our whole relationship went over-center at that point. From then on, we spent a lot of time together. We helled around in Texas, I'd go and visit his factory, and when I was out in California I'd always call Carroll and go have dinner with him at his house in Playa del Rey, or maybe meet him in town and have a night out. One night when I was in town, I called Carroll and he was having his hair cut. He said 'Let's meet at El Coyote,' which was a well known Mexican restaurant in Los Angeles, 'and I'll bring this guy who cuts my hair with me.' The guy who cut his hair was Jay Sebring, and the three of us had a nice dinner. A short time later, Jay Sebring was murdered in the Sharon Tate slaughter.

The first time I drove a Cobra I loved it. It was a really wonderful car for me. Later on I was also very much drawn to the GT350 Mustang, and it's very hard for me to say now which of those cars I liked the best. There was something wonderful about the raunchiness and directness of the GT350. Maybe I'd just become more sophisticated or something, but I didn't love the Cobra the way I would have loved it in the late '50s or very early '60s, back when I used to dream of putting a Chevy in the AC chassis. But I liked the Cobra fine, and I enjoyed the hell out of it.

I first drove a Cobra when Carroll had just started building them in early '62. I remember going out to Riverside and spending a whole morning with Carroll driving the Cobra. God, was that fun. Incidentally, in my capacity as an ad guy for General Motors, Walter McKinzie and I were at Riverside in October 1962 when the Cobra made its racing debut with Bill Krause. It was wonderful. It was really exciting, and it was even a terrific race for a while. Even though the Corvette won, the writing was clearly on the wall.

Everyone always talks about the possibility that someday there's only going to be one car company, one advertising agency, and everything's going to become mega-merger, monolithic, huge organizations; I've always maintained that as organizations became larger and there become fewer of them, they *all* become monolithic. Instead of that being the wave of the future, I feel that what's going to happen is that there will always be mavericks who'll pop out of the woodwork and upset the apple cart. These will be the guys who come from nowhere, and I think Shelby typifies that type of person. There's something wonderfully American about what Shelby's been able to accomplish, because there are a lot of countries where a guy just couldn't stand up and say 'Well, I'm going to build a car,' and do it. He'd be shot or put in jail.

Shelby has been able to accomplish a great deal with a number of different organizations over a long period of time. I was listening to the old 1958 'Sounds of Sebring' record the other day, and it was pretty interesting to listen to Carroll Shelby, the Aston-Martin team driver. While driving for that team Shelby had acquired some polish, and he wasn't talking the way he talks now. He was talking like someone who'd been hanging around English race drivers. His Texas accent wasn't as noticeable and he spoke a more British type of English, although he wasn't faking a British accent. This was in the one-on-one interview. Later on, they recorded a Shelby pit stop where Carroll is explaining to Roy Salvadori what's happened to the shift mechanism on the car and what they're going to have to do to make it work, and he sounds just like the Carroll Shelby I just spent New Year's Eve with. Shelby, going to Europe, made a conscious effort to make himself more presentable, if you will, for the European press. In the heat of battle, however, when they're trying to keep the car running, the real Shelby came through. No matter how much polish he may have taken on temporarily while racing in Europe, he was still Shelby.

My now-wife Jeannie and I were about six weeks from getting married when Shelby came into Detroit. This was about 20 years ago. He called me and asked if I wanted to have dinner. I said 'Sure, and I want you to meet this woman I'm going to marry.' I called Jeannie and said 'A pal of mine is in Detroit and we're going to meet him for dinner.' We met at the Chop House in Detroit. The first automobile race that Jeannie had ever attended was the 1959 race at Le Mans, and she'd just fallen hopelessly in love with Carroll, who had won that race. She was married with two little kids at the time, and she had relatives who owned a house at Le Mans. They'd go down there every race weekend and hang out. When we walked into the Chop House she about died, because there stood Shelby, her all-time-great race-driver hero, larger than life, about to have dinner with us. Then, some months after we were married, I was in New York on some Car & Driver mission and I got a page; I went over and picked up the phone, and Jeannie said 'Carroll Shelby just called, and he called me "darling!"' I said 'Really, what did he want?' She said 'I don't know, but he called me "darling."' I never did find out why he called. She remains, to this day, very much awestruck and very much his buddy.

I think that possibly someone could do what Shelby did with the Cobra today, but it would be a great deal more difficult because of the amount of money it would take to get the program up and running. It would be hideously expensive to try to develop a program like that today. I have very fond memories of that era and those days. It was a hell of an experience. The victory at Le Mans in 1967 was the culmination of what Shelby had achieved since leaving the chicken business—and, sadly, it was the beginning of the end."



Al Dowd was a great team organizer, and his skills in that area kept the Shelby American team pointed in the right direction.

Al Dowd

SAI Competition Administrator

"After that lunch with Dick and Shelby, we went back to the Venice shop where Carroll proceeded to scare the living shit out of me by giving me a ride in one of the Cobras."

"I'd been in the Coast Guard for 20 years, and when I got out in 1962 I called my good friend Dick Day, who'd been in the Coast Guard with me during the war. I told him I was moving back to California and looking for a job. Dick knew I'd been involved with sports cars while I was stationed in Hawaii, so he told me that Shelby was starting to build a sports car called the Cobra and that working for him would probably be right up my alley. Dick, who at that time worked for Petersen Publishing and had been doing some articles on Shelby, said that he'd set up a lunch so we could meet.

After that lunch with Dick and Shelby, we went back to the Venice shop where Carroll proceeded to scare the living shit out of me by giving me a ride in one of the Cobras. After the ride we went into the shop and I had an interview with Phil Remington, who asked me if I'd ever worked with my hands, because I had a suit and tie on. I explained that I'd worked with my hands all my life, and Phil hired me into the shop at three dollars an hour. That was in January '63. I went to work in the race shop, but I had a lot of organizational ability and a degree in marine engineering, so it didn't take long for me to start moving up the ladder into management. I actually preferred the management end of the business; I knew I had the ability for that type of work because that's what I did a lot of in the service. I worked on the Cobra race cars when I started out, and the first race I went to was at Sebring in March of '63. But pretty soon I graduated from working in the shop to service manager, then race-team manager, and on to competition manager. And when we moved over to the airport I became the competition administrator, which meant I was responsible for organizing all the Daytona, Sebring, and Le Mans stuff. As you well know, we were heavily involved in the Ford program by that time, but I had nothing to do with any of the Mustang programs—that was all Lew Spencer's department. I was totally involved with the Cobra Coupes and the Ford GTs.

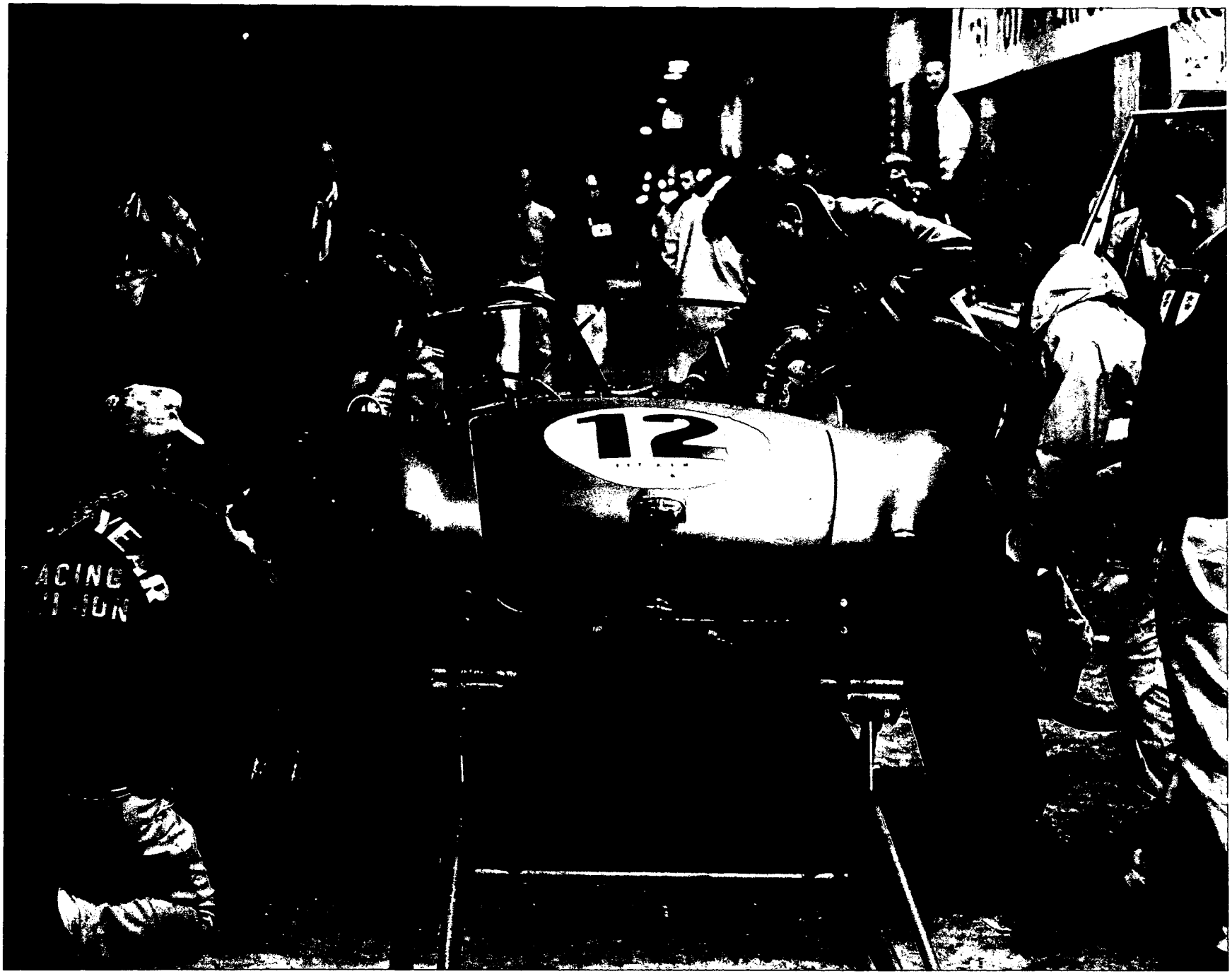
As it turned out I did very little mechanical work at Shelby American—almost everything that I did there dealt with the administration of the company. And I loved working at Shelby American; who wouldn't have enjoyed that experience? Working there was great. It's what we now call the 'golden years.' We all made lots of money, and where else could I call up Homer Perry, our liaison with Ford, and say 'Homer, I



Al Dowd conducts the Shelby American team meeting at Daytona in February 1967. Left to right, Lucian Bianchi, Bruce McLaren, Dan Gurney, A.J. Foyt, Frank Gardner, Ronnie Bucknum, Carroll Smith and Al Dowd.

need another million dollars?' And where else could I have heard him answer back 'Okay Al, it's just a stroke of the pen.' The money was always there for whatever we needed, and we never had to wait for it to arrive. That kind of thing will never happen again.

I met an awful lot of neat people during those years; all the foreign drivers and foreign mechanics were really great. We had a lot of good, hardworking, dedicated people working for us then, and their dedication always showed up in the results our company achieved. A lot of the people we had working for us in the early days went on to make a real name for themselves in whatever they chose to do after they left the company. We had a lot of great talent, and it was sure a fun time."



During the 1964 Sebring race, Al Dowd fueled all of the cars in addition to his other duties.



The only race that Joe Freitas drove for Shelby American was at Bridgehampton in September 1964. Freitas drove with John Morton, finishing 11th overall and sixth in the GT class.

Joe Freitas

SAI Driver & Truck Driver

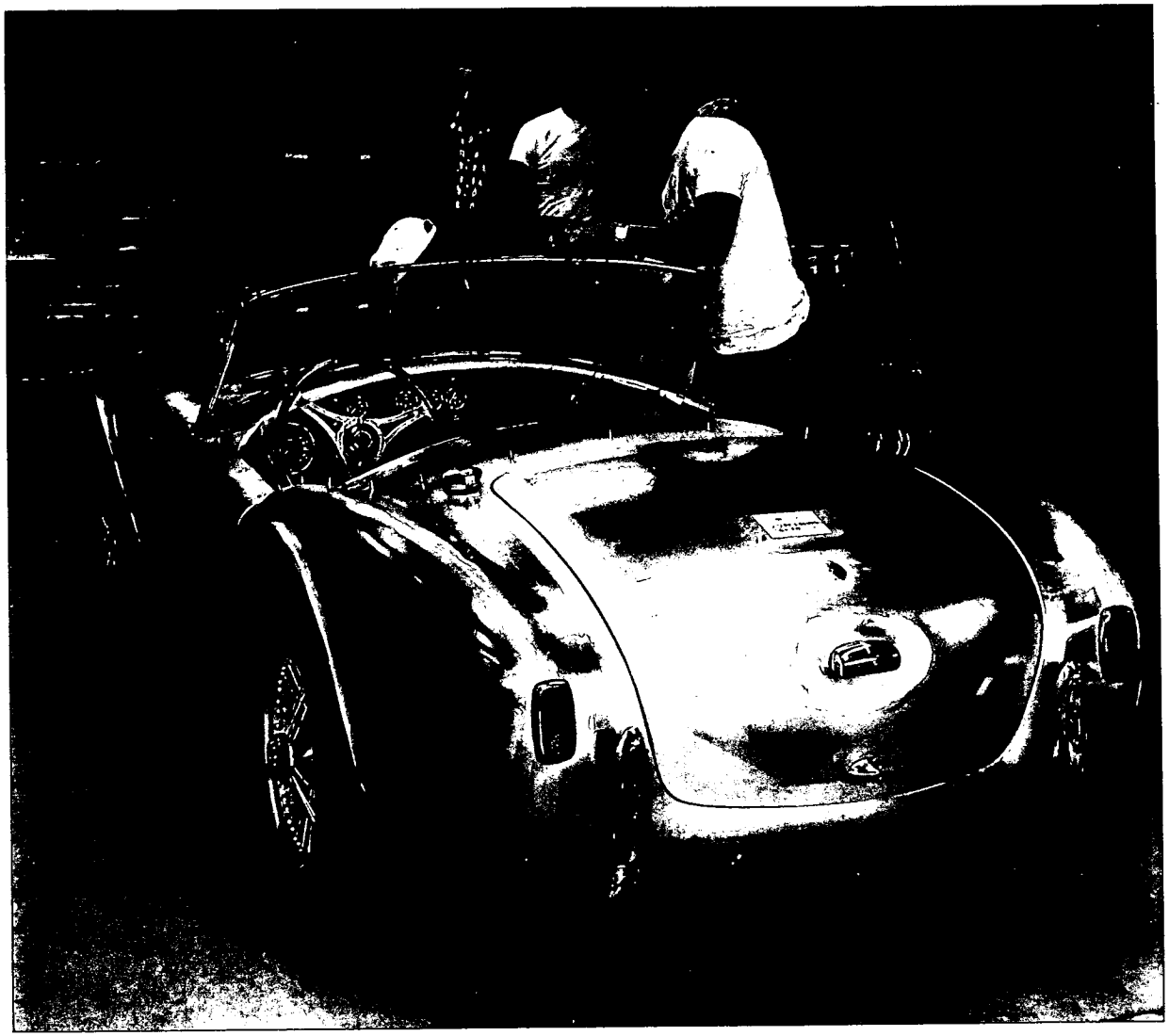
"The greatest thing that I remember was all of the great people that I met working there...."

"I first met Carroll when I went to his driving school in August 1961 after buying Dave MacDonald's old 1957 Corvette. Paul O'Shea was the instructor at the time.

When Shelby moved his operation to Venice, I worked for him driving the car hauler with Red Pierce occasionally, because I had a Class One driver's license. Most of my work for Shelby American occurred after Dave went to work there in early 1963. Donn Allen hired me into the race shop to help with some of the fabrication, but I mostly worked with Red co-driving the race-team truck. I also was thinking about buying one of the King Cobras from Carroll, but then I decided against it.

I got a chance to drive one of the racing cars at the Bridgehampton 500 in September 1964, co-driving with John Morton, and that was a great experience. I didn't have much time in the car before the race, so John did most of the driving since he'd done several races in the Cobras already and was very familiar with them. We finished 11th overall and sixth in GT, helping add points to the Shelby American World Championship effort that year. I also did a lot of work with Craig Lang and Wally Peat when they were building the second Lang Cooper in Don Edmunds' shop, and I traveled with that car and helped with it at the two fall races in '64.

I enjoyed working at Shelby American, and I carried away a lot of great memories when I left. The greatest thing that I remember was all of the great people that I met working there and the camaraderie we all shared. We sure shared a lot of special times together."



Doyle Gammell (white shirt) works on the first Cobra's windshield while his father Roy tackles the engine. Doyle was a junior in high school at the time the car was built.

that Cobra twice, and both times Dean Moon was driving. We stormed through those oil fields like a bat out of hell, doing 90-degree turns around the berm islands and slaloming from side to side between the oil pumps on both sides of the long straight. Dean was a good driver, but he scared the shit out of me several times. We almost rolled that car on at least two occasions, I remember. We had no seatbelts or rollbar at that stage, but it sure was bitchin' fun, it was quite a memorable experience.

We all knew that the Cobra project was a full-on effort because there were a lot of people coming to the shop, looking at the car, and taking pictures. We all figured that we weren't wasting our time and that we were doing something really worth doing. If we'd all known then what we know now, of course, we'd have ordered two of those cars each and kept them as retirement investments.

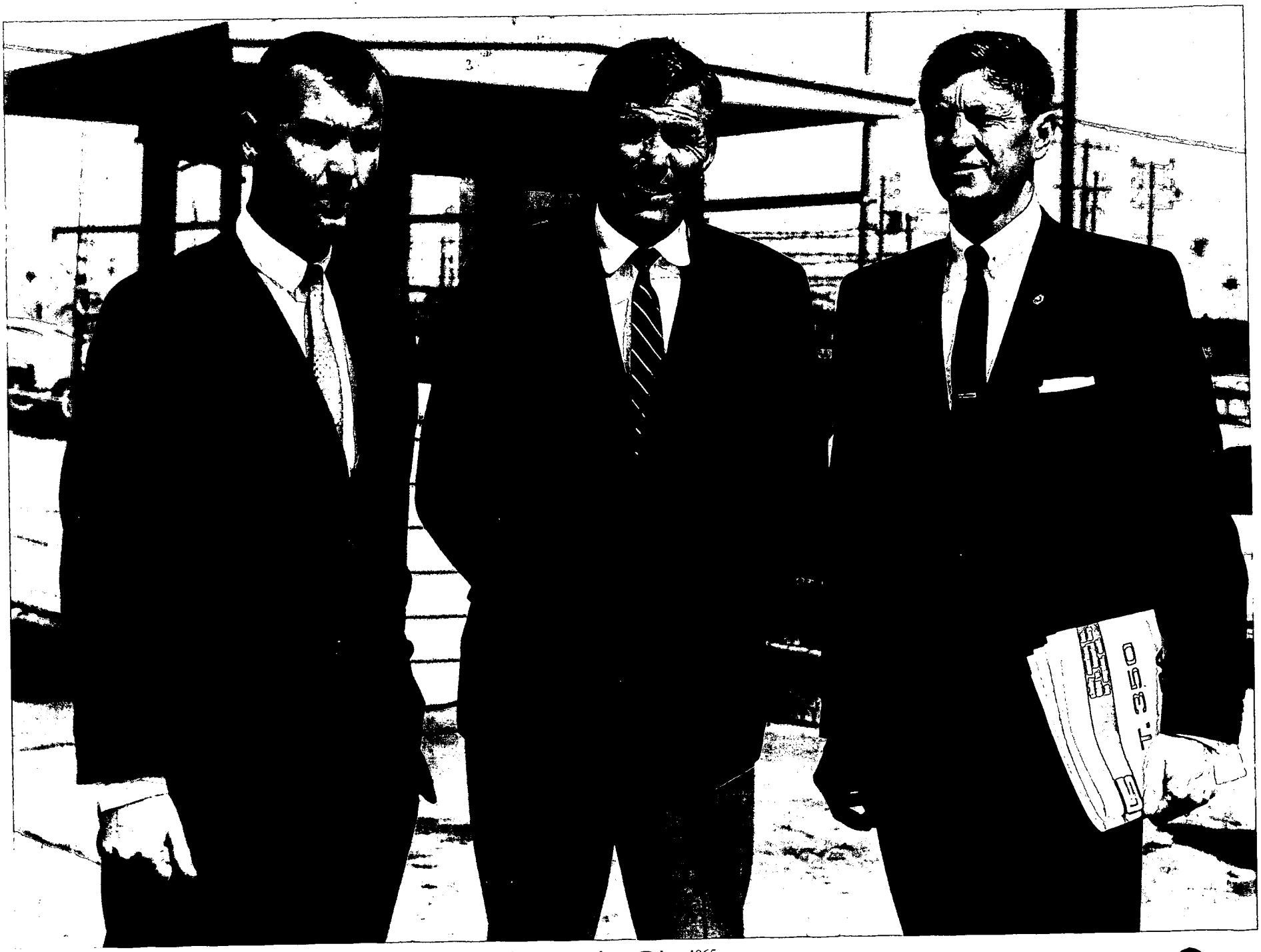
After the car was painted yellow and Tony Nancy did the interior it went to the drags, where it beat up on all of the Corvettes and everything else in its class. I got to be in the pit crew because I was the return-road driver for our dragster, "Mooneyes," and the Devin-bodied sports car "Moonbeam." Santa Fe Springs was a very rural place back in '61-'62, and we enjoyed some great clandestine street racing on the back road behind the Moon shop. But Shelby moved out of Moon's place shortly after that car was built and went into Reventlow's old shop down in Venice."



Roy Gammell (jacket at left) works on installing the engine in the first Cobra while his son Doyle (center) cleans the chrome around the windshield and Larry Maldanado (right) works on the interior. All three were employees of Dean Moon.



Roy Gammell finishes the engine installation in the first Cobra. It wasn't long before Dean Moon and Carroll Shelby went for a blast through the oilfields of Santa Fe Springs to test the new Cobra's po[illegible]ies.



Ray Geddes, Carroll Shelby, and Leo Beebe pose in front of the airport facility after a press conference, June 1965.

Ray Geddes
Ford Sports-Car Manager

"When Dave Evans first brought Shelby back to Ford, Iacocca and marketing manager Guy Lowe were pretty interested in the idea that Shelby had presented."

"I was involved with Shelby from the very beginning. The first time I met Carroll was, I think, at Dean Moon's shop in Santa Fe Springs, where he had his driving school and his tire operation. Carroll, Joan, Paul O'Shea, Pete Brock, and a few others were there, and they had the one unpainted Cobra that had been built in the back of Moon's shop. I'd joined Ford in June 1961, and when I went out to see Shelby it was early '62. I remember taking that first Cobra out in the oilfield behind the shop and almost writing the car off. If I'd done that, there wouldn't have been any Shelby Cobra program and no Shelby American.

When Dave Evans first brought Shelby back to Ford, Iacocca and marketing manager Guy Lowe were pretty interested in the idea that Shelby had presented. What Shelby basically wanted to do was build 100 Cobras, so that it could be a production sports car and race against the Corvettes. Of course Carroll had already been over to Chevrolet to try and sell the idea, but since they already had the Corvette, they weren't interested.

At that time Shelby didn't have the money to build 100 cars, so somebody—I don't remember if it was Guy Lowe or Iacocca—called down to the controller's office to see if they had someone who could go to LA and see what would be involved in helping Shelby out. Now, there was a guy who worked in our office who'd come from California, so Ford was originally going to send him. But the people upstairs that handled the travel requisitions thought maybe I should be the one to go instead. Before being hired as a financial analyst in the controller's office I'd gotten an MBA and been to law school, and when I first got out of school I had started a small business, which we eventually sold to a larger company. There weren't very many people at Ford back then who had small-business experience, and that's why they thought maybe I should be the one to go to California.

They called down to the controller's office to see if I was still there and, luckily for me, I was. It was a Friday night; I usually worked late during the week, but not on Friday nights. This time I just happened to still be there at about 6:30. If I'd gone home when I usually did on Fridays, I'd have never gotten the assignment and my whole life would have been different. As it was, I traveled on Sunday with George Merwin and met with Carroll on Monday. At that time I wasn't a sports-car enthusiast, I'd never heard of Carroll Shelby,



Ray Geddes (far left) talks to Carroll Shelby, Phil Remington, and Phil Hill during a break in the action at Le Mans in June 1965.

and the only stick-shift car I'd ever driven was my grandmother's '37 Oldsmobile. I had to learn everything from scratch, and when I first got into it everything was kind of strange.

Lance Reventlow's old race shop in Venice, California was available, and that's where Shelby wanted to go. Because I was in the controller's office I knew how the money system at Ford worked, and I was able to come back to Dearborn and send Shelby a check for $20,000 within a few days. That was a lot of money back then, and I think Carroll was really impressed that someone could make something happen that fast within a big company. That money allowed Shelby American to get started and get moved into the Venice shop.

The next thing I did was to make a trip to AC Cars to negotiate the cost of the chassis. This was also my first trip to Europe. After I returned to the US I went to Ford Motor Credit, which finances the dealers, and got them to agree to finance the cost of the chassis from AC Cars and of the engines that Shelby would be buying from Ford Industrial Engine Division. Everything was now in place: Shelby had his $20,000, he had the financing to bring the cars over from England, and I had negotiated all of the prices with AC Cars and Ford's engine people. Now it was Carroll's job to put the street cars and a couple of race cars together.

The operation didn't run too smoothly in the beginning. I remember once when Shelby brought a couple of 260-inch Cobras to Detroit. With all of the people from Ford coming out to watch, Shelby took the Cobras to a little handling track in Dearborn to demonstrate them. This was exciting stuff, and we had the press out there for a conference and to watch the demonstration. Well, as luck would have it, the damn head gaskets leaked and the cars heated up and wouldn't run. That was kind of embarrassing. Also, in December '62, Bill Krause ran out of gas while running really well at Nassau. The potential was definitely there, but I don't think that either Carroll or myself could ever have envisioned what was about to happen.

A big part of my job was to defend the Shelby American program all the way through. I also had to defend all the new things Shelby was involved with, such as the Mustang GT350 and the Ford GT. When a guy from the outside like Shelby comes to a company like Ford, he needs a champion on the inside because there are so many ways to get derailed. The bean counters are always trying to kill everything new, and the engineers don't like it because it wasn't their idea, and there are always a lot of competing programs going after the same money. In those days Ford was involved in every phase of racing, so I wound up spending a lot of time just trying to get budgets for the Shelby projects. Some of those budget fights that I had within the Racing Division were pretty bitter, but I always managed to get enough to keep Shelby American going.

Not that everything always worked: The Type 65 project was an unfunded, opportunistic exercise just to see what could be done by building a coupe body for the 427 Cobra, and it was never a priority project. By the time the Type 65 was started, the Ford GT program was well along and there was zero interest—and almost zero knowledge—at Ford about the Type 65. And then, as the Type 65 program progressed, a number of other things began to happen in parallel. One was the GT40 program. Another was the World Championship, which of course we won in '65—to get the budget to go for that, I actually had to make a deal to take the leftover parts from the Ford rally program and let Allan Mann's racing organization sell them to cover some of their fee for running the team on the European circuits. Then there was the road version of the GT40: Initially there was going to be a GT40 and a GT44, with the 44—the '44' stood for the roof height, which was a little taller than the race car's—being the street version. Well, the 44 got canceled because Ford couldn't afford it, so there was an attempt after that to turn the GT40 into a street car, of which I think we built about 70. And during this whole process there was also an ongoing desire to try to perpetuate the Cobra as a production sports car, not as a racing program. You had to have a racing program to give a production sports car an image and an identity—you had to keep the name in front of the enthusiasts—but we were also trying to get more engine and a different body for the Cobra, trying to update it. So we had to struggle very hard to get the budgets for anything in the end, because there were so many competing programs looking for money. The high-performance budget, whether for a street program or a racing program, came directly from Ford. Carroll wasn't investing his own money; either these programs had to be self-sufficient or they had to rely on outside money, probably from Ford.

When we went to the 427 we'd completely redesigned the Cobra chassis, so the next step was a



Ray Geddes (far right) joins Ken Miles, Carroll Shelby, Lloyd Ruby, and Leo Beebe in celebrating the first win (and finish) for the Ford GT40, Daytona 1965.

redesigned body. One was developed over at Ghia that was supposed to go on the new chassis, but that never happened. Then Pete Brock, who'd had a success, he felt, with the 289 Cobra Coupe, wanted a chance to see what could be done with the larger engine and new chassis. There was a little bit of money around so we let him play with that, but it was never really an official program. In fact it was totally a bootleg program—but then, of course, so was the original Cobra program at one time, too. I think what really happened was simply that by the time the Type 65 got started, Carroll had lost interest in it. He'd been designated to handle the Ford GT, the MkII, and the MkIV programs and, as you well know, that was a huge effort.

One of the reasons we wanted to keep the Cobra program going was that in the process of selling the early 289's we'd set up a separate high-performance dealer franchise within the Ford dealer system, and those guys loved the car. They used it to get people into the dealerships and to get them interested in the whole Ford high-performance program. It was the one piece of hardware they could put in their showrooms that would cause excitement, and we wanted to perpetuate that. My job was to keep some kind of program like that going, but to do it without much investment, since we just didn't have much money to spend. Enter the GT350: In order to keep the program going and to keep the Shelby performance dealer network together, Iacocca asked me to get the Mustang qualified as a racer and to get Shelby involved. Carroll didn't want to do it in the beginning but he finally agreed, and that was the project that Brock was really assigned to at the time: Pete's main job was to work on the look of the Shelby Mustang GT350.

Shelby brought an American influence to international sports-car racing that wasn't there before he arrived on the scene. He wanted to make a statement, and he sure as hell made it—beyond anyone's wildest dreams. Shelby created a real performance image for Ford, and it still exists today with the SVO group. Carroll's personality was such that he could get the best people to work for him and to stay with him. He understood what it took to motivate people to do their best. Carroll was a natural leader then, and he still is today. And Shelby brought a personal touch to the program—there was a real face behind the cars, and that's something you don't have very often.

All kinds of interesting things happened back then. Did you know that the Pantera was originally going to be a mid-engined Cobra with the code-name MkV, but that the egos of Shelby and de Tomaso clashed and it never happened? Or that there was a lot of talk that the Ford GT40 was supposed to become the Cobra GT once it got homologated? The 289 Cobra would have ceased production in August 1964 under this plan, and then there would've only been a few 427 Cobras built in the interim until the Ford GT was qualified to race as a production sports car.

Working with Shelby was fantastic. He became a close personal friend and has remained so for the past 35 years. The thing that made Shelby different from all of the rest was that he made things happen that wouldn't have happened if he hadn't been there. A lot of people's lives would certainly have been different if Carroll Shelby hadn't ventured onto the scene when he did, and he's still an influence on many people's lives today. It's certain that all of us who worked with Carroll at Shelby American came away with something special that will remain with us forever. Carroll created a car and a mystique that will live forever. Carroll's greatest gift was being able to pull it all together and make it happen.

Those were the best years of my life, and I thought I had the best job at Ford Motor Company, because I really wasn't a big company guy. The sports-car part was fun, the racing part was fun, and the whole project gave me an opportunity to work with practically every division at Ford Motor Company. Most young guys at a company like Ford get stuck in one area and never get a chance to really grow beyond it—I was able to work with all of the engineering groups, styling groups, marketing and sales people, and overseas divisions. I really had a great job, and I was able to learn a lot that I never would have if I hadn't been associated with Shelby American."



At Bridgehampton in September 1963, Dan Gurney won the first of many FIA races for the Shelby American team.

Dan Gurney
Team Driver

"I'll never forget my ride with Joe down the Grapevine. He scared the life out of me on one occasion when we hit another truck."

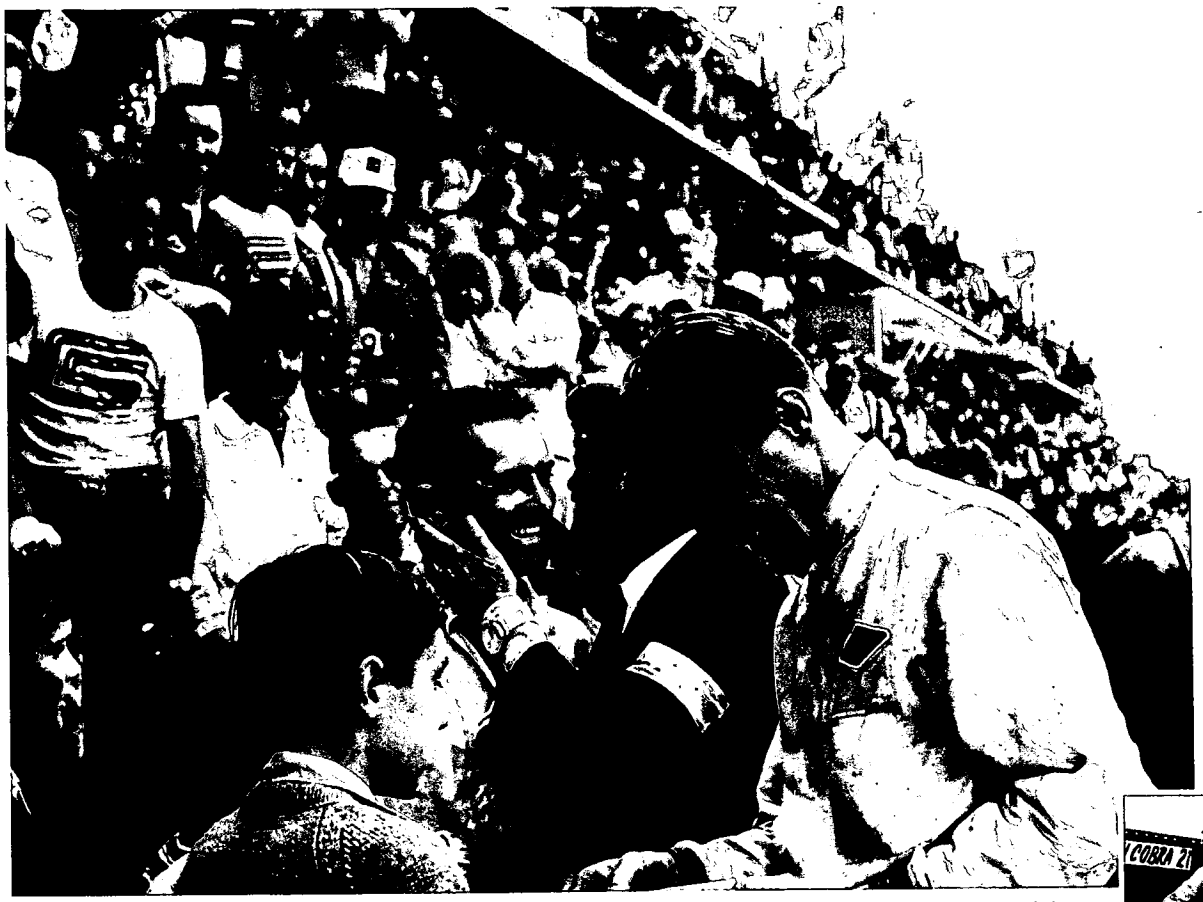
"I watched Carroll racing from afar in the mid-'50s as I was trying to find my way into the sport. Carroll was associated with several people well known in racing such as John Edgar (who was most familiar to me because he was in California), Temple Buell, Jim Kimberly, and J. Frank Harrison.

While I was watching Carroll drive for John Edgar, he had a mechanic and truck driver by the name of Joe Landecker. I'll never forget my ride with Joe down the Grapevine. He scared the life out of me on one occasion when we hit another truck.

I was in Korea when some of the early racing was going on in '52, '53, and '54, but I remember watching Carroll race against Phil Hill, Richie Ginther, John von Neumann, Masten Gregory, Walter Hansgen, and others. It was because of Carroll that I got a break at Riverside that sent me on my way. In September 1957, Carroll was driving John Edgar's 4.5 Maserati and I was driving Frank Arciero's 4.9 Ferrari. Carroll won that race after spinning early and falling to the rear of the pack. He came back and passed everyone in the field including me, and I was leading the race. After the race, Carroll was very gracious and said a lot of very nice things about me in the pits and at the victory dinner. That was the break I needed to get going. Without Frank Arciero it never would have happened, but Carroll gave me that extra little push.

I got involved in the Cobra program very early on when they were really struggling to match the performance of the Corvette. Carroll asked me to come to Riverside and test one of the first cars. Phil Remington was there with the car, which at that time was powered by a 260-cid engine. I drove it and I could see that it had a few definite shortcomings. I said that they should make some changes to the camber, the roll bar, and a couple of other things. The mechanics took the car back to the shop, made the changes, and came back out to Riverside, and the Cobra was a second-and-a-half faster in the next test. In the Cobra's first race, it just blew off the Corvettes like they weren't even there. What I did during that test session would be called engineering now. I never got much credit for those contributions, but that's how it happened.

My first race in a Cobra was at Daytona in February 1963. I was using an Indy 255-cid test engine and some of the test parts Jimmy Clark and I would use in the Lotus-Fords at Indianapolis in May. That car was a little slower than the other two Cobras, but it served a



Dan Gurney signs autographs in the foreground as co-driver Bob Bondurant accepts congratulations for winning the GT category and finishing fourth overall at the 1964 24 Hours of Le Mans. (Bernard Cahier)

very important purpose for the future.

I enjoyed driving the Cobra roadster very much. It was a very forgiving car that stopped well and had good power. You could really slide that car around and you could enjoy driving it. The biggest problem with the roadster was that it hit an aerodynamic barrier when you got up around 150 to 160 mph; that's where the coupe came on line. Of course, we could increase the roadster's aerodynamics slightly by slanting the windshield back, which was against the rules. I was the one who conceived that idea, but the modification had its limitations and I must admit we were lucky to never get caught.

When the Coupe was first built, I wasn't sure it would be as good as the roadster, not realizing what a good job the Shelby crew had done on that car aerodynamically. The Coupe was somewhat heavier than the roadster and it didn't jump off the corner as well, but it would far exceed the roadster on a long straight, and that's what we needed on the European circuits. The Coupe was probably 30 miles per hour faster than the roadster, and that's what made it successful. That car really showed its worth on the long European circuits like Le Mans and Spa. The Cobra was really a fun car to drive, and it was sort of a California hotrod approach to getting the job done. Ferrari, on the other hand, did it the European way. They traditionally used spoke wheels and a relatively small-capacity 12-cylinder engine. Ferrari had that special sound and all the high technology of the era, while Shelby American had mag wheels, good brakes, a hotrodded Ford rocker-arm engine, a reasonably light chassis, and a lot of rubber on the ground. There's more than one way to skin a cat, and we skinned a lot of cats with that combination. It was kinda' like 'let's hear it for the US and the



Gurney also won the Tourist Trophy in 1964 and helped close the very tight points battle between Ferrari and Shelby American. During Gurney's pitstop, Jack Hoare cleans the windshield, John Ohlsen (left rear) fuels the car, and Jean Stucki (right rear) checks the tires. (LAT Photographic)



Dan Gurney and Carroll Shelby discuss race strategy during the closing hours of the 1966 Sebring 12 Hour.

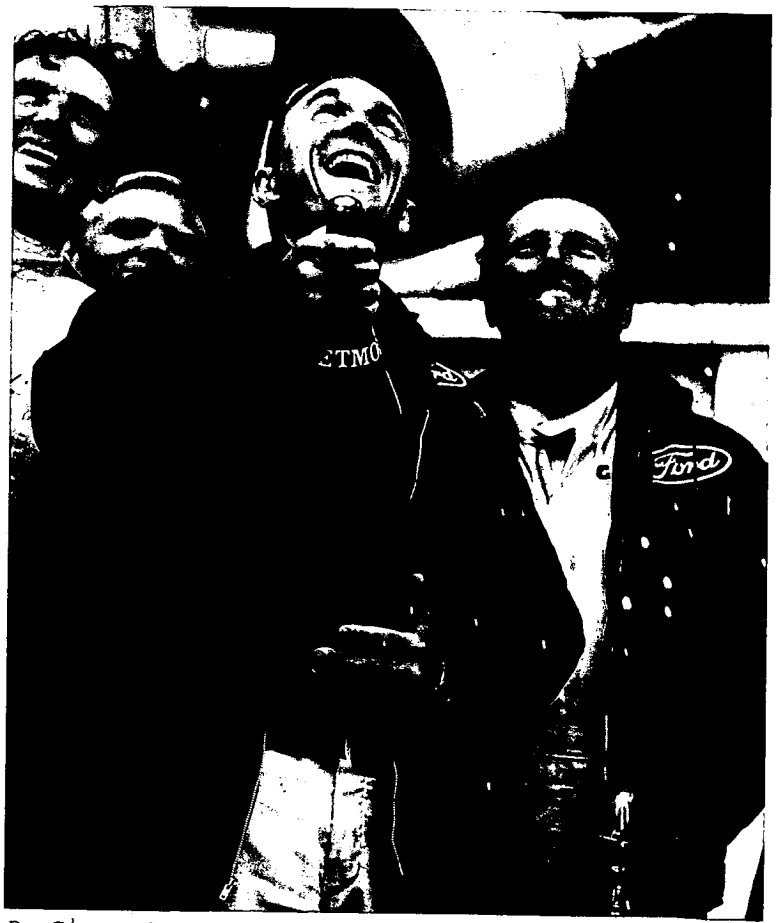
California hotrod group,' and it was a great thing to be a part of. I enjoyed working with the Shelby American people enormously. The mechanics and other people got to travel all over the world and see things they never could've seen any other way. I was very thankful to be a part of all that, although I didn't get to drive as many races in the Cobra as I would have liked to due to my other racing commitments. Driving in the Targa Florio was a big thing for me because it was something that I'd dreamed about participating in. With the Cobra, I got my first and only chance.

One of the best things about the whole Cobra program was that we stumped the racing experts. They all said 'That car's no good—it has an old pushrod engine, it's got an antiquated carriage chassis, it's not modern technology,' and so on, but we really made a lot of them eat their words. Most of those people didn't realize what the roots of American racing were. So much of what we built in those days came from the junkyard. We had hundreds of young people exploring the junkyards for engines, transmissions, and rear ends to achieve their automotive goals. That was the Southern California hotrod way. It's a tragedy that today's schools don't offer auto-shop classes anymore so that the kids can pursue that endeavor. The politicians have stomped out the creativity and enthusiasm for machines that we had in those days. It's much harder for kids today, because they aren't allowed to touch things anymore. We've lost a lot of good people because of that.

Four of the biggest days in my racing career occurred in Shelby American cars. My win at the 1963 Bridgehampton 500 was the first FIA win for the Cobra and an American-engined car. My 1964 GT wins at Le Mans and the Tourist Trophy were in the Daytona Coupe and were very special and, of course, the all-American win for Ford at Le Mans with AJ Foyt in 1967 was one of the high points of my racing life.

Carroll helped me start All American Racers back in 1965. We were partners in the beginning; he had all the stock and I had all the work! Carroll had a good relationship with Tony Webner at Goodyear and so did I, but Carroll was much more advanced and polished in working with the boardroom than I was. He had a way about him that he still has today. He was a hell of a salesman, and we probably couldn't have gotten off the ground without him. AAR was started because of the big embarrassment that Goodyear suffered when they showed up at the 1964 Indianapolis 500 and everyone was running Firestone and All State tires. Firestone controlled all of the race teams, and it pissed a lot of people off. Firestone didn't realize that you shouldn't be naughty with Mother Nature, and Goodyear really took the bit between their teeth. Among other things, they asked Carroll if he could build cars that could compete at Indianapolis. Carroll came to me, and out of that situation All American Racers was born.

Carroll did what he said he was going to do with the Cobra and Ford GT programs, and I'm sure that in the beginning no one believed him. It was an enormous accomplishment and a high point in a lot of our lives. That effort had an Olympic spirit to it, because you were running cars that came from the US. I don't care what you say; there's something special about that."



Dan Gurney and AJ Foyt cabaret after their overall win at Le Mans in 1967.

Bob Negstad

Senior Project Engineer, Ford Motor Co.

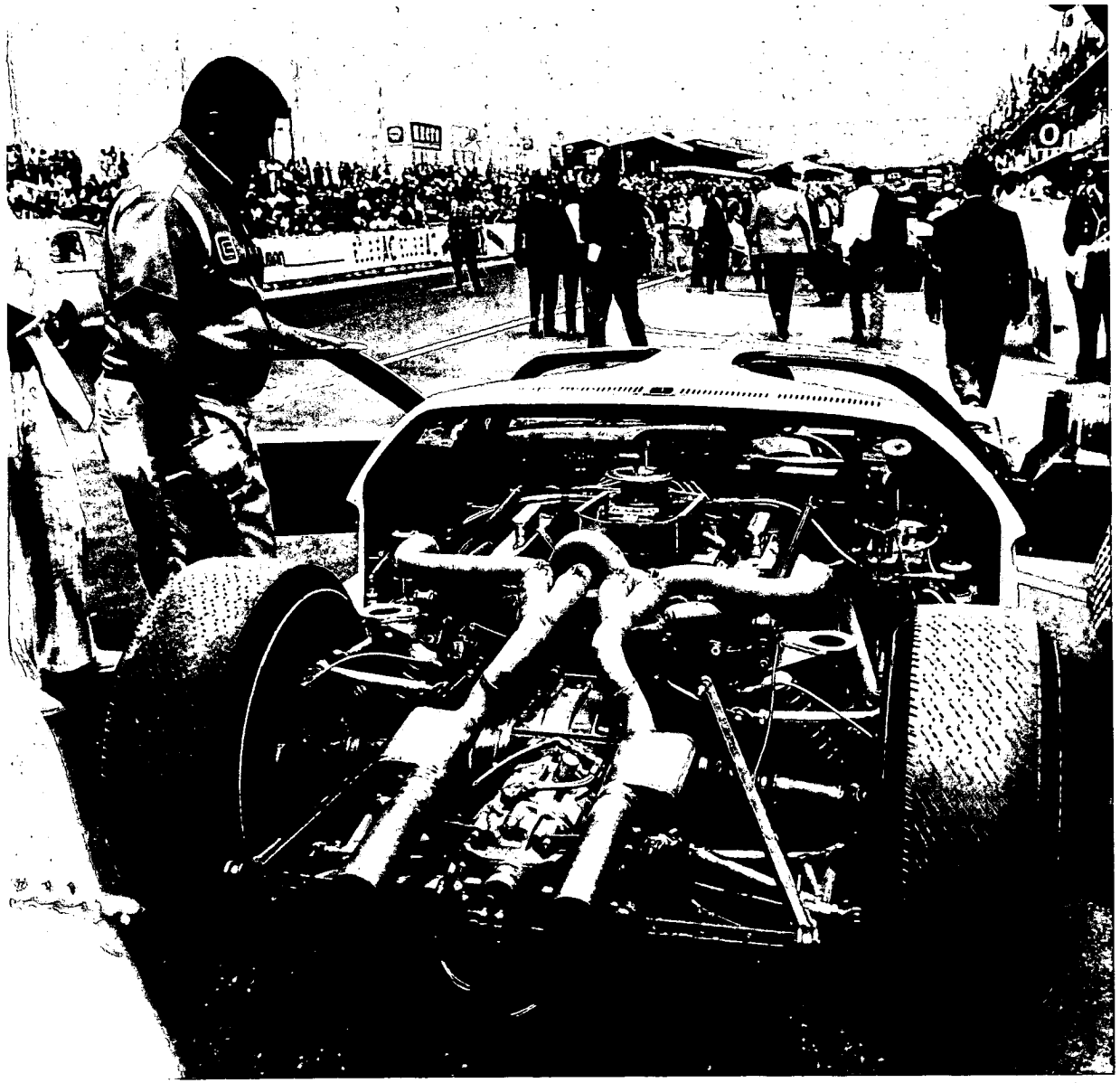
"I was involved with the 427 Cobra project from the beginning."

"I worked with Shelby American on three different projects. The first was the Mustang GT350. That was followed by the 427 Cobra, and the final project was the Ford GT. I collaborated on improving the GT350's suspension package and improving the steering on that car, but there were several other people involved with that.

I was involved with the 427 Cobra project from the beginning. We heard rumors that the Corvette was about to get a 427 engine, and Ray Geddes was concerned that Shelby had about reached his limit with the 289. There were a number of different engine choices being considered, and we tried several different engine packages in the old Tojeiro-chassis Cobra. The results of those tests were dismal with the original leaf-spring chassis. I started making some sketches to see what we could do to improve the situation. I worked with Klaus Arning and a couple of other guys to analyze the old chassis, and it was obvious that it wasn't going to work. We generated an idea of using larger-diameter tubes that were wider for a new chassis. We wound up designing a car that Klaus Arning and I were involved with, and ultimately I took a leave of absence from my job in research and went over to AC Cars. The first thing that happened when I arrived there and rolled out the new drawings was that the Hurlocks and their staff said 'You can't do that.' They took me out to a warehouse full of parts, floor to ceiling, and they told me that we were going to use these parts they had stored there. I said that somehow no one had mentioned that. It was obvious that the design we'd done wasn't going to work with what was available to us from that warehouse. So I started all over in England, redesigning the new Cobra around the pieces that we were going to use from that warehouse full of parts. They had all this shit leftover from the AC Ace and AC Greyhound, plus all this other junk that the Hurlocks bought because the prices were cheap. Every time a salesman came around offering junk they couldn't sell anywhere else, the Hurlocks would buy it.

The new Cobra actually became a kit car when you consider that we made it out of other major components. The steering column was off a Volkswagen bus, the taillights came from a Hillman, the spindles were from a Triumph Herald, and on and on. We designed the chassis and we flew back and forth from England to the United States.

At that time we were just developing the tech-



While the prototype Ford MkII's were blindingly fast, they were hampered by gearbox problems early on. Bob Negstad checks things before a 1965 Le Mans practice session. (LAT Photographic)

nique of using a computer to design the suspension. It was a very new idea, and it allowed us to do very complicated linkages that were very difficult to lay out manually. Well, they *could* be laid out manually, but it would have been very time consuming. The rear suspension, in particular, was a computer-generated, -designed, and -executed affair. It was basically done by Klaus Arning, but I took the ideas and applied them to a couple of the cars that I was working on. I lived with the project at AC Cars for months. The original plan was to use the aluminum 390-cid engine in the Cobra, but that idea was shelved when we kept blowing out the bottom end of the engine during dyno tests. Then the phone calls came over that we were going to use a 351-cid Windsor or Cleveland. Those were relatively new engines that were based on the 302-cid small-block, and that's how the first car was built with the 302-cid engine. But before the first car came off of the surface plate, we got another frantic phone call from Ray Geddes saying 'Rush over to Heathrow and pick up some engines; we're going to put a lightweight 427-cid side-oiler in the new Cobra.'

I said ' My God, that will never fit! Where the hell did you guys come up with that idea?' We'd already done the pedal boxes, we had the weight distribution, and we'd done all of the suspension work. 'For Chrissakes, why the hell didn't you figure this out before?' Anyway we shot up to the airport and in came the first 427-cid side-oiler. That engine went in the second car we built, and the rest of that Cobra history is pretty well known. It should be noted that the first 427 Cobra, CSX 3001, was shipped to Kar Kraft and stored—it never went to Shelby American. The second car, CSX 3002, was the first one sent to Shelby, and that was the car that Ken Miles raced in the USRRC. Most of the press and other people say that there was a 289-cid Cobra and all of a sudden there was a 427-cid Cobra with no bridge in between, but that's bullshit. Yes, it was a Ford project, but I was told to back completely away because Ford was not interested in any publicity at all. We were directed to keep a very low profile, period, and it stayed that way for years. Carroll knew the whole story and Phil Remington, Al Dowd, and Ray Geddes knew it, but the press never knew and it was never really written about. I'm not sure, at this very late date, that anyone cares or not, but it was really a very interesting project that has stood the test of time pretty damn well.

After I completed that assignment, I came back and went on the Le Mans project at Kar Kraft. We were using some of our computer and chassis

techniques in the GT40. The rear suspension of the 427-cid Cobra and the Ford GT are twins. It was obvious that the small-block GT40 had also reached its peak, and we'd tried the 289, 302, and the 325, but we needed more. When I came back, Jacque Passino said 'If we can stuff a 427 in a Cobra, why don't we consider a 427 in the Ford GT?' Passino was a NASCAR guy. He was very snug with John Holman and had been involved with the 427 in the stock cars. We did some computer studies and some calculations and we considered what you need to win at Le Mans. We went back and looked at the records from Le Mans over the past 15 years and we plotted the lap times and the number of miles that were run during the 24 hours. We also plotted how that trend was developing, and finally we said 'Well, if we're going to win Le Mans, we'll have to go this fast for this long.' Then we broke it down into what sort of a lap time we'd have to do to win.

We then analyzed 'What if we could go from 1*g* to 2*g* through the corners? What would that do to the lap times?' Another study was done to consider what would happen if we did a super set of brakes and tires that would make us stop at 1-1/2*g* instead of 1*g*—what would that do? And what would happen if we made a drag car out of it, and we could accelerate at 1-1/2 to 2*g*? What would that do to lap times? Of course, each of these studies showed improved lap times, but then we said 'Wait a minute: What would happen if we just went faster down the Mulsanne, at 225 or 230 mph? What would that do?' Well, that idea absolutely outshone everything else in terms of going fast around Le Mans. The Mulsanne was a five-mile stretch and everyone else was running 190 mph. 'Well,' we said, 'why don't we consider conservative tires and brakes and just go for reliable power to go fast on the Mulsanne?'

After some studies, it was clear that you weren't going to go around a corner with a 427; the first 427s we tried were a dismal failure. The big NASCAR oil pans didn't work, and the engines sucked air and wiped out their bottom ends. Ken Miles said 'Well hell, I know how to solve that puzzle. I've got an idea to put a series of oil pumps together and it will make a very low package.' So Ken fiddled around with the oil pan and the drive mechanism. Ron Butler was the 'wrench,' and we got a dry-sump system for the very early GT cars. When we got done with that modification, the 427 was lighter than a 350 Chevy and only slightly heavier than a cast-iron Ford 351, and it made 480 horsepower forever. It was understressed and dead bone-stock reliable, particularly on the 78-octane gasoline that we had to use at those races. The rest of the problem was adapting the GT to the increased horsepower, the dry-sump tank location, the exhaust system, and the other miscellaneous things that were tried out on the two prototype MkII's we ran at Le Mans in 1965. We ran the tests on the new car at Romeo, which was a high-speed track, with Ken Miles and Tom Payne driving. That MkII was really new, and all of the tests that I'd done with the first prototypes were on the Dearborn test track, which wasn't a high-speed track. We'd really pissed off the track manager because we were running 160 mph on the straights and he felt we were being unsafe; that's the reason we moved to Romeo. For our first outing, we closed the track down and put Ken into the car. He ran three or four laps. We built up the car speed slowly, alternating Payne and Miles as the drivers. It wasn't long before we were running over 200 mph. That was a track record at Romeo, and once again we drove the track manager crazy with the speeds we were running.

We'd never experienced the aerodynamic problems involved in going that fast and had no idea what was happening. Roy Lunn had a friend who was knowledgeable about aerodynamics, and he reckoned that a chin spoiler would help. We added that and it worked awfully damn good. It killed the lift, but it also hurt the drag. We tried several different nose versions, and finally settled on a short, blunt nose that went right down to the ground and stopped the air from going underneath. That's the one we settled on for the 1966 version of the MkII.

Roy Lunn had a couple of aluminum roadsters made at McLaren, and after they were finished with them they were shipped back to Kar Kraft and stacked, in their crates, in the corner. When it came time for one of our testing programs we didn't have any cars to run, so I went for the simple solution: We uncrated one of the roadsters, put it together, and there was our test mule. We used that car to certify the engines, transmissions, and the clutches for the long-distance races. I rented the Sebring track for two months, and that's where we ran our tests. We had a number of drivers

under contract and we used these tests to pre-evaluate them for Le Mans. At the beginning of those test sessions, we could run barely three hours before something broke. We soon worked our way up to five hours, and by the end of that session, we were up to 24 hours with no sweat. The best driver we had overall was Ken Miles. By the end of that test session the roadster was an absolute mess, but it was fast and reliable.

Carroll and his crew showed up with several beautifully prepared cars and so did the whole Ford entourage. The Shelby cars went out on the track and had the usual teething problems. During this time, Homer Perry came over and told me to get that dirty, greasy, shitbox out of sight. While the other cars were having problems, I told Homer that I wanted to finish one of my tests with the roadster and could I borrow Ken back to run another hour? I put Ken in the car and he had a big smile on his face. He went out and got way under the track record for the hour that we ran. Before we finished that hour, the whole crew came over and said 'Bring that damn thing in, now.' So I called Ken in and he pitted on the next lap. He sat there, got his book out, which he always had, and started to read. Everyone was furious, and the decision was made to fly that dirty old roadster to Shelby American and prepare it for the Sebring race. Of course we know that the car came back to Sebring and won the race with Ken Miles and Lloyd Ruby driving.

I really enjoyed working with the people at Shelby American, but it got strained after a while. First of all the management at Ford had almost dictated that John Holman's cars would win Le Mans in 1966, but they couldn't stop the Shelby operation. I was the official go-between with Shelby and Ford, and Chuck Mountain had the same position with Ford and Holman & Moody. For the 1966 race all of the new parts were divvied up, and the new stuff and the latest level of everything went to John Holman while the garbage, the stuff that no one wanted, was shipped out to Shelby, and I couldn't do a thing about it. I almost got fired because Shelby won the race. In the process of preparing the cars, we took everything apart. Since I'd been involved in all of the development testing I was knowledgeable about all of the things that worked. I very carefully made sure that everything was disassembled and put back together with the latest specs on everything. Some of the parts that wound up in the Holman program had not been modified yet; they were new as design parts, but they hadn't gone through the modifications that we'd learned about through testing. The engines, for example, that Shelby got were absolute garbage. We took those engines apart, completely refurbished them, made some other internal changes, and put them back together. The rest is history, and the record shows that of the six races Ford ran in 1966 and 1967, Shelby American won five, Ferrari won one, and John Holman won none.

I sat in a meeting one time with John Holman, John Cowley, and a couple of other people, and John Cowley insisted that we put drum brakes on the Le Mans cars. I was given the assignment to take the disc brakes off of the 427 Le Mans cars and install drum brakes. The reasoning behind this decision was that drum brakes were run in NASCAR without any problem and John Holman thought that disc brakes were a bunch of bullshit. Holman stated 'If disc brakes were any good, they would use them on trucks.' Well, it was close to a rebellion, because I refused to do it and was almost fired on the spot. I said 'You guys put drum brakes on your cars, but we're not going to do that.' John Cowley was the muscle man for Holman; he was Passino's guy, but he was the engineer that was taking care of the Holman operation, and probably the most hated man in the whole racing program. Since Holman was picked to win it was clear that that was his mission; it was his objective.

I remember one time I had Ken at the Kingman, Arizona proving grounds. We were testing the early J-Car, which was the first aluminum honeycomb car. Because the car was so new, we were moving very slowly. It was like making footprints in the fresh snow. We were being very careful and, because

Ken and I enjoyed the work so much, we didn't mind taking our time. I had that track shut down and we were just exploring the capability of the J-Car on that five-mile high-speed oval. All of a sudden, Homer Perry showed up with several stock-car drivers that Cowley and Passino said we had to use if we wanted to win races. They felt that we couldn't win races with all of these foreigners; that if you wanted to win races, you needed to use real men who really knew how to go fast. Well, that group had brought one of Holman's MkII's. One by one those guys got in that car and they were lapping the track at about 180 mph. When they came in they were pretty nervous, and whenever they went into the corners, they lifted their foot, let the car set up, and then drove it through. There were also complaints that the car wasn't handling. Homer Perry had me check the car out and we found no problems with it. The setup was just the same as what we were using on all the other cars at that time. Meanwhile we had our J-Car sitting there, and Ken was sitting on the wall with his driver's uniform rolled down to his waist and his nose in a book as usual. Homer came over to me and asked if Ken would take a couple of laps in the Holman car and check it out. I said to Ken 'Here's our chance to drive a stake into the ground,' and he said 'I think so, too.'

Ken's first lap was in the neighborhood of 204 mph, and his second lap was like 212 mph. Well, those guys just looked at each other and said 'That son of a bitch never lifted his foot in the corners.' I brought Ken in on the next lap and when he opened the door, I asked him what he thought. He said 'This is really quite a nice car; did you want me to go fast?' I said 'No, Ken, I just wanted you to check it out for the boys.' Well those guys were furious, and when they got back into that car, they began inching their speeds up to just under 200 mph. Pretty soon, they packed up and left. That was the end of any interference in Shelby American picking the drivers. If that incident hadn't happened, the Ford GT program would have turned into a NASCAR, stock-car run program, and Shelby American would have been cut right out of it. Homer Perry wound up being John Cowley's hatchet man. If Cowley didn't like something or someone, he wouldn't come and tell you—he would send Homer to do it. Homer really had a thankless job.

I really enjoyed working with Ken Miles. There were only two people of that caliber in the program, and the other was Bruce McLaren. I prepared the car that Ken got killed in at Riverside. Carroll and I have had many discussions about what happened, because I'm the one who conducted the investigation of the accident. If there's anything that Carroll and I really agree on, it is that Ken never really got his just credit. Ken Miles won all three of those races at Daytona, Sebring, and Le Mans. At Le Mans, I was the guy that Passino sent to Ken Miles to tell him to back off and let the other guys catch up. Ken got tears in his eyes and said 'No; this is my only opportunity to do this. I can't do that, and I won't do that.' During the next pit stop, Ken's co-driver, Denny Hulme, was told to slow down and let the others catch up, and he did as he was told. It was during this time that Passino sent Cowley down to the timing and scoring tower and told them that we'd mis-credited a lap on Ken's car and to take a lap away from it. Ken's car came back into the pits, and when Ken got back into it, he refused to do a squadron finish. That's why he laid back. Ken was a lap ahead at the finish, that's true—that's absolutely, totally true. He was a lap ahead, and Cowley and Passino went down and took the lap away. They absolutely stole that race away from Ken. It's time to tell the truth about Ken Miles; his memory deserves that.

Carroll was not in favor of the 427 program, and he really dragged his feet on that. I think there's no question that he felt a very strong allegiance to the 289 Cobra—after all, that was the one that put him on the map. Still, I think he finally realized that the 427 Cobra was a step forward and stepped up to that in the end.

I know the pressure that was on Carroll in the Le Mans program. He felt the deck was stacked against him, and it was. Ford was so rude to Carroll that his name was left off the pit-pass list at Le Mans in 1966; he was not invited. That was absolute bullshit, just absolute bullshit. I know this because I had to give him my pit pass to get in. The people who really cared at Ford and the people who were involved with the greasy bits migrated toward Shelby American, while all of the politicians, silk suiters, and arm waivers migrated to Holman. When it came to the guys who really knew what it was all about and how to win, it was no contest—Shelby American won hands down. The record of their achievements in that program speaks for itself.

Pete Brock never got over the fact that his original Cobra Coupe drawings were totally unusable and had to be completely re-done. When Ken Miles, John Ohlsen, and that crew changed the original shape of the Daytona Coupe to conform with FIA rules, Pete wanted to take all of the credit for a body design he had nothing to do with. He never got over the fact that his idea didn't work. It was the same with the 427 Type 65 Coupe. When I saw that car, it was behind the Imperial shop with a canvas cover over it and debris stacked on top. Pete would absolutely not talk to me about that car. We went over some drawings and he said he was going to get it built in Italy, or England, or wherever. He was totally consumed with getting it done. That's the last I heard about it until someone told me about the lump that was parked out behind the shop. I went out and looked under the cover and saw that car body with the 427 suspension sitting there collecting weeds. That's the last I ever saw of that car."



Phil Reming deep in thought at Daytona '65. That race marked the Ford GT40's racing debut under elby banner.

Phil Remington
SAI Chief Engineer

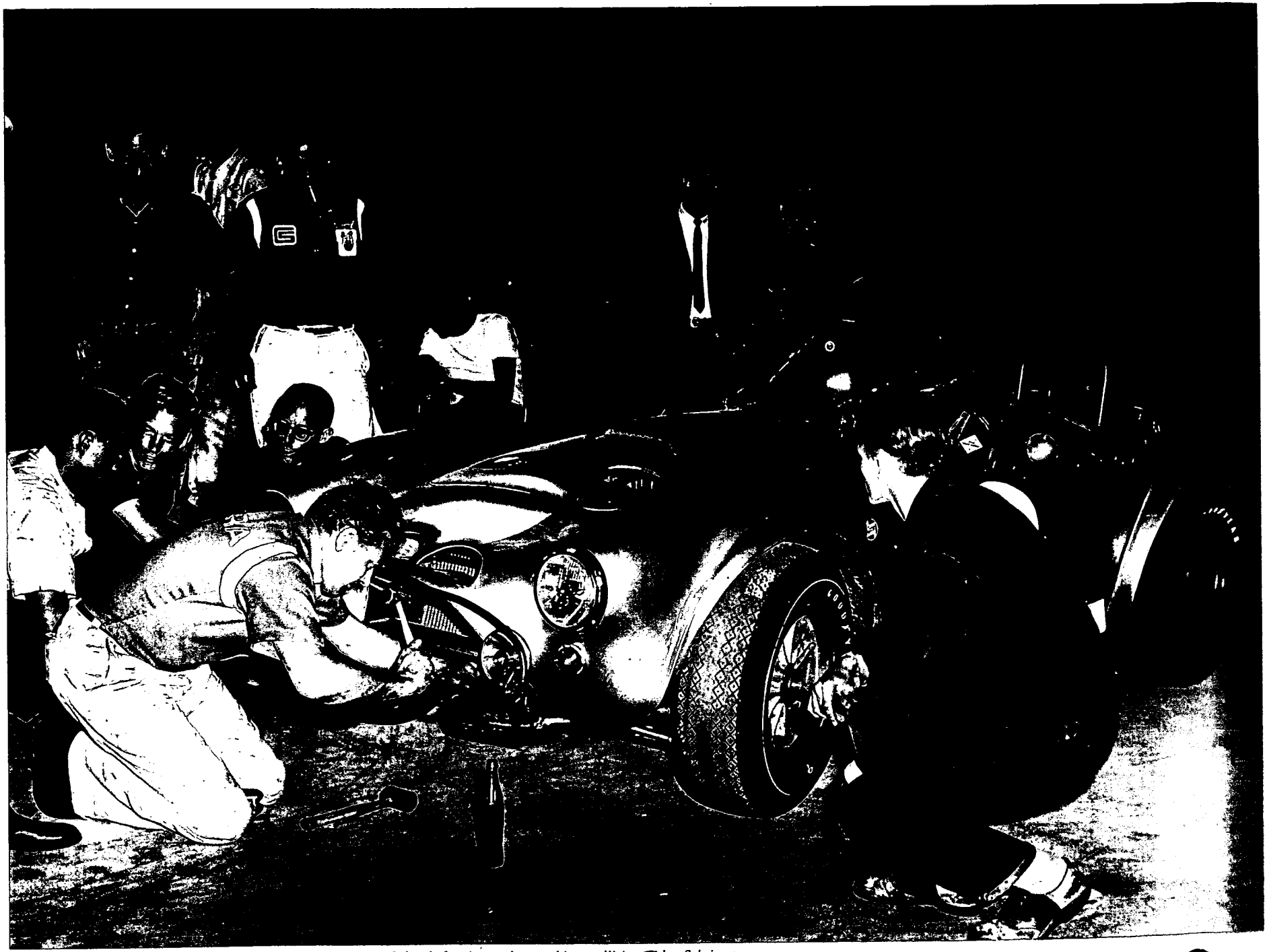
"We had a lot of good people working for us then, and we worked long hours to accomplish the things we did."

"I was working for Lance Reventlow when he was at the Princeton facility, and when he gave up his Scarab deal I kind of went to Shelby American with the building when Shelby took over in 1962. I'd heard of Shelby before then, but I never met the man until I went to work for him. We started working on the Cobras as they came over from England, and we prepared one of the early ones as a race car for Bill Krause to run at Riverside in October '62.

My favorite project was the 289 Ford GT40. I spent a lot of time—about six months—in England working with Eric Broadley on his Lola coupe and on the prototype GT40's. While there, I also looked in on AC Cars and tried to keep them pointed in the right direction. During 1963 and the beginning of '64 I made numerous trips to England on the Ford GT project.

The thing I most liked about working at Shelby American was the challenge of making a competitive car out of the Cobras we started out with. That was a real challenge, because the car was an absolute shitbox when we got it. I was involved with the Cobra Coupe from the start, and I had some real reservations about whether it would be successful as originally designed. In the beginning that car was pretty crude, but things seemed to work themselves out as we went along.

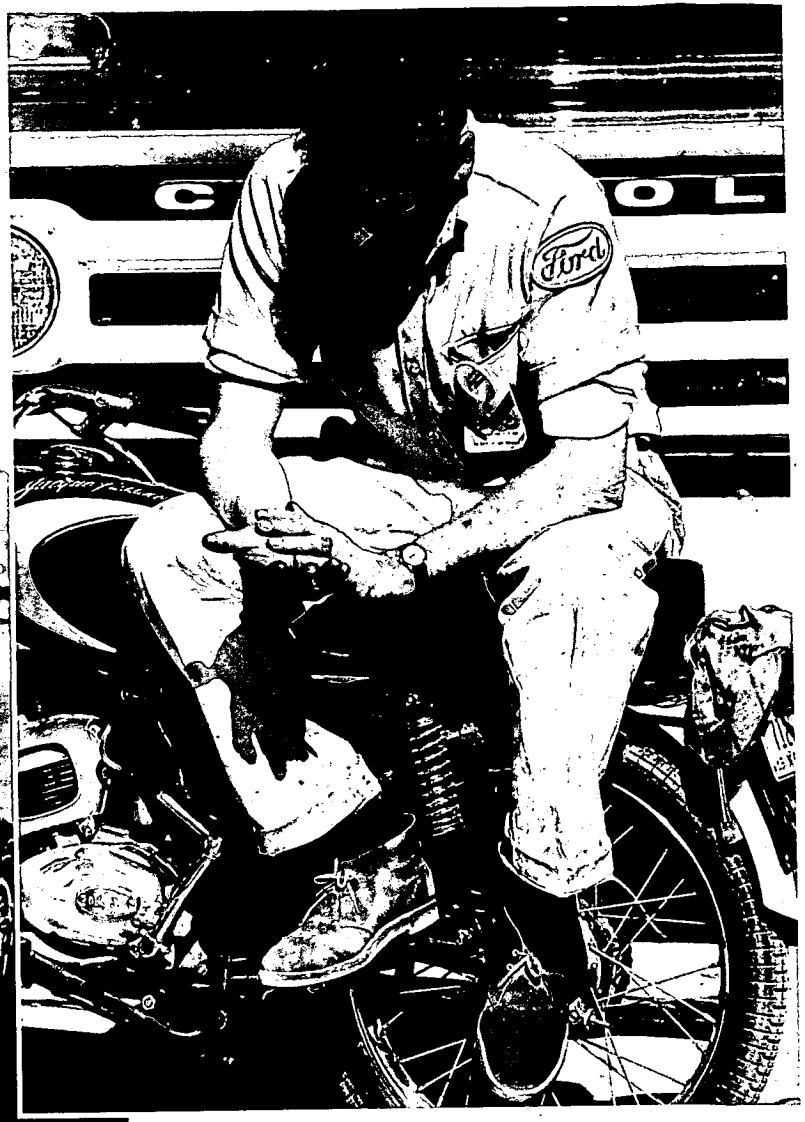
When we got the Ford MkII's and MkIV's, I spent most of my time on our projects to test, modify, and race them. We had a lot of good people working for us then, and we worked long hours to accomplish the things we did. It was a pretty good bunch of guys. We had a few bad ones there, but they were weeded out pretty fast. We had a lot of young guys who were really eager and willing to learn, and when they left the company most of them went on to make their mark in whatever endeavor they chose. We came up with a car that could beat the Corvettes and Ferraris, and we brought some respectability to American racing."



Phil Reming[illegible]akes a quick modification to the prototype 427 Cobra before it was damaged in a collision [illegible]h a Sebring tree.



Phil Remington oversaw much of the work that was done on the Ford GT40's after they arrived at Shelby American in December 1964. When the cars were tested at Riverside, Remington (second from left) was always there to sort out the problems that always occur during initial tests.



Sometimes things just don't work out the way they were planned. Phil Remington is wondering what would have happened if the Fords' transmissions had stayed together during the 1967 Daytona 24 Hours.

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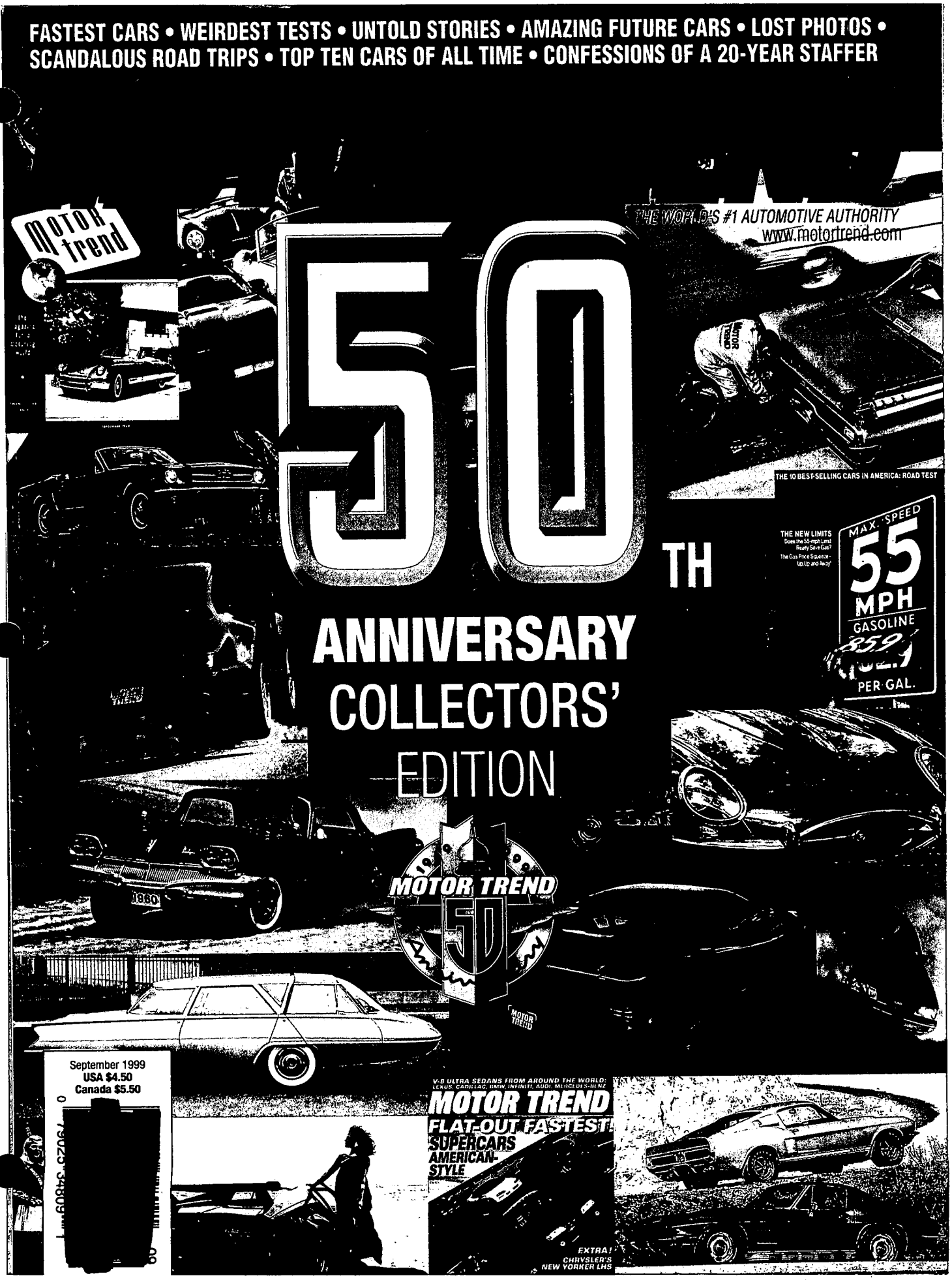


BEST, FASTEST AND MOST OUTRAGEOUS

THE 50 MOST MEMORABLE CARS EVER TESTED BY *MOTOR TREND*

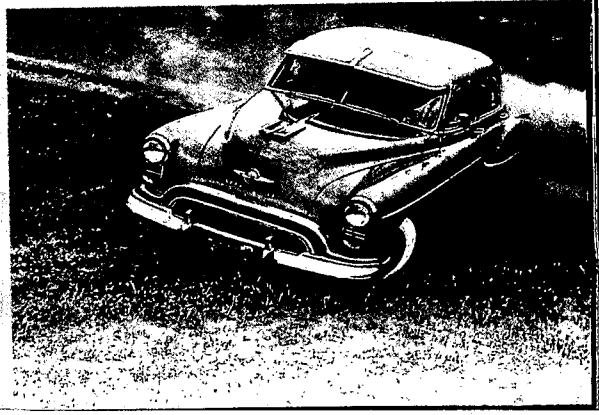
by Chuck Schifsky

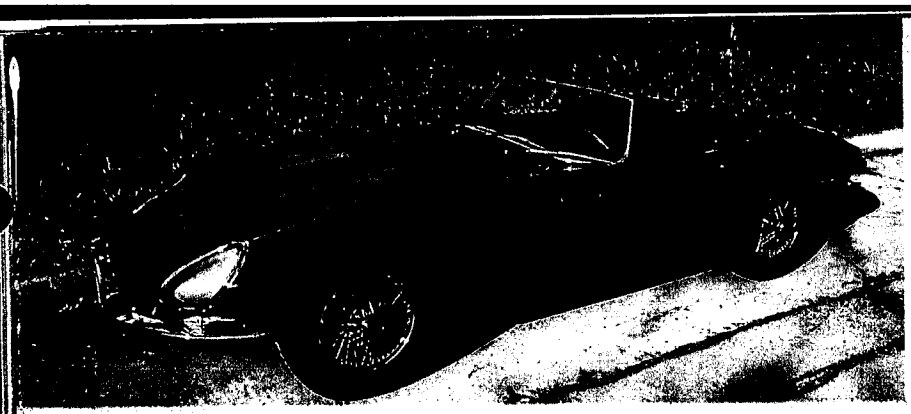
After flogging cars on test tracks for 50 years, we have a unique perspective on what's hot and what's not. You'll notice there are some good machines missing from this list of the 50 best, fastest, and most outrageous cars we've ever tested. How about a '64 GTO? It's not until you look back at the old issues that you realize a '64 Pontiac Catalina with the 421 H.O. was faster. Maybe the Catalina should be credited with inventing the musclecar craze. Even though that's not likely, the fact is we could have done a Top 500 list because so many tire-smoking cars have graced these pages in the last 50 years.



2. '51 HUDSON HORNET
308-ci I-6/145 hp, 0-60 14.6, 1/4 mile 19.4
Cars of the early '50s are considered overwhelmingly slow by today's standards. However, in the March '51 issue, we said the Hudson Hornet, "hums, buzzes, zooms, and everything else any self-respecting hornet would do (except fly). And speaking of flying, the top speed of this car isn't far from approaching 'take off' speeds." At 97.5 mph, the Hornet had the fastest top speed of any car we'd yet tested.

1. '50 OLDSMOBILE 88
303-ci V-8/135 hp, 0-60 12.2, 1/4 mile 19.9
The '50 Olds 88 has the distinction of being the first stock vehicle *Motor Trend* tested that exceeded 90 mph in top speed. *MT*'s first editor, Walt Woron, wrote "at high speeds, the Oldsmobile has good stability. Its acceleration stems from quick-flowing power, not the type that snaps your neck back with each gear change, but rather the type that pins you to your seat and keeps you there until you release your foot from the throttle."





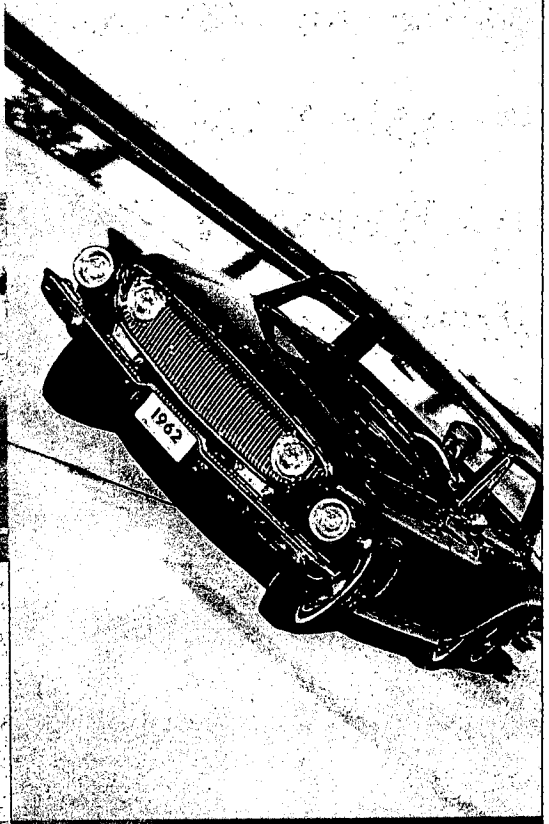
9 -**'61 JAGUAR XK-E 231-ci I-6/265 hp, 0-60 7.0, 1/4 mile 14.9**

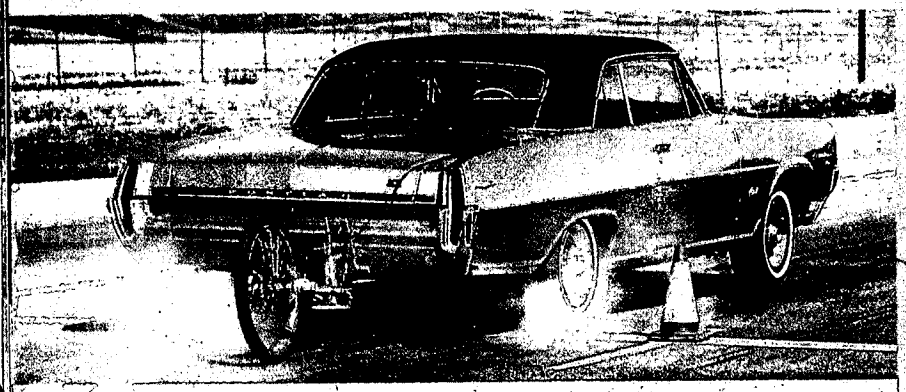
European Editor Gordon Wilkins drove the E-Type for the July '61 issue and said, "Excellent acceleration is only part of the story. At 100 mph I was in third gear, ready for fourth, with the tach touching the red sector which indicates 5500 rpm. The 150-mph estimated top speed is no exaggeration. Just hold the engine at 2000 rpm and drop the clutch. There is a brief squeak from the tires, and the car streaks away as though rocket-propelled."

10 -**'62 DODGE DART RAMCHARGER 413**

413-ci V-8/410 hp, 0-60 5.8, 1/4 mile 13.4/109.7 (on slicks)

Roger Huntington wrote in the Aug. '62 story, "this new Ram charger 413 package is not something I'd recommend for th street. It's awfully hairy. This is probably the wildest perfor mance package Detroit has ever offered. This is a racing ca not a street car. But what a racing car, and what a car for th money!"





11 -**'64 PONTIAC CATALINA**

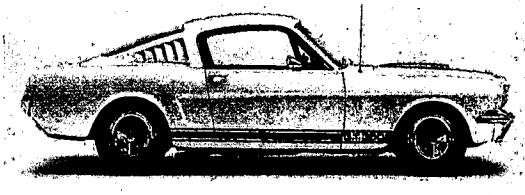
421-ci V-8/370 hp, 0-60 6.6, 1/4 mile 15.7/93.0

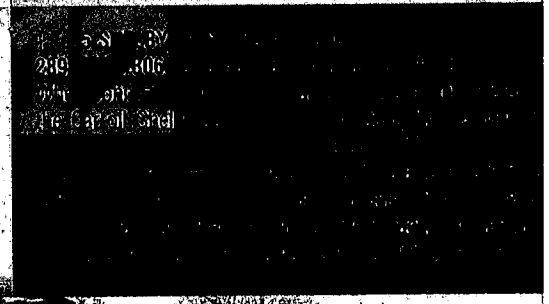
When Bob McVay wheeled the four-speed hardtop around the track, he said, "For only $3.82, Pontiac offers a heavy-duty suspension package consisting of springs, shocks, and a thicker front anti-roll bar. It changed a softly sprung car into one that clings to the road and doesn't lean in fast corners." He also noted that "traction was the car's biggest problem during acceleration runs," but "the three Rochester carbs and 421 big inches mean go."

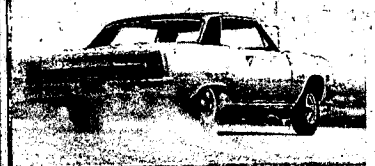
13 -**'65 CHEVROLET CHEVELLE MALIBU SS Z16**

396-ci V-8/375 hp, 0-60 6.7, 1/4 mile 15.3/96.0

In '65, Chevrolet introduced the Chevelle Malibu SS Z16 option (only 200 were built). John Ethridge drove the wheels off of one for the July '65 story, saying, "It puts out gobs of romping, stomping torque throughout the entire rpm range. Charging off the line with both rear tires smoking got the lowest times. New suspension makes this possible without a limited-slip differential or locked rear end."



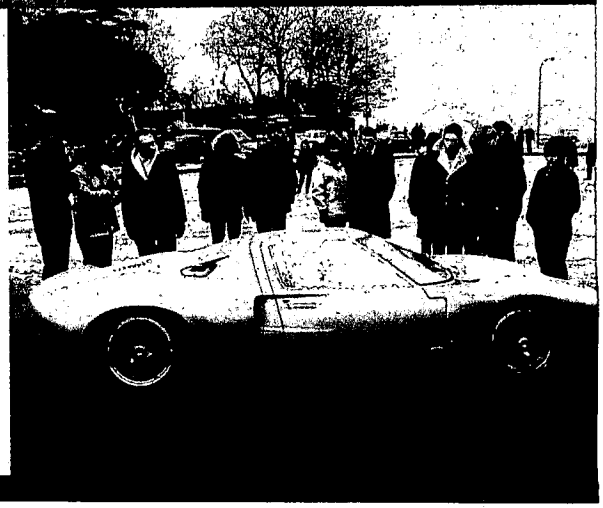


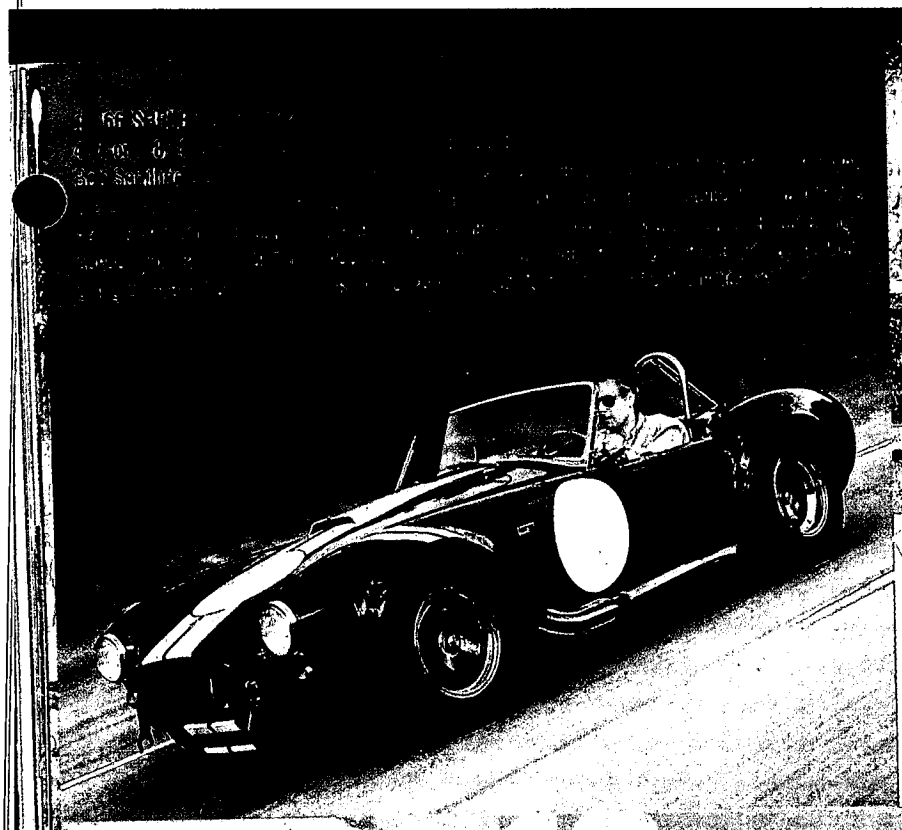


14 -**'66 FORD GT40 (STREET CAR)**

289-ci V-8/335 hp, top speed 164 mph

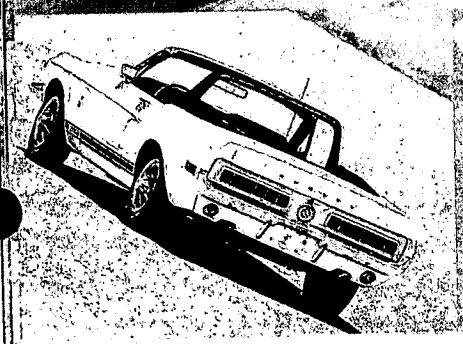
As the March '66 story notes, "50 GT40s had to be built and offered for sale to nail down Le Mans eligibility. Ford went to trouble to de tune it for the street. The 4.7-liter V-8 makes 335 hp at 6250 rpm, cutting top speed to 164 mph. The car lists at $15,427 and customers must visit the factory in England for a seat fitting. Equipment includes road lamps, defroster, and tinted glass." The cool part was that we got to drive one around London for the story.







16 -**'67 CHEVROLET CORVETTE**
427-ci V-8/435 hp, 0-60 5.5, 1/4 mile 13.8/104.0
This '67, powered by the 427 fitted with three two-barrel carbs was the best of the '63-'67s we tested (maybe the best Vette ever). Steve Kelly compared it to the strongest Mustang of the day, the 428-ci-powered G.T. 500, in the April '67 issue: "The Corvette outruns the G.T. 500 by a solid 0.7 seconds in the quarter mile, stops in less distance from any speed, is easier on gas, and exhibits noticeably better workmanship throughout."



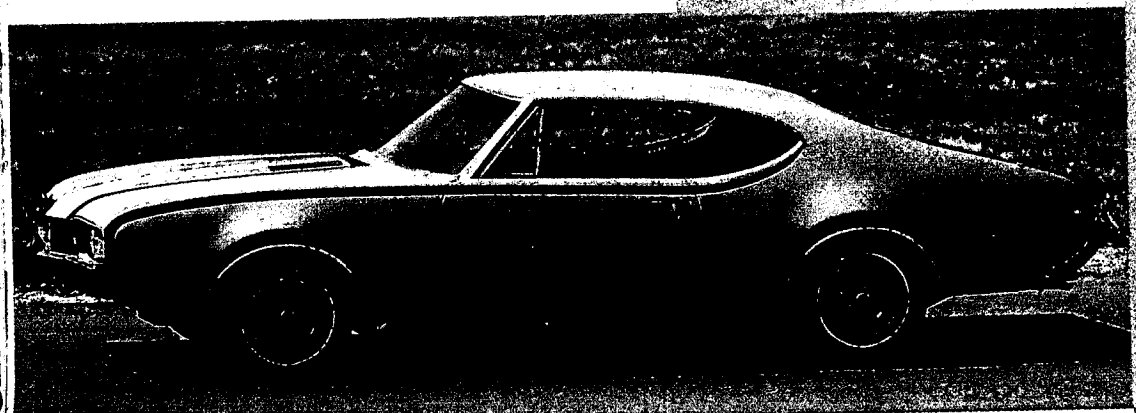
18 -**'68 SHELBY MUSTANG G.T. 500**
428-ci V-8/360 hp, 0-60 6.5, 1/4 mile 14.8/98.0
We tested more Mustangs in the '60s than almost any other car. This included Steve Kelly's March '68 comparison test of a '68 G.T. 500 and several '68 Corvettes. Even though the Corvette was all-new for '68, the G.T. 500 and its highly underrated 360-hp 428-ci shined in this test. Kelly said, "The 428 will live at 6000 rpm, but better times will come about shifting at 5500. Torque is enough to slip the tires between first and second, as well as from a standstill."



17 -**'67 DANA 427 CAMARO**
427-ci V-8/425 hp, 0-60 4.8 (est.), 1/4 mile 12.8/110.1
Dana Chevrolet in South Gate, California, did for the Camaro what Shelby did for the Mustang. John Ethridge tested the car (with slicks) for the July '67 issue and said, "The first time you uncork a Dana Camaro, you'll be awestricken. It's not outright panicked at the sheer magnitude of the forces unleashed. You begin to wonder if you shouldn't have gone for a feeling which persists until you either chicken out and get off or shift into 3rd gear."



20 -**'69 PLYMOUTH HEMI ROAD RUNNER**
426-ci V-8/425 hp, 0-60 5.5, 1/4 mile 13.5/105.3
One of only a few *MT* Car of the Year winners to make this list, the Hemi-powered, automatic transmission-equipped Road Runner did so with grace and huge amounts of tire smoke. Eric Dahlquist said, in the Feb. '69 issue, "The 426 Hemi Road Runner is the racer's racer. It is probably the fastest production sedan made today."



19 -**'68 HURST OLDSMOBILE 442 455-ci V-8/390 hp, 0-60 6.6, 1/4 mile 13.9/97.3**
With 500 lb-ft of torque, it's easy to see why Bill Sanders wrote in the Sept. '69 issue, "H-O doesn't stand for Hairy-Olds, but maybe it should." Developed by Jack "Doc" Watson in conjunction with George Hurst, the '68 Hurst Olds was the beginning of a great tradition of musclecars that featured powerful Olds engines and automatic transmissions.

MEET THE MOTOR TREND STAFF

YOU READ OUR WORDS EACH MONTH...

...and see our silly mugs on "*Motor Trend* Television." But just who are we *MT* staffers? As you'll learn, we're people with very diverse backgrounds, but a common love (no, make that passion) for interesting cars. Frankly, if there weren't car magazines to write for, we'd probably all be homeless. This is our life, our dream, our heart and soul. And we're damn proud to be here. (See how your personal "Top 10 Favorite Cars" list compares to ours.) —*C. Van Tune*



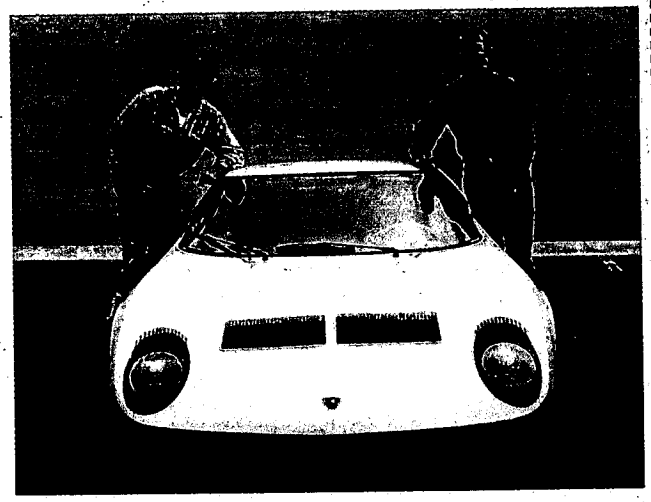


C. VAN TUNE-

My parents say that when I was very young, I was not so much a child as a short adult. I wanted to grow up quickly for the sole purpose of being able to drive! I picked up my first copy of *Motor Trend* at age seven and imagined myself someday as a road-test driver for the magazine. On weekends, I'd pester my dad to take me to car dealers, so I could collect sales brochures to cut apart and tape to my bedroom walls. I got my first car a week before my 16th birthday, but it wasn't the '66 Corvette 427, '64 Jaguar E-Type, or '70 Iso Grifo I longed for. Instead, I was allowed to get an $1800 used '69 Pontiac Grand Prix, a "sensible" car to my folks, but I knew better; with its 428 mill and rubber-burning torque, this Poncho was more of a luxury GTO. No matter that I've owned faster, more stylish, and more expensive cars in the years since, there's no automotive memory to equal that of one's first car.

1	'68-'70 Lamborghini Miura
2	'65-'66 Shelby Cobra 427 S/C
3	'99 Ferrari 550 Maranello
4	'64 Cadillac Eldorado
5	2000 BMW M5
6.	'97 Porsche 911 Turbo S
7	'60 Corvette dual 4-bbl.
8	'69 Pontiac Grand Prix H.O.
9	'68 Shelby GT500 KR 427
10	'67 Cadillac Eldorado

I feel very fortunate to own five of my Top 10 favorite cars of all time (numbers 4, 7, 8, 9, and 10). Number One in my heart is the Lamborghini Miura, simply the most beautiful production car of all time. I still have the letter from the Lambo dealer who sent me a brochure after I'd convinced them I was a rich celebrity (at age 10). One of the best days of my life occurred 25 years later, when real-life rich celebrity Jay Leno let me drive his Miura. But the first car I ever dreamed of owning was the '60 Vette a neighbor had when I was five. I recently located a low-mileage dual four-barrel solid-lifter-cam version and snatched it up. Then, there's my well-documented Mad Car Disease affliction for '60s Eldorados. Yikes, there's no room on the list for a '57 Thunderbird or '62 T-Bird Sport Roadster, a '69 Corvette 427 or an early Jag E-Type! This isn't fair.







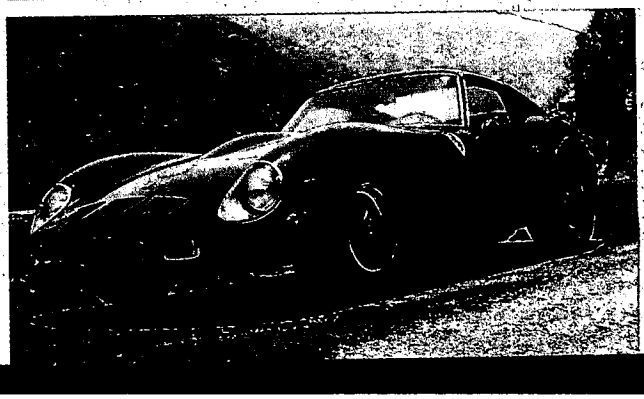
BOB NAGY-

I was born and raised in a suburb of Cleveland, Ohio. My father, a seriously gifted professional mechanic/fabricator with a neo-Quixotic penchant for refurbishing Crosleys, early instilled in me a lifelong fascination with planes, trains, and, most of all, automobiles. In 1972, having successfully avoided unintended ventilation while earning a marketing degree at Kent State University (remember the student-riot "incident"?), I packed my meager belongings in a well-seasoned '66 Chevy van and departed the Mistake on the Lake to seek my fortune in the City of Fallen Angels. By year's end, I'd begun serfing in the administrative fields of Petersen Publishing Company, biding time while plotting my ultimate escape to the editorial side of the empire. The opportunity finally came in early 1979, when I joined the staff of *Motor Trend* as an associate editor. The rest, as they say, is history.

1	'62 Ferrari 250 GTO
2	'53 Porsche 550 Spyder
3	'54 Mercedes-Benz 300SL "Gullwing" Coupe
4	'65 Ford GT40 MkII/'66 MkIV
5	'66 Ferrari Dino 206 GT/'72 Dino 246 GT
6	'63 Corvette Sting Ray Coupe
7	'79 BMW M1
8	'73 Lotus Europa JPS Special
9	'74 Lancia Stratos
10	'38 Phantom Corsair
11	Bonus pick: '55 Dad-built Indy Special pedal car

I have to admit that my favorites list easily revolves as much around aesthetic/emotional considerations as it does any mechanical or performance rationale. Not that cars like my top pick, the truly inspired Ferrari 250 GTO, the Porsche 550 Spyder, Mercedes-Benz 300SL Gullwing, or Ford GT-40/MkII-IV have to make any apologies for their respective on-road or on-track achievements. But when it comes to the likes of the quirky Lotus Europa—in black-and-gold JPS Special livery, if possible—and the roadgoing version of Lancia's made-to-rally Stratos, I can offer little in the way of formal justification, save for the fact that this happens to be my list. The Ferrari Dino, in seminal 206 GT show car form or ultimate evolution 246 GT guise, displays a purity of line I've always loved. Ditto for the classic '63 Vette Sting Ray split-window. BMW's short-lived M1 earned its spot for being the first bona-fide supercar I ever drove. As for the Vaderesque Phantom Corsair, aka "The Flying Wombat," this sinister, streamlined, and flagrantly high-tech star of the 1938 movie "The Young in Heart" served as inspiration for any number of subsequent "cars of tomorrow."





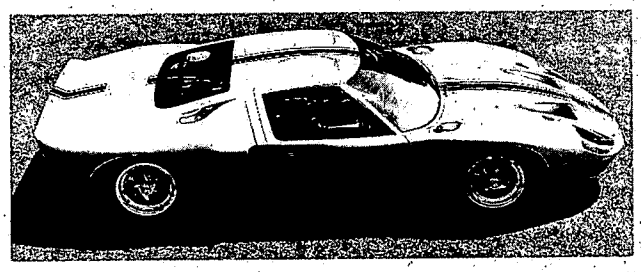


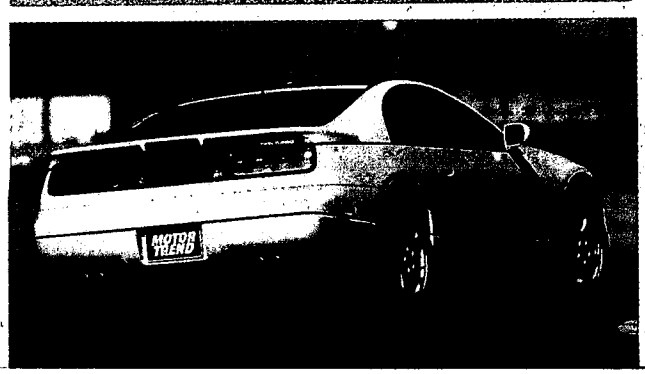
JEFF KARR

I've hung around Petersen Publishing for two decades, having joined the staff of *Motorcyclist* magazine in 1979 as a gangly, big-nosed punk kid. Broad experience in motorcycle testing and racing taught me first-hand the vagaries of vehicle dynamics—and about the coefficient of friction of road-racing leathers against pavement. Fate smiled on me, and I joined the crew of *Motor Trend* in 1987, as the only staffer with something nice to say about the Olds Cutlass Ciera, mostly because it offered weather protection superior to the motorcycles I was used to. Over time, cynicism and jadedness prevailed, and I gained a more balanced perspective. Under the tutelage of Rob Grable and Mike Brockman, I developed into the magazine's performance-test driver and exotic-car test writer. I took the editorial helm of good ship *Motor Trend* in 1991, then jumped overboard in 1994 to work for *MT* (and other magazines) on a freelance basis, where there's less management and more fun. Today, as an out-of-shape, big-nosed, aging punk, I busy myself by complying with C. Van Tune's mandate that I never start a sentence with "The" and that I somehow work the species "blow monkey" into every story.

1	'66 Ford GT40 MKII
2	'54 Mercedes-Benz 300SL "Gullwing" Coupe
3	'65-'66 Shelby 427 Cobra S/C
4	'99 Dodge Viper GTS
5	'91 Lamborghini Diablo
6	Ivan Stewart's '91 Toyota Stadium Race Truck
7	'97-'99 Chevrolet Corvette
8	'99 Mercedes-Benz E55
9	'92 Mazda RX-7 Turbo
10	'90 Nissan 300ZX Twin Turbo

A fabulous day at Willow Springs Raceway, hot lapping in a GT40 MKII, sealed that legendary car's position at the top of my list; just don't make me get into the tiny cockpit quickly. A 1000-mile blast through Italy in a Gullwing Mercedes showed me just how modern a 40-plus-year-old car can be; just don't make me pay for it in '99 dollars. The Cobra is a no-brainer addition to the list; just don't make me drive it more than 100 miles. The Viper's a lock because it's a modern Cobra; just don't make me drive it more than 200 miles. The Diablo's on because it's so delightfully outrageous; just don't make me drive it at all. Ivan Stewart's Toyota Stadium Truck (I drove it in 1991) makes the grade for the unbelievable way it inhales vicious terrain; just don't make me roll it onto its roof again. The rest? Just don't make me get out of 'em.





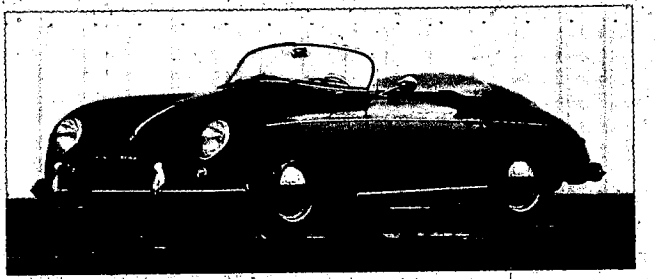


MICHELLE KREBS

I barely remember a time when I didn't drive. Raised on a farm in northern New York, I was behind the wheel of the still-operable '39 Allis-Chalmers tractor, Grandpa's blue Chevy pickup with the black Angus painted on the door, and the '46 Jeep—all at a frighteningly early age. My first car, purchased at age 16, was a brown '61 Chevrolet Bel Air with rust spots over the headlamps. With a journalism degree from Syracuse University, I headed south to Naples, Florida, in my '71 Opel for my first newspaper job only to return north a year later. The same Opel, which always died in the rain, carried me and all my earthly belongings to another newspaper job in Michigan. Covering business in Detroit meant covering the auto industry, and I fell in love with every aspect of it. At the trade journal, *Automotive News*, I covered the Roger Smith-era at General Motors. Nearly a decade ago, I ventured into the free-lance world, landing a spot as a car reviewer at *The New York Times* and this columnist gig at *Motor Trend*.

1	Duesenberg J-Series
2	'32 Cadillac V-16
3	'55 Ford Thunderbird
4	'57 Chevrolet Corvette
5	'59 Ferrari Testa Rossa
6	Alfa Romeo Giulietta
7	'61 Jaguar E-Type
8	Porsche 356
9	'73 Super Beetle convertible
10	'99 Jaguar XK8

My list of favorite cars—and they are all cars—comes largely from two eras. My romantic side is attracted to the stunning works of art and engineering from the '30s and '40s, like the Duesenberg and Cadillac (I could easily have thrown a Cord or Packard on the list, as well). The people, legends, and passion behind these great automobiles are as romantic as their looks. I also lean toward sports cars, mostly European, from the '50s and early '60s, the era in which I was in my early elementary school years and long before I could legally drive. Many are two-seaters, maybe because our car when I grew up was a crowded station wagon. Perhaps, I chose tiny, quick, and nimble sports cars or luscious, luxurious motoring cars because my driving lessons occurred on crude, clumsy farm machinery. The Beetle is on the list, well, just because I always wanted one. Oh, forget the philosophical and psychological reasons for my picks. These are cars that look great—and I'd look terrific in.





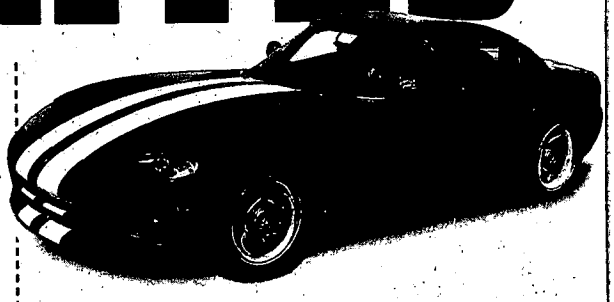
READERS' FAVORITES

FAVORITE DECADE

1.	'60s
2.	'50s
3.	'90s
4.	'70s
5.	'80s

FAVORITE MODEL YEAR

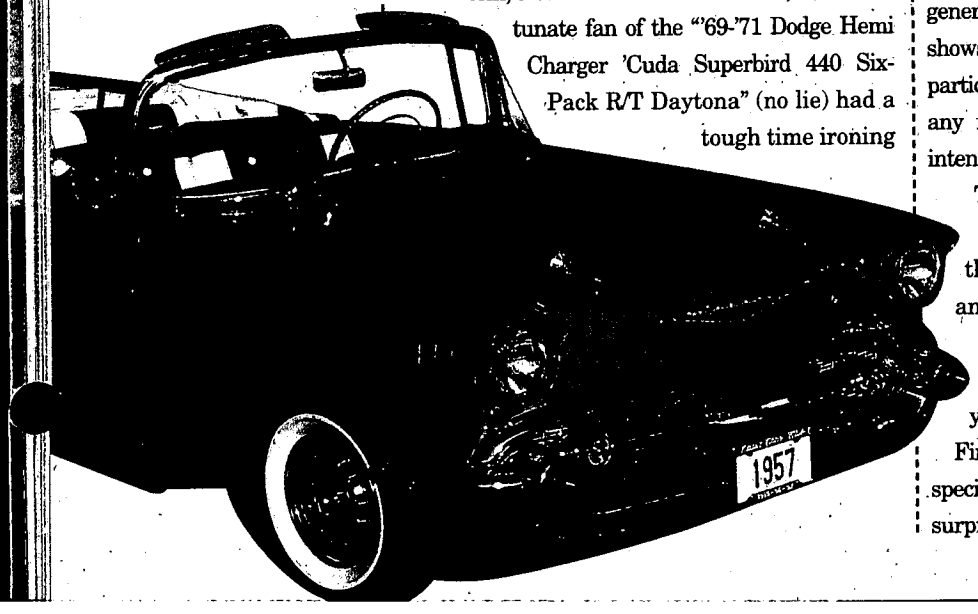
1.	'57
2.	'98
3.	'55
4.	'69
5.	'70
6.	'99
7.	'65
8.	'64
9.	'63
10.	'67



Earlier this year, we asked you to send us a list of your 10 favorite cars of all time. Well, here's what a whole bunch of our readers had to say.

We've crunched the numbers and tabulated votes several different ways because you each had a different way of voting: some people wrote in with crayons, others with typewriters, and some e-mailed us their votes. Some people were very specific with their votes ('69 Chevrolet Chevelle Malibu SS 396 coupe), others were far less specific ('50s-'60s Corvette), and some were just plain wrong (19-something Ferrari GTO, "the Judge").

Trends emerged early in the tabulation process, as we noticed Ferrari afficionados being particularly fastidious and exacting with their lists of favorite cars, as were the Mercedes-Benz fans. Perhaps there's something to that alphanumeric system, after all. On the other hand, the unfortunate fan of the "'69-'71 Dodge Hemi Charger 'Cuda Superbird 440 Six-Pack R/T Daytona" (no lie) had a tough time ironing out a coherent vote. Don't worry, all entries were corrected, with years properly affixed. Most of the time, we were able to discern which year and model you really meant.



The first list, "Favorite Manufacturers," simply counts how many votes an automaker received, based on *all* the votes, regardless of year, model, trim, engine, etc. Chevrolet did particularly well because it had so many popular models to vote for, (Bel Air, Camaro, Chevelle, Corvette, and Impala, etc.).

The second list is model-specific, without regard to the year of the car. Because we received so many general votes, like "the Ford Mustang," this list shows which models hit the hot buttons for you. A particular model could do well on this list without any reference to which year or body style was intended.

The "Favorite Cars" list is the list we intended for you to send us. Each vote on this list was specific to year, make, model, and trim level. These are the exact cars you voted for; hence, some models earned more than one spot on the list for a different year.

Finally, we tabulated in which decade and what specific year your favorite cars were made. Any surprises? We thought so.

—Chris Walton

FAVORITE MANUFACTURERS

1.	Chevrolet
2.	Ford
3.	Dodge
4.	Porsche
5.	Ferrari
6.	Toyota
7.	Pontiac
8.	Buick
9.	BMW
10.	Jaguar
11.	Plymouth
12.	Chrysler
13.	Shelby
14.	Nissan
14.	Oldsmobile
15.	Volkswagen

FAVORITE MODEL

1.	Chevrolet Corvette
2.	Ford Mustang
3.	Ford Thunderbird
4.	Dodge Viper
5.	Porsche 911
6.	Chevrolet Bel Air
7.	Chevrolet Camaro Z28
8.	Toyota Supra
9.	Shelby Cobra
10.	Chevrolet Impala SS
11.	Chrysler 300
12.	Lincoln Continental Mark II
13.	Nissan 300ZX
14.	Chevrolet Chevelle SS
15.	Volkswagen Beetle

FAVORITE CARS

1.	'98 Dodge Viper GTS
2.	'98 Porsche 911 Turbo S
3.	'57 Ford Thunderbird
4.	'57 Chevrolet Bel Air
5.	'63 Chevrolet Corvette Sting Ray
6.	'56 Mercedes-Benz 300SL "Gullwing"
7.	'64½ Ford Mustang
8.	'98 Chevrolet Corvette
9.	'98 Ferrari F355 F1
10.	'67 Chevrolet Corvette Sting Ray 427
11.	'63 Jaguar XK-E
12.	'98 Lexus GS 400
13.	'69 Chevrolet Camaro Z28
14.	'55 Ford Thunderbird
15.	'65 Ford Mustang



HITS MISSES & NEVER WERES

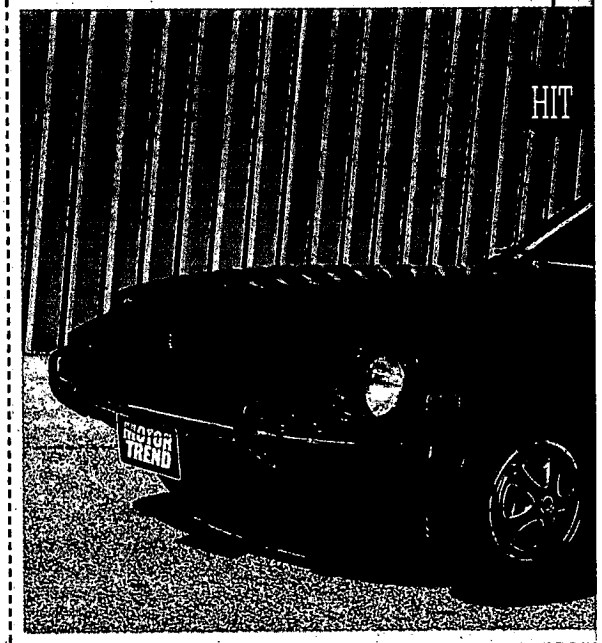
CARS AND FADS THAT CHANGED OUR LIVES ...OR NOT

by Bob Nagy & Matt Stone

There are few things that can be said with certainty about the automotive industry. Prime on the extremely short list of truisms is one unfailing axiom: It's always unpredictable. Over the past 50 years, in particular, this business has become increasingly more volatile as development costs have skyrocketed, competitive pressures have risen, and time windows have been relentlessly compressed. On the following pages, we've compiled a cross-section of memorable cases in point: highlights, lowlights, and in some instances, no-lights, drawn from throughout the annals of modern autodom. They reflect the fact that, in life, there are no sure bets.

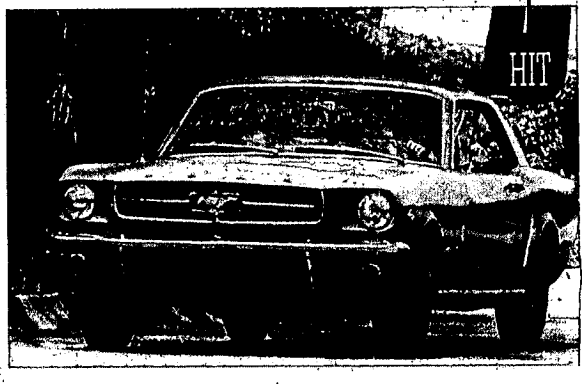
'70 DATSUN 240Z

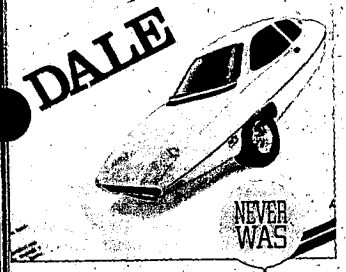
Its timeless shape, classic powertrain layout, solid performance, and affordable price proved an unbeatable combo for the gang who now markets its hardware under the Nissan name. Back in 1970, this two-seat fastback hatch was an instant hit, making the most of its 2.4-liter/151-horsepower DOHC inline-six engine, five-speed manual gearbox, fully independent suspension, and relatively petite $3601 sticker to sell nearly 10,000 units in its first year of production. Progenitor of a succession of Z cars and later Nissan-badged ZX models, it still stands as the recognized leader of the Z pack.



'64½ FORD MUSTANG

The original ponycar came out of the box at full gallop, selling a record 417,000-plus units in its first 12 months of production and setting the industry on its collective ear. Introduced on April 17, 1964, it was initially available as a coupe or convertible with a choice of a 170-cubic inch/101-horsepower inline-six or a 260-cid/164-horse V-8 engine. For '65, it gained a fastback model and a 289-cid V-8 that could be had in 210- or 271-horse tune. Over the next 35 years, the Mustang went on to spawn a host of higher- and lower-performance variations on the theme, selling nearly 7 million total units and proceeding to carve its name in the logbook of American automotive history.



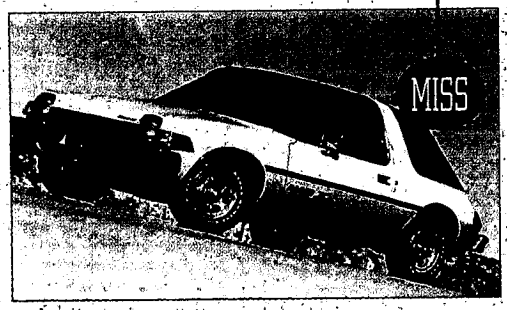


THE DALE

Liz Carmichael began life as Jerry Michael, but as they say, that's a whole 'nother story. Anyway, his/her plan was to build a three-wheeled car that cost two grand and got 70 mpg—the latter an important attribute in post-Gas Crunch 1975. Too good to be true? Of course. Our article noted: "What began six months ago as a simple report on another 'Death to Detroit' Don Quixote has turned, in rapid succession, into the biggest PR hype of the year, the inspiring story of one 'woman's' fight against government bureaucracy, the trickiest automotive fraud in 25 years, and finally, a tragicomic tale of deception, sexual disguise, and maniacal egotism twisted enough to rival any plot of Shakespeare's." Sounds like a movie plot to us. Carmichael went to jail, and, of course, the Dale never went into production.

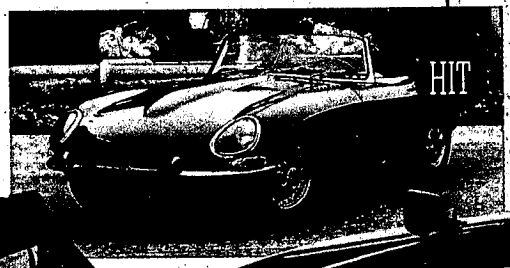
AMC PACER

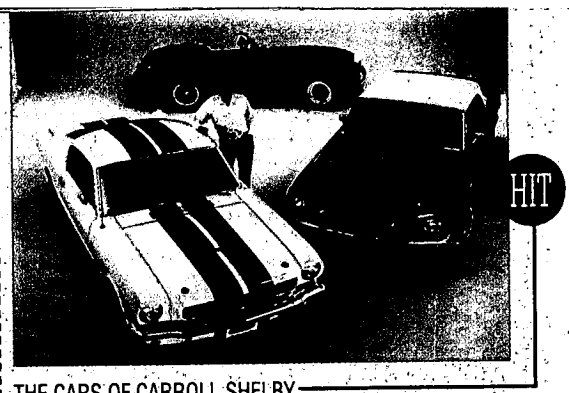
If you thought the hunchbacked Gremlin was odd, take a close look at the Pacer. Designed to be wide for its length, and with a passenger door several inches longer than the driver's door, the spacepod-shaped Pacer was AMC's attempt to invent the luxury compact car. But as with so many of AMC's attempts to fill a niche that just wasn't there at the time, the Pacer never caught the mid-'70s market's fancy. Like the company itself, the Pacer slipped away as another "what were they thinking?" has-been. Some have dubbed it AMC's Edsel, and like that Ford product, the Pacer has become a popular, oddball collectible.



JAGUAR E-TYPE

Jaguar can lay claim to any number of memorable models, but it's the gorgeous E-Type that generates the most attention. Unveiled at the Geneva Motor Show in March 1961, the XK-E remained in production for 14 years and is still regarded by many as the ultimate Big Cat. Initially offered in coupe and roadster guise, a 3.8-liter/265-horsepower DOHC inline six gave it a top speed nearing 150 mph. Covered headlamps, a delicate front air inlet, and elegant chrome bumpers were signature details of Series I XK-Es. Sadly, all those elements were compromised in the interests of emissions or safety on subsequent Series II and III models. Although a 4.2-liter twin-cam six and a 5.3-liter SOHC V-12 powered later E-Types, including a 2+2 coupe variant, pre-'65 3.8-liter cars are still the most prized examples.





THE CARS OF CARROLL SHELBY

Ol' Shel has been a fixture on the performance-car scene since the early '50s, winning major international races as a freelance wheelman and twice named *Sport Illustrated*'s Driver of the Year, but it wasn't until 1962 that Shelby became permanently linked to his own specific brand of automobile: the revered Cobra. This no-frills roadster, crossbred from a British AC two-seater and a potent Ford V-8, unseated mighty Ferrari in the world of FIA sports car racing and began a dynasty that continues today. Since those times, the Shelby name has been affiliated with numerous successful limited-production street and racing machines, including the famed Ford GT-40, multiple Shelbyized Mustangs, a host of high-performance cars and trucks from Chrysler Corporation, and current projects—nouveau/retro Cobra CSX4000s and the Olds Aurora-powered Shelby Series 1.

CADILLAC V8-6-4

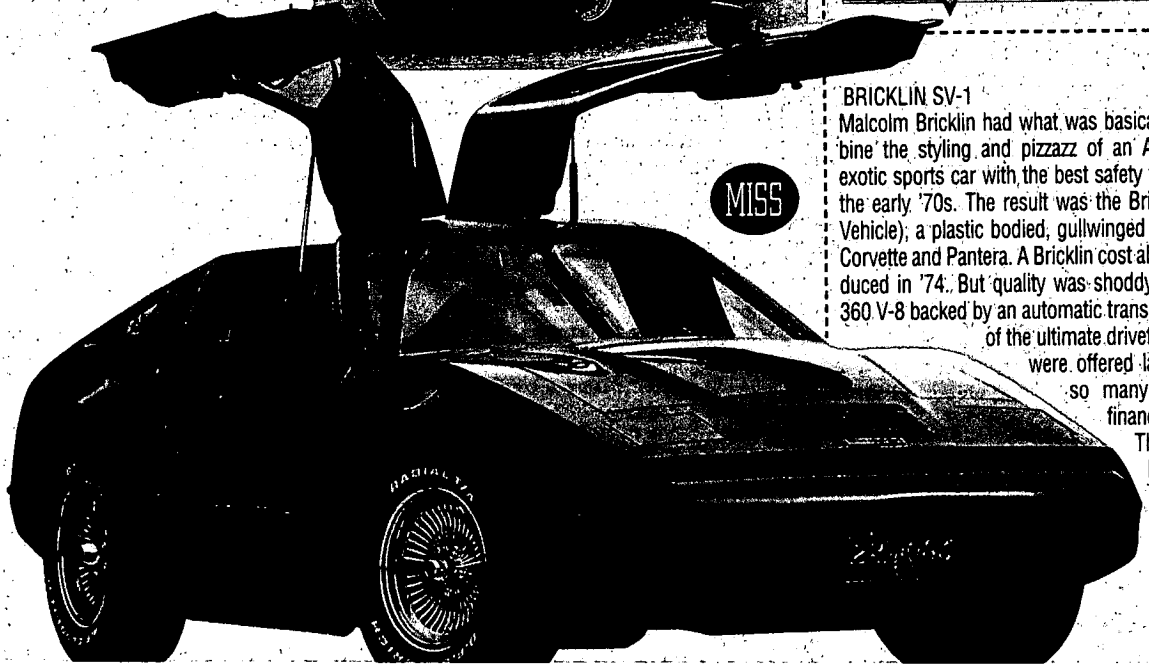
"Look! It's three, Three, THREE engines in one!" Cadillac, which by '80 had resorted to installing Buick V-6s and Olds diesels in its cars, was searching for something that would deliver horsepower and reasonable fuel mileage and again set the marque as Standard of the World. The answer (they thought) was an electronic ignition and valvetrain management system that would allow a 5.9-liter V-8 to run on four cylinders while cruising, six when moderate power was required, and all eight when the pedal hit the metal. The concept was bold, but execution fell short of expectations: EPA ratings were but 1 mpg better than those of a conventional V-8, and the system was far underdeveloped. Performance was marginal, and warranty claims ate the V8-6-4 alive. It was offered only in '82 Cadillacs, then scrapped. Ouch!

MISS



BRICKLIN SV-1

Malcolm Bricklin had what was basically a good idea: Combine the styling and pizzazz of an American V-8-powered exotic sports car with the best safety technology available in the early '70s. The result was the Bricklin SV-1 (for Sporty Vehicle), a plastic bodied, gullwinged attempt to take on the Corvette and Pantera. A Bricklin cost about $7500 when introduced in '74. But quality was shoddy, an American Motors 360 V-8 backed by an automatic trans wasn't everyone's idea of the ultimate drivetrain (though Ford V-8s were offered later), and Bricklin—as so many others—was underfinanced from the get-go. The Arizona-based car builder was soon gone.



THE FIRST SHELBY COBRA

COULD THERE BE A MORE IMPORTANT SPORTS CAR?

by Matt Stone

Consider this: How were we to select just one automobile from the last half century as the most significant subject for this 50th anniversary "Retrospect"?

It could have been the '49 Cadillac, a landmark machine from our first year in business. Or perhaps a vintage Corvette, Thunderbird, or Ferrari—nameplates that have been so much a part of our editorial efforts over the years. But it was Carroll Shelby who unknowingly helped us answer this monumentally complex question in July '98.

Editor-in-Chief C. Van Tune and I were strolling through the still-being-assembled museum/reception area at Shelby American's new Las Vegas, Nevada headquarters. I spied the unmistakable shape of an early Cobra, and asked Shel' what the story was on this tidy blue roadster. "Oh, that's the first Cobra," he replied, in his gravel-laced Texas drawl.

"First 289, or first production 260?" I probed.

"No, the *first Cobra*; first one *ah* built."

"You mean that *very first* mating of an AC Ace and a Ford V-8—ever?"

"Yup."

Decision made. And, as it turns out, the car's birth and early days involved several Petersen Publishing Company figures.

Carroll Shelby's personal and automotive resumé is well documented: Chicken farmer turned race driver, 1959 LeMans winner turned sports car builder. He's had heart and kidney transplants, he founded a charity to help needy children receive organ transplants, and he invented one helluva chili recipe. Shel' was instrumental in Ford's LeMans-winning GT40 effort of the mid-'60s, and has built cars with or for each of Detroit's Big Three. His name also adorns several thousand modified Mustangs and a terrific club dedicated to the perpetual enjoyment of Shelby vehicles. Hero to most, no doubt less than popular with others—but clearly a legend to all.

So how did it happen? After his retirement from racing, Shelby wanted to build his own sports and racing cars, but didn't have the backing to do it all from scratch. He appreciated the cheap, reliable power made by American V-8s. At the same time, he recognized that the Europeans knew how to build lightweight cars that handled. Shelby picks up the story: "I went to AC Cars in about June 1961. I'd looked at several other chassis situations for building my own cars, including AC's Ace [at the time powered by a 2.6-liter Ford

COLOR PHOTOGRAPHY BY PLANET-R/RANDY LORENTZEN

LEE IACOCCA & ASSOCIATES, INC.

September 29, 1999

To Whom It May Concern:

It is my pleasure to confirm that the enclosed vehicle drawing is indeed the work of my long-time friend Carroll Shelby. Although we both now live in Los Angeles, our professional association goes back over 25 years during which time I was president of Ford Motor Company and, later, Chairman of the Chrysler Corporation. I am now retired from Chrysler and have founded my own electric transportation company, EV Global Motors.

Anyone familiar with the auto industry would recognize immediately upon viewing the enclosed drawing that the SHAPE shown is unmistakably that of the Shelby Cobra 427 S/C and that Carroll Shelby is the creator and manufacturer of that car. Carroll Shelby is the only name that would ever come to mind when viewing this vehicle.

If you have any further questions, do not hesitate to call me.

Thank you.

Sincerely,

Lee Iacocca

10900 WILSHIRE BOULEVARD SUITE 310
LOS ANGELES, CA 90024
PHONE (310) 208-2206 FAX (310) 208-2444

Stirling Moss Limited

TO WHOM IT MAY CONCERN:

My name is STIRLING MOSS and I have lived at 44/46 Shepherd Street, London, W1Y 8JN, England since 1956.

I was a professional racing driver from 1948 until 1962, being British Champion for ten of these years. I drove eighty-four different types of car in my career, including, or course, those under the name of 'Shelby'.

On looking at the enclosed line drawing, it is obvious to me that this is a Shelby Cobra, having been created and manufactured by Mr. Carroll Shelby.

It is my opinion that any enthusiast, throughout the world, seeing a similar vehicle would be able to recognize it also.

Stirling Moss

Dated: 20th October, 1999.

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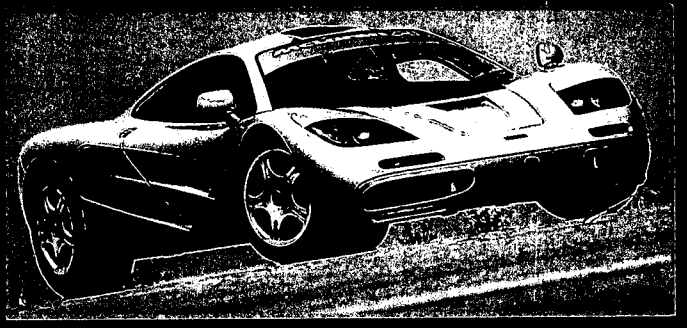





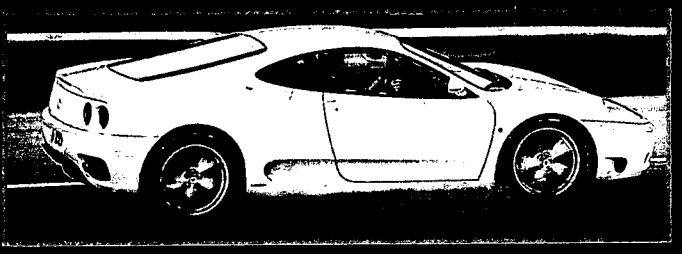

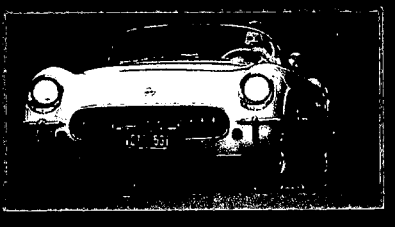

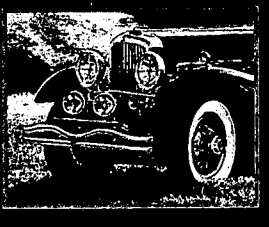

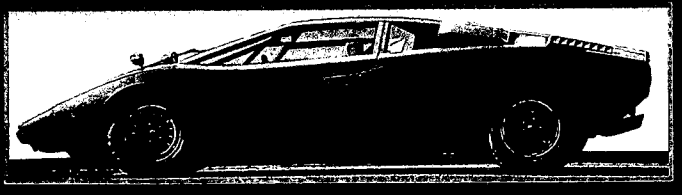

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THE 100 BEST CARS OF 100 YEARS

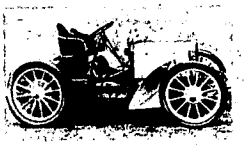
Celebrating the machines that have given us personal mobility, communal satisfaction and one fine hobby

THERE'S NOT A BAD ARGUMENT THAT THE 20TH CENTURY IS DEFINED by its transportation, and an even better one that personal transportation is defined by the automobile. With this in mind, we offer here a chronological array of the best of the century's machines.

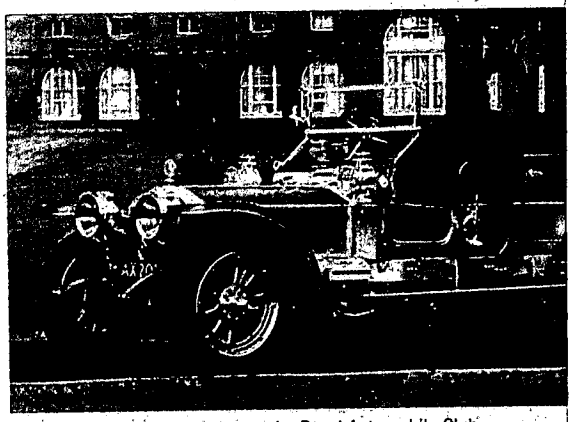
In what follows, we characterize "best" in the absolutely broadest sense. We may reward superlative technology, styling, marketing, social significance or even personality. What's more, as we include racing cars (our name, after all, is *Road & Track*), so, too, have we honored examples of personal transportation that are decidedly non-enthusiast but "best" in some other sense.

We've taken 1900 as a nice round number, though we also acknowledge the automobile's origins, the 1885 Benz, 1892 Duryea, 1894 Pennington, 1899 F.I.A.T. and other *fin-de-siècle* pioneers.

Last, as enthusiasts we've had some fun with our selection process as well. What would a list be without some surprises? Our Engineering Editor, for example, is still surprised that the Dellow British trials car failed to make the cut; this despite its World War II rocket-launching-tube chassis and wealth of war-surplus aluminum.—*the R&T staff*



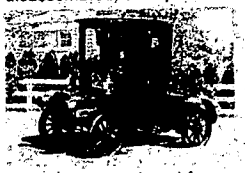
1 The **1901 Mercedes** left the carriage layout behind as it motored up La Turbie hill-climb and down the Promenade des Anglais during Week of Nice festivities. Named for the daughter of a Daimler investor, this car set its engine in front, drive wheels in the rear and a multi-speed gearbox in between.



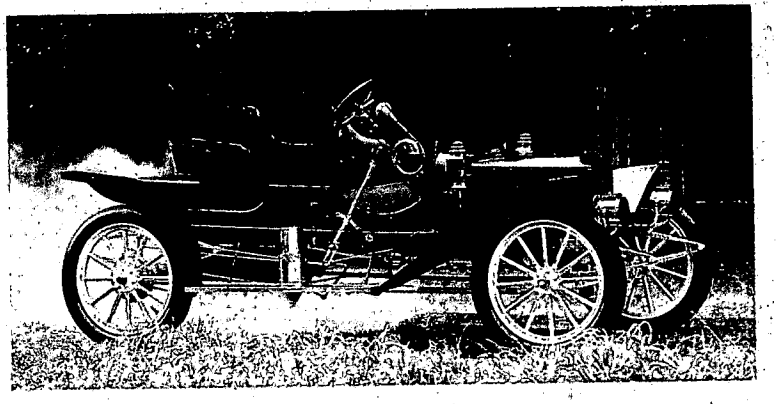
2 The **Stanley Steamer** had its heyday in the period 1904–1912. One ran on Daytona Beach, Florida, at more than 127 mph in 1906; others puffed up Mt. Washington, New Hampshire, with nary a bother. One chink in their boiler armor was the gasoline engine's self starter. Steam lost, but not without a fight.

3 The **Rolls-Royce Silver Ghost,** 1907–1925, was highly refined on introduction and, even more telling, continued to improve throughout its 19-year production. It was fast, powerful, quiet, luxurious and reliable, qualities that rarely overlapped in cars of the era, regardless of price.

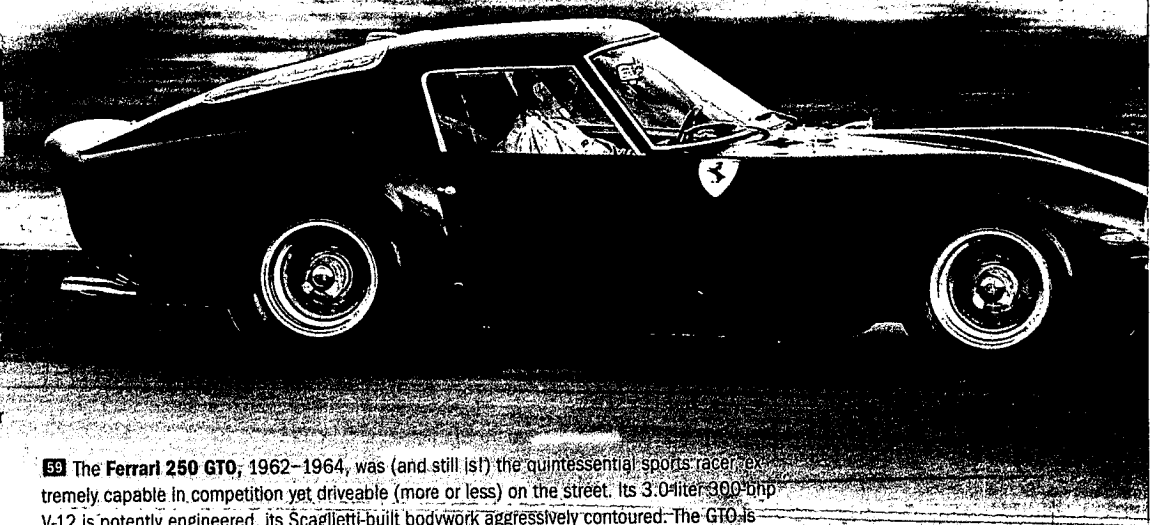
4 The **1908 Cadillac** earned its maker, Henry M. Leland, the Dewar Trophy of the Royal Automobile Club. Three of these cars were disassembled; their parts



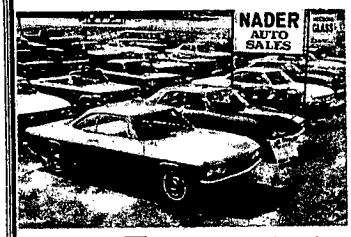
mixed; some replaced from parts stock; then reassembled without custom finishing. The cars then were run for 500 miles, a tribute to parts interchangeability.







55 To scads of city dwellers the **Checker Marathon,** 1959–1982, has been the yellow-colored, roof-lighted definition of "automobile." The company has produced taxis since 1923; we wonder how many riders appreciate that the Marathon's styling was done by famed designer Raymond Dietrich? "What's to style? I go somewhere, I take a cab...."



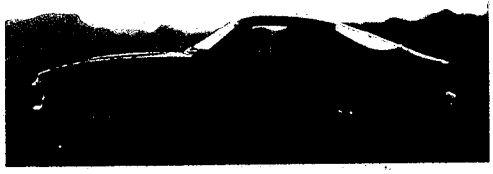
56 The air-cooled **Chevrolet Corvair,** 1960–1969, was GM's response to the imports, especially the VW. Its controversial handling—surely no worse than the Beetle's—spawned a career (Ralph Nader's) and a social movement (the safety establishment).



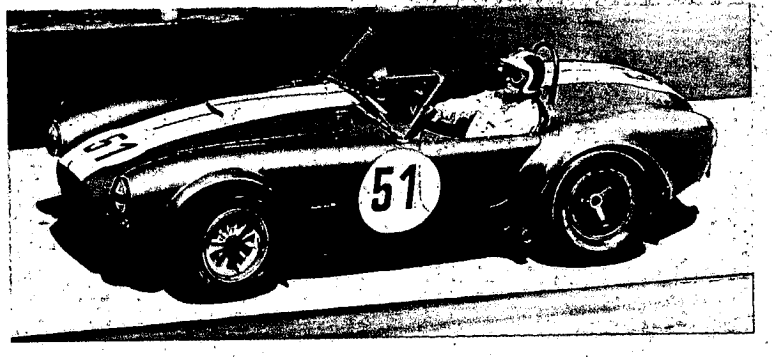
57 The **Saab 96,** 1960–1980, signaled this Swedish company's initial transition from small-cult to significant-cult status. Erik Carlsson promoted the idea brilliantly in the British R.A.C. Rally, 1960–1962, and Monte Carlo Rally, 1962 and 1963; he won [illegible]

59 The **Ferrari 250 GTO,** 1962–1964, was (and still is!) the quintessential sports racer, extremely capable in competition yet driveable (more or less) on the street. Its 3.0-liter 300-bhp V-12 is potently engineered, its Scaglietti-built bodywork aggressively contoured. The GTO is the most masculine of Ferraris.

60 The **Ferrari 250 GT Lusso,** 1962–1964, impressed one and all with its combination of elegance and performance. It was a true Ferrari GT but, as the factory noted, "also possessing the comfort required by the ladies." (Lucky ladies!) The Lusso is the most feminine of Ferraris.

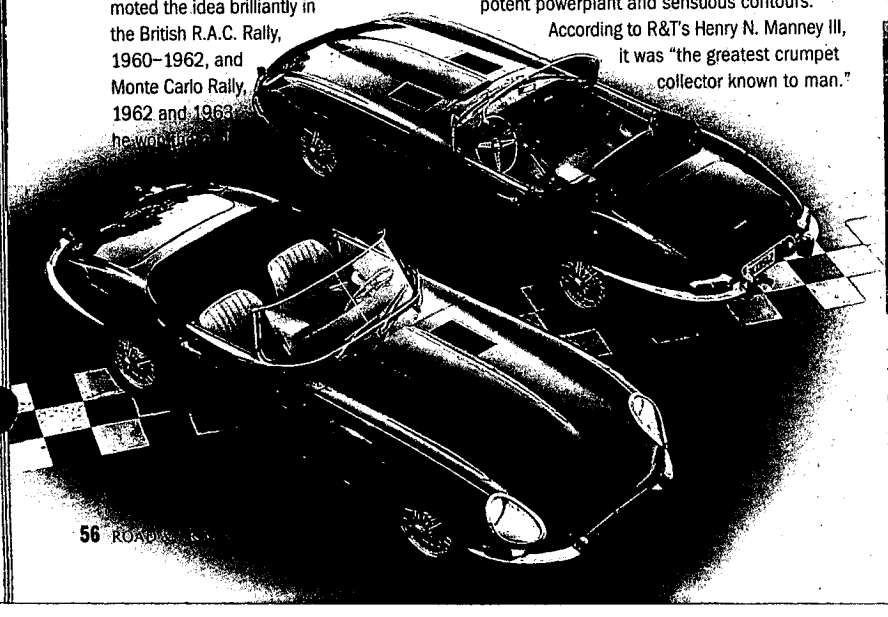


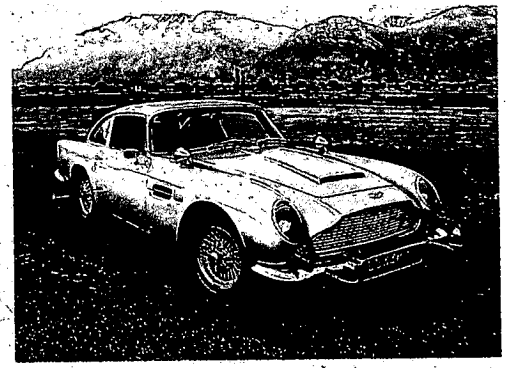
62 The **Chevrolet Corvette Stingray,** introduced in 1963, redefined the style of this high-visibility All-American sports car and gained it even more fans. Bill Mitchell, GM styling guru, certainly knew which visual buttons to punch.



61 The **Shelby American Cobra,** 1962–1967, was rousing proof that a self-proclaimed chicken farmer sure knew what to do with a British roadster. Install a Ford V-8. Carroll Shelby's 289s evolved into Daytona Coupes, which won the 1965 FIA Championship—and then came the 427s. They all lodged firmly in the dreams of every performance-addicted adolescent (of any age).

58 The 1961 **Jaguar E-Type** stunned everyone with its potent powerplant and sensuous contours. According to R&T's Henry N. Manney III, it was "the greatest crumpet collector known to man."





63 The **Aston Martin DB5,** 1964–1965, resides firmly in the cinematic memory of an entire generation. But this stylish GT was more than Q's oil sprayer, ejection seat and other gadgets; the Aston's 4.0-liter inline-6 made 282 bhp (325 in Vantage form). No, Mr. Bond, I expect you to *drive.*

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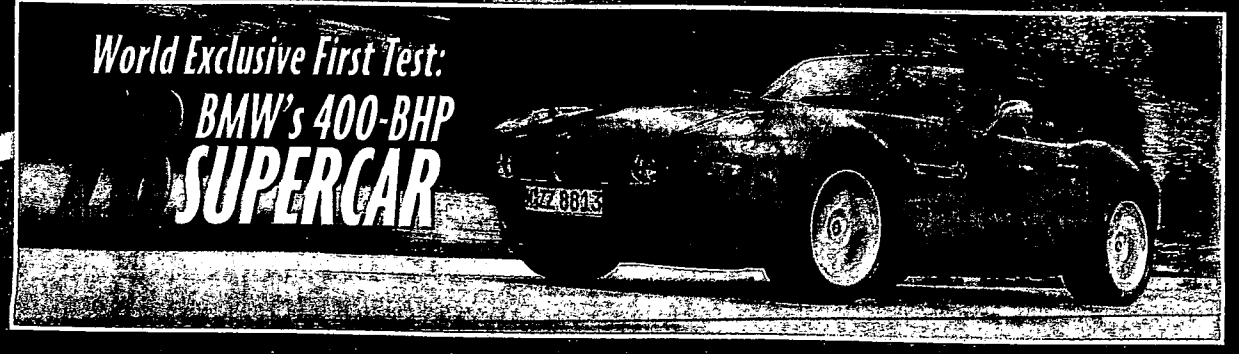
Wild Things





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Carroll Shelby

Living legend, household word

HIS NAME IS SYNONYMOUS WITH high-performance sports and GT cars. But not necessarily racing and Formula 1. To most Americans the name Carroll Shelby means Cobras, Mustangs, Daytona coupes, and the Shelby Series I roadster. Even chili, but that's another story, one of the many tales surrounding the colorful Texan chicken farmer-turned-entrepreneur.

Like many of his contemporaries in the early 1950s, Shelby cut his racing teeth in sports cars, racing against the likes of Phil Hill and Masten Gregory in America and abroad. Like Hill and Gregory, Carroll soon found himself driving Grand Prix cars—but with little success. His best finish, 4th in the 1958 Italian GP, came at the wheel of a privately owned Maserati 250F, but the points were disallowed. His performance the following year in an obsolete, front-engine Aston Martin undoubtedly hastened his return to sports-car racing where Shelby's career was highlighted by a Le Mans victory (with Roy Salvadori) in 1959.

Troubled by heart problems that ultimately led to a transplant later in life, Carroll hung up his helmet in 1960 (after finishing 2nd to Stirling Moss at Laguna Seca) and embarked on a second career, one that would make him an automotive legend.

In concert with the Ford Motor Company, Carroll built the Shelby Cobra that became the scourge of road racing and a thorn in the side of Ferrari and Chevrolet. Mustangs followed and years later, after parting company with Dearborn, Ol' Shel consulted on the development of the Viper for Chrysler. Recently, Shelby aligned himself with Oldsmobile to power the Shelby Series I, the grandchild of the Cobra.

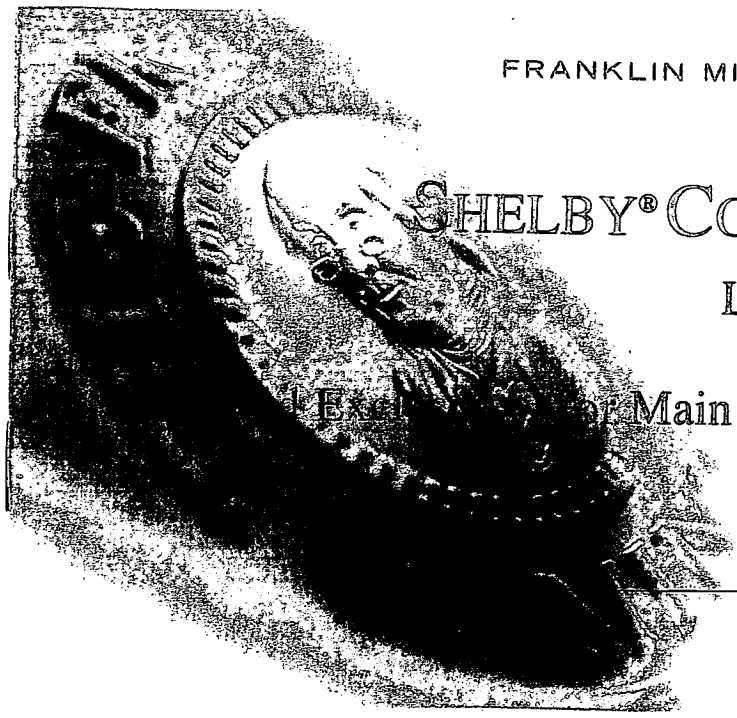
At age 77, Shelby is primarily involved in his charitable Children's Foundation, including the annual R&T's Kids Automotive Art Contest. But the ideas and the tales, told with a Texan drawl, keep on coming from the man who gave up chicken farming to raise snakes.

—Joe Rusz

PHOTO BY BRANT PHOTOGRAPHY.



□Above: Shelby took over Masten Gregory's Maserati in the 1958 Italian GP, placed 4th but was disqualified.



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This is to certify that the *Shelby® Cobra 427 S/C™ Limited Edition* is an officially authenticated, 1:24 scale reproduction identified by chassis # CSX 3042. It is also certified that this precision-engineered model has been carefully hand-assembled from more than 125 separate parts, and is hand-polished and hand finished. It is further certified that your *Shelby® Cobra 427 S/C™ Limited Edition* is available exclusively through Main Street Products USA, in a strict Limited Edition of 427 pieces worldwide.

Stewart Resnick

STEWART RESNICK, CHAIRMAN
FRANKLIN MINT PRECISION MODELS

'"Shelby"®, "Carroll Shelby"™, "Carroll Shelby's signature and initials"™, "Carroll Shelby's Photograph, Likeness and Voice"™, "Cobra"®, "427 S/C"®, "Shelby 427 S/C"®, "Cobra 427 S/C"™ and "Shelby Cobra 427 S/C"™ are registered trademarks of Carroll Shelby and Carroll Shelby Licensing, Inc., and are used under license.'

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/ 427
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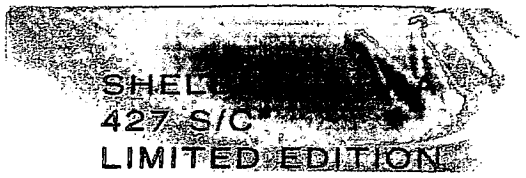
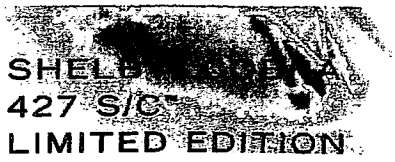


Generally, you have to choose between joy and power. But when Carroll Shelby introduced the world to the Cobra 427 S/C lightweight roadster in the early 1960's, power and joy turned out to be two sides of the same coin.

For the true roadster aficionado, nothing has ever been built to compare to the Cobra. Even to this day, the Shelby®Cobra stands out. This limited production sports car deserves its designation as an automotive classic because it demands your full attention. It looks great; it sounds mean; and it drives like a demon. In fact, it may well be the most powerful, the most attractive, and the most thrilling front-engine roadster ever manufactured for sale to the public.

The Shelby®Cobra was born in a flash of insight, became cloaked in clouds of controversy, and remains enshrouded in layers of mystery. To understand the Cobra mystique, you must first start with its creator.

Carroll Shelby was a Texan who flew planes, raced cars, and brokered some great automotive ideas. Cobra production began in 1962 and ended in 1967. At first, this thinly disguised road racer featured a 260 V-8 engine (soon expanded to a 289 V-8) inside its sleek European-style body. Shelby®produced 630



of this model. Then, in 1965, this beautiful beast got even more power when the 427 cid V-8 racing engine was added. At some point in production, the 427 was replaced with the 428 Police Interceptor engine: 348 were 427's and 26 of these were designated S/C™ for street competition. The S/C™ was the ultimate Cobra.

Carroll Shelby's Cobra 427 S/C™ was not just fast, it was mega-fast. It moved like a cannon shot and delivered virtually every demand a driver could make. The Cobra's lightning speed, blazing power, superior handling, and stunning good looks assure its place in history. Today, this rare roadster is in great demand by collectors. Since there are so few, a Shelby®Cobra 427 S/C™ will typically undergo painstaking restoration. With these special cars, their serial numbers and histories have become nearly as important as their incredible performance.

According to legend, the Cobra name came to Carroll Shelby in a dream. For those lucky few who have owned or driven the Cobra 427 S/C™, they know what it feels like when fantasy and reality come together in perfect harmony. For the rest of us, we can only dream.

SHELBY® COBRA 427 S/C™ LIMITED EDITION

TECHNICAL SPECIFICATIONS

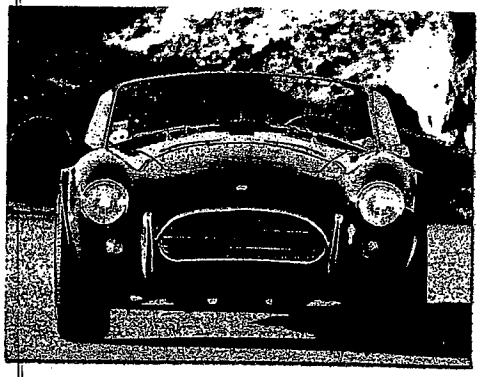
ENGINE	V-8
DISPLACEMENT	427 CUBIC INCHES
HORSEPOWER	425 HP
TORQUE	475 LBS-FT @ 3700 RPM
BORE & STROKE	4.1 INCHES X 3.98 INCHES
COMPRESSION RATIO	10.4:1
INDUCTION SYSTEM	SINGLE HOLLEY FOUR-BARREL
WHEELBASE	90 INCHES
WEIGHT, CURB	2,529 POUNDS

SHELBY COBRA

Every Shelby Cobra features official Cobra emblems, windshield, seats, carpeting, classic instrumentation and a Serial Number Dash Plaque engraved with Carroll Shelby's signature. You can choose an aluminum body or opt for a hand laid fiberglass body molded directly from the aluminum Shelby Cobra.

In addition, a number of custom options are available, including ther upholstery and instrumentation. You can also select from veral performance upgrades that can be added at your discretion. ur Shelby representative, or a recognized independent dealer, can p you with the planning and selection of these and any other shing touches you may wish to consider. Contact Shelby American 702) 643-3000 or see our website at http://www.shelbyamerican.com our complete and up-to-date dealer list.

Quit chasing it. Catch one and drive it.



	427 S/C Cobra (CSX 4000 Series)	289 FIA (CSX 7000 Series)
Chassis and Suspension		
Frame:	4-inch diameter DOM tube steel, .120 wall	3-inch diameter DOM tube steel, .120 wall
Brakes, Front:	1" x 11-7/16" OD disc, dual piston Baer caliper, standard	1" x 11-7/16" OD disc, dual piston Baer caliper, standard
Brakes, Rear:	3/4" x 11-7/16" OD disc, dual piston Baer caliper, standard	3/4" x 11-7/16" OD disc, dual piston Baer caliper, standard
Steering:	rack and pinion	rack and pinion
Suspension:	dual A-arm, coil-over shock, four wheel independent	upper traverse leaf w/lower arms, independent front and rear
Differential:	Shelby aluminum housing, Dana 44 gears, choice of ratios, standard 3.54	Shelby aluminum housing, Dana 44 gears, choice of ratios, standard 3.54
Haft Shafts:	Spicer split spline	Spicer split spline
Body		
Standard:	Shelby hand laid fiberglass	Shelby hand laid fiberglass
Optional:	Shelby hand formed aluminum	Shelby hand formed aluminum
Overall Length:	156 inches	151 1/2 inches
Overall Width:	72 inches	72 inches, fender flares
Wheelbase:	90 inches	90 inches
Electrical		
Harness:	Shelby	Shelby
Dash:	aluminum	aluminum
Instruments:	Shelby or Smith	Shelby or Stewart-Warner
Interior		
Seats:	Shelby vinyl, leather optional	Shelby vinyl, leather optional
Carpet:	Shelby, custom black	Shelby, custom black
Tin Kit:	optional	N/A
Exterior		
Bumper:	racing-style quick jack	racing-style quick jack
Exhaust:	headers and side pipes	side exit in front of rear wheels
Mirrors:	center rearview	center rearview
Emblems:	Shelby Cobra, 427 Ford	Shelby Cobra, side fender emblems
Wheels and tires:	15" Trigo reproduction standard (tire sizes specified by customer)	15" alloy standard (tire sizes specified by customer)
Fuel Tank		
Standard:	23 gallon fuel cell standard 42 gallon optional	18 gallon fuel cell standard



Shelby American, Inc. 6755 Speedway Blvd., Las Vegas, NV 89115 • TEL. 702 643-3600 web site: www.shelbyamerican.com

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SHELBY COBRA

n 1962, Carroll Shelby took a 289 Cobra to Europe and drove every race car on the :ontinent right into oblivion. Make no mistake, this is the car that created the legend hat changed the world of automobile racing forever. And now you can have Shelby \merican build one for you. With your authentic 289 Cobra, you share in the legend :very time you bite into a curve or blast onto a straightaway.



With the CSX 4000 Series 427 S/C, you suddenly have more power than most people can fathom. Custom order your Cobra to make it whatever you want it to be. Performance figures depend upon the options you choose and can be well under 4.0 seconds to 60 mph and well under 12 seconds in the quarter mile. On the track, it wins with speed and ncredible handling. On the street, it dines on Corvettes and Vipers. The sound of the big 427 engine reaking through the side pipes is to many the most perfect automotive signature ever heard. It will stir the motions of any passionate driver.

: really is true. From day one the Shelby Cobra was designed to go like a bat out of hell. And the only way to atch it is to own one. While there are many imitators and cheap knock-offs, there is no mistaking the authen- c Shelby Cobra. Each is individually hand built by Shelby craftsmen to exacting Shelby racing standards. Its erial number is engraved on its frame. And to protect your investment, every Shelby Cobra is listed in the fficial Shelby American World Registry.



Of course, the real proof is behind the wheel. No guts, no glory. Turn the key and nothing in the world sounds quite like it. Turn a quarter mile and nothing like it even comes close. And when you pull up to the curb, watch the heads turn. The Shelby Cobra is an American original. It was born on a European racetrack and grew up on American streets. Designed o the original specs and strengthened and enhanced over the years, this classic is by any measure of ower and performance the ultimate sports car.



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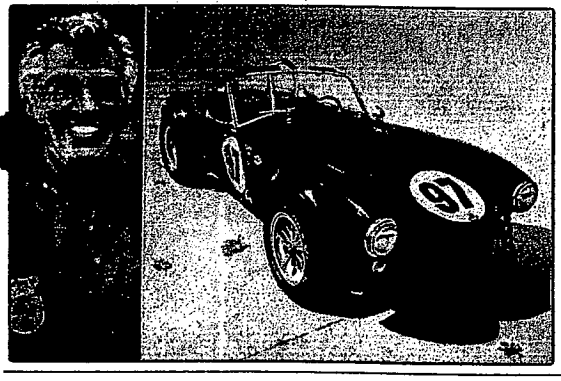

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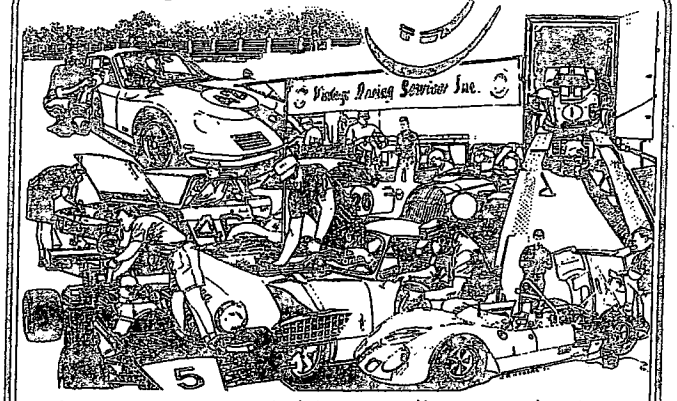

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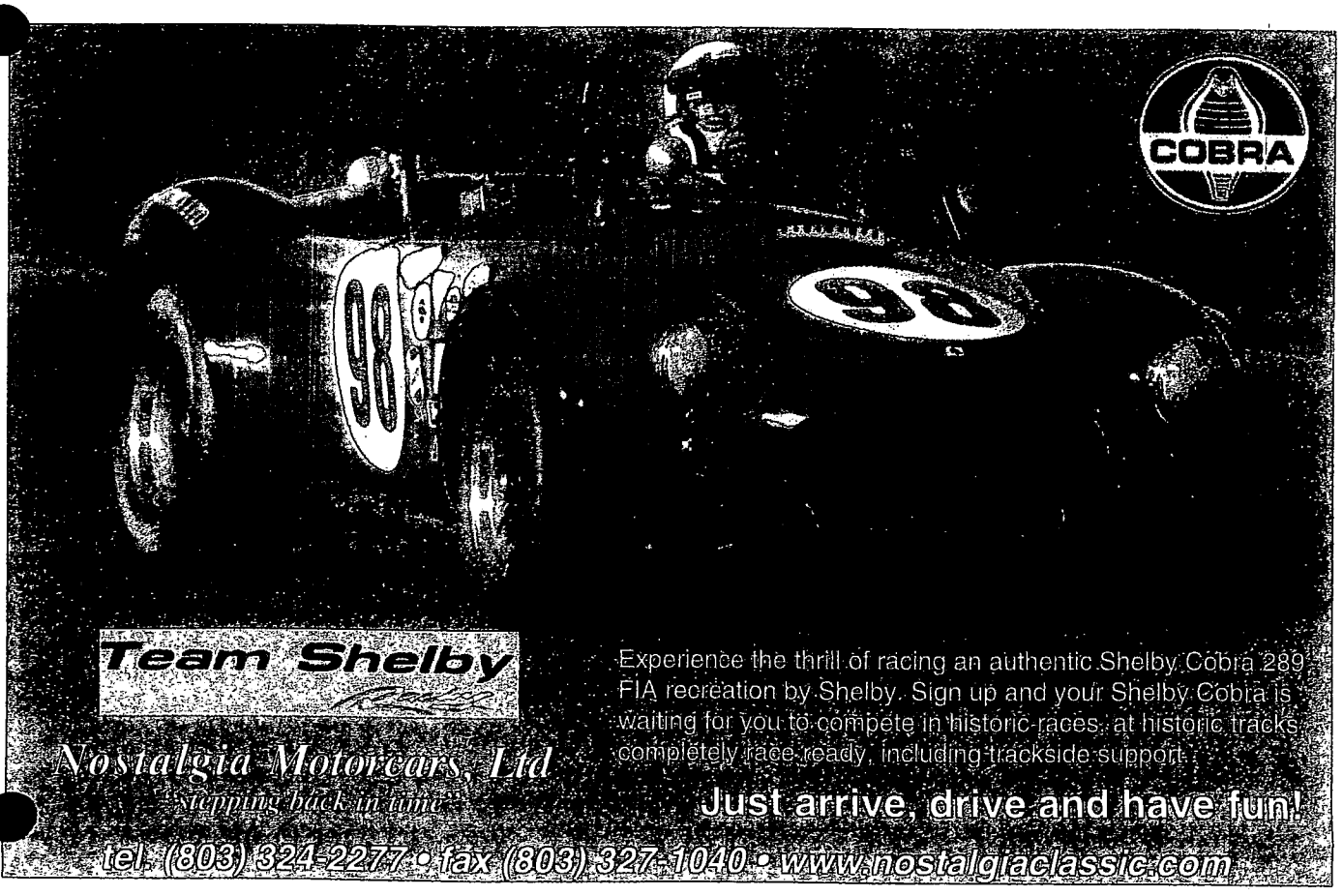

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Updated: 03/15/01

SHELBY 289 FIA BUILD SPECIFICATIONS

Original Order Date: _____

Change Order Date: _____

Change Order Number: _____

Base package of CSX7000 289 FIA Cobra with rear-end ratio of 3.54:1 and chassis configured for small block Ford engine and 4 or 5 Speed Transmission.

	CSX7000 SUGGESTED RETAIL PRICE
Chassis Unit with Fiberglass Body and Component Packaged Parts	$ 41,400
Chassis Unit with Fiberglass Body and Component Roller	$ 50,350
Chassis Unit with Aluminum Body and Component Packaged Parts	$ 66,700
Chassis Unit with Aluminum Body and Component Roller	$ 71,300

Total Base Price (Standard Configuration Package)

Appearance Group:

	Finish Wheelwell Edges (Standard on Aluminum Body)	$ 730
	Painted **Circle One** RED BLACK GARDSMAN BLUE PACIFIC BLUE NAVY BLUE	$ 6,345
	Painted Cobra Stripes - Front & Rear **WIMBLETON WHITE** BC8378	$ 405
30050/30070	Trigo Aluminum Pin-Drive **15"** Wheels (Four Wheel Set)	$ 1,900
3009L / R	Stainless Steel Winged Knock-Offs (Four Wheel Set)	$ 405
30030/30035	Tires-**15"** Radials Front - 225/60/15 Rear - FG 295/50/15 ALK 255/50/15 (Four Wheel Set)	$ 606
	Special Tire Mounting - Four Tires	

Convenience Group:

40201	15" Steering Wheel	$ 45
5334/53330	Ferrules for Soft Top Kit	$ 169
106000	Heater/Defroster	$ 210
[illegible]001	Leather Seat Assembly	$ 1,450

Performance Group:

120400	Aluminum Side Mirror	$ 64
	Brake System - Girling Upcharge	
Z K22040	Clutch Slave Cylinder Assembly	$ 278
Z80250	Coolant Pipe	$ 70
	Engine Oil Cooler Assembly	$ 405
100621	Roll Bar Bracket for Shoulder Harness (Driver's Side Only)	$ 235
100620	Shoulder Harness – 4 Point – Driver	$ 170
100624	Shoulder Harness – 4 Point – Passenger	$ 170

Changed Configuration Options:

	Alternate Rearend Ratio CIRCLE ONE 3.54:1 3.31:1 3.73:1 4.10:1	N/C

Special Order Options and Modifications:

	Special Shelby Aluminum Pin-Drive 15" Wheels (Four Wheel Set)	**Unavailable at this time**

TOTAL PURCHASE PRICE (Subject to adjustment for subsequent build changes)

[illegible]less otherwise specified, by indicating options hereon, purchaser acknowledges this order is for the Standard Configuration Package.

Dealer Signature _____

Sales Signature _____

Prices subject to change [illegible]

The McGraw-Hill Companies
BusinessWeek.com
Autos November 9, 2006, 6:14PM EST

America's Greatest Living Car Designer

Auto legend Carroll Shelby talks about Mustangs past and present, what ails Detroit, his favorite American cars, racing, and Texas

by Matt Vella

In the American auto industry, few things stay golden very long. Boom times go bust, and turnarounds become downturns. But if there's one name that has managed to maintain positive buzz and consistently represent driving excitement, it's Carroll Shelby.

Shelby first came to prominence in the late 1950s and early 1960s as a race-winning, maverick tuner. He was an upset victor at Le Mans in 1959. The 260/289 Cobra, which he designed and built, was the fastest car on earth in the mid-1960s. And, with his help, Ford turned the original Mustang into an automotive legend.

Since then, Shelby has worked with all of the Detroit Three, having helped create some of the most recognizable cars of the last 50 years, from Ford's GT and Mustang revival to the Dodge Viper and Charger models. With his help, Ford has remade the Mustang into one of its most popular sellers.

Shelby, now 83, is launching a line of performance parts and opening a custom modification center. Enthusiastic fans will be able to send their newly purchased Shelby GT500s to be souped up and modified to specification. BusinessWeek.com's Matt Vella spoke with Shelby from the annual Specialty Equipment Market Assn. (SEMA) aftermarket show in Las Vegas, Nev.

You've been at the heart of the American automotive industry in one way or another since the 1960s. In this time of considerable upheaval for each of the big three, what do you think of the U.S. automakers' situation?

The companies are working on the three big problems. The foreign companies that come over here don't have unions like ours, they don't have health care on the order that American companies have, and they don't have pensions.

I don't know exactly where it will end up. I feel sure that the American companies are going to survive. But it's a tough fight right now. The playing field is a little uneven. But for more than that, you'll have to call Detroit.

Here you are at SEMA, what do you make of the current trend to customize, personalize, and "pimp" our rides?

There are probably 100,000 people here, and not any two of them would agree on what a car should be. And yet, every one of them wants to bring their car up to something that they dream of, what a car should be to them. They want to individualize it so when they drive that car down the road, it's obvious that somebody cares about it. They want to be identified with that car. I think it's great and those are the people we want to reach and the people we want to work with.

Looking back at the repeated success of Mustang—from the originals in the 1960s to this most recent revival—why do you think American consumers have fallen love with the car again and again?

I think the main reason that they have is because it's been around for 40 years now. We're here at SEMA and more people manufacture pieces and parts and modifications for the Mustang than any car on earth. I think that explains why it is so popular, because so many of the modders, so many of the tuners, so many of the parts manufacturers, well, they build for Mustang.

What place do you think the new GT500 would hold in Mustang history?

Well, I can't tell you for sure. But I've never heard of a car that stickers for $42,000 and is bringing $45,000 over list price. My heritage has always been affordable performance. That's what I like to think I stand for. And when you take a $40,000 car and it's selling for $90,000—I don't [know] whether that means we underpriced it or that, historically, it's a very significant car.

What were your feelings seeing the Ford GT supercar cease production this fall?

I've always said that when you build a car that's a halo car like that, that you shouldn't keep on building it. I begged Dodge not to keep on building the Viper and they've built it and built until nobody wants it anymore. Ford built a limited number of GTs, and I think that's a smart way to increase the value of the car over the years.

In my opinion the Ford GT is the best sports car that's ever been built. The Corvette has been a wonderful, wonderful sports car. I really wish Zora Arkus-Duntov [the Corvette's early engineer] was still alive to see what's happened, what they're building now. But ultimately I think that the Ford GT will go down in history because there are only so many of them, and it's a very unique automobile.

What do you think is unique about the relationship Americans have to their automobiles?

I think that it's the first thing that a young boy or girl wants. The first thing that they want to buy is an automobile; they want to be mobile.

I go up the 405 every day. It's absolutely amazing how many pickup trucks are jacked up two feet high, with 25-inch wheels that will never ever go off-road. But that guy is very, very proud of the fact that he drives that thing up and down the freeway on the way to work every day. He is making his statement: "This is what I want, this is what I work for." He expresses himself through his automobile and that's all over America.

What do you think was the influence of your Texas upbringing on the way you've raced, the way you've made your cars?

I loved cars all my life. I had a little 1938 Willis that wouldn't outrun anything when I was a kid. But I used to try like hell. I always wanted to build my own car and I saw in 1960 that I had to move to California where the hot-rodders were.

When we built these cars years ago—the Mustangs and the Cobras—we had hot-rodders from Japan, Australia, Italy, France, Germany, England, even a couple from Poland. I guess I feel that Texas just wasn't big enough for me at that time.

What gets you worked up creatively?

I'm 83. And, if I live to be 183, I wouldn't be able to put out all of the ideas that I have. I just wouldn't be able to build all those vehicles. Every morning I wake up with new ideas. Unfortunately not a lot of them will ever get done. But I never get tired of dreaming up exactly what the automobile should be.

You got your start in white-knuckle racing. What qualities do you most admire in other race-car drivers?

When I started driving race cars there was no future in it and you did it because of the passion. Race-car drivers have to focus on so many different things. It takes an unusual person to do that—both being able to focus for long periods of time and being able to endure constant hardships like heat. You have to be able to keep your mind focused for three or four hours, otherwise you're probably going to die.

Finally, over the course of your long career, who has been your greatest influence?

The biggest influence on me? Well, me.

Vella is a reporter for BusinessWeek.com in New York.

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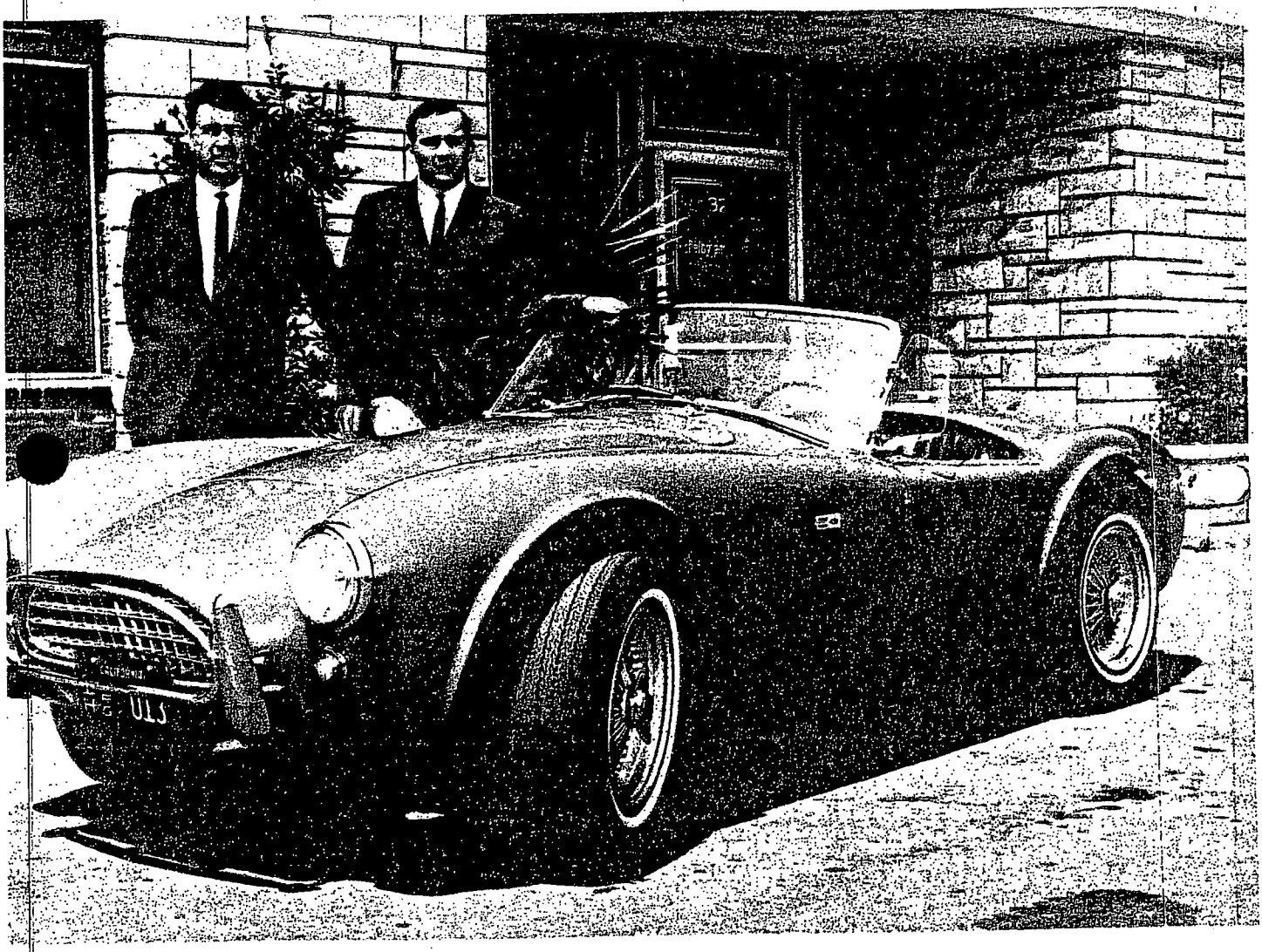
DEKE HOULGATE

The Snake...Strikes

nd may soon bring America the world championship it deserves

notos by Dave Friedman

rroll Shelby, left, and general manager Peyton Cramer beside a street version of the Cobra sports car.

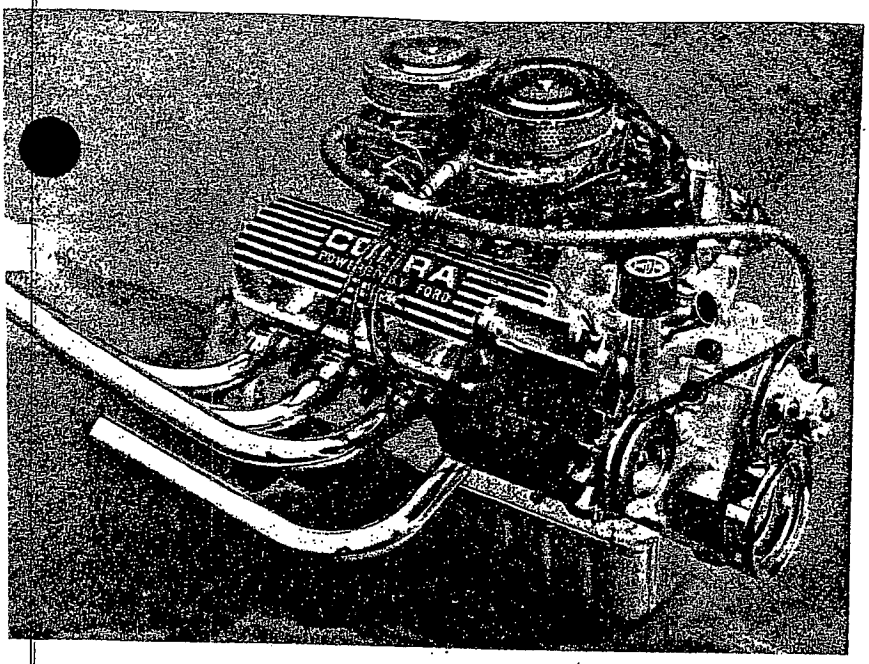


Nobody gave a serious thought about Carroll Shelby as a car builder at first. He seemed out of character. Carroll Shelby, the race driver, was an unreconstructed man, the ideal subject for adulation by the Walter Mitty set. His friends knew him as a carefree wit, a lady's man, a competitor who would laugh at the odds against survival. The press grasped for his nimble quotes, as he drawled almost carelessly in the Texas dialect.

1960, when he was at the height of his career as the ing sports car driver of the United States, Shelby was making serious plans. They were to have profound effects on the world of motor racing inhabited by his fun-loving friends, not to mention the executive elite that meets in paneled conference rooms of the Big Three automobile manufacturers in Detroit.

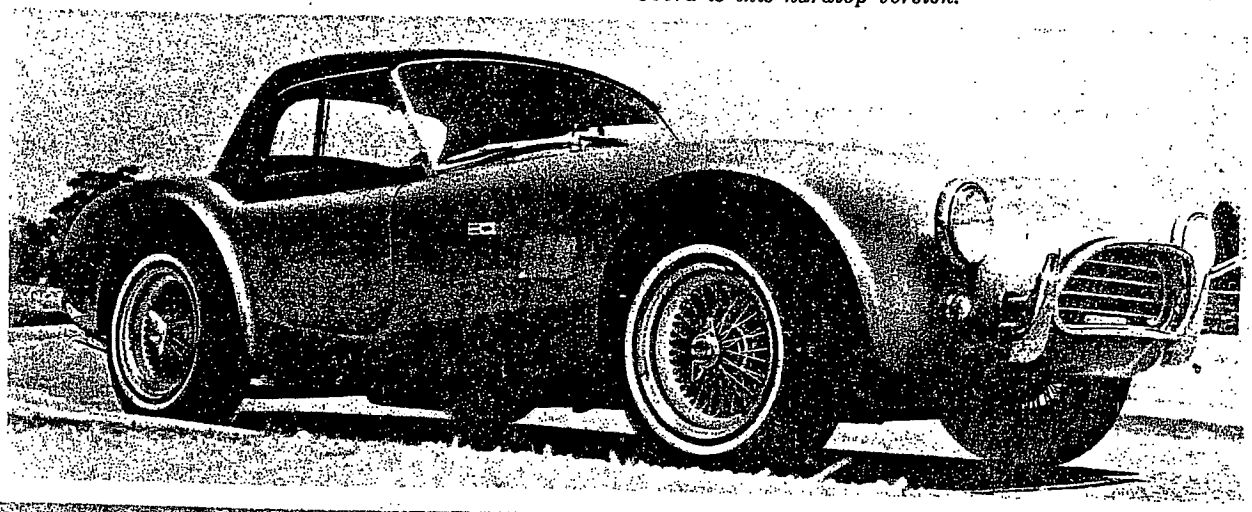
"I dreamed about building an American sport car," Shelby recalls. "Not one of those bitty things with tiny motors that are called sport cars. I wanted to build a car with an American engine with lots of power and an American feel to it, but with the fine styling and finished look of an expensive European sports car."

Part of the Shelby legend is that he woke up one night in 1956, wrote the name for his yet-to-be-built car on a tablet at bedside and went back to sleep. The next morning, as the story goes, he awoke to read the word, "Cobra." As the car fits the Shelby legend, so does the story. It is (*Continued*)



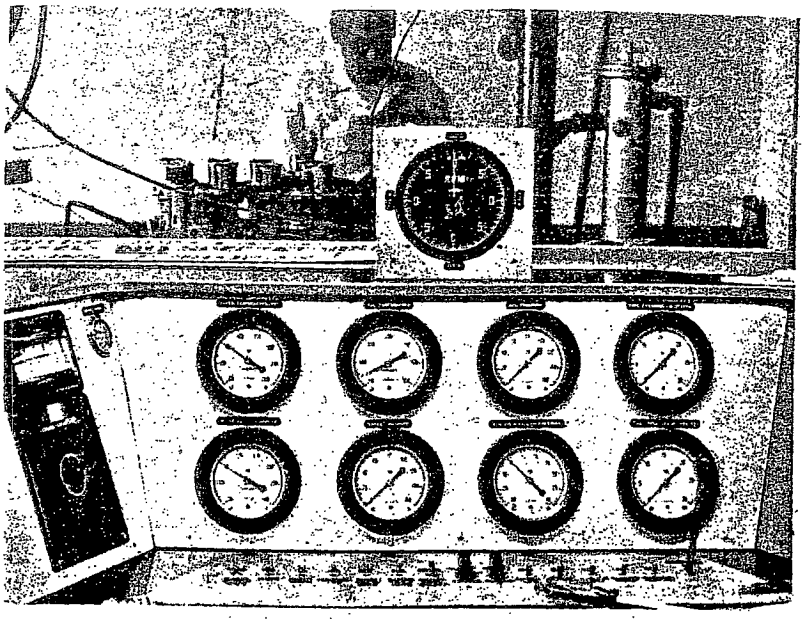
Here's the hot 289 cubic inch Ford V8 engine that's standard equipment in the Cobra sports car.

The newest look in the street model of the Cobra is this hardtop version.





The Cobra's first racing outing was in the 1962 Grand Prix at Riverside. Here, Bill Krause is driving during the three-hour GT race.



Cecil Bowman, engine specialist at the Shelby plant, prepares a test running of an engine on the dynomometer.



The two Cobras battling here in the Pacific Coast divisional at Riverside in February, 1963, are Ken Miles in 98 and Dave MacDonald in 198. MacDonald won race for Cobra's first victory.

THE SNAKE . . . STRIKES

Continued

probably true.

The car came into being. Shelby's Cobra is a finely made, expensive ($5,995 p.o.e. Los Angeles) sports roadster powered by a 289 cubic inch Ford V8 engine, the same power plant that is a popular option to the Fairlane and Mustang lines of Ford.

The Ford Cobra sports car has clinched the U.S. road racing championship for the second year running. In Europe the Cobra is contesting the world championship for Grand Touring cars with Ferrari. In drag racing, a Ford Cobra Dragonsnake has been the sensation of the season in the sports car class and has virtually retired the Corvettes from that division.

In 1960 a heart condition that closed out Shelby's driving career was probably responsible for setting his plans to build a sports car in motion. The 1960 USAC sports car champion and 1959 LeMans winner had been associated in an imported car agency in Dallas with wealthy Dick Hall. Together, Hall and Shelby had blueprinted a sports car that was later to become the Chaparral, campaigned successfully to this day by Dick's younger brother, Jim Hall.

Shelby preferred to work alone, however, so he moved to California. Typically Shelby, he was jobless and without funds, but unconcerned about the outcome of his project. He made a deal with Goodyear to sell racing tires, and —because his afternoons were usually free—started the Shelby School for High Performance Driving. In his spare time he wrote letters to American auto makers, trying to sell his sports car building plan.

In 1961, there were two developments that only Shelby could relate to each other. In Thames Ditton, England, the venerable AC Carriage Works announced that the AC Bristol sports car would no longer be produced due to the fact that Bristol Aircraft Co. had discontinued making engines. In Dearborn, Michigan, Ford engineers were nearing completion of a revolutionary new engine known by the code name, "Canadian X." It was a thin wall, lightweight V8 power plant.

Shelby wrote to both Ford and AC, proposing that he develop the AC chassis and body and the Ford engine into a new sports car. Don Frey and Ray Geddes of Ford's special vehicle division and the Hurlock Brothers, who operate AC, agreed to let Shelby give it a go.

Shelby supervised the building of the Cobra prototype, which principally was strengthened to handle the increased power of the Ford engine. Shelby ordered chassis strengthening, modifications to the A-frame and A-arms and lengthening of the front springs. He tested the car at Mira, at Goodwood and in the English countrysides before bringing it to the United States. Here, he subjected it to the test driving and critical reaction of his journalist friends. For highly critical analysis he ran it through Ford's engineering evaluation.

Everyone who saw and drove the car liked it.

The prototype Cobra had a 260 cubic inch Fairlane V8 engine when it was shipped to America. It had a hot cam and solid lifters and a plain four-barrel carburetor that was not up to the jostling and swaying to which it would be put on the race track.

The second Cobra built was a racing model, which was driven first at Riverside by Bill Krause in October, 1962. The occasion was a three-hour race for Grand Touring cars, featuring the debut of the long-whispered-about Corvette Sting Ray. Pit passes for the race were in the hands of no less than 30 General Motors executives.

Mickey Thompson entered two Sting Rays, driven by Dave MacDonald and Doug Hooper. During the first 30 minutes, however, the Cobra was so far in front of MacDonald's second-place Sting Ray that the assembled GM vice-presidents were grim and blustering. Krause

retired from the race when the Cobra lost a wheel, but this turned out to be the last race a Shelby team Cobra ever lost to a Sting Ray.

Soon after Riverside—and another racing disaster at Nassau in which Krause ran out of gas while leading—Shelby remedied carburetion problems by the installation of $1,200 worth of Weber downdraughts in his race cars. It also was evident early in the game that the 260 "wasn't getting the job done," Shelby reported. Through consultation between Ford engineers and Shelby, the 289 was developed. The factory rated horsepower of the High Performance 289 is 271, and with Shelby modifications, including the Webers, it was soon to develop a reliable 375 to 380 horses.

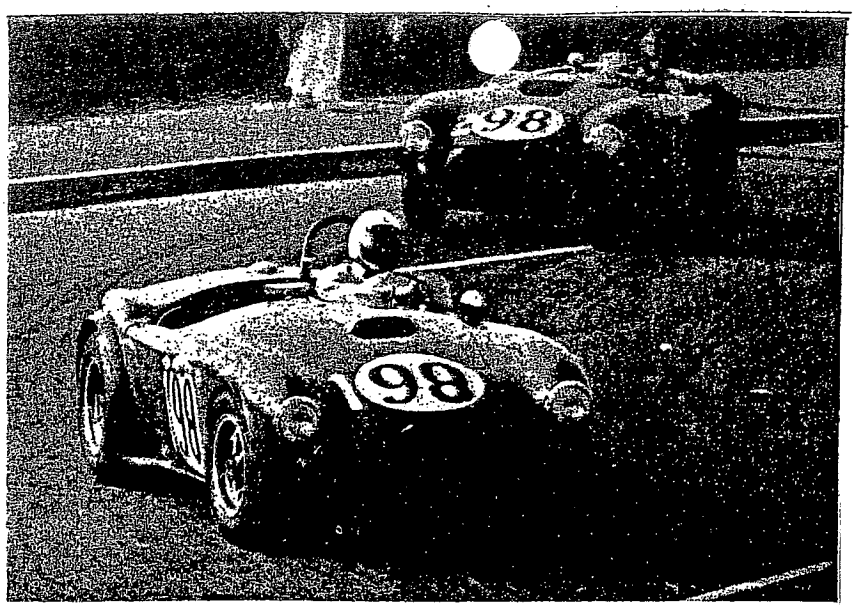
Race-bred improvements to the Cobra came fast in early 1963, and much of the knowledge picked up by the Shelby racing team was transmitted to Ford for improvements of its own product. Shelby modifications for racing led to the development of Cobra Kits, a performance merchandising program taken over by Ford that makes performance accessories available to the public through Ford dealers.

The early Cobra was converted from worm and sector steering to rack and pinion, which was found to give the car easier steering and faster cornering. Brakes and brake cooling were improved. Vibration causing oil pump failure was diagnosed and cured. Remedies to engine overheating were sought and tried.

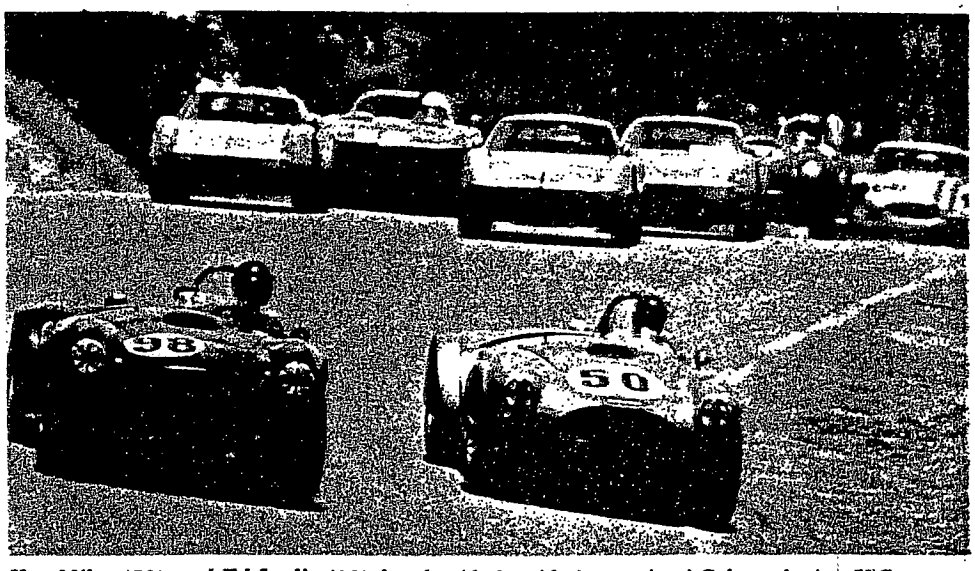
Later in the year, as Shelby Cobras were campaigning to win the U.S. manufacturers' championship, other improvements took the form of bigger brakes (12-inch Girling discs), better engine cooling, an all-American electrical system with an alternator replacing the generator and protection from engine compartment heat for both driver and passenger.

The necessity to develop a tire for street versions of the Cobra was Shelby's contribution to the tire industry. Early models had been sold with racing tires, which were unsatisfactory for street use. At Shelby's request, Goodyear developed a low profile tire for the Cobra which it now markets under the designation "Power Cushion." It is original equipment on Thunderbirds and Lincolns. Other tire manufacturers have approximated the design, which has been rated as highly efficient, and are marketing Cobra-type tires for luxury car use.

The Shelby Cobra team racing success story of 1963 reads like a broken record. It is filled with first overall, first in class, one-two, one-two-three-four, first, first, first, in a monotony of victories. After eight USRRC (*Continued*)

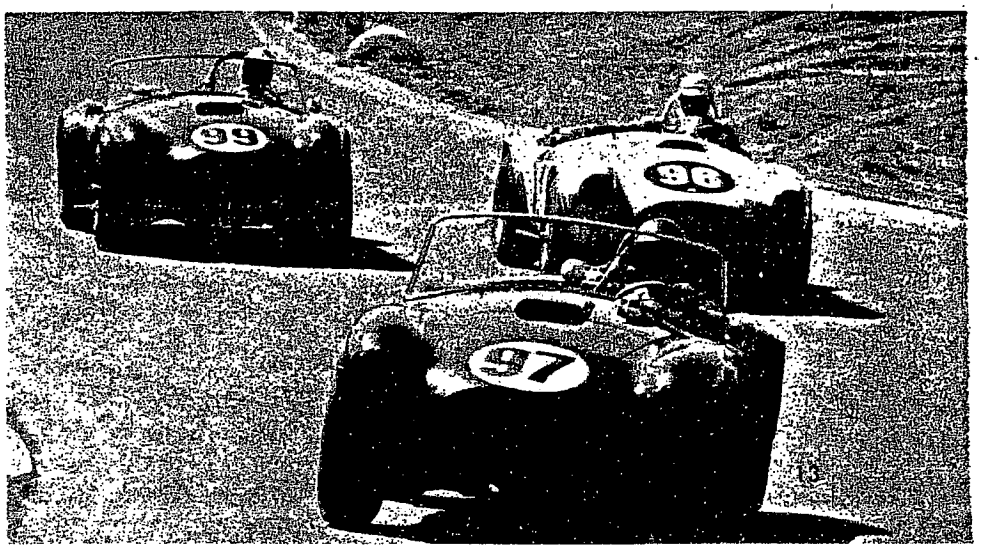


Dave MacDonald (198) *and Ken Miles* (298) *finished* 1-2 *in big bore production race during Dodger Stadium regionals in March*, 1963.



Ken Miles (50) *and Ed Leslie* (98) *battle side by side in a pair of Cobras during U.S. Road Racing Championship event at Laguna Seca in May*, 1964. *Leslie won the race with Miles second.*

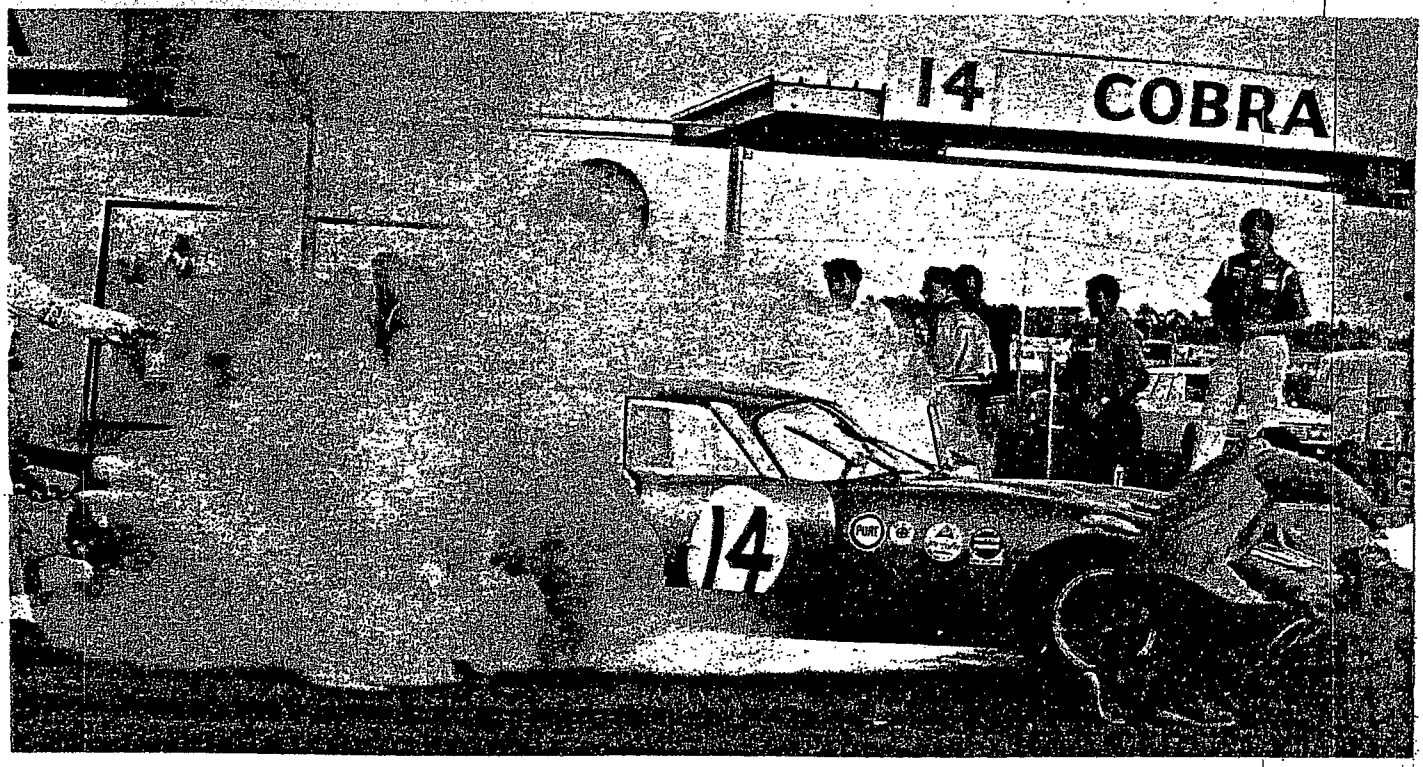
Cobra finished 1-2-3 *in GT race during Riverside Grand Prix in October*, 1963. *Competing here are Dan Gurney* (97), *Allen Grant* (96) *and Bob Bondurant* (99). *Bondurant won the race.*





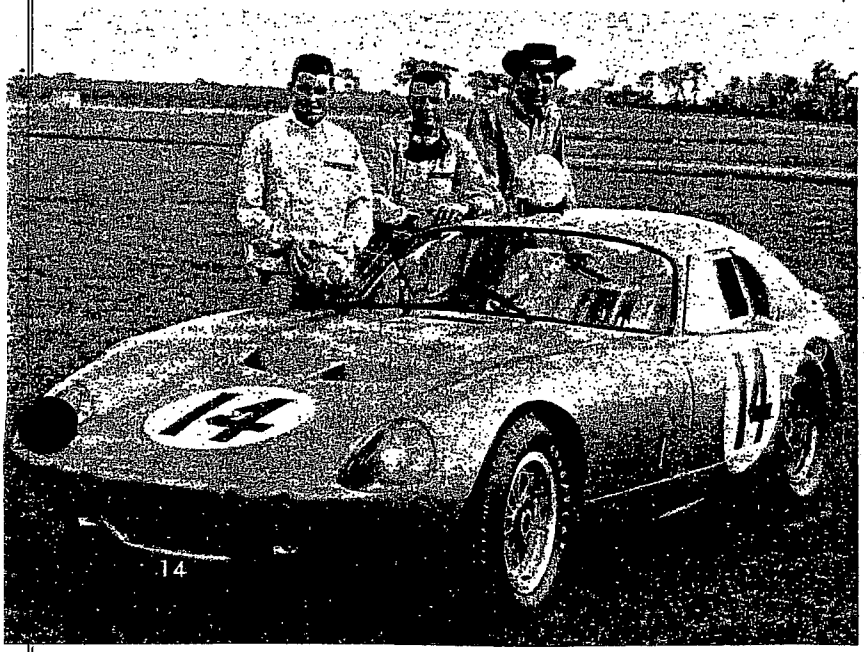
Here's a familiar shot as Cobra went on to win the 1963 U. S. Road Racing Championship. In 196 is Bob Holbert, 1963 driving champ, with Ken Miles in 198.

A fire in the pits ruined the debut of the Carroll Shelby Cobra Coupe which was leading the Ferraris with ease during the Daytona Continental in February.

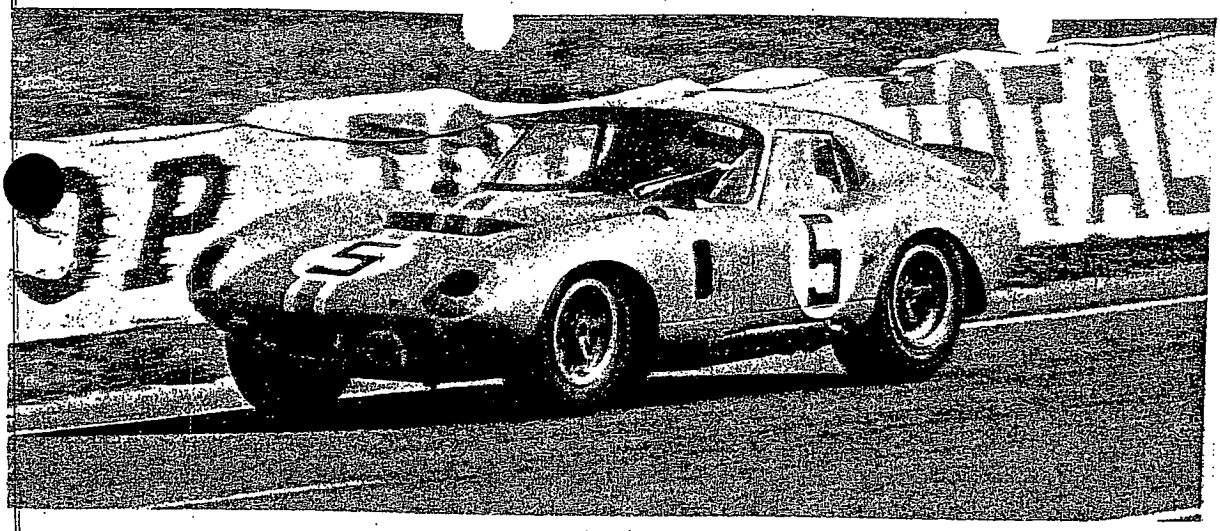


Death and retirement have broken up this successful racing trio; Dave MacDonald, left, was killed in Indianapolis 500 accident with Bob Holbert, center, retiring. Carroll Shelby is at right.

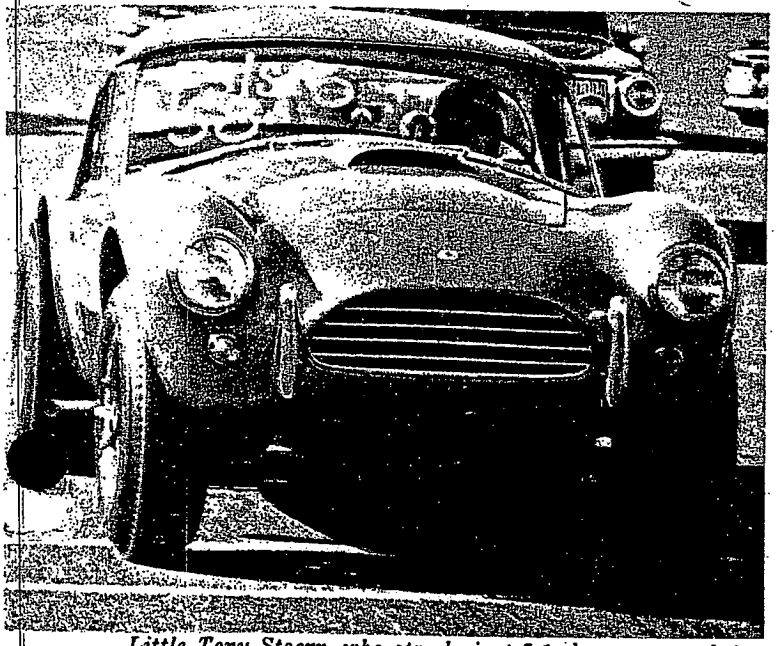
Al Dowd, left, administrator for the Shelby racing team, and Peyton Cramer supervise loading of three Cobras bound for Rome. The cars will race at Targa Florio in Sicily on April 26 in bid for world manufacturer's championship. Dowd and four mechanics left at the same time to prepare the cars.



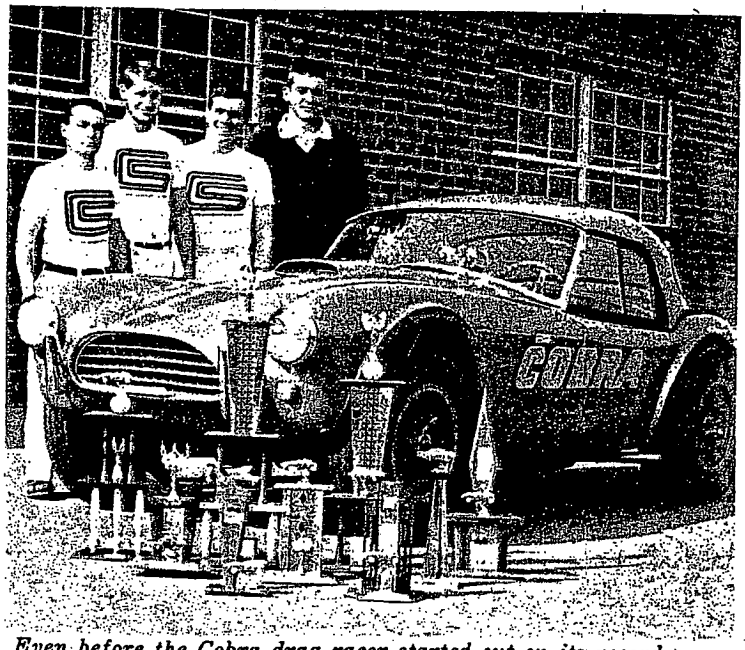




This Cobra coupe, shown at speed during the 24 hours of LeMans, finished fourth overall behind three Ferrari prototypes and first in the GT class beating nine other Ferraris to break a seven-year string of GT class wins made by Ferrari.



Little Tony Stoerr, who stands just 5-1, knows enough to get plenty of performance out of the Cobra drag racer.



Even before the Cobra drag racer started out on its record-breaking national tour, it was winning trophies. Posing proudly here are drivers, left to right, Tony Stoerr, Jere Kirkpatrick and Randy Shaw along with Shelby drag racing director Leonard Parsons.

THE SNAKE . . . STRIKES

Continued

(United States Road Racing Championship) races Shelby's Cobras had earned 111 points to 28 points for second-place Ferrari. Chevrolet, which Shelby had regarded as his chief competition at the beginning of the season, placed third and Jaguar fourth.

At the end of his highly successful 1963 season, Shelby would have been excused for pausing to take a few bows, but he was busy making plans for a new car that was to make an assault on the world road racing championship.

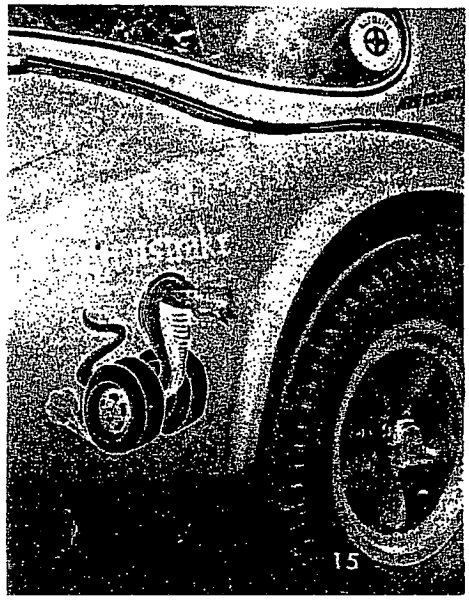
Two important world championship races were to be held in this country, the 2,000-kilometer Daytona Continental and the 12 Hours of Sebring. These were long races of the type dominated for years by the bright red cars of Enzo Ferrari.

Shelby's director of special projects, Pete Brock, quietly began work on the design of a new car, a new Cobra to compete with Ferrari in the long races. Work went slowly at first, but in early December a new urgency was built into the project. Disaster had struck the Shelby team at Nassau.

Just as it appeared that Chevrolet was no longer a factor in sports car racing, John Mecom of Houston appeared with his new lightweight Sting Rays, dubbed the Mongeese, and defeated the Cobra team convincingly. Vacationing GM executives were there in force to enjoy the triumph over Shelby. Later, they were reprimanded for taking such a personal interest in the outcome of a race when Chevrolet announced its "no-racing" policy.

With slightly more than seven weeks to go, including the Christmas season, the new Shelby coupe had just taken shape on (*Continued on page* 66)

Shelby Cobra Dragonsnake drag racer currently holds two national NHRA records—116.27 MPH top speed in 11.81 seconds on the quarter-mile run.



THE SNAKE . . . STRIKES

(*Continued from page* 15)

Brock's drawing board. His pen and watercolor drawings were taped to the wall in the racing shop and work was begun on a 24-hour basis.

Brock's design exercise had been classically simple. Given: A Cobra with an engine and chassis that must not be changed and an overall weight that must not be lightened. Object: Increase the speed. Method: Improve aerodynamics.

Fortunately, at about the same time, a group of space age scientists from Ford's Aeroneutronics Division, who happened to be automotive buffs, visited the Shelby American, Inc., plant in Venice, California. They heard about the coupe project and took an interest in it. They studied the drawings and suggested minor changes. Eventually, they took part in final testing of the coupe.

Shelby also assigned chief engineer Phil Remington and racing director Ken Miles to the coupe project. Remington, an old hot rodder, was formerly project engineer for Lance Reventlow's Scarab sports cars. He was charged with translating the drawings to car-building reality. Miles, the former English army sergeant, was placed in charge of the working crew and given responsibility for "driver environment" inside the car, as well as all testing.

Twelve days before the Daytona race Miles took the coupe to Riverside for testing. First he called for bigger brakes, because of the dramatic improvement in streamlining. "She's so bloody fast I can't stop 'er," he reported.

"Naturally," one of the Aeroneutronics men said. "The racing Cobra you have been driving is about as aerodynamic as a barn door." That barn door, they reminded him, was capable of 165 miles an hour on the back straightaway at Riverside, or about as fast as any modified sports car.

On the second and final day of testing, the car was scientifically instrumented to study air flow, drag and the effects of cross-winds. Miles astounded himself by hitting a top speed of 183 on the Riverside straight.

True to predictions, a few days later at Daytona the Cobra dusted off the GTO Ferraris in practice, even passed a 250 LM Ferrari prototype being driven by Pedro Rodriguez. Shelby insisted that he was only interested in winning the GT class, not an overall victory which was usually conceded to the prototype Ferraris. Most fans cheered for the American car anyway.

Bob Holbert and Dave MacDonald shared the driving chores, and they led in Shelby's Daytona Cobra coupe for nearly all of the first eight hours. Holbert hit a top speed of 187 m.p.h. on the high bank. About midway through the race, however, a mechanical problem developed. A venturi pump had broken down in the rear axle, and the coupe pitted at about dusk to relieve overheating. While in the pits a fire broke out, ending the coupe's impressive debut.

The coupe later finished fourth overall and first in the GT class at Sebring, ending a long string of Grand Touring wins for Ferrari. While the sleek red Italian prototypes finished 1-2-3, Shelby earned the world championship points, and found himself suddenly in the lead, 18.3 points to 16.5.

A week later, in Los Angeles, Shelby called a press conference, the first he had ever held, and announced that he was going to campaign the Cobra in Europe, with the defeat of Ferrari his eventual goal.

"While it is presumptuous for me to think we can beat a team with so many years of racing experience," Shelby said, weighing his words carefully, "we find ourselves in the enviable position of leading in points. It would be a shame if we didn't at least try to bring the world championship to America."

His temperate statement was a far cry from the fabled boast of March, 1963, at Sebring—Shelby *insists* he never said it—"Next year I'll have Ferrari's arse." But the effect was the same. Shelby had hurled the gauntlet and had, mistakenly or otherwise, chosen Ferrari's best dueling weapon.

The first world point race abroad was the Targa Florio, a 10-lap test so indescribably difficult that only Italian drivers are conceded a chance to win. The course runs through the Sicilian mountain country, birthplace of the Mafia, and down along the beaches. It is 44 miles around and has 875 corners per lap. Suspension-rending hairpin turns make the course dangerous for big-engine brutes and a 16-mile straightaway is equally punishing to the small-bore machinery.

Five Cobras started and one finished. The others crashed. Ferrari was first in class, Cobra second.

Next came defeats at Spa-Francorchamps in Belgium and the German Nurburgring. Finally, the 24 Hours of LeMans. Californians Dan Gurney and Bob Bondurant finished fourth behind the Ferrari prototypes but won the important point-scoring GT class. Underdog Shelby continued to pursue Ferrari around the continent, picking up a loss at Reims, France, and a victory in the Frieburg Hillclimb.

At home, in America, Ford Cobras dominated the U.S. road racing circuit so completely that Shelby American clinched the manufacturers championship with the eighth race in the 10-race series. By mid-August Shelby American, Inc., had 72 points, a perfect score, and Porsche was second with 45. At Watkins Glen Cobras placed 1-2-3-5. At Meadowdale they were 1-2-3-4-5. Again, monotonously victorious.

In Venice, California, where the Cobras are made, a new development was taking shape.

Production line employees, who once worked side-by-side with the specialists in the racing shop, were moved across the street to a new building late in 1963. Shelby sensed that he had a potential morale problem on his hands. They felt "left out" of the racing program.

"So I gave them a toy," Shelby said. It was a Cobra. The production line crew could prepare it for drag racing. The only stipulations were that they could work on the car only in their spare time and no time off would be allowed for racing. They could race locally, within a day's drive.

Jockey-sized Tony Stoerr was the first driver for the drag Cobra. He set sports car class records of 12.26 seconds and 114.06 m.p.h. in one of his first meets, an AHRA event at Henderson, Nevada. The production crew looked forward to the NHRA Winternationals at nearby Pomona.

There was a hitch. "Cobra-ization" of the Ford engine was not to be allowed under NHRA rules. Porting and polishing of the head, normal modification for road racing models of the car, were expressly forbidden. Under NHRA regulations, the Cobra would have to run "less than stock."

A compromise solution was worked out prior to the National Hot Rod Association Championships at Riverside in June that allowed the Cobra to be run with the factory stock unrelieved head but with offsetting extra horsepower-inducing 481BM downdraught Webers.

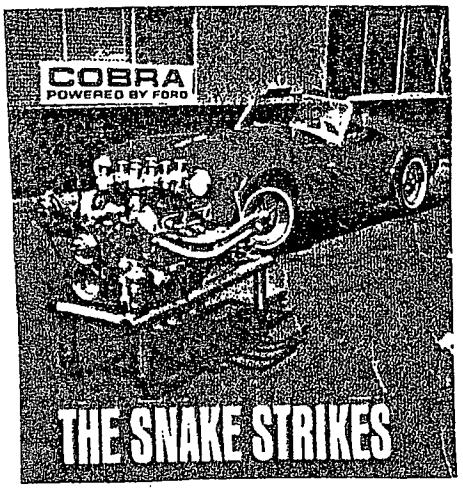
The Shelby crew completed a new car in time for the Riverside race and dubbed it the Dragonsnake. With driver Jere Kirkpatrick at the wheel, the Dragonsnake set national class records of 12.00 seconds and 114.83 m.p.h. and came within a whisker of winning the street eliminator title. Since then, Kirkpatrick has lowered the record to 11.81 seconds and raised the speed record to 116.27 m.p.h.

In a very short time the Cobra built its reputation for being invincible on a drag strip. Wherever Kirkpatrick or Ed Terry appeared with the car, Corvette entrants found other classes in which to run. Stock sports car class wins were virtually automatic.

Drag racing and what Shelby is trying to prove on the road circuits of the world go hand in hand, Shelby believes.

"I located my factory in Southern California because it is the center of hot rodding in this country. I have 125 employees, and the average age is probably right around 21 years. I pick young men who have the desire to win races and the ability to solve problems," Shelby explains.

What he is trying to prove is that



America is able to dominate all auto racing.

"We have the best engines and the best drivers in this country. Compared to Europe, horsepower is cheap here. I am going to prove that the American production engine off the assembly line is the best engine in the world. It can be just as good as anything Ferrari can build one at a time by hand."

END

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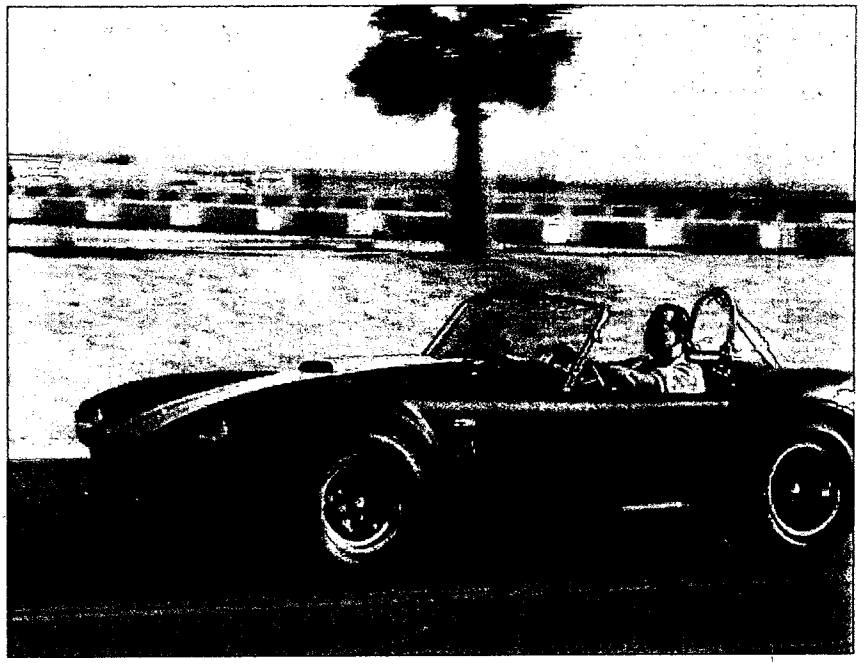
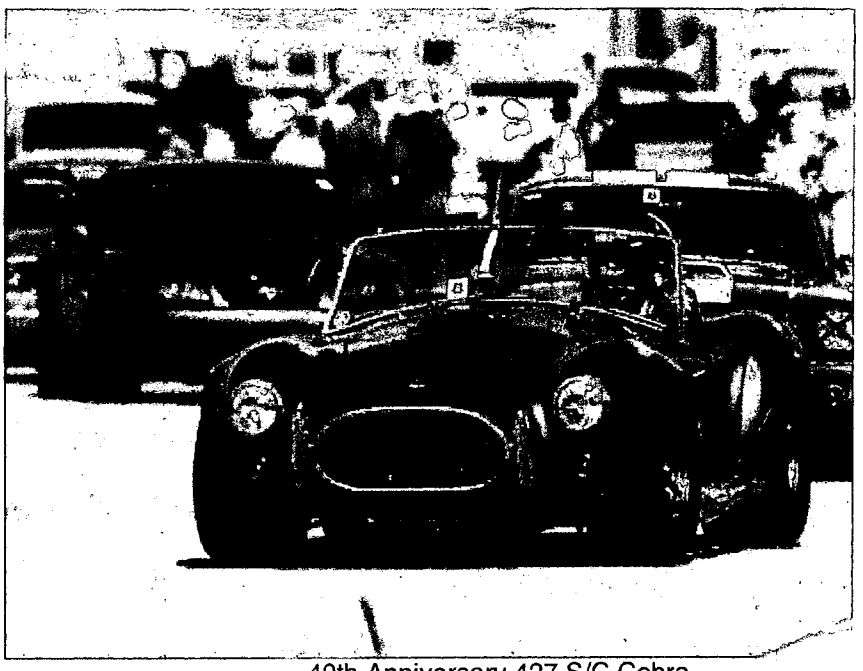


The Shelby Cobra is arguably one of the world's most famous and reco cars today. Today's CSX 4000 Series 427 S/C component vehicles Automobiles, Inc. are everything the 1965 models were and more. The each vehicle is documented by Shelby CSX numbers and a manufacturer' Origin (MSO) from Shelby American signed by Carroll Shelby himself. include a stronger steel frame and better alloys used in the componer cooling and additional heat shielding to make these cars safer and more c losing any of their original character. With 0-60 MPH under four seconds, quarter mile performance, you'll know exactly what it's like to drive a legend. Bodies are available in fiberglass, carbon fiber and aluminum.



40th Anniversary 427 S/C Cobra

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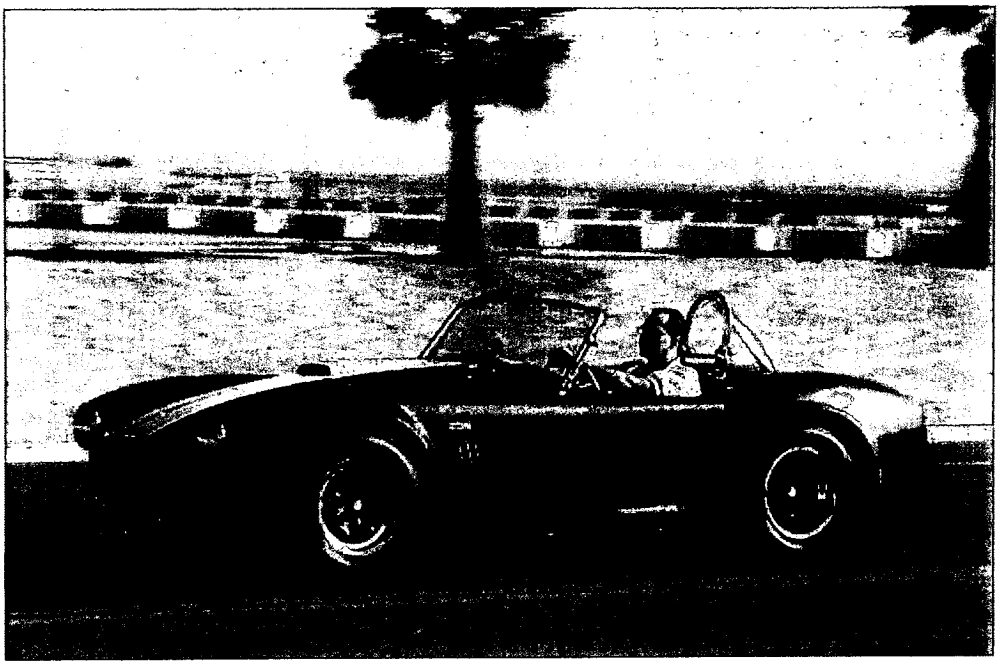
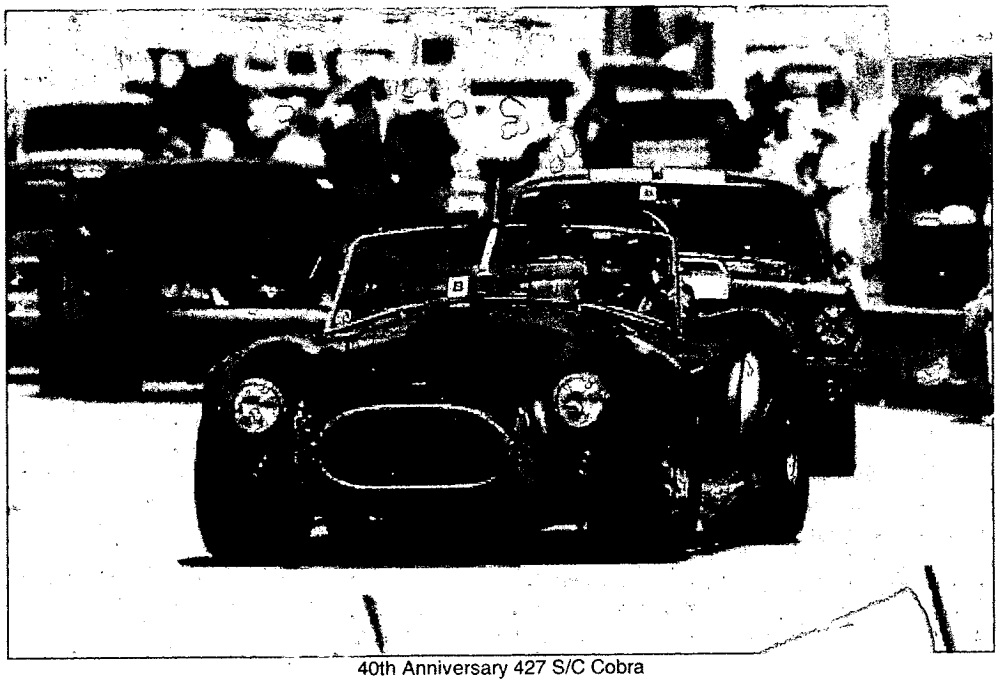
SHELBY COBRA CSX4000



Carroll Shelby himself. Improvements include a stronger steel frame and better alloys used in the components, plus better cooling and additional heat shielding to make these cars safer and more drivable without losing any of their original character. With 0-60 MPH under four seconds, and 12 second quarter mile performance, you'll know exactly what it's like to drive a true American legend. Bodies are available in fiberglass, carbon fiber and aluminum.



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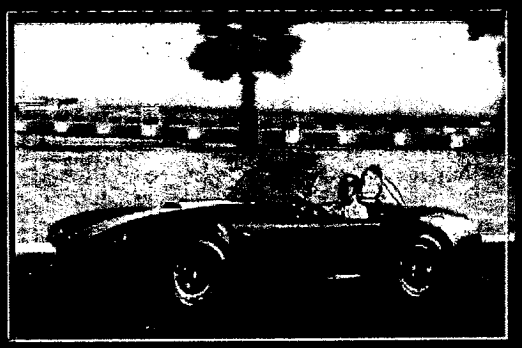

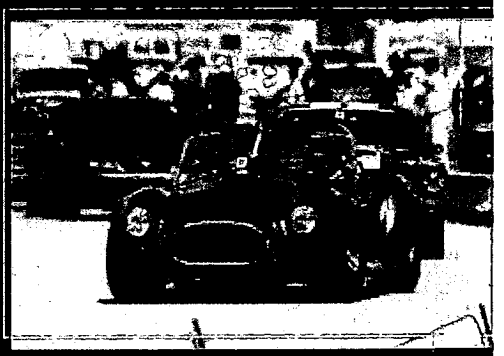

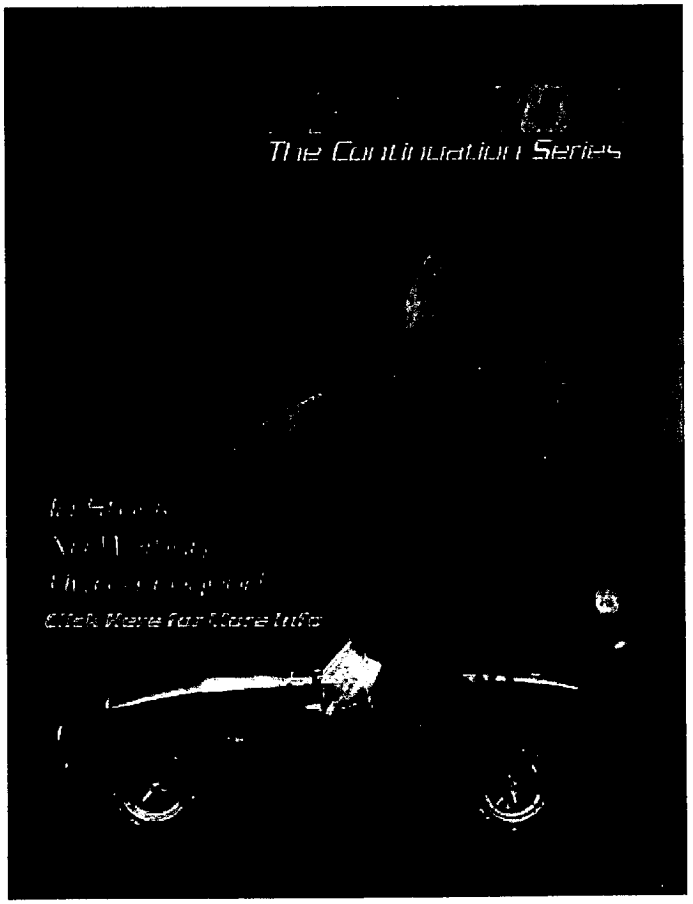

The Shelby Automobiles Inc. CSX 4000 delivers the "R highly competitive price. It is built by Shelby to his exac Each hand crafted rolling chassis is specially prepared craftsmen and built for you, the discerning customer. Y Shelby will also be documented with a genuine Shelby number, a MSO signed by Carroll Shelby and it will be the Shelby registry where it is recorded in history. With installed Shelby specified 427 FE Engine you will expe 0-60 MPH in less than four seconds.

Your CSX 4000 is constructed using a high-strength fib composite body with aluminum fender closeout panels. to a high quality finish and is available in a variety of co like the original race car, your frame is constructed usir main rails with a 120 wall thickness. The 90" wheelbas wheel independent suspension with dual A-arms and c The original look is maintained with the 15" Halibrand S wheels, original style roll bar, custom made headers ar large aluminum radiator, rack and pinion steering, and differential are also standard features. The interior boa signature series custom gauges and an original style 1 wheel. Modern upgrades include custom Shelby brand specially commissioned shocks which ensure safety wi from the original look. More Information...

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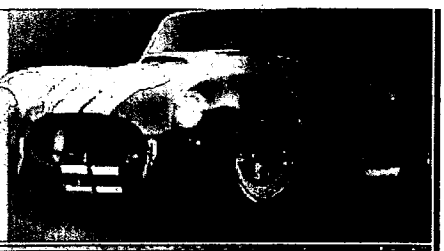
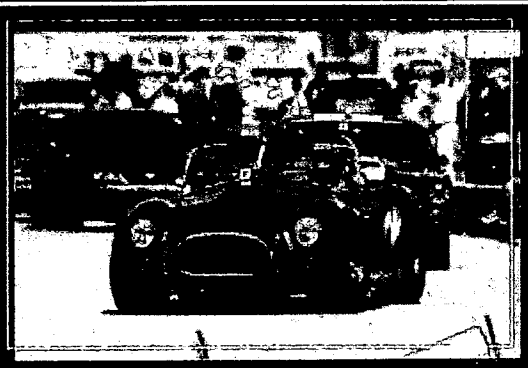
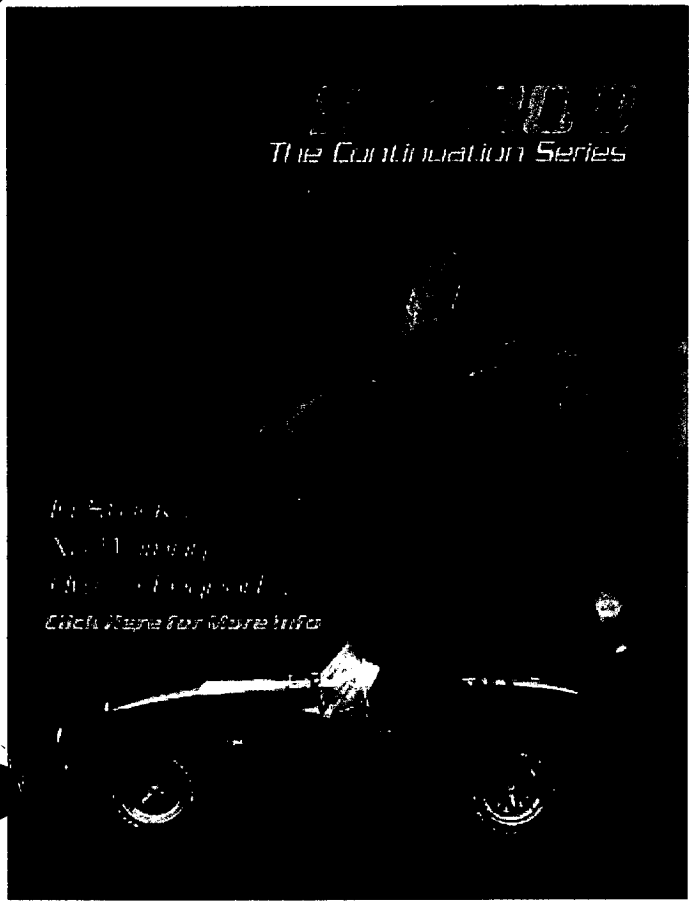
Shelby Distribution USA



Shelby CSX4000 427 S/C







The Shelby Automobiles Inc. CSX 4000 delivers the "Real Thing" at a highly competitive price. It is built by Shelby to his exact specifications. Each hand crafted rolling chassis is specially prepared by highly skilled craftsmen and built for you, the discerning customer. Your authentic Shelby will also be documented with a genuine Shelby CSX serial number, a MSO signed by Carroll Shelby and it will be documented in the Shelby registry where it is recorded in history. With your customer installed Shelby specified 427 FE Engine you will experience the thrill of 0-60 MPH in less than four seconds.

Your CSX 4000 is constructed using a high-strength fiberglass composite body with aluminum fender closeout panels. It is then painted to a high quality finish and is available in a variety of color choices. Just like the original race car, your frame is constructed using 4" round tube main rails with a 120 wall thickness. The 90" wheelbase carries a four wheel independent suspension with dual A-arms and coil over shocks. The original look is maintained with the 15" Halibrand Style pin drive wheels, original style roll bar, custom made headers and side pipes. A large aluminum radiator, rack and pinion steering, and Salisbury style differential are also standard features. The interior boasts with Shelby signature series custom gauges and an original style 15" wood steering wheel. Modern upgrades include custom Shelby branded brakes and specially commissioned shocks which ensure safety without detracting from the original look. More Information...

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7 All-American Sports Cars

By Thomas Bey
Automotive Correspondent - *Every Sunday*

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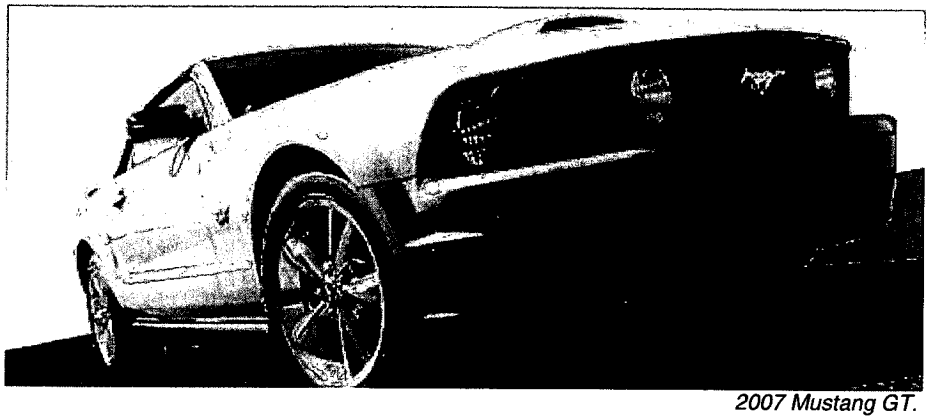


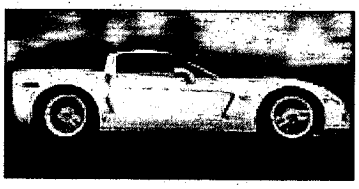
2007 Mustang GT.

The old tagline, "Baseball, hot dogs, apple pie, and Chevrolet," could easily include Ford, Dodge, Pontiac or virtually any domestic auto maker. Cars are an integral part of American culture, and domestic sports cars are even closer to our hearts.

Compiling a list of favorite sports cars was no easy task, so some ground rules had to be set. To make the list, a sports car must have had final assembly in North America, could not be single model-year special editions, must have a street-legal version (whether or not a racing version was made), and, of course, had to be a hit with critics and enthusiasts.

1- Chevrolet Corvette

Top model years: 1955-1975, 1997-present



It isn't by accident that the Corvette is known as "America's Sports Car." What began as an underpowered underdog over 50 years ago soon gained power, sales and iconic status. Through six generations, the Corvette has evolved with the times. I've driven today's car, also known as the C6, and can confirm that it's the best 'Vette yet. Few sports cars from *any* country offer this degree of thrust (400 horsepower), handling and, at last, build quality for the price.

What's more: For those with a little more pocket change and a greater need for power, the even hotter Z06 offers 505 horses to further risk loss of driving privileges.

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TOP WOMEN 2008 EDITION NOW LIVE! No. 35 made her film-acting debut opposite her father.

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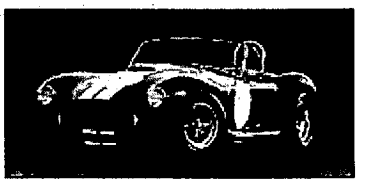
6- Shelby Cobra

Top model years: 1965-1969, 1989-present

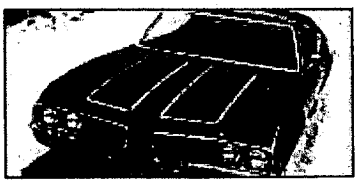


Carroll Shelby is a man who hates to stand still. He feels the same way about cars. Take, for example, his matching of Ford V8 power with a British AC roadster. The name Cobra came to Shelby in a dream, which is appropriate -- his car has been the dream of enthusiasts for more than four decades. It has dominated the track and street in just about every aspect, except maybe for quietness and comfort. But that's not the point. Whether endowed with the 289 cubic-inch engine or the ground-pounding 427, the Shelby Cobra has a Pavlovian effect on us.

What's more: Yes, the Cobra is the car that launched a thousand kits. But to counteract dilution of the legend, you can buy the real deal from Shelby Automobiles, Incorporated.

7- Oldsmobile Cutlass 442

Top model years: 1965-1971



With the Olds 4-4-2, you didn't have to sacrifice comfort just because you wanted a snarling V8 under the hood. From the 1964 introduction of the 4-4-2 as an option package on the F-85, it didn't take long for those three numbers to take on a life of their own. And for a handful of years in the '60s and early '70s, the 4-4-2 was one of the ultimate sleeper cars. You could serenely cruise around in style or terrorize most anything at a stoplight; it was your choice. This decent balance of luxury and performance make it an American sports car we're comfortable to call one of the best.

What's more: The official definition of 4-4-2? Depends. It's changed several times over the years from **4**-barrel carb, **4**-speed with dual (**2**) exhaust, to **4** cylinders with **4** valves per cylinder and **2** camshafts.

honorable mention

Daily Blogs
Gallery of the Day
Gossip of the Day
Joke of the Day
Video of the Day
Gadget of the Day
Site of the Day
iFilm

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Doc Love's System
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Cadillac XLR

Top model years: 2004-present



We can't let this one go without at least an honorable mention. It's hard to believe Cadillac was a punch line not so many years ago. The division has since done a 180-degree turnaround to reclaim past glory -- and attract younger buyers. The XLR is more than enough to make up for the failed Allante of years past. This time, the two-seat convertible interpretation benefits from the refined Northstar V8 on the Chevy Corvette's platform. Its taut lines announce a car that's just as comfortable in its element at the country club as on a twisting two-lane. The same can't be said of the XLR's rivals from Jaguar, Lexus or Mercedes-Benz.

What's more: You can up the ante with the XLR-V, costing just shy of six figures and packing nearly 443 toupee-peeling horsepower.

ain't that america

American car culture is led by its homegrown sports cars. There have been dozens of iconic models to burn rubber with over the last several decades. And new rides like the Pontiac Solstice and Ford GT could easily join these ranks if they live up to their potential. Either way, the future looks bright for the great domestic sports car to continue fueling our enthusiasm.

Resources:
www.edmunds.com
www.roadandtrack.com
http://autos.msn.com

Article Suggested By: Terry Sarge, Calgary, Alberta
Suggest an article.

READER COMMENTS: (56 posts)

Teuffelhunden says:

Tue, Mar.25th 2008 at 01:44:25 EST
Rating:

Oh yeah, did I mention the Cobra was indeed a full production vehicle...You could actually order one from Ford dealerships. It had to be, to race Le Mans a vehicle must be factory produced (500 minimum). To heck with this. The AC Cobra #6...I out to the garage to continue assembling the 331 stroker to go in my Shell Valley Cobra and change the plugs in my Ford flattie that drives my '28 chopped, channeled, and shaved ground pounder.

Teuffelhunden says:

Tue, Mar.25th 2008 at 01:39:28 EST
Rating:

Shelby AC Cobra #6? Are you kidding? The first American sportscar to bring down Ferrari. The car that inspired and technologically led the way for future american supercars. A 43 year old that still holds the record for 0-100 back to 0 in just 14 seconds. Come on, this only goes to show that the testosterone void metrosexual male is begining to over take the gold ol' american man.

#1 SPORTS CAR says:

Sun, Mar.23rd 2008 at 20:57:19 EST
Rating: n/a

I really agree the SSC ULTIMATE AERO is the bestest american sports car because well it is only the fastest car in the world.

S7 says:

Sun, Mar.23rd 2008 at 20:48:53 EST
Rating: n/a

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TOP WOMEN 2008 EDITION NOW LIVE! No. 3 is an Oxford graduate.

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Top 10: All-Time Best-Value Cars

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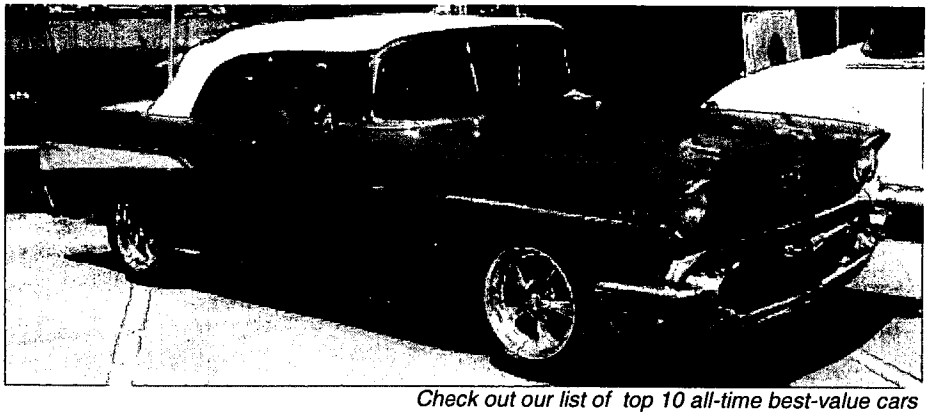

Check out our list of top 10 all-time best-value cars

As if news reports about gas prices aren't discouraging enough, the talking heads love to remind us that previous price spikes were more severe if you adjust for inflation in today's dollars. We're still getting better value, so they say, than during some other periods in history. Somehow, that feels like hollow consolation.

Let's forget about gas prices for the moment and look at a variety of cars across the years that can be labeled all-time best-value cars. If we define value by each car's strong suit(s) -- style, performance, economy or reliability -- in today's dollars, how do they hold up? Did you get what you paid for back then, or are we better off now with today's new cars? For help with the numbers, we consulted the National Automobile Dealers Association, or NADA, for our cars' original base prices. Then, to put these all-time best-value cars into perspective as 2008 figures, we fed our numbers to the U.S. Department of Labor's Consumer Price Index (CPI) calculator.

These are the vehicles that made our all-time best-value cars list.

Number 10

1965 Ford Mustang

Original base MSRP: $2,427
In today's dollars: $16,310



There may never be another car that creates a

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TOP WOMEN 2006 EDITION NOW LIVE! No. 16 owns a hotel in her native country of Brazil.

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Top 10: All-Time Best-Value Cars

By Thomas Bey
Automotive Correspondent - *Every Sunday*

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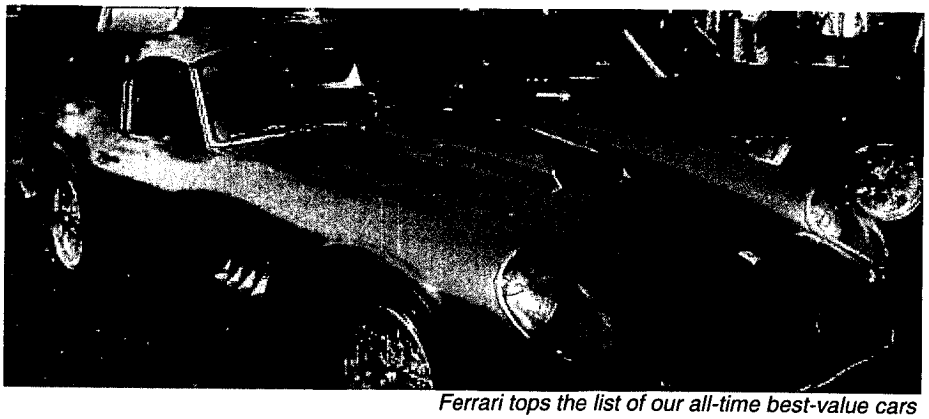
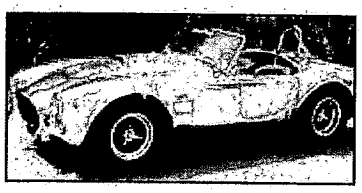


Ferrari tops the list of our all-time best-value cars

Number 3

1965 Shelby Cobra

Original base MSRP: $5,595
In today's dollars: $37,601



Like Carroll Shelby himself, the Cobra had humble beginnings but quickly became legendary. The Cobra began as the British lightweight AC Ace and served as the platform for Shelby to work his magic. With a modified 260 cubic-inch V8 -- just 4.2 liters -- he suddenly had the fastest production car of 1962, capable of 0-60 mph in 3.9 seconds. Through 1967, and with various Ford V8 power plants, the Cobra was equally dominant on tracks and streets. Production numbers weren't exactly VW Beetle-esque, but it was worth the effort to get one. Granted, not everyone could afford them then, but with originals auctioning for seven figures, not everyone can afford them now.

Number 2

Daily Blogs
Gallery of the Day
Gossip of the Day
Joke of the Day
Video of the Day
Gadget of the Day
Site of the Day
iFilm

Double Your Dating
Doc Love's System
Guide To Romance
The Style Bible
Bar To The Bedroom

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1973 Honda Civic

Original base MSRP: $2,150
In today's dollars: $10,251

In the early '70s, Honda's U.S. presence centered on its two-wheelers, like its little Super Cub. Just in time for the 1973 energy crisis, the Civic was introduced. It wasn't the first subcompact on the scene; cars like the Chevy Vega and Ford Pinto were available earlier -- but it was one of the best. With better value through gas mileage and quality than its U.S.-built peers, it didn't take long for Honda to ride the wave with Datsun and Toyota into market leadership through those dark days and beyond. Even if the first cars have become rare sights and are all but forgotten, the Civic name and value are still alive and well today.

Number 1

1960 Ferrari 250 GT California Spyder



Original base MSRP: $13,600
In today's dollars: $97,264

So, you're wondering, how does an almost 50-year-old car that would cost over $97,000 today make it into a review about value? For one thing, it's a Ferrari. And not just any Ferrari, but one of the rarest and most coveted V12 convertibles ever made: the 250 GT California Spyder. Even the highly inaccurate replica in *Ferris Bueller's Day Off* was lust-worthy, challenged only by the delectability of Mia Sara. Anyway, what seems like a lofty starting price has only gotten stronger. If you can find one for sale privately or at auction, you're going to part with seven figures and then some.

bang for your buck

Obviously, today's safety and efficiency standards can't be matched by even a 20-year-old car, regardless of price. If that's of less concern to you than looks or performance, the cars in our review comprise a split decision. In some instances, the value was better when they were new. In other examples, the extra money for today's equivalent is worth it. Either way, it makes for more cheerful contemplation than thoughts of gas prices.

Resources:
http://en.wikipedia.org
http://data.bls.gov
www.census.gov
www.nadaguides.com

Article Suggested By: Matthew P., Hilo, HI
Suggest an article.

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FEA
Mari

Car
1. E
2. B
3. W
4. T
5. T

Car
1. T
2. T
3. T
4. T
5. T

READER COMMENTS: (14 posts)

Pang says:
Yup Honda Civic Hatchbacks are classic

Sat. Apr.26th 2008
at 11:40:12 EST
Rating: ☆☆☆☆☆

T-bone says:
What was the author thinking when this was being writen down. And what year did he or she grow up in....

Thu, Apr.24th 2008
at 12:11:07 EST
Rating: n/a

Kano says:
The Corvette was and always has been overpriced junk!!!

Mon, Apr.21st 2008
at 16:06:46 EST
Rating: n/a

AVERY

DEPOSITION OF DAVID E. DAVIS, JR.

SHELBY v. SUPERFORMANCE

June 6, 2002

CONDENSED TRANSCRIPT AND KEYWORD INDEX

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IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS
CARROLL SHELBY, AN INDIVIDUAL,
CARROLL SHELBY LICENSING, INC.
AND SHELBY AMERICAN, INC.,
Plaintiffs,
v. Civil Action No.
00-CV-12581 RWZ
SUPERFORMANCE INTERNATIONAL, INC.,
d/b/a SUPERFORMANCE COMPLETE
REPLICARS,
Defendant and Counterclaimant.
And
FORD MOTOR COMPANY,
Plaintiff-Intervenor,
v.
SUPERFORMANCE INTERNATIONAL, INC.
d/b/a SUPERFORMANCE COMPLETE
REPLICARS,
Defendant.
_____/

The Video Deposition of DAVID E. DAVIS, JR., taken pursuant to Notice in the above-entitled cause, at 208 North Fourth Avenue, in the City of Ann Arbor, Michigan, on Thursday, June 6, 2002, commencing at or about 10:50 a.m., before Cheryl McDowell, CSR, RPR, a Notary Public in and for the County of Livingston.

APPEARANCES:
GOODWIN PROCTER
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(617) 570-1000
Appearing on behalf of the Plaintiffs.
FISH & RICHARDSON, P.C.
By: Mr. Kurt L. Glitzenstein
225 Franklin Street
Boston, Massachusetts 02110
(617) 542-5070
Appearing on behalf of the Defendant Superformance.
ALSO PRESENT: Mr. Tim Reitman

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EXHIBITS

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Exhibit 632 - Car and Driver Article 69

Ann Arbor, Michigan
Thursday, June 6, 2002
At or about 10:50 a.m.

VIDEO OPERATOR: Today's date is June the 6th, the year 2002, and we're on the record at 10:50 a.m. This is the video deposition of Mr. David E. Davis, Junior, and we're at 208 North Fourth Avenue in Ann Arbor, Michigan. This is the matter of Shelby, et al. versus Superformance International, et al.

Counselors, can you put your appearance on the record, please.

MR. GLITZENSTEIN: For Defendant Superformance, Kurt Glitzenstein of Fish & Richardson, Boston.

MR. PUZELLA: For Plaintiff Carroll Shelby, Carroll Shelby Licensing, Inc., and Shelby American Inc., Mark Puzella.

DAVID E. DAVIS, JR.,
an Expert Witness herein, was first duly sworn to tell the truth, the whole truth and nothing but the truth, testified as follows:

EXAMINATION

BY MR. GLITZENSTEIN:
Q. Good morning, Mr. Davis.
A. Good morning, sir.

Q. Have you ever been deposed before, sir?
A. I have.
Q. And in what case or cases? Let me start with this. How many times have you been deposed?
A. The best of my memory, twice, once in a case involving Automotive News and a copyright issue and once on a customs issue involving light trucks from Nissan.
Q. Have you ever served as an expert witness before?
A. No.
Q. Have you ever been asked to prepare an expert witness report before?
A. No.
Q. Do you understand what I mean when I use the term expert witness?
A. I have acquaintances who are expert witnesses by trade. Is that what you're referring?
Q. That's one example. Also, have you been asked to provide any, in any legal capacity any testimony or opinions on any matter other than things that you observed or perceived with your own eyes, for instance? If that's not clear --
A. I mentioned two cases earlier in which I testified in that way.
Q. So in what capacity were you involved in the Automotive News copyright case?

A. The proprietor of Automotive News, Keith Crane, is a friend and called me and asked me if I would testify to the importance of the Automotive News title and logotype.
Q. Did you testify at trial in that matter?
A. Yes.
Q. Where was that trial?
A. Here in Ann Arbor.
Q. When was that?
A. Five years ago.
Q. Other than testifying as to the importance of Automotive News, did you offer any other opinions in that matter?
A. No. I was, I was only responding to questions and they were all specifically about that issue.
Q. I see. Okay. And the customs issue that you mentioned, in what capacity were you involved in that matter?
A. I was asked by Nissan's attorneys to talk about the difference between light truck sport utilities and passenger cars as a customs issue.
Q. Was that a matter that ultimately went to trial?
A. Yes.
Q. Where was that?
A. That was in the City of New York.
Q. When was that to the best of your recollection?
A. Approximately ten years ago.
Q. What, if anything, did you do to prepare for today's deposition?
A. I didn't really prepare for this deposition. I responded to telephone calls and mail that I received from this attorney, but other than that, no, I didn't do anything out of the ordinary to prepare.
Q. Did you meet at all with Mr. Puzella before starting up today?
A. Yes, we met yesterday.
Q. Okay. For how long?
A. Two hours.
Q. What did you and Mr. Puzella discuss at that meeting?
A. This meeting and how I should conduct myself and what I might be asked.
Q. What were you told in terms of how you should conduct yourself?
A. To tell the truth, to take as much time as was necessary to make sure that I gave an answer that I was comfortable with and that I would be free to call for a break any time I needed one, that we would probably break for lunch during the day at some point, that sort of thing.
Q. And what did you discuss in terms of questions that you might be asked today?
A. I was told that I would be questioned about my status as a knowledgeable person on this issue. I was told that we would probably go at some length into the relationship of

Carroll Shelby, the Shelby Cobra, and then the various replicas that have been built resembling the Shelby Cobra.
Q. Anything else that you and Mr. Puzella discussed about what you might be asked today?
A. In general terms, that was it.
Q. Okay. What specifically did you discuss about that issue to the best of your recollection?
A. That issue?
Q. Right. Well, let's break it down then. What did you specifically discuss about the Shelby Cobra?
MR. PUZELLA: Objection. You can answer.
THE WITNESS: My, we discussed my experience with Shelby, my experience with the Shelby Cobra, how I came by that experience.
BY MR. GLITZENSTEIN, CONTINUING:
Q. What did you discuss about replicas of the Shelby Cobra?
A. We discussed the relationship of replica cars to the original Shelby Cobra.
Q. Anything else about replicas?
A. We discussed it at some length, but it was all, the central issue was always the relationship between replicas that have been built since the original Shelby Cobra went out of production.
Q. And what is the nature of that relationship between

replicas and original Shelby Cobras?
A. Carroll Shelby built a car called the Shelby Cobra, and it was initially very successful, but he had, there was an awful lot on his plate at that time. He was involved very heavily in Ford Motor Company racing, one thing or another, and he decided sort of abruptly to discontinue production of that car, and it seemed to leave a vast, unsatisfied demand. And in almost no time at all, people had begun to go into the business of building cars that were, in fact, replicas of the Shelby Cobras to satisfy this demand which Shelby was no longer satisfying with having curtailed production.
Q. You've used the term replicas, Cobra replicas, is that correct?
A. Shelby Cobra replicas.
Q. Shelby Cobra replicas. What does that term mean in the automotive business?
A. A replica can be anything from a car that looks like the car it replicates to a car that is a fanatically obsessively perfect replica of the car right down to the last nut and bolt, and all of those things have been true of the various replicas that have been built over the years of the Shelby Cobras.
Q. Does the term -- do people purchasing replicas understand that they're not buying the original article?

A. I believe that they definitely understand that they're buying replicas, but they invariably refer to them as Shelby Cobras when they talk about them.
Q. In terms of in the context of a purchaser of a Shelby Cobra replica, such purchasers don't believe that they're buying an actual Cobra Roadster that was manufactured by Carroll Shelby in the 1960s, do they?
A. No, I don't think anybody's ever bought one under false pretenses.
Q. What documents have you reviewed in connection with this, with this lawsuit?
A. The only documents were sort of boilerplate material that was sent to me by counsel.
Q. Before the deposition started, Mr. Puzella mentioned an expert report of Mr. Brock?
A. Yes, I read the Peter Brock report.
Q. Do you know Mr. Brock?
A. I do.
Q. How do you know Mr. Brock?
A. I've known Peter Brock since he worked for Carroll Shelby. I went through the Carroll Shelby driving school with Peter Brock as my instructor in 1962. I have read Peter Brock's book. I see him regularly at automotive events.
Q. Do you consider Mr. Brock to be knowledgeable about the

Shelby Cobra?
A. Absolutely.
Q. Do you consider Mr. Brock to be knowledgeable about replicas of the Shelby Cobra?
A. Absolutely.
Q. In reviewing Mr. Brock's expert report, was there anything that you read in there that struck you as incorrect or that you disagreed with?
A. I disagree with the fact that he disagrees with me. I feel very strongly that the original Shelby Cobra is the basis for this entire cottage industry of replica cars that have been built over the years. Had there been no Carroll Shelby, there would be no replica business, and I think Pete and I differ on that point. I guess that's number one, my objection to him disagreeing with me, and, number two, that would, that main point would be the area where he and I are in disagreement.
Q. And that main point is that -- is whether or not Carroll Shelby's vehicles are responsible for spawning the replica car industry?
A. Not the replica car industry but the replica Shelby Cobra industry, that that industry would not exist today were it not for the fact that Carroll Shelby had the foresight to build the Shelby Cobra in the 1960s.
Q. Can you explain the relationship as you perceive it

between the replica Cobra industry and Carroll Shelby's work with making Cobra Roadsters in the 1960s?
A. Shelby created the car called the Shelby Cobra and built approximately a thousand cars, I don't know the exact number but it's in that neighborhood, and the cars were hugely successful in motor sport, built an incredible relationship as a high-performance car virtually overnight, and that, the luster of that, the sort of halo that surrounds those cars as collectable cars, has sent the price just through the ceiling. It's now impossible to buy one for less than a hundred thousand dollars I would think and some of them have sold for much higher prices than that.
And the popularity of these cars, the ability of these cars to continue to get publicity year after year after year has led other manufacturers to build replicas of those cars to satisfy a demand that seems as though it will never stop. Thirty some years have gone by and there are still people who want very badly to own a Shelby Cobra, and the cars that are available are the replicas and some of them are very, very good.
Q. And I believe you said earlier that these other manufacturers that sprang up to satisfy this demand, they began doing so very soon after Mr. Shelby stopped making Cobras in the sixties?

A. I suppose the first Shelby replicas were built sometime in the seventies.
Q. And do you know when Mr. Shelby stopped making his Cobras?
A. I think the last Cobras were built around 1965, 1966.
Q. And since the time when the first manufacturer of Shelby Cobra replicas came into being, there have been other, there have been many Cobra replica manufacturers, is that correct?
A. Absolutely.
Q. Do you know approximately how many there have been?
A. I have no idea but there are dozens of them.
Q. Do you know approximately how many Shelby Cobra replicas have been produced?
A. I don't.
Q. Do you know a gentleman by the name of Kurt Scott?
A. No.
Q. Okay. Do you know approximately the ratio of original Shelby Cobras that were produced to the replicas of the Shelby Cobras that were produced?
A. I don't know the number of replicas that have been produced, so I can't, I can't answer that question.
Q. If you today saw a car driving down Fourth Avenue here with the shape of the -- of a 1960s era Shelby Cobra Roadster, would you be able to conclude who manufactured

that vehicle?
A. It depends on the replica. There are some replicas that are absolutely indistinguishable from the original. Some were very crude. Some weren't even made out of the proper materials or the proper components.
Generally speaking, that is a very distinctive body shape and one that is instantly recognizable as a Shelby Cobra. Then you have to go into a little farther and take a look and see exactly what it is that you're looking at.
Q. And by that do you mean that you would recognize the shape as being something that was created by Mr. Shelby in the 1960s?
A. The first impression would be that you were looking at a Shelby Cobra. The next thing would be to take another look and ascertain whether that was actually the case or not, and that would, that would only be since this became an issue. There was a time when I would have looked at any really beautiful Shelby Cobra and simply taken it for granted that it was a Shelby Cobra.
Q. And when was that?
A. Oh, up to five or six years ago.
Q. What's changed since then?
A. Partly the very high quality of the replicas themselves. Some of them are so good that it's very difficult to tell

the difference.
Q. And for those, for that particular subset of Cobra replicas, just looking at the car, you wouldn't be able to tell who manufactured it, is that correct?
A. No, you would immediately assume that that was a Shelby Cobra.
Q. You would assume that it was, it had actually been manufactured as an original?
A. Generally speaking, I'd say generally speaking, ninety-nine times out of a hundred the good ones look so much like the original that you would almost have to have an expert standing at your elbow to guide you to the subtle differences.
Q. But today you know that there are companies that are producing very high-quality Cobra replicas that are indistinguishable from the originals, is that correct?
A. That's true.
Q. So if you were to see something that appeared to you to be the -- have the exact same appearance as a 1960s era Cobra replica, how could you know whether that car was actually manufactured by Carroll Shelby back in the sixties or instead was manufactured recently by one of these high-quality producers?
A. It's extremely difficult to know the difference. Generally speaking, there are small distinctions. The

seats were not very comfortable in the original Cobras, and you see a lot of the replicas have a more modern seat just for the benefit of whatever high-roller decided to buy it. But generally speaking, it would be almost impossible to tell one of the good ones from an original Shelby Cobra.
Q. So looking at the shape doesn't necessarily, for that particular subset of replicas, looking at the shape doesn't tell you necessarily who manufactured the car?
A. The basic shape is so distinctive and there's nothing else that looks like it, so your immediate, your automatic assumption is that you're looking at a Shelby Cobra.
Q. But given what you know about the presence of high-quality replica makers in the industry, when you do look at the vehicle, looking at the vehicle in and of itself and just the shape of the vehicle, that would not allow you to draw any conclusions about who manufactured that vehicle?
A. No.
MR. PUZELLA: Objection as to the vehicle. You can answer if you understand it.
THE WITNESS: The question pertains to the physical appearance of the vehicle?
BY MR. GLITZENSTEIN, CONTINUING:

Q. Right.
A. From the standpoint of physical appearance, it would be virtually impossible to tell.
Q. So from the physical appearance only, you would be unable to discern or determine the manufacturer of that particular, that particular product that you're looking at?
A. To see one going by in the street, it would be impossible to tell.
Q. Who made it?
A. Yeah.
Q. When is the last time that you've spoken with Mr. Brock, if you recall?
A. Peter Brock? I was with Peter Brock at the Amelia Island Concorde D'Elegance in Florida in March of this year.
Q. Did you and Mr. Brock at all discuss anything about this case?
A. No. I had not been contacted at that time.
Q. When were you first contacted about this case?
A. It was on one of my trips to California. It would have been within the last three months, and I received a call from Carroll Shelby at my office in Los Angeles.
Q. Had you -- prior to that call, when was the last time you had spoken with Mr. Shelby?
A. I had lunch with him approximately a month before that at

the Bellaire Country Club.
Q. When Mr. Shelby called you that time when you were in your office in Los Angeles, what did you and he discuss?
A. He talked about this case and he asked me if I would be willing to testify in his behalf and said that if I was willing to do that, I would be contacted by his lawyers.
Q. Did you and Mr. Shelby discuss the issues that he would like you to address in this case?
A. No.
Q. When Mr. Shelby asked if you were willing to testify in his behalf, what did you understand that to mean in terms of what was Mr. Shelby's behalf as you understood it?
A. I knew it had to do with Shelby Cobras versus replicas of Shelby Cobras and I knew that he had a lawsuit, and that was about the extent of my knowledge of what I might be involved in.
Q. Had you and Mr. Shelby discussed this case before that particular call?
A. I was with him a year ago at the, I think the 40th reunion, 40th reunion of the Virginia International Raceway where he was the guest of honor and there was a great reunion of Shelby Cobra owners, and we were together for the entire weekend there, and at that time he talked at some length about the fact that he was going to do something about all of the replicas that now

existed and were still being manufactured.
Q. Did he tell you what he was going to do about that?
A. He said there was going to be a lawsuit.
Q. Did you and he discuss anything else about replicas at that time?
A. Yes.
Q. What was that?
A. I chided him and suggested that the people who buy replicas are Carroll Shelby enthusiasts, they're buying part of the Carroll Shelby legend, and that he makes a terrible mistake to risk alienating them when the only reason they bought the replicar in the first place was because of him, his reputation, and the fact that he created that car.
Q. Do you feel that people who buy Cobra replicas are in a way paying tribute to Mr. Shelby?
A. Absolutely.
Q. Did you and Mr. Shelby discuss anything else about Cobra replicas that you can recall?
A. There were a number of Cobra replicas in the paddock at that race, and as we toured around the paddock area and around the racetrack, I commented several times on particularly beautiful cars, and Shelby would tell me which ones were replicas and which ones weren't.
Q. So he was able to tell but you weren't?

A. Yeah.
Q. Anything else that you recall about Cobra replicas?
A. No. Any conversation we had on the subject was basically on those points.
Q. Have you personally ever owned an original Shelby Cobra?
A. Never.
Q. How about a replica?
A. Never.
Q. Have you driven replicas?
A. I have driven replicas.
Q. You mentioned previously that there were some particularly in the last five years that were of very high quality. Have you driven -- are you familiar with which producers make those?
A. I have not driven Superperformance. The last replica that I drove was an Autocraft car.
Q. Is the Autocraft Cobra replica, is that one of those high-quality ones?
A. It was a very high quality. I would have to qualify that. That car was bought by the president of Chrysler Corporation and was built for him by Jack Roush Industries here in Detroit, a company that builds racing cars.
Q. Was that Mr. Lutz?
A. Yes.

Q. Robert Lutz?
A. Yes.
Q. And at that time he was the president of Chrysler you say?
A. Yes.
Q. When was that approximately?
A. He was president of Chrysler about seven or eight years ago, and this would have been about ten years ago.
Q. And Mr. Lutz's replica Cobra was built by Jack Roush Racing?
A. Using Autocraft components, yes.
Q. Jack Roush Racing are specialists in high-performance Ford products?
A. Yes.
Q. All right. What other Cobra replicas are you aware of that are of high quality?
A. Twenty years ago, twenty-five years ago I drove a couple of really sort of pedestrian replicas, not very good replicas that were being imported by a small sales company in Los Angeles, and they were powered by the 351 Cleveland engine and they were really lackluster attempts. They weren't very serious cars. As a matter of fact, I gave back one after just driving it back to my hotel that night. It was really a disappointment.
Q. So the car performance didn't deliver what the appearance

might suggest in that case?
A. Absolutely not. Generally speaking, they do a pretty good job of delivering a car that looks like a genuine Shelby Cobra, but very often the performance is sort of out of whack. It doesn't jibe with the appearance.
Q. Were there any that had the VW Bug pan?
A. I couldn't testify to that. I don't believe I've ever driven one that was either a VW or a Mustang.
Q. That was a perennially popular donor vehicle for a lot of replicas, maybe not the Cobras.
So after Mr. Shelby called you and asked if you'd be willing to testify in his behalf, you told him you would be, is that correct?
A. I did.
Q. And then were you then contacted by Mr. Shelby's lawyers?
A. I was.
Q. Who was that?
A. I don't remember the initial contact. A one-syllable, four-letter name, and I can't remember what it was.
Q. Hosp?
A. Yes, yes.
Q. That narrowed it down considerably, by the way.
And what did Mr. Hosp and you discuss?
A. He identified himself as Shelby's lawyer, asked if we had, in fact, talked about this lawsuit. I said we had,

and he said would you be willing to testify and I said I would, and then we talked about things like scheduling and when we might get together and would I put together a document that described my relationship with Shelby.
Q. Did you put that document together?
A. Yes, with the help of the law firm, I put together a document in the proper form.
Q. Is that document what became your expert report in this case?
A. Yes.
Q. Were there any earlier drafts of that document that you provided to Mr. Hosp or his firm?
A. There was only one draft and there were only one or two minor points that were changed, and I signed it and faxed it back to them.
Q. Do you know what happened to the draft?
A. The draft that I kept? It's here in the office somewhere.
MR. GLITZENSTEIN: Mr. Puzella, maybe at a break if we could take a look at that.
MR. PUZELLA: We'll see if we can find it. If not, we can send it on afterwards.
MR. GLITZENSTEIN: Okay. Thanks very much.
BY MR. GLITZENSTEIN, CONTINUING:
Q. What were you asked -- withdrawn.

Were you given any context in terms of the issues that Mr. Shelby would like you to speak to?
A. No. No. He's never entered into any of these discussions as an individual. He's always just been the Shelby of the legal papers.
Q. Okay. In terms of the issues in this case, were you given any context to frame your -- in order to tell you what it is that the law firm wanted you to speak to?
A. No. Yesterday when we had our two-hour discussion about this, I was given some sample questions of the sort of thing I might expect in this deposition, but it was never suggested how I ought to actually, how I ought to actually frame an answer.
Q. No. What I was asking actually was about the -- in your initial call with Mr. Hosp, you were asked I believe you said to put together a document that describes certain things?
A. Yes.
Q. What things were you asked to address in that document?
A. My background, my relationship with Shelby, my experience in this field, and an opinion on replicas versus real cars.
Q. What opinion were you asked to provide on replicas versus real cars?
A. That question has been asked several times and it's

always been asked as what is your opinion, and I'm always stopped by it because it seems like there are so many things involved that I can't say what is my opinion, what is my opinion on what, and that was the way I responded then, too.

Q. And did Mr. Hosp give you any further guidance on that?

A. I don't recall that I got a lot of guidance from Mr. Hosp. When I got guidance was yesterday in our two-hour discussion here. Those original contacts were quite perfunctory and just very short telephone conversations.

Q. How did you know what issues you were going to be asked about in this case? I mean, you could probably write a hundred pages on Cobras perhaps. How did you pick the things that you actually, that actually wound up in your report?

A. Well, there was some, there was some guidance in terms of the issues involved and I addressed specifics about those things, but, again, it was not a really comprehensive briefing or a set of directions.

Q. And did they -- did you have a framework of the issues that you were asked about?

A. Yes, there was a general framework of what was going to be involved in this.

Q. What was that framework?

A. I don't even remember at this point.

Q. Do you recall what the issues were that you were asked about?

A. The fundamental issue of the relationship of replica Shelby Cobras to the real thing and my opinion of that.

Q. Were you, prior to finalizing this particular document, this report, were you shown any documents?

A. No.

Q. Did you consult with any texts or with any people?

A. No, I didn't.

Q. Are you being compensated for your work here?

A. No.

Q. How long have you known Carroll Shelby?

A. I met Carroll Shelby in the spring of I believe 1956 at a race in Pomona, California.

Q. Have you and Mr. Shelby kept in touch since then?

A. Ever since.

Q. And you consider him a friend?

A. Absolutely.

Q. Have you and Mr. Shelby ever had any business dealings?

A. Yes.

Q. What were the nature of those?

A. I made a very unfortunate fifty thousand dollar investment in a cattle deal that went south.

Q. Anything else?

A. No, that's the extent of it.

Q. When was that?

A. Twenty years ago.

Q. You apparently don't hold a grudge.

A. No. Caveat emptor I think.

Q. Right. I just want to get some of the baseline terms out of the way. We've talked about Shelby Cobra replicas. Are they different in any way from Shelby Cobra kit cars?

A. Kit car to me implies something considerably more primitive than the sort of replicas that you're apt to see at important car shows and Concorde D'Elegance and that sort of thing. The kit cars, when I think of the kit cars, I think of the cars that use Mustang components, that had the wrong engine, things like that.

I know that you could suggest that some of the very good ones also arrived as kit cars because they didn't come with an engine or a transmission or something of that kind. But generally speaking, I would say the high-quality replicas generally arrive as a complete car and the owner is not scrounging around junk yards trying to find the necessary parts to complete his kit.

Q. And I think you've also used the term Shelby Cobra knockoff.

A. I probably have. I don't believe I've used it in this conversation, but I have, I have used it in conversation and I've probably written it over the years.

Q. I can provide some context. I should have as well. It's actually in your report and I can direct you to it if you'd like.

But sitting here, do you have a -- what's your definition of a Shelby Cobra knockoff?

A. A knockoff of any, of anything, any product, would simply be an attempt to capitalize on the appearance of a product by creating a replica.

Q. Is there a term that's given to an original or a bona fide 1960s era Shelby Cobra Roadster?

A. I just refer to it as Shelby Cobras.

Q. Do people take care to stress that they're originals or real or something like that?

A. Oh, yeah, yeah. The people who own them almost invariably refer to them as original Shelby Cobras or the people that belong to the Shelby clubs use even more specific nomenclature than that. They'll identify their car by serial number and also the racing provenance usually.

Q. Do people take care to state that theirs is an original Shelby Cobra in order to avoid anybody thinking that it's a replica?

A. I think it's very important to someone who owns the real thing and they've spent a huge amount of money for it to make it clear that he didn't go out and get a replica,

that he does, in fact, have the real thing.
Q. Because if he didn't tell them that, people might not know?
A. Exactly.
Q. I believe you mentioned earlier, Mr. Davis, that there were perhaps a thousand original Cobras manufactured?
A. I think the number was in that area. I recall reading it in the Peter Brock report. I think it was about a thousand.
Q. Are you familiar with the particular Cobra model the 427-SC?
A. I am.
Q. Do you know approximately how many of those were manufactured?
A. I do not.
Q. Have you driven the 427-SC?
A. I have driven a 427.
Q. And have you driven the 289 powered ones?
A. Yes.
Q. Do you consider there to be a tellable -- withdrawn.
In your view is there an appearance difference between the 289 powered original Shelby Cobras and the 427-SC original Shelby Cobra?
A. Yes.
Q. What's the nature of that difference?

A. The engine is much larger and heavier in the 427, and it required larger wheels, wider rims, larger tires. They had to put fender flares on, cooling was critical, and the front end was much less designy and finished. It was done more like a racing car.
Q. By the way, do you know what SC stands for in the 427-SC designation?
A. I don't remember what SC stands for.
Q. Is it semi competition?
A. I don't remember.
Q. Does that refresh your recollection? You can rule out sports coupes since these are Roadsters.
A. No, I don't think it's that, but I couldn't make a guess. I don't know.
Q. What are the demographics for lack of a better word of people who purchase original Cobras today?
A. They'd have to be very good.
Q. I'm sorry?
A. They would have to be very good. The cars are so expensive that an average wage-earning car enthusiast would be hard pressed to own one. People I know who are not very wealthy who do own them usually are people who bought them years ago when they could still be bought quite reasonably.
Q. Given the cost of the original cars, do people who are

considering purchasing one spend a fair amount of time investigating the product before they buy it?
MR. PUZELLA: Objection. Go ahead, you can answer.
THE WITNESS: My answer would be a generalization. In all the research we've done in the past thirty-five or forty years regarding the nature of the automotive consumer, the enthusiast who sets out to make a purchase that's going to take a large chunk of his discretionary income spends a great deal of time, a disproportionate amount of time making up his mind and examining all the sources.
BY MR. GLITZENSTEIN, CONTINUING:
Q. What sort of due diligence does the person who's considering buying an original Shelby Cobra Roadster exercise?
A. The first thing to do would, generally speaking, they own the literature, they own the books that have been done. They have studied them, they've read the magazine articles that came to their attention, and now it's possible to go on the Internet and get a lot of information on the subject.
Q. And how about people who are contemplating purchasing a replica Cobra; what steps do they take to investigate those products before making a purchasing decision?

A. In most cases there would be an initial look at the real thing, the realization that the real thing was priced well beyond their resources and/or that the car, the sort of car they were interested in simply wasn't available in the used Shelby Cobra market, and then they'd start to search through the resources on the replicars and trying to find the one that was most like the car of their dreams.
Q. Do you consider the replicas of the Shelby Cobra to be practical, everyday transportation?
A. If they are true replicas and the engine is in the same state of tune as the original, yes, it would be.
Q. Are the -- do you consider the purchasers of replica Shelby Cobras to be knowledgeable about the products that they're purchasing?
A. I would answer a qualified yes.
Q. For many people buying these vehicles, there's a substantial investment of either, well, not either, time and/or money in actually getting the car on the road, is that generally correct?
A. Generally the truth, yes.
Q. And as a result of that are people, do people exercise a fair degree of caution in investigating what it is they're purchasing?
A. I think it falls into two categories. There are the sort

of down-and-dirty kit cars, there are even magazines dedicated specifically to kit cars, Shelby look-alikes. And I would say that probably they're looking more to have the sense of a Shelby Cobra without spending a lot of money.

And when we look at the top-of-the-line replicas, it's an entirely different situation, and they are absolutely fastidious in their diligence and the amount of trouble they go to to make sure that they're getting a really good, really well-built automobile.

Q. What's the price range for the first category of purchasers that you referred to, people who want the look of a Shelby without spending a lot of money?

A. I haven't paid any attention to that market. I don't actually know what people are spending for the low-buck kit cars.

Q. How about --

A. It never interested me, I'm sorry.

Q. How about those who are more, the products that are more fastidious I think is how you described it.

A. A hundred thousand dollars would not be exceptional and probably from sixty to a hundred thousand depending on how much you wanted it to be an original Shelby.

Q. Do you know what Mr. Lutz paid for his?

A. I don't have any idea. It would be at the high end

obviously because the labor rates at Roush are astonishing.

I'm going to have to ask for a break.

Q. Actually, this is a real good time.

MR. PUZELLA: Why don't we go off the record and take a little break.

VIDEO OPERATOR: We're going off the record at 11:40 a.m.

(Whereupon a discussion was had off the record.)

VIDEO OPERATOR: We're back on the record at 11:48 a.m.

BY MR. GLITZENSTEIN, CONTINUING:

Q. Mr. Davis, I'd like to go through your work experience here, and I'd like to start with your current employment.

A. I work for Primedia, Incorporated at 208 North Fourth in Ann Arbor, Michigan.

Q. What do your responsibilities there include?

A. My titles are editor emeritus and founder of Automobile Magazine and editorial director of Motor Trend magazine.

Q. And you've been the editorial director of Motor Trend since October, 2001?

A. I have.

Q. You founded Automobile magazine in 1985, is that correct?

A. Yes, sir.

Q. When did you become the editor emeritus of Automobile?

A. January 1st, I should say December 31st, two years ago.

Q. 1999?

A. That would have been '99.

Q. And prior to that did you have a position at Automobile?

A. I was editor of Automobile magazine and before that I was editor and publisher of Automobile magazine.

Q. What's the difference between being editor and being editor publisher?

A. Publisher is sort of senior advertising director and in some cases a general manager. Editor is exclusively in charge of the editorial operation, the actual magazine making.

Q. When did you switch from being the editor publisher to the editor?

A. Very early in the history of the magazine I made the switch because we hired a man from Time-Life to be the ad director and he would not accept the job unless he got the publisher title, so I relinquished the publisher title. The company called me publication director, but I never used that title.

Q. And you've also worked with Road and Track?

A. My first job in this business was with Road and Track magazine. I went to work there in April of 1957, worked until May of 1960.

Q. What did you do?

A. I was an advertising salesman and director of advertising and sales promotion.

Q. You say that was your first job in the automotive --

A. That was my first job in the automotive magazine business.

Q. And after leaving Road and Track, you left Road and Track in May, 1960?

A. I left Road and Track in May of 1960 and went to work at the Campbell-Ewald Advertising Agency as the copyrighter on Corvette.

Q. How long were you at Campbell-Ewald?

A. Three years.

Q. After that?

A. I became editor and publisher of Car and Driver magazine in New York City.

Q. How long did you hold that position?

A. I was there twice. I was there once from December of 1962 until the summer of 1968, and I went back in 1976 and was there until the magazine was sold to CBS in 1985.

Q. And between the summer of 1968 and 1976?

A. I went back to Campbell-Ewald where I was executive vice president, a member of the board, and creative director for all accounts including Chevrolet and Chevrolet truck.

Q. Any other automotive employment?

A. In June of 1949 I went to work at the Ford Motor Company manufacturing 1949 Ford body panels.
Q. How long were you with Ford?
A. It would be the entire summer of 1949, about four months.
I also worked for the Ford Motor Company in a press plant subsequent to that for a very short time. I also worked at the Fisher Body General Motors plant. I also was an imported car salesman for two companies, one called Sports Cars Ypsilanti in Ypsilanti, Michigan and one called Falvey Motor Sales in Ferndale, Michigan, and from 1952 until 1955 I was an active racing driver.
Q. I'd like to ask you about your first job at Campbell-Ewald in the early sixties. You say you were the copyrighter on the Corvette. What did that include?
A. I wrote magazine ads for the car enthusiast magazines, and I also wrote a second campaign which ran in New Yorker and Sports Illustrated, new car advertising for Corvette. I also was pressed into service as part of an experimental group doing sort of experimental creative treatments for Chevrolet, and I also wrote Corvair advertising.
Q. Was there a particular department that you were in at Campbell-Ewald when you were there in the early sixties?
A. It was simply called the creative department on the Chevrolet account.

Q. Is there a difference between the creative department and the research department at Campbell-Ewald or was there at that time?
A. Yes, oh, definitely. The research department was altogether separate.
Q. And were they different substantively as well?
A. Oh, yeah.
Q. And how did they differ?
A. Creative department only created advertising. We did radio and television commercials, we did print advertising for magazines, print advertising for newspapers.
Q. And the research department, what did they do?
A. The research department did consumer research to be used as either advertising, evaluation of advertising effectiveness or consumer attitudes that would make it possible for us to do more successful advertising.
Q. What sort of research would they do to make those evaluations?
A. We did everything. We did focus panels, we did mailed questionnaires, we did blind research using sales data, we bought research material from a number of outside firms that had to do with consumer preferences and trends in the marketplace, everything from colors to optional equipment.

Q. Did you work in the research department at all?
A. I never worked in research. I worked with research in my creative capacity, but I was never a working research person.
Q. In what ways or ways, I'm sorry. Withdrawn.
In what way or ways would you interact with the research department while you were at Campbell-Ewald?
A. We always started every new campaign by exhaustively discussing the issues involved with the research people. We helped them frame questionnaires and interview questions to get us information we were looking for relative to the creation of advertising. We then sat through long, long research meetings regularly where they revealed material to us over and above what we had specifically asked for. There was also economic research people were in once every three months to provide us with economic background for trends in the marketplace and what we could expect in the coming season, that sort of thing.
Q. Why is it that you would conduct or initiate this research investigation at the outset of every advertising campaign?
A. First and foremost, to enable us to make the most effective advertising possible with as little guesswork as possible. Second, in another wave of research we

would learn how effective the advertising had been and how it was received by the target markets.
Q. And the research was necessary to evaluate both of those, both how to make the ads as effective as possible and then to evaluate whether you achieved that goal?
A. That's a matter of opinion. There are companies that operate very successfully with minimal research. There are companies that are research driven in everything they do.
We fell into a sort of middle ground. We were -- we did a great deal of research for Chevrolet and General Motors, and we used it as an agency tool. The Chevrolet client did not always use it as effectively as they might have.
Q. The type of research that Campbell-Ewald did in connection with the Corvette account or the Corvette promotion, what was the nature of topics that were being researched, if you recall?
A. We wanted a demographic picture of the Corvette intender and the Corvette buyer, Corvette owner. We wanted to know what the experience of the owner was with the car, and we wanted anecdotal evidence of how he used the car and whether it gave him pleasure, and we also wanted to know what the economics of Corvette ownership were. We wanted to know what sort of price they were paying at the

dealership, what sort of price they were receiving when they trade it in on another car, how much it cost them to operate the car.

Q. In order to find out this information, you would send out questionnaires, is that what you would do?

A. The research department would send out questionnaires and would do sometimes one-on-one interviews, either on the telephone or in person, and sometimes do focus panels.

Q. What's a focus panel?

A. A focus panel is like a one-on-one conversation but it includes, it involves one market research specialist with a small group of people talking about these things.

Q. When you were working on the advertising campaign for the Corvair, did you, did the research department at Campbell-Ewald also go through the process of investigating potential customers' demographics and sending out questionnaires and surveys?

A. Yes.

Q. Was that considered a standard technique to follow at Campbell-Ewald?

A. I would say it was a standard technique to follow by almost every advertising agency involved with an automotive product.

Q. Do you know if that's still the standard today?

A. It has become even more comprehensive and all persuasive

today than it was at that time.

Q. So the need to -- let me ask it this way. What has become even more comprehensive today?

A. There's more research that delves more deeply into the subject. It is much more heavily funded than it was in those days. It's a much larger percentage of a given company's total revenue than it was thirty years ago.

Q. Why is that, why has that changed?

A. The market has become much more competitive. We've seen car companies disappear. The reason for it is that it's, it has become much more critical that you have to know, you have to have a much better idea about the potential effectiveness of a given piece of advertising before you commit because the prices have gone up so dramatically.

Q. Auto prices?

A. No, the cost of advertising. And the risks involved are much larger now than they were thirty years ago.

Q. And today what sort of quantitative tools do research departments use in order to evaluate customer perception?

A. Far more sophisticated, largely because of computers.

Q. They still use focus groups?

A. They still use focus groups. They use all of the same basic tools, but they're able to deal with the information in ways that are far more sophisticated than they did even as recently as ten years ago. Data mining

has picture a huge business.

Q. And that's the advent of computers has facilitated that?

A. Computers have made it possible now to slice and dice the data much more effectively and to a much deeper extent than they ever did in the past.

Q. You say the basic tools remain the same?

A. The basic, telephone interviews, personal interviews, focus groups, mailed questionnaires. Those things are still in place and are still being done essentially the same way, but the way that the material is evaluated is far more sophisticated now.

Q. When you began at Campbell-Ewald, and that was in 1960?

A. Yes.

Q. And at that point the Corvette had been on the market for approximately seven years?

A. It was introduced in 1953.

Q. At that point in time was there a goal, an advertising goal for continuing the promotion of the Corvette?

A. It was pretty primitive. In 1953 it was very much sort of up to the judgment of the person who was actually creating the advertising who was a man named Barney Clark and the people responsible for the car who would have been a man named Zora Arkus-Duntov at Chevrolet engineering and then various people in the Chevrolet sales organization.

Q. And that was in 1953?

A. Yeah.

Q. Then in 1960 was there an effort at Campbell-Ewald to position the brand in any particular way?

A. There was a constant conflict between people in the Chevrolet sales organization and people in Chevrolet engineering and the people who were actually doing the advertising at the agency. There was a feeling at that time that the Thunderbird was ruling that end of the market, and there was constant pressure to throw away not only the advertising but the nature of the Corvette as a kind of a true two-seat sports car and to make it more like the Thunderbird. And this was, it was true throughout the time of the guy who preceded me in that job and it was true when I had the job for three years. There was constant battering by the people who thought that the Corvette was a waste of time.

Q. And wanted to move it from a two-seater sports car to --

A. To a four-seater sort of touring car something like the Thunderbird.

Q. When was that issue resolved?

A. It was never really resolved. Only the years went by and so the Corvette finally was established as a member of the family and a revenue-producing product within their product portfolio, and people stopped arguing about it.

Now it's not an argue of whether they should spend the money. It is how should the money be spent and how much money should be spent, if any. But the existence of the Corvette is no longer in doubt.

Q. You were at Campbell-Ewald when the Shelby Cobra was launched, is that correct?

A. I was.

Q. What was the perception, what was your perception at that time of the launch of the Shelby Cobra insofar as it would potentially impact the Corvette?

A. The most involved, most serious car enthusiasts of which I would describe myself as one, at that era we used to speculate endlessly about the idea of taking AC Ace and putting an American engine in it, and Carroll Shelby did it, this kind of dream car that people thought about. Shelby actually created an AC chassis, AC bodied car with a little 265 cubic inch Ford V-8 in it, called it the Cobra, and it was clear that he was onto something and we all knew it.

There was an attempt at Chevrolet to suggest that Carroll Shelby was just some guy operating out of a garage in Los Angeles. Yes, he had been a successful racing driver but he would never pull this off, and then in 1962, the autumn of 1962, all of us who were involved with Corvette went to Riverside, California to a race

where the new Corvette Stingray and the Cobra raced head to head, and it was clear that the Corvette was hopelessly outclassed by the Cobra, and it was a very sobering experience for everybody at Chevrolet.

Q. Did that affect any advertising campaigns that you --

A. No, because we didn't really do a lot of racing advertising anyway for the Corvette. The ads were always sort of lifestyle oriented, pure car sell.

Q. You said that before Carroll Shelby put the Ford Motor into the AC body, other people had had that same idea?

A. No. It was something that we speculated about as car enthusiasts, but nobody had ever done it. Nobody had ever attempted to do it. And it was Shelby who made the agreement with the AC people who arranged with the Ford Motor Company to make these conversions and change the body work, and the cars overnight became something entirely different. The Shelby Cobra was a very different car and instantly recognizable.

Q. In terms of the difference in the appearance between the AC body and the early 289 and 260 powered Cobras, were there any differences in appearance?

A. It would have been difficult to tell the difference in the case of a 260, but the 289 definitely looked like a Shelby Cobra and established the Shelby Cobra look.

Q. So from looking at the appearance of a 260 Cobra, without

knowing more, just based on the appearance, you wouldn't be able to determine whether it had been manufactured by Carroll Shelby or whether it had come from --

A. You could have mistaken it for an AC Ace.

Q. You couldn't tell necessarily where it came from?

A. No, but there were just a tiny handful of those cars built.

Q. The speculations that you were referring to before about the auto enthusiast about pairing a Ford motor with an AC --

A. An American V-8.

Q. An American V-8, but that was -- withdrawn.

There was an idea generally among auto enthusiasts such as yourself of using the specific AC body and then combining that with an American V-8?

A. No. There were lots and lots of cars that were getting American V-8s at that time. There was a little Sunbeam Alpine that was given the same Ford V-8 and called a Sunbeam Tiger, and there were lots of amateurs out there who were putting Chevrolet engines into everything. Ford engines were considerably less popular in that activity, but the small block Chevrolet V-8 was being put into just about anything that had room between the frame rails.

Q. Were you aware of the AC car before Carroll Shelby made his first Shelby Cobra?

A. Absolutely. The AC Bristol was a very successful racing car.

Q. And did you have the idea, again, not following through on it, but did you have the idea of taking the AC Bristol and putting an American V-8 in it?

A. Yes.

Q. And was that a fairly, was that a common thought amongst the serious automotive enthusiasts?

A. It was just speculation. It was how keen it would be to have something that would go like a light-weight car with a Chevy V-8 in it.

Q. When you returned to Campbell-Ewald in that was in 1968?

A. I returned to Campbell-Ewald in, yes, that was -- no, actually, I returned in '69.

Q. And at that point you were the executive vice president?

A. Uh-huh.

Q. What did that position involve?

A. My first assignment was to manage and create the launch plan for the Chevrolet Vega, and when we had successfully done that, I was given the job of creative director of the agency.

Q. What's involved in, what was involved in being the creative director of Campbell-Ewald at that time?

A. I no longer wrote advertising. I was involved in the actual running of a hundred and thirty person creative

department. I spent a great deal more time interacting with research and a great deal of time interacting with the Chevrolet and General Motors marketing and engineering people.

Q. How did your interaction with research change?

A. Basically more time and the fact that I was now working on accounts like Ramada Inns and Borden's Food products and Good Year Tires and North American Aviation and Aircraft in addition to all the Chevrolet stuff that I had to do.

Q. Did you ever take an active role in conducting research?

A. No. I very often participated from a blind window and I was in the position to provide questions to the facilitator when they got into an area that particularly fascinated me or any of my people that were there with me, but we did not participate in the actual research.

Q. While at Campbell-Ewald, either the first time or the second time, to your awareness did Campbell-Ewald ever conduct any research, market research, concerning the Shelby Cobra?

A. Not to my knowledge. Since I left in '62, the Cobra was not yet really a going concern in 1962.

Q. And when you came back in 1969 it had ceased to be?

A. Yeah, they had stopped production.

Q. But while you were there at Campbell-Ewald, did you ever

become aware of any research that had been conducted by them, maybe while you weren't there, into the Shelby Cobra?

A. I don't know of any research that they ever did on Cobra. They were very much aware of it. They raced against it, they even built a car to compete with it, but it was -- I don't know of any specific Shelby Cobra research.

Q. Market research or consumer research?

A. Consumer research, market research, ad research. I don't know of anything they might have done in that connection.

Q. Have you ever participated in any, in any market research or consumer study involving a Shelby Cobra?

A. We have done magazine market research where we ask questions about automotive preferences and cars owned and that sort of thing, and Shelby Cobra pops up in the results of that kind of research.

Q. Other than that, are you aware of any other, have you participated in any other research?

A. No.

Q. This magazine research, can you just describe what that involved?

A. We have done a couple of different kinds of research. We do a lot of research with mail questionnaires, and it attempts to find out in considerable detail what kind of people these are demographically and psychographically

and to learn more about their automotive ownership, their automotive aspirations, how they use their cars, how many miles they drive, how much they spend over and above the actual cost of owning their car, what do they spend on accessories, what do they spend on modifications, how many miles do they drive a year, that sort of thing.

Q. And you've done that for the Shelby Cobra?

A. We don't do it for the -- you do it for the magazine. When you do it and when you ask about cars owned and cars aspired to, you get answers that tell you about everything from Shelby Cobras to Volkswagens.

Q. What magazine or magazines have you done this research with?

A. Road and Track, Car and Driver, Automobile, and now Motor Trend.

Q. All of them do this?

A. Yeah. We just got Motor Trend's first ownership research in fifty-five years.

Q. A lot of Shelby owners responding?

A. A lot of Shelby enthusiasts. The audiences are very knowledgeable about Chevrolet, about Shelby, and that car is one that is, it ranks right up there with Ferrari and Porsche as an aspirational vehicle.

Q. So these magazine research surveys, these are not directed to the owners of any particular cars?

A. There has been custom research tailored to particular cars, and that is usually done for a manufacturer. The manufacturer would like to know what your readers think about something, maybe some new car, maybe some car they're thinking of taking out of production, or perhaps some major promotion that they're thinking about doing, and they want to get a better fix on the attitudes of the magazine readers about that car.

Q. Have you ever done one of those types of magazine research for Shelby Cobra?

A. Never.

Q. Have you ever done that for Shelby Cobra replicas?

A. Never.

Q. Have you ever participated in any market research concerning the Shelby Cobra replica?

A. Never.

Q. Have you ever participated in any market research concerning the trademark Cobra, the word Cobra?

A. Never.

Q. How about the picture of the Cobra that is part of the emblem, poised to strike?

A. Never.

Q. You called the Shelby Cobra I think it was an aspirational vehicle. What's an aspirational vehicle?

A. A vehicle that some important part of the car-buying

audience would like to own, a car that they dream of owning.

Q. Does this include vehicles that people have no realistic chance of ever actually purchasing?

A. Absolutely.

Q. You mentioned, in addition to the Shelby Cobra you mentioned Porsche and Ferrari. Are there any other aspirational vehicles that these surveys reveal?

A. Those are the most obvious ones, but there's still a body of people in my age group in the United States who aspire to own a Cadillac. There are lots of people who aspire to own Jaguars, Rolls-Royces, cars of that kind.

Q. What do you understand or feel to be the role of automobile magazines to American consumers?

A. Automotive magazines generally speaking do not reach a mass audience. They reach an audience that has a disproportionate interest in and a disproportionate willingness to spend time and money against the subject of automobiles, and they, those people really want to be recognized as experts on their chosen subject, and this is true of skiers, boaters, mountain climbers. They take up a hobby of that kind. In the magazine business we refer to it as special interest. The special interest reader yearns to be recognized by his peers as an expert. We provide a tool for them. We provide a

magazine that provides them with the information that will qualify them as an expert in the eyes of their peers, and their reward for all this is to have someone walk up to them some day in the office or at home or someplace and say you know a lot about cars. I'm thinking of buying a new car. What do you think I should do? And at that point all the money that the guy has spent, all the magazines he has stacked in his garage are absolutely worthwhile. He's gotten his prize.

Q. Is it fair to say that the readers of automotive magazines are auto enthusiasts?

A. Yes.

Q. And is it also fair to say that automotive enthusiasts, again, as a general proposition read automobile magazines?

A. Yes.

Q. Is one purpose of the magazine to inform automobile enthusiasts about various cars that are on the market?

A. Yeah, absolutely, bedrock as providing useful information about new cars.

Q. Information somebody could use in making a purchasing decision?

A. Exactly.

Q. I have a list of several automotive journalists I'd like to ask you about. I just really want to know if you know

them, and then I'm also going to ask whether you consider them to be a reputable and conscientious journalist, and I'm not attempting to impugn anybody. I just simply want to go through the list and see if you know the names and what you know about them.

The first gentleman is a Patrick Bedard.

A. Bedard, yes.

Q. Do you know Mr. Bedard?

A. I do.

Q. Do you consider Mr. Bedard to be a reputable and conscientious journalist?

A. Yes.

Q. How do you know Mr. Bedard?

A. He worked for me at Car and Driver magazine.

Q. Is he knowledgeable about automobiles?

A. He is.

Q. Do you know how long he's been in the automotive journalism business?

A. He became an automotive journalist about 1965.

Q. Do you know a Daniel Charles Ross?

A. I have met him but I don't know him.

Q. How about Barry Winfield?

A. I know Barry Winfield. He also worked for me at Automobile magazine.

Q. Do you consider Mr. Winfield to be a reputable and

conscientious journalist?

A. Reputable, not particularly conscientious.

Q. How about Larry Webster?

A. I don't know Larry Webster.

Q. Rich, I presume Richard Ceppos?

A. Yes.

Q. Do you know Mr. Ceppos? How do you know Mr. Ceppos?

A. He worked for me at Car and Driver and Automobile, and he's now the publisher of competition, Auto Week.

Q. Do you consider Mr. Ceppos to be a reputable journalist?

A. Reputable and semiskilled.

Q. Do you consider him to be conscientious?

A. I would say he's conscientious.

Q. The next name is Nicholas Bissoon-Dath.

A. Yeah, I know Nicholas Bissoon-Dath. He worked at Car and Driver after I left there.

Q. Do you know him personally?

A. No, not really. I know him by reputation which is very bad.

Q. Do you know of, and I don't have the first name, C., the initial C. Van Tune?

A. C. Van Tune was the editor of Motor Trend magazine, neither conscientious nor reputable.

Q. How about Kevin Smith?

A. Kevin Smith is now the editor and chief at Motor Trend

reporting to me and absolutely reputable and very conscientious.

MR. GLITZENSTEIN: I'd like to ask the court reporter to mark as Exhibit 631 a document entitled Expert Report of David E. Davis, Junior.

(Whereupon Deposition Exhibit Number 631 was marked for identification by the Notary Public.)

BY MR. GLITZENSTEIN, CONTINUING:

Q. And the court reporter has marked a document as Exhibit 631, Mr. Davis. I'd like to hand it to you, and my first question is if you could identify this document.

A. I recognize this document.

Q. Did you prepare this document?

A. I prepared this document with the help of counsel.

Q. What help did you get on this?

A. On form.

Q. How about on substance?

A. I provided the substance.

Q. Did you actually come up with the words that are used in your report to express the ideas?

A. This seems to be a combination of my words and legal boilerplate. I don't write like this.

Q. Just as an example, can you identify something that you feel is legal boilerplate?

A. In the design as depicted in Exhibits B and C attached hereto, I don't actually talk like that.

Q. Really?

MR. PUZELLA: No one does.

BY MR. GLITZENSTEIN, CONTINUING:

Q. See how skewed my perspectives are.

But you agree with the substance of this document?

A. Absolutely. Substantially this is my statement.

Q. And if you could just turn to page six of the report, that's your signature at the bottom?

A. That is indeed.

Q. And there's no date here for your signature but there is a fax header at the top of the page, April 26, 2002. Did you sign it the same day you faxed it?

A. Yes.

Q. If I could ask you to turn to page four of your report. The last sentence on this page reads, quote: As a result of our marketing efforts, consumers associated the distinctive design of the Corvette with the quality and craftsmanship of Chevrolet, and the Corvette became a highly successful product for Chevrolet, closed quote.

In what way did your marketing efforts lead to that result?

A. The advertising hammered away at the idea of the Corvette as America's only true sports car, and all of the language in the advertising was designed to convey proof of the concept that this was an authentic sports car with authentic sports car performance and that a consumer would get sort of psychological benefits as well as the sort of normal drive-to-work benefits from owning a car of this kind that would reach beyond just normal commuting and taking the kids to school, that this was a car that would make you feel better about yourself, make driving more fun.

Q. In what way or ways did your marketing efforts cause consumers to associate the design of the Corvette automobile with quality, Chevrolet quality?

A. In the years that I was involved, the Corvette went from being a sort of lackluster, two-seater avocation sort of corporate sports car to being a very authentic, very interesting-looking car. It became quite distinctive. There were aspects of the design that in 1961 they changed the tail of the car and gave it a very distinctive look. They also changed the front end, and it was instantly recognizable as a Corvette and as a better, faster version of the Corvette.

As the mechanical side of the car improved, the exterior styling changed and helped to make that statement, and the car worked very successfully not just

to sell the twenty thousand or so that we were selling per year at that time but also to act as a sort of a halo for Chevrolet. It was almost like a piece of advertising. We sometimes argued that they could continue to sell Chevrolets even if they didn't make any more Corvettes even if they didn't make any money on them because the car did such a good job of representing Chevrolet in the marketplace.

Q. And as a result of this advertising, is it your view that consumers when they saw the Corvette had an understanding, just the shape of the car, from that they had an understanding about the quality and craftsmanship that went into making the car?

A. The shape of the car overcame shortcomings in the quality of the car. The physical appearance of the Corvette offset the fact that we had continuing quality problems.

Q. Can you explain?

A. The car was much desired and much loved for its physical appearance. Its physical appearance was sort of an accurate representation of the performance of the car, and they used a very clumsy fiberglass body. They were using a 1953 Chevrolet sedan frame under the car.

The St. Louis plant where the car built was the worst plant in the entire General Motors organization, truly. That's not puffery. It's absolutely true that it

was the worst plant by measurement, and as a result, the cars were not very good. But the car's appearance said something to prospective buyers that reassured them and made it possible for them to ignore things they had heard about rattles and squeaks and bad fits and all the things that were a result of building the car in the St. Louis factory.

Q. So was it the case that because people were aesthetically happy with the design of the car that they were willing to overlook the mechanical shortcomings of the car?

A. The aesthetics were the thing that brought them in, and when they experienced the performance, there was a double-barreled hit. The aesthetics of the car, the physical appearance of the car promised a certain level of performance, and that they delivered.

Q. Now, just referring you back if I could to that last sentence on page four, you say that consumers associated the distinctive design of the Corvette with the quality and craftsmanship of Chevrolet.

Are you saying that -- I'm not clear actually how to reconcile that with your statements about how these cars were perhaps not mechanically the best cars on the road.

A. The physical appearance of the car and its performance were so pleasing to the buyer that they overlooked the

shortcomings in quality.

Q. Is this before you became involved with the advertising campaign or did it continue through?

A. It was a constant right up to the time that they pulled the car out of the St. Louis assembly plant and moved it to Kentucky.

Q. In 1983?

A. Around then. The cars that were built from 1968 to 1983 were just horrific.

Q. So in this sentence that I'm referring you to at the last, the last sentence on page four, when you refer there to the quality and craftsmanship of Chevrolet, are you actually saying that the quality and craftsmanship of Chevrolet is not very good?

A. The quality of the Corvette was not very good, but the owner's perception was much better than the reality because of the appearance of the car and because of the performance of the car.

Q. When people see the Corvette or let's take it back to the early sixties. When people saw the Corvette, from the shape they had preconceived notions about the performance being very good but perhaps the quality being somewhat less than good?

A. If you were at all perceptive, if you walked around the car you would see glitches in the quality of the body

work, the quality of the door fits.

Q. Setting aside the issue of performance of the Corvette and focusing just on quality and craftsmanship of the Corvette, what aspect of quality and craftsmanship of the Corvette did consumers associate with the design of the car?

A. The design of the car promised fun, excitement, great acceleration, great top speed, good handling, and on those things it delivered.

Q. Did it promise anything in terms of quality and craftsmanship?

A. It was a handsome shape and in that sense it would promise quality. In those days two-seater cars by their very definition were something exotic and kind of wonderful and a cut above other cars. So it would not be unusual for someone to expect a higher level of quality from a car that they regarded as exotic.

Q. But with the Corvette they were disappointed if that was their expectation?

A. Most likely, and yet it had a very high level of repeat buyers.

Q. Did the Corvette at that time, did it have what you would consider to be superior engineering?

A. No. It was a quite basic car based on Chevrolet sedan components.

MR. PUZELLA: Can I interrupt just for a second?

MR. GLITZENSTEIN: Sure.

MR. PUZELLA: Could we just be a little more careful about the time periods we're talking about? At this time is just confusing at times.

MR. GLITZENSTEIN: All right. I think it's been clear on the record, but let me know if you think a question is unclear as to time.

BY MR. GLITZENSTEIN, CONTINUING:

Q. Again, if I can ask you to look at page four but this time the second to last paragraph. You say there that consumers of high-performance automobiles seek a car that has an instantly recognizable design in the first sentence. What do you base that opinion on?

A. Fifty years of involvement with high-performance cars.

Q. In terms of understanding what consumers are looking for in a high-performance car, is there anything in particular that you've done to inform yourself about consumer preferences?

A. Every month for more than thirty years I've put out a magazine that has to sell on the newsstand and you select cars on the basis of how consumers will respond to them, and high-performance cars, two-seater sports cars are very high on the list of cars you'd like to have on the

cover every month to improve your newsstand sales.
Q. What's the significance of putting the car on the cover of the magazine in terms of trying to sell magazines?
A. Readers respond to red cars more than they respond to black cars. Readers respond to fast cars better than they do the slow cars. They respond to cars that are in some way special, either in their engineering specification or their performance, better than they do the sort of bread-and-butter family cars.
Q. Do they respond better to convertibles than sedans, for instance?
A. That's a relatively safe bet, but a convertible Chevrolet Malibu would not go as well as a Porsche coupe.
Q. And this encourages people or people are more likely to buy the magazine if they see something eye-catching on the cover, is that right?
A. Something that's congruent with their aspirations in the automotive category.
Q. In the third line of that second paragraph on page -- second to last paragraph on page four, you state that purchasers in this market demand a certain brand of automobile from a particular manufacturer. What do you mean by that?
A. They're very selective in what they regard as good and bad in cars and they have very specific notions about

brand. They generally speaking have expected Chevrolets, for instance, to be faster. There was a time before World War II when everybody knew that Fords were the fastest cars the average guy could buy and Ford performance really changed the map of the automobile business in the United States.
But in 1955 when the small block Chevrolet V-8 engine came out, that shifted the balance to Chevrolet, and people who went shopping for a Chevrolet generally believed they knew one thing and that was that their Chevrolet would be the fastest car on the block. When they bought a Chevrolet, they were buying a car that they'd never have to complain about performance on.
Q. In your report in the sentence I just quoted, you refer to purchasers demanding a certain brand of automobile from a particular manufacturer. Does that mean that purchasers tend to have a single favorite brand from a single favorite manufacturer?
A. Oh, yeah, yeah. At General Motors there are very strong partisans within the individual car lines for specific brands. General Motors now is talking about putting the Pontiac GTO name on a car that's built in Australia because clearly there is an unmet demand within the Pontiac line of cars right now for a car that promises what the old Pontiac GTO did.

Q. How does this factor bear on purchasers of Cobra replicas?
A. If I went down to my neighborhood Cobra replica store and he had a car with a Chrysler engine and Dayton wire wheels and perhaps tail fins or something of that kind, I'd immediately be suspicious and not want to have anything to do with it because I'd have with me a photograph of a real Shelby Cobra and I'd want my car to look as much like that car as humanly possible, and I would not accept any sort of easy substitutions that would make it easier for them to build and sell the car than for me to satisfy my need for a replica of a Chevy Cobra.
Q. So the appearance is more important than the manufacturer that provides the car?
A. Appearance is absolutely and fundamentally important, but there is a huge respect for and loyalty to manufacturer. And in the case of replicas, if you can prove that you have exactly replicated the car, the original, you can enjoy some halo of reputation from that.
MR. GLITZENSTEIN: We're nearing the end of this tape, so why don't we take our lunch break now.
VIDEO OPERATOR: Off the record at 12:58 p.m.
(Whereupon a recess was taken.)
VIDEO OPERATOR: We're back on the record at

1:49 p.m.
BY MR. GLITZENSTEIN, CONTINUING:
Q. Mr. Davis, if you could turn in your report, Exhibit 631, to page three, please, and if I could focus your attention on the third sentence of the carryover paragraph from three to four where the sentence begins the Shelby American Motor Company continues to manufacture the Cobra, and I'll stop there.
There was a period of time, though, where Shelby did not manufacture Cobras, is that right?
A. Right.
Q. Do you know what period that was?
A. Well, from the end of production which I believe was '65 until around ten years ago because he invited me out there, and I actually wandered through the shop where they were building some of these, I don't know what they call them, continuous, no, continuation Cobras I believe where they were using the serial numbers from the original production, unbuilt serial numbers from the original production. They were turning out some very nice cars. He did not, however, offer to give me one.
Q. So from about 1965 to about 1992 or so, Mr. Shelby didn't manufacture any Cobra automobiles?
A. I would not swear to the actual time and date of the production on those cars, but it was something like that.

Q. Do you know why Mr. Shelby got back into production in 1992 or thereabouts?
A. I think probably because he was in a position to do so, number one, the serial numbers existed, number two, and the demand for Shelby Cobras had become so enormous at that point and the replica builders were doing so well that it probably occurred to Shelby that it wouldn't be a bad idea to build a few of these things.
MR. GLITZENSTEIN: Counsel, would you mind if I marked one of these documents?
MR. PUZELLA: Go right ahead.
MR. GLITZENSTEIN: I'd like the court reporter to mark as Exhibit 632 a two-page document with Bates numbers SUPER 12 and 13.
(Whereupon Deposition Exhibit Number 632 was marked for identification by the Notary Public.)
BY MR. GLITZENSTEIN, CONTINUING:
Q. Mr. Davis, I'd like to hand you what the reporter has now marked as Exhibit 632, and after you've had a chance to familiarize yourself with the document, my first question is whether you recognize this.
A. I actually didn't remember this when I looked at it for the first time yesterday, but, yeah, this is definitely my work.

Q. And this is an article that you authored for Car and Driver?
A. Yes.
Q. What led you to write this article, if you recall?
A. I don't remember writing it, and so I don't remember exactly what motivated me to write it. If I could read it through, I'll probably find that there's a reason. The date of this is, and the date of this article is what?
Q. I do not know. I can find that out. But you left Car and Driver in 1985?
A. Uh-huh.
Q. And is this something that you wrote before you left Car and Driver?
A. Yes. As I reread this, it's a sort of biographical reprise of the Shelby legend which I did occasionally as a tribute to Shelby, an expression of my admiration for the man and the enjoyment I've had from my relationship with him.
Q. On the second page of this document, I'll return the sole copy to you in just a minute, but there's a passage where you state in this article on the current rash of Cobra replicas, quote: None of them interest me very much. None of them realize that we wouldn't have kept building outdated Cobras forever. We would have wanted to take

advantage of new technology. We would have wanted to build modern high-performance cars, closed quote. The article goes on there.
Can you locate that? It's in the left, I'm sorry, the right column on that second page of the article.
A. None of them interest me very much?
Q. Right.
A. Yes.
Q. Given that Mr. Shelby told you when you were writing this article that the Cobra replicas manufacturers didn't interest him very much, did it surprise you, did it come as a surprise to you that he was filing, that he filed this lawsuit?
A. No.
MR. PUZELLA: Object.
BY MR. GLITZENSTEIN, CONTINUING:
Q. Why is that?
A. Nothing Shelby does surprises me.
Q. Why is that?
A. Shelby is an individual in the purest sense of the word. He is very interesting, very unpredictable kind of a character, and at some point, I know that when I wrote this, it was absolutely true, he did say that. At some point he began to feel that he was being wronged. It

rankled with him for a long time before he did anything about it.
Q. Do you know in what way he felt he was being wronged?
A. I don't know. I don't know. As I said earlier in this deposition, I tried to discourage him from doing this, and it was something that had been on his mind for a long time.
Q. And I apologize for jumping back and forth, but if I could ask you to return to Exhibit 631, your expert report, if you could turn to page five of your report. There's a subheading towards the top of the page captioned the effect of replica cars. Do you see that?
A. I do.
Q. In the first sentence in the first paragraph after that, you refer to the distinctiveness of the Shelby Cobra. Do you see that?
A. Uh-huh.
Q. In that, in that sentence, what did you mean by the distinctiveness of the Shelby Cobra?
A. The Shelby Cobra as it evolved did have an absolutely unique appearance that you would not have mistaken with anything else. As the car became more powerful and it became necessary to go to larger wheels and tires and beef up the suspension, one thing or another, the body work changed and the car had developed an absolutely

distinctive look and one that you don't mistake with anything else. Nobody ever built a Jaguar or a Corvette or a Porsche that could be mistaken for a Shelby Cobra.

Q. So is it fair to say that you're referring to the distinctive nature of the appearance as compared to other cars that are on the market?

A. Not only cars that are on the market but any car since the arrival in the marketplace of the Shelby Cobra. There just simply hasn't been anything like it since Shelby rolled out the 289.

Q. In terms of the appearance of the vehicle?

A. The physical appearance of the vehicle was distinctly Carroll Shelby's.

Q. And, again, when you say distinctive there, that's in comparison to the aesthetic appearance of other automobiles?

A. Of other automobiles during this thirty-five year period or however long it is now.

Q. And then in that same sentence you refer to something called brand, slash, design association. Do you see that?

A. Yes.

Q. What do you mean by brand, slash, design association?

A. Well, this is an unusual case in automobiles where they only built one. There were iterations of it but there

was only one, and as a result, the brand and the design are interchangeable. You could not say that about Chevrolet because there's a different batch of Chevrolets every year. But as far as the Shelby Cobra was concerned, the brand was the design.

Q. Has that changed now that Shelby has come out with his series one?

A. The series one has been such a signal failure that it hasn't had much impact on anything, let alone the history of the Shelby Cobra.

Q. If I could ask you to turn to page six of your report. You've got a summary section here I just wanted to ask you a few questions about.

You list your various areas of expertise, and one of them is automobile consumer purchasing behavior. What is your experience in that area?

A. My experience with automobile purchase behavior, consumer behavior and automotive purchases, began with my experience as a retail car salesman, carried over into my experience with reader studies at Road and Track magazine, was followed at a much more sophisticated level by my experience at Campbell-Ewald on the Corvette business.

And when I went to work for Car and Driver magazine in 1962, the owner of our company, Bill Ziff,

was just about to embark on the most sophisticated research program that had ever been done by a car magazine in the United States, and that tradition continued throughout my time with Ziff Davis, and after I left, the company continued to do better research than anyone else in the category, and we studied all aspects of the car enthusiast relationship with his cars and with our magazine.

Q. What was the nature of that ambitious research that you referred to that Mr. Ziff initiated?

A. Ziff looked at the automobile magazine category and felt that the magazines were not doing as well as they should in garnering advertising because they were all operating as individuals and fighting with one another, and he decided that if we were ever going to make a success of this thing, we would have to sell the category to the manufacturers.

And he embarked on a very high-minded program of advertising and promotion where he sold the entire field of the four or five leading automotive magazines with great expense to him and kept hammering away at the idea, think of this, you know, when you combine all these magazines as more powerful than Life, more powerful than the Saturday Evening Post, more powerful than any of the news weekly magazines, and we did huge amounts of

research not just on our own magazine but on the entire category and its relationship with automobiles and how those people responded to various kinds of automotive appeals, how they felt about various kinds of automobiles.

Q. So this was a study that went beyond just how people perceive different automobile magazines to how people perceive different automobiles?

A. That, that was a very important part of it, but the fundamental reason for doing it was to make the magazines respectable in the eyes of potential advertisers.

Q. The auto companies?

A. Yeah.

Q. And you say that that effort has continued since that time?

A. It continued beyond my time there. It is not going on now. Due to an entirely new relationship with General Motors a few years ago, all the magazines began fighting among themselves, and we could no longer sustain an organized push for the whole category. We were a bunch of, you know, we were hanging separately instead of hanging together.

Q. When did that research effort end or that evaluation effort end?

A. That didn't end until the early eighties.

Q. And if I can direct you to you've got a numbered paragraph two there --
A. I do.
Q. -- in your summary which says the consumer's association with the Shelby Cobra remains strong. What association are you referring to there?
A. The front-of-mind awareness of Shelby Cobra on the part of the car enthusiast community, their ability to describe the car in detail, talk about its history, recognize the name Carroll Shelby. To a degree you could put a forty-year-old Shelby Cobra on the cover of a car magazine right now and it would be one of the better-selling issues of the year.
Q. In terms of associations in the consumer's mind with the Shelby Cobra, withdrawn.
Are you referring in that paragraph to any associations of the Shelby Cobra with anything in particular?
A. No. I'm thinking purely about the consumer's ability to identify the car, to appreciate the car, to describe the car's history, and to say something intelligent about who Carroll Shelby was and what his relationship was to that car.
Q. Are you referring in paragraph two to an association between the design as having originated with Carroll

Shelby?
A. Oh, absolutely. That's fundamental to this whole discussion.
Q. Is there anything beyond that that you're referring to there in terms of the association with Carroll, I'm sorry, with the Shelby Cobra?
A. No. I'm thinking of it strictly in terms of a consumer aspiring to a certain brand of car, in this case a Shelby Cobra.
Q. A car with the appearance of the car that Carroll Shelby came up with the sixties?
A. No. The car that Carroll Shelby came up with in the sixties.
Q. In paragraph number three you state that the Shelby Cobra design is associated with Carroll Shelby and Shelby American Manufacturing by consumers of high-end, high-performance sports cars. What's the nature of the association that you're referring to there?
A. Their ability to make the connection between the Shelby Cobra and Carroll Shelby.
Q. And, again, that's a connection that Carroll Shelby created the design in the sixties?
A. Exactly.
Q. Is there any other connection that you are referring to?
A. Nothing comes to mind.

Q. And if I could back you up to paragraph number one, you refer there to the distinctiveness of the Shelby Cobra. Is that the same sense that you used it on the previous page, namely, that it's got a distinctive physical appearance relative to other cars that have been sold in the thirty-five years since he came out with the design?
A. Exactly.
Q. We spoke previously this morning about a couple of replica car manufacturers, and I think you mentioned Autocraft as being one of them?
A. I mentioned Autocraft.
Q. Are there any other replica car manufacturers that you have any awareness of?
A. Superperformance or Superformance.
Q. I do it myself.
A. Yeah, and I can never remember. There's a third company that comes to mind, they're a South African company. I can't remember.
Q. High Tech?
A. The name doesn't mean a thing to me.
Q. So other than Autocraft and Superformance, you can't recall the names of any other replica car companies?
A. No.
Q. You say you've driven an Autocraft replica.
A. I have indeed.

Q. That was Mr. Lutz's.
A. Uh-huh.
Q. And you drove some replica cars perhaps ten or twenty years ago?
A. Twenty or twenty-five years ago.
Q. Do you recall who manufactured those?
A. No, no. I could take you to the place that was selling them, but I can't remember the name of the company.
Q. Where were they being sold?
A. In Beverly Hills, California.
Q. Have you ever visited a manufacturing facility that produces Cobra replicas?
A. Never.
Q. Have you ever participated in any races in which Cobra replicas were raced?
A. I have never participated in races. I have attended events, one in particular, the VIR reunion where they celebrated the 40th anniversary of Shelby's victory in 1957 or eight I guess that was.
Q. Is that the event that you referred to or the reunion you referred to earlier?
A. Yes, yeah.
Q. You and Mr. Shelby spoke there?
A. Right.
Q. And at that VIR reunion, there were Cobra replicas that

were raced?
A. Yes.
Q. Were there also original Cobras that were raced?
A. Yes.
Q. Did they race together?
A. My memory is vague, but I believe that they were all on the track at the same time.
Q. Have you ever evaluated Cobra replicas from a perspective of comparing different -- withdrawn.
Have you ever compared the products of two different Cobra replica manufacturers for quality, performance, or any characteristic?
A. I have not.
MR. GLITZENSTEIN: All right. I think that is all I have, but if we could take just a very short break, let me review my notes, we can conclude I think.
VIDEO OPERATOR: Off the record at 2:12 p.m.
(Whereupon a discussion was had off the record.)
VIDEO OPERATOR: We're back on the record at 2:18 p.m.
MR. GLITZENSTEIN: Mr. Davis, I have no further questions. Thank you very much for your time, sir.
THE WITNESS: Well, thank you.
MR. GLITZENSTEIN: We had two stipulations at

the outset of the deposition. One is that the witness can sign the transcript before any notary, and the second one, Mr. Puzella, you're going to have to remind me what the second one was.
MR. PUZELLA: All objections except as to, all objections except as to form are reserved until the time of trial.
MR. GLITZENSTEIN: Right, that's agreed.
VIDEO OPERATOR: Is that it?
MR. GLITZENSTEIN: That's it.
MR. PUZELLA: That's it. No questions.
VIDEO OPERATOR: Deposition concluded at 2:20 p.m.

(Deposition concluded at 2:20 p.m.)

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EXHIBIT E

DEVELOPMENT, MANUFACTURING AND LICENSE AGREEMENT

BACKGROUND.

A. Parties. This Development, Manufacturing and License Agreement ("Agreement") is entered into on this 1st day of November, 2003 between Shelby Automobiles, Inc. ("SA"), a Nevada Corporation whose address is 6755 Speedway Blvd., Las Vegas, Nevada 89115, and Carroll Shelby Licensing, Inc. ("CSL"), a Texas corporation whose address is 11150 West Olympic Boulevard, Suite 1050, Los Angeles, California 90064, U.S.A. (collectively referred to herein as "Shelby") on the one hand; and AC Car Group, Pty. Ltd., ("AC") an Australian Corporation whose address is Level 2, Piccadilly Court, 222 Pitt Street, Sydney, NSW 2000, Australia, and AC Cars (UK), Ltd., a United Kingdom corporation whose address is Unit 2A, Albany Park, Frimley, Surrey, GU15 7PL, England ("ACUK") on the other hand (collectively referred to herein as "ACC").

AC - Shelby AC Cobra

B. Purpose. AC desires to grant and Shelby desires to acquire a license to use certain of the intellectual properties owned and/or controlled by AC in connection with the licensing, manufacture, sale, and distribution by Shelby of Shelby Cobra 289, 289FIA, 427 and 427 S/C vehicles, component vehicles and related products to the extent some of these products incorporate aluminum bodies and frame assemblies manufactured by ACC ("ABFA's") to be sold, and/or licensed exclusively, by Shelby ("Shelby Cars"), throughout North, Central and South America, under the terms and conditions as set forth below. And, in connection therewith, ACUK desires to manufacture and sell exclusively to SA, and SA desires to purchase from ACUK, certain minimum qualities of aluminum body and frame assemblies which SA intends to incorporate into the Shelby Cars it manufactures:

SECTION 1. LICENSED PROPERTIES AND LICENSED MERCHANDISE.

1.1 **Licensed Properties.** ACC grants Shelby the exclusive right to use the following trademark(s), copyrightable material, and other industrial and intellectual property owned and/or controlled by ACC ("Licensed Properties"), to be used in connection with the design, manufacture and/or sale of Shelby Cars within the licensed territory, as defined in Section 2, below, to wit:

(1) AC®
(2) MK II™
(3) MK III™

In connection with the grant of such rights to the Licensed Properties, ACC represents and warrants that the documents attached as Exhibit A are true, correct and accurate descriptions and/or depictions of the Licensed Properties.

1.2 **Licensed Products.** Shelby is granted the right to use the Licensed Properties only in connection with the design, manufacture, sale, and/or distribution by Shelby of the following products:

(A) Shelby Cars, incorporating the ABFA's to be manufactured and supplied to SA by ACUK, under this Agreement, in the minimum quantities, and for the price, set forth below at Paragraph 4.5 of this Agreement. A description of the ABFA's to be manufactured and sold to Shelby by ACUK is set forth on Exhibit __, hereto.

ACUK will be recognized as the manufacturer and supplier of the ABFA's in connection with the manufacture and sale of the Shelby Cars covered by this Agreement ("Licensed Products").

SECTION 2. TERRITORY.

2.1 Territory. This Agreement applies to the manufacture, sale and distribution of the Licensed Products in North, Central and South America (collectively "Territory").

SECTION 3. TERM.

3.1 Term. The term of this Agreement is for a minimum of three (3) years, and shall be automatically extended for consecutive terms of one (1) year provided and for so long as Shelby continues to purchase the ABFA's from ACC in accordance with the provisions of Section 4, below ("Term").

SECTION 4. MINIMUM PURCHASES.

4.1 Minimum Purchases by Shelby. SA hereby agrees to purchase a minimum number of ABFA's from ACUK in accordance with the following schedule, subject to the availability of the ABFA on a commercially reasonable time schedule to allow SA to incorporate the same into the relevant Shelby Cars so as to enable SA to manufacture, sell and distribute the Licensed Products to customers, within the Territory:

Date	Quantity
On or before March 1, 2004	1
On or before April 30, 2004	2
On or before May 31, 2004	2
On or before June 30, 2004	3
On or before July 31, 2004	3
On or before August 31, 2004	3
On or before the last day of each month thereafter until a total of fifty (50) have been delivered	4

After the initial 50 have been delivered to SA, Shelby and ACC shall negotiate in good faith on the number and price of the ABFA's to be manufactured, purchased and delivered in the future under this Agreement, it being understood in this regard that any increase in the number or price shall be reasonable and based upon the benchmarks of this Agreement.

4.2 Purchase Price. Shelby shall pay a purchase price of [redacted] for each ABFA supplied by ACUK. In consideration for the grant of the Licensed Properties to Shelby concurrent with the signing of this Agreement by the Parties, Shelby shall deliver to ACUK a cash deposit of [redacted] which amount ACUK agrees to credit toward the purchase price of the ABFA's to be delivered to SA under this Agreement, with the credit to be applied at the rate of [redacted] toward the purchase price of each of the first twenty-five (25) ABFA's to be delivered under this Agreement.

SECTION 5. ABFA QUALITY AND APPROVALS.

5.1 **Quality.** ACC agrees that the ABFA's to be delivered to Shelby hereunder shall be of the high standards and quality that ACC, including ACUK, have abided by in its manufacturing history heretofore, and as such will not reflect adversely upon the good name and goodwill of Shelby, SA, CSL and the Licensed Properties.

(A) Shelby and its representatives have the right to visit the facilities where the ABFA's are manufactured in order to determine whether proper quality controls are being exercised.

(B) It is solely ACC's responsibility to ensure that all ABFA's and Collateral Materials are manufactured and delivered to Shelby in full compliance with all applicable and relevant laws, codes, rules and regulations.

5.2 **Approval Stages.** Before manufacturing the remainder of the ABFA's called for in this Agreement, ACC will make available to Shelby for its inspection and approval a first article production unit of the ABFA ("First Article") for Shelby's approval, and such First Article (once approved) shall serve as the quality control baseline for future ABFA's to be delivered under this Agreement. Shelby must provide its written approval of the First Article.

SECTION 6. WARRANTIES, REPRESENTATIONS AND INDEMNIFICATIONS.

6.1 **ACC's Warranty.** ACC warrants and represents the following:

(A) ACC has the right and power to enter into this Agreement;

(B) ACC has taken all steps necessary and appropriate to authorize the execution and performance hereof; and

(C) ACC will not act in any manner inconsistent with the provisions contained herein.

6.2 **Shelby's Warranty.** Shelby warrants and represents the following:

(A) Shelby has the right and power to enter into this Agreement;

(B) Shelby has taken all steps necessary and appropriate to authorize the execution and performance hereof; and

(C) Shelby will not act in any manner inconsistent with the provisions contained herein.

6.3 **Third Party Infringements.** Upon Shelby's request, ACC, at its expense, must assist Shelby in protecting Shelby's rights to the Licensed Properties.

(A) Shelby must promptly notify ACC in writing of any claims, infringements or imitations by others of the Licensed Properties that Shelby becomes aware of, especially in connection with products similar to the Licensed Products or Merchandise.

SECTION 7. NOTICES AND PAYMENTS.

7.1 Notices. All notices must be sent to the applicable party by either a confirmed facsimile transmission or registered or certified mail, return receipt requested, postage pre-paid. The date of mailing or facsimile transmission is deemed the date of the giving of notice. Each party must notify the other of any change of address and communication numbers. Upon execution of this Agreement, the correct addresses and communication numbers are as follows:

For SA and CSL:

Shelby Automobiles, Inc.
Carroll Shelby Licensing, Inc.
C/O Law Offices of M. Neil Cummings & Associates, APLC
11150 W. Olympic Blvd., Suite 1050
Los Angeles, CA 90064-1817
Telephone: (310) 914-1849 ext. 102
Fax: (310) 914-1853
E-mail: mncassoc@aol.com

For AC and ACUK:

ALAN LUBINSKY
3 DAL IL HAMRA, SAN GWANN BOSCO ST LEST
SLIEMA, MALTA
Telephone: 44 870 458 0966
Fax: 1 702 552 2482
E-mail: alanlubinsky@aol.com

SECTION 8. RELATIONSHIP OF PARTIES.

8.1 No Partnership, Joint Venture, Agency or Employment Relationship. Nothing contained in this Agreement places the parties in a relationship of partners or joint ventures. Neither party is the agent nor employee of the other. Shelby has no proprietary interest in ACC and has no interest in the business of ACC, except to the extent set forth in this Agreement.

SECTION 9. ASSIGNMENT.

9.1 No Assignment by Licensee. This Agreement and all rights and duties hereunder are personal to the Parties hereto and such rights must not be sub-licensed, assigned, transferred, mortgaged or otherwise encumbered by either party or by operation of law without the prior written consent of the other, which consent shall not be unreasonably withheld.

SECTION 10. GOVERNING LAW AND JURISDICTION.

10.1 Governing Law. This Agreement is entered into and must be enforced, interpreted and construed in accordance with the laws of the State of California, United States of America.

10.2 Venue and Jurisdiction. Licensee consents to, designates and submits to the venue and jurisdiction of any State or Federal Court located in the State of California, Los Angeles County. Licensee must not raise objections on the basis of personal jurisdiction or venue and Licensee waives all rights to have any action based on the terms and conditions contained in this Agreement brought or maintained elsewhere.

SECTION 11. MERGER AND MODIFICATION.

11.1 Entire Understanding. This agreement is the sole Agreement between the parties and cancels and supersedes any and all prior written or oral representations and agreements between the parties.

11.2 Modification. This Agreement may be modified or amended only by the written mutual agreement of the parties. The waiver of any provision, obligation, or default under this Agreement does not constitute a waiver as to the remaining provisions of this Agreement.

11.3 Severability. Should any provision of this Agreement be held to be illegal or in any way unenforceable, such determination does not effect the continuation or enforcement of every other provision of this Agreement.

SECTION 12. EFFECTIVE UPON EXECUTION.

12.1 Full Execution. This Agreement made as of the date at the top of this Agreement. This Agreement is effective only upon full execution by CSL and Licensee.

Agreed and Accepted by:

SHELBY AUTOMOBILES, INC.

By: Carroll Shelby
Carroll Shelby, President

Date: 11/3/03

AC CAR GROUP PTY. LTD.:

By: _____
Alan Lubinsky

Its: Director

Date: 10/21/03

CARROLL SHELBY LICENSING, INC.:

By: Carroll Shelby
Carroll Shelby, CEO

Date: 11/3/03

AC CARS (UK), LTD:

By: _____
Alan Lubinsky

Its: Director

Date: 10/21/03

Apartment 3
Dar IL Hamra
San Gwann Bosco Street
Sliema
Malta
Fax: 356 21323486

facsimile transmittal

To:	Neil Cummings & Associates	**Fax:**	1 310 914 1853
From:	Alan Lubinsky	**Date:**	10/22/2003
Re:	AC	**Pages:**	6
CC:			

☐ Urgent ☐ For Review ☐ Please Comment ☐ Please Reply ☐ Please Recycle

Dear Neil:

Thank you very much for turning around the agreement so quickly. It is much appreciated.

I am attaching same and the only small amendment made is that in "B" I have inserted "AC" between Shelby and Cobra as this is what we have agreed to sell the cars as.

Again, thanks.

Sincerely yours,

Alan Lubinsky

DEVELOPMENT, MANUFACTURING AND LICENSE AGREEMENT

BACKGROUND.

A. Parties. This Development, Manufacturing and License Agreement ("Agreement") is entered into on this 20th day of June, 2003 between Shelby Automobiles, Inc. ("SA"), a Nevada Corporation whose address is 6755 Speedway Blvd., Las Vegas, Nevada 89115, and Carroll Shelby Licensing, Inc. ("CSL"), a Texas corporation whose address is 11150 West Olympic Boulevard, Suite 1050, Los Angeles, California 90064, U.S.A. (collectively referred to herein as "Licensor" and/or "Shelby") on the one hand; and Horizon Sports Technologies, Inc., a California Corporation whose address is 8985 Crestmar Pointe, San Diego, California 92121, on the other hand (referred to herein as "HST" and/or "Licensee").

B. Purpose. Shelby desires to grant and HST desires to acquire a license to use certain intellectual properties in connection with manufacture, sale, and/or distribution of certain automotive and related products and merchandise under the terms and conditions as set forth below. In addition to manufacturing and selling such products and merchandise exclusively to Shelby throughout the world (except Mexico, Central and South America), HST intends to sell and/or distribute the Licensed Merchandise to third parties not affiliated with Shelby in Mexico, Central and South America ("Customers"). The parties therefore, in consideration of the mutual covenants contained herein, agree as follows:

SECTION 1. LICENSED PROPERTIES AND LICENSED MERCHANDISE.

1.1 **Licensed Properties.** CSL grants HST the right to use the following trademarks, copyrightable material, and other industrial and intellectual property owned and/or controlled by CSL and used in connection with the design, manufacture and sale of certain Shelby automobiles ("Licensed Properties"), to wit:

(1) SHELBY®
(2) COBRA®
(3) THE COBRA SNAKE®
(4) COBRA SNAKE DESIGNS®
(5) 427™
(6) 427 S/C®
(7) SHELBY 427 S/C®
(8) COBRA 427™
(9) COBRA 427 S/C™
(10) SHELBY COBRA 427™
(11) SHELBY COBRA 427 S/C™
(12) SHELBY COBRA "DAYTONA" COUPE™

1.2 **Licensed Merchandise.** HST desires to use the Licensed Properties in connection with the design, manufacture, sale, and/or distribution of the following merchandise:

(A) Carbon fiber bodied Shelby Cobra CSX4000 Series 427 S/C™ vehicles, and parts for such vehicles, to be manufactured by HST as completed component vehicles fully assembled, including paint and final detail (less engine and transmission only), and parts for such vehicles, to be sold and shipped by HST, at its

sole cost and expense, to end user customers in Mexico, Central and South America, only provided the wholesale, retail and other prices at which HST sells the Licensed Product A shall be the same prices as those established by Shelby for sales in the United States ("Licensed Product A").

(B) Carbon fiber bodied Shelby Cobra CSX4000 Series 427 S/C™ Vehicles to be manufactured by HST as completed component vehicles fully assembled, including paint and final detail (less engine and transmission only), and parts for such vehicles, to be sold and shipped by HST exclusively (except as provided in Section 1.2(A), above) to Shelby, or its designee, F.O.B. San Diego, California, for a price not to exceed U.S. $36,500.00 ("Licensed Product B").

(C) Parts for automobiles, as mutually agreed upon in writing by the parties from time to time, to be manufactured, sold and shipped by HST exclusively (except as provided in Section 1.2(A), above) to Shelby, or its designee, at a price to be mutually agreed upon in a writing signed by the parties ("Licensed Product C").

(D) Clothing, hats, diecast model cars, memorabilia, video games and other merchandise to be sold by HST, worldwide ("Licensed Product D").

Hereinafter, the Licensed Products A, B and C and Licensed Merchandise D shall be sometimes collectively referred to as "Licensed Merchandise".

SECTION 2. TERRITORY.

2.1 **Territory.** This Agreement permits HST to (i) as to Licensed Product A: sell and distribute to end user customers, only, within the territorial boundaries of Mexico, Central and South America, only, (ii) as to Licensed Products B and C: sell and ship to Shelby, or its designee, exclusively, and (iii) as to Licensed Merchandise D, worldwide (collectively "Territory").

2.2 **Limitations.** The Licensed Merchandise may be sold and distributed only in the relevant Territory. Licensee agrees to the following:

(A) Licensee will not authorize use of Licensed Merchandise outside the Territory;

(B) Licensee will not knowingly sell Licensed Merchandise to Customers that intend to or are likely to resell Licensed Merchandise outside the Territory;

(C) Licensee will not advertise or maintain stock of Licensed Merchandise outside of the Territory, and;

(D) Licensee will advise Customers of the obligation to sell Licensed Merchandise only within the Territory, and Licensee will use its best efforts to ensure compliance by those Customers.

2.3 **Limitation of Enforcement of Territorial Restrictions.** If Licensee is located in a territory that limits or restricts enforcement of any territorial restrictions on trade, upon

written notice to CSL, Licensee or its Customers may fulfill unsolicited orders for Licensed Merchandise outside the Territory to the extent permitted under the Territory's laws or treaties. Licensee must not establish any sales office or other depot outside the Territory for the distribution of Licensed Merchandise outside the Territory without the prior written consent of CSL.

SECTION 3. TERM AND EXCLUSIVITY.

3.1 **Term.** The term of this Agreement begins on June 1, 2003, and ends on December 31, 2008. Each reference to "Term" in this Agreement means this period of time.

3.2 **Renewal Option.** This Agreement may be renewed for an additional term of five (5) years on substantially similar terms and conditions by either party giving at least thirty (30), but not more than ninety (90) days prior written notice, provided the party giving notice is not in breach of this Agreement at the time the notice of renewal is given to the other.

3.3 **Exclusivity.** The Agreement gives Licensee the exclusive worldwide right to manufacture carbon fiber-bodied Licensed Products A and B for the Term of this Agreement. If, however, HST is unable or unwilling to produce the quantity of Licensed Product A, Shelby shall have the right to engage an additional manufacturer or manufacturers to make up the shortfall in the production of Licensed Product A. The Agreement gives Licensee a non-exclusive right to right to sell and/or distribute the Licensed Products C and D.

3.4 **Exclusive Territory.** This Agreement grants HST an exclusive right to sell and/or distribute Licensed Product A to customers residing within the territorial boundaries of Mexico, Central and South America, only, provided no such merchandise shall be sold by HST to any customer for resale purposes outside the territory of Mexico, Central and South America.

SECTION 4. ROYALTIES.

4.1 **Royalties.** In consideration for the rights granted to Licensee in this Agreement, Licensee must pay CSL royalties with respect to Licensed Products A and D, as set out below. Royalties at the stated rate are due and payable on all units of Licensed Products A and D sold or distributed by Licensee, excluding products sold or distributed to CSL, if any. Royalties accrue on the shipment of Licensed Products A and D by or at the direction of Licensee.

4.2 **Royalty Rate.** Licensee agrees to pay a royalty to CSL at the rate of [redacted] on all Net Sales of Licensed Product A, and [redacted] on all Net Sales of Licensed Product D.

(A) "Net Sales" means Licensee's Gross Sales less only customary trade discounts actually given, and returns actually credited to third party customers. A deduction of no more than 5% may be taken for actual certified returns. No deductions from the Gross Sales shall be made for un-collectable accounts, cash or trade discounts (other than trade quantity discounts) and no credit against sales will be allowed for returns made on the

basis of an accrual or reserve system. Additionally, no costs incurred in the manufacture, promotion, sale or distribution of the Licensed Merchandise shall be deducted from the Gross Sales.

(B) "Gross Sales" means all revenues generated by Licensee for all sales and distribution of Licensed Product A and Licensed Product D based on Licensee's (1) Standard Wholesale Price, and/or (2) Standard Retail Price.

(C) Licensee's "Standard Wholesale Price" means the highest price customarily charged for Licensed Merchandise when sold by Licensee to Customers through any means or markets other than through retail stores or outlets owned or controlled by, or affiliated with Licensee, or the owners or affiliates of Licensee.

(D) Licensee's "Standard Retail Price" means the highest price customarily charged for Licensed Merchandise when sold by Licensee to customers through retail stores or outlets owned or controlled by or affiliated with Licensee, or the owners or affiliates of Licensee.

4.3 **Minimum Royalty Guarantee.** Licensee, over the term of this Agreement, must pay CSL as a guaranteed minimum royalty ("Royalty Guarantee") for the Term an amount equal to [redacted] on the Net Sales of Licensed Product A based upon the following minimum sales by HST in Mexico, Central and South America. The Royalty Guarantee is not refundable or returnable. The Royalty Guarantee must be paid as follows:

1. Royalties calculated based upon the sale of 20 units of Licensed Product A (without regard to whether said sales actually take place); royalty guarantee due January 15, 2005;
2. Royalties calculated based upon the sale of 20 units of Licensed Product A (without regard to whether said sales actually take place); royalty guarantee due January 15, 2006;
3. Royalties calculated based upon the sale of 20 units of Licensed Product A (without regard to whether said sales actually take place); royalty guarantee due January 15, 2007;

4.4 **Royalty Payments.** Royalties due under this Agreement ("Royalty Payments") must be paid within 30 days following the end of each calendar quarter in which earned. Royalty Payments must be accompanied by corresponding Royalty Statements (see Paragraph 5 below).

(A) All payments must be made by Licensee at Licensee's expense by bank check, company check or wire transfer in United States Funds payable to CSL as follows:

For Royalty Statements and payments by mail, send to:
Carroll Shelby Licensing, Inc.
Attn: M. Neil Cummings & Associates, APLC
11150 West Olympic Boulevard, Suite 1050
Los Angeles, California 90064
USA

For payments by wire transfer, send to:
California Federal Bank
15233 Ventura Blvd.
Sherman Oaks, CA 91403
Routing Number: [redacted]
Account Number: [redacted] Carroll Shelby Licensing, Inc.

(B) Royalty Payments which exceed the total Royalty Guarantee will not be credited towards any similar guarantee which may be payable for a renewal period should this Agreement be renewed.

4.5 Minimum Purchases by Shelby. SA, only, hereby agrees to purchase a minimum number of Licensed Product B from HST in accordance with the following schedule:

Date	Quantity
June 1, 2003 – December 31, 2003	16
January 1, 2004 – December 31, 2004	50
January 1, 2005 – December 31, 2005	70
January 1, 2006 – December 31, 2006	75

SECTION 5. ROYALTY STATEMENTS AND ACCOUNTING.

5.1 Quarterly Royalty Statements. Licensee must furnish to CSL complete and accurate statements (hereinafter "Royalty Statements") of all units of Licensed Merchandise distributed and/or sold during the calendar quarter. Royalty Statements must accompany the Royalty Payments.

(A) Each Royalty Statement must be submitted within 30 days of the end of each calendar quarter during the Term.

(B) Licensee must submit to CSL the first Royalty Statement after the first full calendar quarter is complete. Royalty Statements must be submitted to CSL for all subsequent calendar quarters regardless of whether or not any Licensed Merchandise has been sold or distributed during the preceding quarter.

(C) Licensee must also include any actual returns received and credited to third party customers during each calendar quarter. Actual returns credited to Customer may be offset against Royalties due to CSL during the Term of this Agreement. However, CSL is not required to refund any Royalties previously paid by Licensee if the actual returns exceed the Royalties already paid to CSL.

(D) All Royalty Statements will be prepared in English by Licensee utilizing the form attached hereto as Exhibit "A," and must be certified to be accurate by an officer of Licensee. The following information shall be shown separately for each country within the Territory:

(1) Article Description or name of product;

(2) Licensee's reference number (i.e., "SKU" number, lot number, style number);
(3) Number of units sold;
(4) Per unit wholesale price of units sold;
(5) Per unit retail price of units sold;
(6) Total Gross Sales;
(7) Number of actual units returned and credited to Customers during period;
(8) Total Gross Returns;
(9) Total Net Sales;
(10) Applicable Royalty Rate; and
(11) Total Royalties due to CSL.

5.2 **Timeliness.** Royalty Statements and all payments due must be submitted to CSL within a timely manner, and within the time period and manner specified in this Agreement. Failure of Licensee to timely render all payments and Royalty Statements will constitute an event of default.

(A) In the event of such default, in addition to any other rights CSL may have, CSL may, upon written demand, require any unpaid portion of the Royalty Guarantee be immediately due and payable regardless of any other date set forth for payment.

(B) Additionally, Licensee must pay interest as provided below on any payments that have not been received by CSL within 10 days after the period specified for payment.

(1) Late payments shall accrue interest from the date payment should have been made to the date actually paid at the rate of 18% per annum (or the maximum permitted by law if less than 18%).

(2) Licensee must indemnify CSL for any and all reasonable legal fees and expenses of debt collection, which may have been incurred by CSL in securing a remedy to Licensee's failure to render any payments and/or Royalty Statements due under this Agreement. This indemnity is in addition to and without prejudice to any other rights of CSL.

5.3 **Receipt and Acceptance of Royalty Statements.** CSL's receipt and acceptance of any payment or Royalty Statement from Licensee does not preclude CSL from questioning the correctness thereof at any time. In the event any inconsistencies or mistakes are discovered, Licensee must submit a corrected Royalty Statement within 10 days of written notice from Licensor. Any additional payment due to CSL shall accompany the corrected Royalty Statement.

5.4 **Books and Records.** During the full Term and for a period of at least 2 years after the Term of this Agreement, Licensee will keep and preserve accurate books of account and records covering all transactions relating to this Agreement. These books and records will be formatted according to the generally accepted standards of Certified Public Accountants.

5.5 **Annual Statements.** Licensee must submit to CSL a detailed annual statement upon request of CSL. This annual statement must be prepared by a certified public accountant,

or personally attested to and verified as accurate by an officer of Licensee. The statement must detail the number, description, gross sales price, itemized deductions from gross sales price and net sales price of the Licensed Merchandise manufactured, sold or distributed by or for Licensee during the preceding calendar year.

5.6 **Examination and Audit.** Upon reasonable notice to Licensee, CSL and its authorized representatives have the right to examine and audit and make extracts from the books and records, in addition to all other documents and materials in the possession or under the control of Licensee which relate to this Agreement. If any examination and audit discloses a deficiency in Royalty Payments by Licensee, then Licensee must do the following:

(A) Make a payment to CSL in the amount of the deficiency;

(B) Reimburse CSL for the full out-of-pocket costs and expenses of the examination and audit, provided the deficiency equals 5% or more of the Royalty Payments actually made by Licensee during the calendar quarter for which there is a deficiency; and

(C) Pay interest on the deficiency amount at the rate of 18% per annum (or the maximum permitted by law if less than eighteen percent 18%) from the original date that such payment should have been made to the date actually paid.

5.7 **Segregation of Records.** Licensee must segregate the books and records related to this Agreement in such a manner as to facilitate a complete audit. Licensee agrees that such audit may be used as a basis for settlement of charges in accordance with this Agreement.

5.8 **Additional Financial Information.** CSL may require credit and financial information concerning Licensee to verify Licensee's ability to conduct and continue to conduct business under this Agreement. Licensee agrees, upon 10 days written notice from CSL, to produce the requested financial information within 30 days from such written request.

5.9 **Right to Cure.** In the event of a breach or omission in the payment of royalties by Licensee, CSL will give Licensee written notice of such breach or omission. Licensee shall have 10 working days from the date of the notice to cure such breach or omission. If Licensee does not cure the breach or omission within the 10-day period, the Agreement terminates. Any remaining unpaid Royalty Guarantee will become immediately due and payable and no portion of the Royalty Guarantee will be refundable to Licensee.

SECTION 6. MERCHANDISE QUALITY AND APPROVALS.

6.1 **Quality.** Licensee agrees that the Licensed Merchandise and all packaging materials, hang tags, labels, inserts, sales sheets, catalogs, advertising, point-of-sale materials, promotional displays, press releases and other material prepared in connection with the Licensed Merchandise ("Collateral Materials") will be of a high standard and quality and will not reflect adversely upon the good name and goodwill of Shelby, SA, CSL and the Licensed Properties.

(A) CSL and its representatives have the right to visit the facilities where Licensed Merchandise and Collateral Materials are manufactured in order to determine whether proper quality controls are being exercised.

(B) It is solely Licensee's responsibility to ensure that all Licensed Merchandise and Collateral Materials are manufactured, sold, distributed, promoted and advertised in full compliance with all applicable and relevant laws, codes, rules and regulations.

6.2 **Inventory, Technical and Design Assistance.** CSL shall in a timely manner provide inventory to Licensee sufficient for Licensee to produce 10 units of Licensed Product A. Upon request, CSL will provide Licensee with all reasonable assistance and expertise in relation to the technical and design details of the Licensed Properties and Licensed Products A, B and C. Licensee agrees that the Licensed Merchandise it manufactures will be historically accurate representations of the Licensed Properties and Licensed Products A, B and C.

6.3 **Approval Stages.** Before manufacturing any Licensed Merchandise, Licensee must submit to CSL a prototype, layout or sample of the Licensed Merchandise and Collateral Materials for CSL to review for approval as to quality, design, style and placement of proper copyright, trademark, service mark and trade name notices on the Licensed Merchandise and Collateral Materials.

(A) Licensee should submit the conceptual design, artwork, final artwork and pre-production samples in separate stages.

(B) CSL must provide written approval of Licensed Merchandise and Collateral Materials at each of the foregoing stages before Licensee is authorized to proceed.

6.4 **Post-Production Approval.** Once Licensed Merchandise and Collateral Materials have been manufactured, but prior to any distribution thereof, Licensee must submit one sample of each Licensed Merchandise item to CSL for CSL's written approval. After samples have been approved in writing by CSL, CSL will not unreasonably withdraw its approval and Licensee shall not make any material modifications thereto without first obtaining CSL's prior written consent.

6.5 **Approvals.** Written approvals by CSL will not be unreasonably withheld. No item of Licensed Merchandise is deemed approved until CSL provides Licensee with express written approval. Licensee specifically acknowledges the following:

(A) Licensee may not use, advertise, promote, sell or distribute any item utilizing the Licensed Properties until and unless Licensee has received Licensor's prior written approval as provided above;

(B) CSL's approval shall not constitute a waiver of any of CSL's rights or of Licensee's duties under this Agreement;

(C) Failure to obtain prior written approval shall immediately terminate this Agreement; and

(D) At CSL's option, Licensee shall submit a business and marketing plan, which includes supporting market research for each licensed product.

6.6 **Testing and Labeling.** Licensee must pretest all proposed and approved Licensed Merchandise. Licensee must cause truthful labeling regarding care, maintenance and use to be affixed to the Licensed Merchandise and Collateral Materials.

6.7 **Complaints.** Licensee must immediately notify CSL of all material complaints coming to Licensee's attention from any consumer, customer, governmental body, or any other source, relevant to any of the Licensed Merchandise and will regularly keep CSL advised of the status and resolution of all material complaints. Licensee must make all reasonable efforts to resolve all such complaints as expeditiously as possible.

6.8 **Recall.** Licensee must at all times have in place appropriate procedures to promptly recall any Licensed Merchandise that fails to conform to the approved samples or which may be defective. If at any time Licensed Merchandise does not meet the quality level of the approved samples, Licensee must, upon demand of CSL, recall such Licensed Merchandise and cease any further sale and distribution thereof until such time as Licensed Merchandise has been corrected to CSL's satisfaction.

SECTION 7. THIRD PARTY MANUFACTURERS.

7.1 **Third Party Manufacturers.** If Licensee chooses to engage a third party to manufacture all or part of the Licensed Merchandise or Collateral Materials, Licensee must do the following:

(A) Have each proposed manufacturer execute a Manufacturer's Agreement substantially similar in form to Exhibit "B," attached.

(B) Send a copy of the executed Manufacturer's Agreement to CSL prior to the release by Licensee of any information or materials relating to the Licensed Properties or the Licensed Merchandise.

7.2 **Third Party Compliance.** Licensee must also ensure that the third party manufacturer is advised of and complies with all applicable terms and conditions in this Agreement relating to the manufacture of the Licensed Merchandise and Collateral Materials.

SECTION 8. NON-DISCLOSURE AND CONFIDENTIALITY.

8.1

(A) "Shelby Technology" means (A) the formulae, plans and/or specifications, computer data, drawings, tracings, prints, information and/or designs, as well as the results of research and development, complete or incomplete, conceived, developed, invented, or reduced to practice, whether under this Agreement or otherwise, by or for Shelby, relating to the material composition or design of the Licensed Products, including, but not limited to, the dimensions, shape, inset, curves, cuts and location and types of mass/materials within Licensed Properties A, B and C and Licensed Merchandise D; and

(B) the formulae, plans and/or specifications, computer data, drawings, tracings, prints, information and/or designs, as well as the results of research and development, complete or incomplete, conceived, developed, invented, or reduced to practice, whether under this Agreement or otherwise, by or for Shelby wholly independent of HST, relating to the methods of manufacturing Licensed Products, including any improvements thereto and all associated intellectual property, including, but not limited to, trade secrets, copyrights and patent rights, but excluding HST Technology.

(B) "HST Technology" means the formulae, plans and/or specifications, computer date, drawings, tracings, prints, information and/or designs, as well as the results of research and development, complete or incomplete, related to HST's carbon fiber methods of manufacture of composite products generally, as used in connection with the Licensed Products A, B and C in particular, and any associated intellectual property, including, but not limited to, trade secrets, copyrights and patent rights related thereto, to the extent protectable as a trade secret or patentable that is conceived, developed, invented, or reduced to practice, by HST, including improvements thereto, but excluding any Shelby Technology and excluding any fabrication process or manufacturing method conceived, developed, invented, or reduced to practice solely by Shelby either during or after the term of this Agreement

(C) "Proprietary Technology" means any trade secrets, including but not limited to, technical date, designs, plans and/or specifications, patent applications, patent rights and inventions outside the scope of the Shelby Technology and HST Technology, which may be disclosed by one party to the other during the term of this Agreement.

8.2 **No Disclosure of Shelby Technology, HST Technology or Proprietary Technology.** During the term of this Agreement, except to officers and employees on a need to know basis, and for a period of five (5) years after the termination of this Agreement, Shelby and HST each agree that it (i) shall not disclose to any other person any Proprietary Technology of the other party disclosed to such party pursuant to this Agreement, (ii) shall not use the Proprietary Technology of the party except for the purposes of carrying out obligations hereunder or as expressly set forth in a separate written agreement between the parties and (iii) shall take all appropriate and reasonable steps to hold such information in confidence, and to protect against its disclosure to unauthorized third parties.

8.3 **Exclusions from Confidential Information.** For purposes of this Agreement, Shelby Technology, HST Technology and Proprietary Technology shall not include information (i) known to and reduced to writing by the receiving party prior to the disclosure by the other party, or (ii) publicly known, or which becomes publicly known, without breach of this Agreement or another agreement entered into by the recipient party and the disclosing party, or without the fault or negligence of the recipient party, or (iii) subsequently rightly received, without a breach of this Agreement, from a third party who is not bound by confidentiality obligations to the disclosing party, or (iv) furnished to a third party who is not bound by confidentiality obligations to the disclosing party and without breaching this Agreement, or (v) approved for release by written authorization of the providing party.

8.4 Survival. This Section 16 shall survive the termination of this Agreement for any reason.

SECTION 9. OWNERSHIP OF TECHNOLOGY.

9.1 Rights to Shelby Technology and Improvements. HST acknowledges and agrees that Shelby shall own all right, title and interest in and to the Shelby Technology. During the term of this Agreement, both HST and/or Shelby may develop, create, invent, make, reduce to practice, work on, conceive or contribute to improvements in the Shelby Technology. Seller agrees that all such work shall inure solely to the benefit of Shelby and HST hereby assigns to Shelby, without royalty or further consideration, all right, title and interest that HST may acquire in and to the Shelby Technology or any improvement thereto.

9.2 Rights to HST Technology and Improvements. Shelby acknowledges and agrees that HST shall own all right, title and interest in and to the HST Technology. During the term of this Agreement, HST may develop, create, invent, make, reduce to practice, work on, conceive or contribute to improvements in the HST Technology. Shelby acknowledges and agrees that all right, title and interest in such work shall be solely the property of HST.

9.3 Rights to Jointly Developed Manufacturing Process Technology and Improvements. As used herein, a "Jointly Developed Process" shall mean any method of fabrication or process for manufacturing the Licensed Products, first conceived, developed, invented or reduced to practice during the term of this Agreement *jointly* by the parties. Any Jointly Developed Process shall belong equally to the parties, and each of the parties shall have the right to use and practice the same.

9.4 Cooperation Regarding Assignment/Patents. Upon request, Shelby and HST shall provide such assistance and execute such further assignment, documents and other instruments as may be necessary to assign Shelby Technology and/or HST Technology to the party entitled hereunder, and to assist such party in applying for, obtaining and enforcing patents or other rights in the United States and in any foreign country with respect thereto. If the party entitled to assignment is unable, after reasonable effort, to secure the other party's signature on any document needed to apply for, prosecute or defend any patent or other rights or related protection, the other party hereby designates and appoints the party entitled to assignment and its duly authorized officers and agents as its agent and attorney in fact to execute, verify and file applications, and to do all other lawfully permitted acts necessary to protect the Shelby Technology and/or HST Technology with the same legal force and effect as if executed by the other party. The party entitled to assignment will bear the cost of preparation of all patent or other applications and assignments and the cost of obtaining and enforcing all patents and other rights.

SECTION 10. SAMPLES.

10.1 Samples. After Licensed Merchandise and Collateral Materials have been approved in their final form, Licensee must submit to CSL at Licensee's cost one sample of each item of Licensed Merchandise A, B and C (including Collateral Materials).

10.2 Sales to CSL. CSL may purchase a reasonable number of additional quantities of Licensed Merchandise from Licensee as mutually agreed upon by the parties at Licensee's unit cost. No royalties shall be due to CSL from Licensee for such sales.

SECTION 11. INSURANCE.

11.1 Commercial General Liability Insurance. Licensee must obtain and maintain at its own expense a Comprehensive General and Commercial Liability Insurance Policy ("Insurance Policy"). The amount of the Insurance Policy must be no less than US $5,000,000 for each occurrence and US $10,000,000 in the aggregate.

(A) The Insurance Policy must include coverage for the following:

(1) Personal injury;
(2) Breach of contract;
(3) Copyright and trademark infringement, whether under statutory or common law;
(4) Advertising, libel, slander; or other form of defamation;
(5) Invasion, infringement of, or interference with the rights of privacy or publicity, whether under statutory or common law; and
(6) Product liability coverage.

(B) The Insurance Policy must be underwritten by an insurance company that has been rated at least A-VI by the most recent edition of Bests Insurance Report. The financial status of insurance companies located outside the United States must be acceptable to CSL.

11.2 Evidence and Duration of Insurance. Evidence of coverage must be submitted to CSL within 30 days after the execution of this Agreement or prior to the marketing, manufacturing, promotion, sale and distribution of the Licensed Merchandise, whichever comes first.

(A) The Insurance Policy must be continuously maintained and in full force and effect for the balance of the entire Term of this Agreement and any extension thereof and for one year thereafter.

(B) The Insurance Policy must not be cancelled except upon 30 days prior written notice to CSL.

(C) In the event of any desired change in insurance, a new Certificate of Insurance and policy endorsement shall be submitted to CSL for approval. However, coverage must not lapse during any such change.

(D) Failure of Licensee to maintain the Insurance Policy during the Term of this Agreement is a material breach of this Agreement, and without waiving any other rights of CSL, CSL's may terminate this Agreement based upon Licensee's failure to maintain the Insurance Policy.

(E) It is understood that compliance herewith in no way limits Licensee's indemnity obligations, except to the extent that Licensee's insurance company actually pays CSL amounts that Licensee would otherwise pay CSL.

(F) As used in this Section, "CSL" also include the officers, directors, agents and employees of CSL and any parent, subsidiary or affiliates of CSL.

11.3 **Certificate of Insurance.** Licensee shall provide CSL with a Certificate of Insurance and policy endorsement evidencing such coverage and naming the following entities as additional insured parties: SHELBY AUTOMOBILES, INC., CARROLL SHELBY LICENSING, INC. and CARROLL SHELBY, AN INDIVIDUAL. In addition, Licensee shall name CSL and Carroll Shelby, an individual, as insureds on any excess or umbrella policies carried by Licensee.

SECTION 12. COPYRIGHT, TRADEMARK AND OTHER NOTICES.

12.1 **Copyright, Trademark and Other Notices.** Licensee agrees that the Licensed Merchandise and Collateral Materials will bear the copyright, trademark notice, credit provision and any other credits or legal notices to be provided to Licensee by CSL for each of the Licensed Properties being utilized. This includes, but is not limited to, a "TM" or ® as appropriate for trademarks, © with copyright notices, and/or an * with an explanatory footnote for trade dress notices on all Licensed Merchandise and Collateral Materials. A suggested sample trademark notice follows:

(A) "(name of each Licensed Property) is(are) a registered trademark(s) and/or intellectual property of Carroll Shelby and Carroll Shelby Licensing, Inc. and is(are) used by (name of company) under license."

12.2 **Development of Materials by Third Parties.** In the event that Licensee creates or engages any third party to create, assist or aid in the development of any materials in connection with or utilizing the Licensed Properties, Licensee must take necessary steps to ensure the following:

(A) Any copyrights, trademarks, service marks or other rights of ownership arising from such work shall be the sole property of Licensee;

(B) A "Work For Hire" agreement and copyright assignment approved by CSL detailing the foregoing ownership rights must be executed by any person or entity creating, assisting or aiding in the development of such work for Licensee; and

(C) Any person or entity creating, assisting or aiding in the development of such work shall specifically waive and/or assign, as necessary, all intellectual property rights and moral rights to such work including but not limited to any rights to claim authorship of a work, to object to or prevent the modification of a work, or to withdraw from circulation or control the publication or distribution of a work and any similar rights existing under law or treaty.

12.3 **Sharing of Intellectual Property.** Licensee agrees to share with CSL upon CSL's request all trademarks, photographs, logos, designs, archives and other creations or reproductions of the Licensed Properties obtained under this Agreement.

12.4 **Compliance With Intellectual Property Laws.** This Agreement is conditioned upon Licensee's full and complete compliance with the provisions of the trademark, patent, and copyright laws of the United States and of the foreign country or countries in the Territory in which it sells or distributes the Licensed Merchandise. Licensee agrees to bear any costs necessary to comply with such laws as they relate to Licensee's manufacture, sale, and distribution of Licensed Merchandise.

12.5 **Copyright, Trademark and Other Notices.** Licensee agrees that the Licensed Merchandise and Collateral Materials will bear the copyright, trademark notice, credit provision and any other credits or legal notices to be provided to Licensee by CSL for each of the Licensed Properties being utilized. This includes, but is not limited to, a "TM" or ® as appropriate for trademarks, © with copyright notices, and/or an * with an explanatory footnote for trade dress notices on all Licensed Merchandise and Collateral Materials.

12.6 **Association With Other Properties.** Licensee agrees not to associate any other properties or characters with the Licensed Properties or their trademarks without CSL's written permission.

12.7 **Preservation of Licensor's Rights.** Licensee agrees to cooperate fully and in good faith with CSL in securing and preserving CSL's rights in and to the Licensed Properties.

(A) Licensee acknowledges CSL's rights in the Licensed Properties.

(B) Licensee must not attempt to register any of the Licensed Properties, either alone or in combination with other marks or indicia, nor shall Licensee use or attempt to register any marks confusingly similar to any of the Licensed Properties.

12.8 **Registration of Licensed Properties in Territory.** It is CSL's sole discretion to register the Licensed Properties in the Territory with respect to the Licensed Merchandise. CSL has no obligation to file any such applications or to continue to prosecute such applications to completion. If there has been no previous registration of the Licensed Properties in the Territory, upon CSL's request, Licensee must provide CSL with the necessary information and additional samples to enable CSL to register a copyright, trademark, and/or service mark and/or record Licensee as a user thereof. Licensee must sign any and all documents necessary to accomplish the foregoing. Failure by CSL to register any such copyright, trademark, or service mark does not amount to a breach of this Agreement.

SECTION 13. MARKETING, MANUFACTURING AND DISTRIBUTION.

13.1 **Obligations.** During the Term of this Agreement, Licensee is obligated to do the following:

(A) Diligently market, manufacture, sell, distribute and promote all of the Licensed Merchandise throughout the Territory in a manner to maximize the revenue derived therefrom;

(B) Make and maintain adequate arrangements for the sale and distribution of all of the Licensed Merchandise throughout the Territory; and

(C) Sell and distribute the Licensed Merchandise outright at a competitive price only in the Territory and not on approval, consignment or a guaranteed sale or return basis.

13.2 **Termination for Failure to Manufacture, Market and Distribute.** In addition to all other remedies available to CSL, CSL may terminate the license with respect to any Licensed Product under this Agreement if:

(A) Licensee fails to begin manufacturing Licensed Merchandise within two months after the prototype is approved by CSL;

(B) Licensee fails to begin marketing Licensed Merchandise within a reasonable time of post-production approval by CSL;

(C) Licensee fails to begin distribution of Licensed Merchandise within a reasonable time of post-production approval by CSL;

(D) Licensee fails to actively continue the marketing of any design or style of the Licensed Merchandise during Licensee's normal selling season;

(E) Licensee fails to actively continue the marketing and/or distribution of any Licensed Merchandise in a particular state or states, country or substantial portion of the Territory licensed during Licensee's normal selling season. CSL may terminate, limit, or amend the license for such Licensed Merchandise with respect to such area or Territory.

The termination hereunder shall be limited to that Licensed Product for which Licensee has failed to comply under any of (A) through (E) above, inclusive.

SECTION 14. RESERVATION OF RIGHTS.

14.1 **Rights Expressly Reserved by CSL.** Any and all rights not expressly granted to Licensee hereunder are expressly reserved by CSL.

(A) Nothing contained in this Agreement may be construed as an assignment or grant to Licensee of any right, title, or interest in or to the Licensed Properties or any copyrights, trademarks or patents therein or associated therewith.

(B) It is understood that all rights thereto are reserved by CSL, except for the grant of rights to Licensee to use the Licensed Properties specifically and expressly provided in this Agreement.

14.2 Licensee's Assignment of Rights. Licensee agrees that if any trademarks, service marks, copyrights, goodwill, titles or other rights in and to the Licensed Properties be obtained or vest in Licensee in connection with this Agreement, Licensee is deemed to have assigned, waived, transferred or conveyed to CSL any and all such rights (including but not limited to moral rights).

(A) At CSL's request and without compensation, Licensee will execute any instruments or obtain the execution on such instruments by any third party aiding or assisting Licensee in the creation or development of materials which may be necessary to accomplish or confirm the foregoing.

(B) This provision shall survive any expiration or termination of this Agreement.

14.3 Confidentiality. CSL and Licensee agree that the specific terms of this Agreement must remain confidential between the parties and must not be disclosed unless prior written approval of the appropriate party is obtained.

(A) Licensee must not disclose or use any confidential or proprietary information or trade secrets obtained from or about CSL.

(B) CSL has the right to use the Licensed Properties and/or the name of Licensee so as to give the Licensed Properties, Licensee, CSL and/or CSL's programs full and favorable prominence and publicity. Such right may include the use of Licensee's trade name and trademark in general references and marketing materials and promotions to the public to inform third parties that Licensee is an authorized licensee of CSL.

SECTION 15. WARRANTIES, REPRESENTATIONS AND INDEMNIFICATIONS.

15.1 CSL's Warranty. CSL represents and warrants that it has a right to enter into this Agreement. Should any third party assert a claim, demand, or cause of action against Licensee contesting CSL's ownership of the Licensed Properties in relation to this Agreement, CSL has the option to undertake and conduct the defense of any such claim, demand or cause of action.

(A) Licensee may, but is not obligated to, join in such defense and be represented by its own counsel.

(B) If Licensee elects to be represented by its own counsel, Licensee will pay its own attorney's fees and costs.

(C) Licensee agrees that while it may counsel CSL concerning the disposition of any such action, CSL has the sole and final decision concerning the disposition of any action involving the Licensed Properties.

(D) CSL has the right to order Licensee to dispose of inventory and all works in progress as it sees fit.

15.2 Third Party Infringements. Upon CSL's request and cost, Licensee must assist CSL in protecting the rights to the Licensed Properties.

(A) Licensee must promptly notify CSL in writing of any claims, infringements or imitations by others of the Licensed Properties that Licensee becomes aware of, especially in connection with products similar to the Licensed Merchandise.

(B) CSL shall have the sole right to determine whether or not any action shall be taken on account of such claims, infringements or imitations.

15.3 Infringement Actions. CSL is not liable or obliged to Licensee to take any action on account of any such claims, infringements or imitations.
(A) Any such lawsuit will be prosecuted solely at the cost and expense of CSL and all sums recovered in any such lawsuits, whether by judgment, settlement or otherwise, will be retained solely and exclusively by CSL.

(B) Upon request of CSL, Licensee must execute all papers, testify on all matters, and otherwise cooperate in every way necessary and desirable for the prosecution of any such lawsuit.

(1) CSL will reimburse Licensee for all reasonable expenses incurred as a result of such cooperation.

(2) Additionally, Licensee must not institute any suit or take any action without first obtaining the prior written consent of CSL to do so and CSL, if it so desires, may commence or prosecute any such claims or suits in its own name or in the name of Licensee or join Licensee as a party thereto.

15.4 Licensee's Warranty. Licensee warrants and represents the following:

(A) Licensee has the right and power to enter into this Agreement;

(B) Licensee has taken all steps necessary and appropriate to authorize the execution and performance hereof; and

(C) Licensee will not act in any manner inconsistent with the provisions contained herein.

15.5 Licensee's Warranty Regarding Licensed Merchandise. Without limiting the foregoing, Licensee warrants and represents the following with regard to the Licensed Merchandise it manufactures and sells under this Agreement:

(A) It is safe and fit for the use for which it may normally and reasonably be deemed to have been manufactured;

(B) It does not violate, infringe upon or dilute the copyrights, patents or intellectual and industrial property interests owned by third parties, whether or not copyrightable or patentable, including, without limitation, unique and distinctive patterns, designs and

trade dress in and to any products and to any unique and distinctive prints, package designs, labels, advertising and other promotional materials;

(C) It does not violate the trade secrets of any third parties. "Trade Secrets" means information, including formulas, patterns, compilations, programs, devices, methods, techniques or processes which derives independent economic value, actual or potential, from not being generally known to the public or to other persons who can obtain economic value from its disclosure or use and is the subject of efforts that are reasonable, under the circumstances, to maintain its secrecy;

(D) It does not contain any material which is defamatory, libelous or obscene in any way;

(E) With respect to Licensed Merchandise manufactured in the United States, it has been manufactured in compliance with the Consumer Products Safety Act, the Flammable Fabrics Act, the Fair Labor Standards Act and other relevant federal and state products and workplace laws and regulations (labor, health and safety, immigration, environmental, etc.); and

(F) With respect to Licensed Merchandise manufactured outside the United States, is has been manufactured in compliance with all environmental protection laws, health, safety and workplace laws, Customs and importation laws and all other laws governing the manufacture and sale of goods in the applicable countries.

15.6 Licensee's Indemnification. Licensee, during and after the Term of this Agreement, must indemnify, hold harmless and defend SA, CSL, its officers, directors, agents and employees, as well as any Additional Insureds/Indemnities that are listed on the Certificate of Insurance, from and against any and all claims, suits, losses, damages, costs and expenses, including reasonable attorney's fees, which may be suffered or incurred by SA or CSL or any Additional Insureds/Indemnities which arise out of or in connection with the Licensed Merchandise manufactured by Licensee based on claims relating to the manufacture, but not design, of the Licensed Merchandise. This includes, but is not limited to, their manufacture, packaging, distribution, promotion, sale or exploitation, including without limitation any claims of actual or alleged defects in the Licensed Merchandise, or of any breach of any of Licensee's warranties, representations and agreements made by Licensee.

15.7 Ancillary Material. Shelby is not responsible or liable to Licensee to determine whether the Licensed Merchandise is fit and/or safe for the normally and reasonably intended use by, or for sale to, the public at large. Approval of the Licensed Merchandise by CSL does not detract from or limit any of Licensee's obligations in this Agreement. CSL's approval of Licensed Merchandise does not equate to approval of Licensee's creation and/or use of any verbiage, copy, mark, artwork, design or other material which is not owned or controlled by CSL or provided to Licensee by CSL ("Ancillary Material"). Ancillary Material is used at Licensee's own risk and Licensee must take any and all precautions deemed appropriate to ensure that any Ancillary Material is wholly original with or fully cleared by Licensee and that the use by Licensee of Ancillary Material does not infringe the rights of any third parties. Licensee must fully indemnify, hold harmless

and defend CSL, its officers, directors, agents, and employees, as well as any Additional Insureds/Indemnities listed in the Insurance section of this Agreement, against any claims, suits, losses or damages (including reasonable attorney's fees and expenses) arising out of such use of Ancillary Material by Licensee.

SECTION 16. GOODWILL.

16.1 **Value Associated With Licensed Properties.** Licensee recognizes and acknowledges the following:

(A) There is particular and substantial value in the publicity and goodwill associated with the Licensed Properties ("Goodwill");

(B) The Goodwill accrues and belongs exclusively to CSL. Licensee must not knowingly do any act or omission which would jeopardize the Goodwill;

(C) The Licensed Properties are either inherently distinctive or have acquired secondary meaning in the mind of the public. Due to the intangible nature of the Licensed Properties, their value may not be readily fixable in sums of money; and

(D) Any breach by Licensee of any of its covenants, agreements or undertakings in this Agreement may cause CSL irreparable damage that cannot adequately be remedied in an action at law. In the event of such breach, CSL is entitled to equitable relief in the nature of an injunction as well as all other remedies available at law and/or in equity, and no bond will be required therefor.

SECTION 17. DEFAULT AND TERMINATION.

17.1 **Bankruptcy or Insolvency.** This Agreement automatically terminates and the rights granted herein immediately revert to CSL if any of the following occur:

(A) A petition in bankruptcy or other similar proceeding under foreign law shall be filed by or against Licensee and not discharged within 7 days thereafter; or

(B) Licensee becomes insolvent, makes an assignment for the benefit of its creditors or an arrangement pursuant to any bankruptcy law or similar law; or

(C) Licensee discontinues its business, or if a receiver, liquidator or trustee is appointed for it or its business.

(D) Termination Due to Bankruptcy or Insolvency. In the event this Agreement is terminated pursuant to the preceding paragraph, neither this Agreement nor any rights or interest herein are deemed an asset in any insolvency, receivership, bankruptcy arrangement or similar proceeding. Licensee, its receivers, liquidators, representatives, trustees, agents, administrators, successors and/or assigns have no right to sell, exploit or in any way deal with any Licensed Merchandise or Collateral Materials pertaining thereto, except with and under special written consent and instructions of CSL, which they will be obligated to follow.

(E) Termination Due to Breach of Agreement. Right to Cure. Except with respect to breach or omission in the payment of royalties, in the event of any breach of this Agreement, a party will give the breaching party written notice of such breach. The breaching party shall have 30 days from the date of the notice to cure the breach. If the breach is not cured within the 30-day period, the Agreement terminates. Any remaining unpaid Royalty Guarantee due Licensor or any amounts due Licensee shall become immediately due and payable.

17.2 **Termination without Prejudice.** Termination of this Agreement is without prejudice to any rights that CSL may otherwise have against Licensee.

(A) Upon the termination of this Agreement, all royalties on sales made and interest (if applicable), and any remaining unpaid Royalty Guarantee, are immediately due and payable, notwithstanding anything to the contrary within this Agreement. No part of the Royalty Guarantee will be repayable to Licensee.

(B) Licensee is responsible for any and all legal fees, collections costs, and/or court costs incurred by CSL in securing a remedy for any breach of this Agreement by Licensee, including but not limited to, Licensee's failure to render Royalty Statements, Royalty Payments or any other sums found to be due under this Agreement.

SECTION 18. AFTER EXPIRATION OR TERMINATION.

18.1 **Rights Granted Revert to Licensor.** Upon and after the expiration or termination of this Agreement, all rights granted to Licensee under this Agreement revert to CSL. Licensee must refrain from further use of the Licensed Properties or any further reference to it, direct or indirect, in connection with the manufacture, sale, distribution or promotion of Licensee's products. Licensee shall ensure that upon expiration or termination of this Agreement, all artwork, molds, casts, dies, etc. used by or on behalf of Licensee in connection with the manufacture, promotion, sale and distribution of the Licensed Merchandise will be destroyed or returned to CSL, and Licensee will furnish CSL with sworn affidavits of such destruction.

SECTION 19. FINAL INVENTORY STATEMENT.

19.1 **Statement Required.** 90 days before the expiration of this Agreement and, in the event of its termination, 10 days after receipt of notice of termination or the happening of an event which terminates this Agreement where no notice is required, a statement showing the number and description of Licensed Merchandise on hand or in process will be furnished by Licensee to CSL. CSL has the right to take a physical inventory to ascertain or verify such inventory and statement. Refusal by Licensee to submit to such physical inventory or failure by Licensee to render the inventory statement as and when required by this provision will result in a forfeiture by Licensee of Licensee's rights to dispose of its remaining inventory.

SECTION 20. SELL OFF OF INVENTORY.

20.1 Right to Dispose of Remaining Inventory. After expiration of this Agreement, but not in the event of termination, Licensee may dispose of Licensed Merchandise that is on hand on a non-exclusive basis, provided all Royalty Guarantees and payments are up to date and all Royalty Statements have been furnished.

(A) The six-month period beginning on the date of expiration is the "Sell Off Period." All Licensed Merchandise that is on hand must be disposed of within the Sell Off Period.

(B) Notwithstanding anything to the contrary in this Agreement, Licensee must not manufacture, sell or dispose of any Licensed Merchandise after the expiration or a termination of this Agreement based on a breach of the Agreement by Licensee.

20.2 Royalty Statements and Payments Due Monthly. All applicable Royalty Statements must be furnished to CSL and royalties must be paid on all Licensed Merchandise sold and/or distributed during the Sell Off Period. Royalty Statements and royalties must be submitted to CSL within 30 days of the end of each calendar month following the expiration of this Agreement. Royalties accruing during any Sell Off Period are not offset against any unpaid Royalty Guarantee.

20.3 Destruction of Remaining Licensed Merchandise at End of Sell Off Period. If any Licensed Merchandise remains unsold or in Licensee's control, inventory, stock or possession after the expiration of the Sell Off Period, or in the event of earlier termination, all such Licensed Merchandise and Collateral Materials must be destroyed in a manner approved by CSL. Licensee must also submit to CSL a sworn affidavit of such destruction.

SECTION 21. NOTICES AND PAYMENTS.

21.1 Notices. All notices must be sent to the applicable party by either a confirmed facsimile transmission or registered or certified mail, return receipt requested, postage pre-paid. The date of mailing or facsimile transmission is deemed the date of the giving of notice. Each party must notify the other of any change of address and communication numbers. Upon execution of this Agreement, the correct addresses and communication numbers are as follows:

For SA and CSL:

Shelby Automobiles, Inc.
Carroll Shelby Licensing, Inc.
C/O Law Offices of M. Neil Cummings & Associates, APLC
11150 W. Olympic Blvd., Suite 1050
Los Angeles, CA 90064-1817
Telephone: (310) 914-1849 ext. 102
Fax: (310) 914-1853
E-mail: mncassoc@aol.com

For Licensee:

Horizon Sports Technologies, Inc.
8985 Crestmar Pointe
San Diego, CA 92121
Telephone: (858) 689-0552
Fax: (858) 689-4094
E-mail:

With a Copy To:

Kevin McLean, Esq.
7770 Regents Road, Suite 113-628
San Diego, CA 92122-1967
Telephone: (858) 587-3922
Fax: (858) 457-4144
E-mail: kmclean2@hotmail.com

21.2 Royalty Statements and Payments. All Royalty Statements and payments due under this Agreement must be sent to CSL at the addresses listed in paragraph 4.4(A).

SECTION 22. RELATIONSHIP OF PARTIES.

22.1 No Partnership, Joint Venture, Agency or Employment Relationship. Nothing contained in this Agreement places the parties in a relationship of partners or joint ventures. Licensee is neither an agent nor an employee of CSL. CSL has no proprietary interest in Licensee and has no interest in the business of Licensee, except to the extent set forth in this Agreement.

SECTION 23. ASSIGNMENT.

23.1 No Assignment by Licensee. This Agreement and all rights and duties hereunder are personal to Licensee and such rights must not be sub-licensed, assigned, transferred, mortgaged or otherwise encumbered by Licensee or by operation of law without the prior written consent of CSL which consent shall not be unreasonably withheld. CSL may, at its election, assign this Agreement or any of its rights hereunder.

SECTION 24. GOVERNING LAW AND JURISDICTION.

24.1 Governing Law. This Agreement is entered into and must be enforced, interpreted and construed in accordance with the laws of the State of California, United States of America.

24.2 Venue and Jurisdiction. Licensee consents to, designates and submits to the venue and jurisdiction of any State or Federal Court located in the State of California, Los Angeles County. Licensee must not raise objections on the basis of personal jurisdiction or venue and Licensee waives all rights to have any action based on the terms and conditions contained in this Agreement brought or maintained elsewhere.

24.3 **Waiver by Licensee.** Licensee has read, reviewed, and specifically waives California Civil Code Section 1812.201, "Seller Assisted Marketing Plans." Should any part of this Agreement fall under the Uniform Commercial Code (UCC) Article 2B, the parties hereby knowingly and specifically choose to opt out of UCC Article 2B and agree that UCC Article 2B does not apply to this Agreement.

24.4 **No Waiver by CSL.** None of the foregoing provisions will in any way be deemed a waiver of CSL's rights to proceed with litigation against Licensee in any other appropriate venue or jurisdiction.

SECTION 25. MERGER AND MODIFICATION.

25.1 **Entire Understanding.** This agreement is the sole Agreement between the parties and cancels and supersedes any and all prior written or oral representations and agreements between the parties.

25.2 **Modification.** This Agreement may be modified or amended only by the written mutual agreement of the parties. The waiver of any provision, obligation, or default of Licensee by CSL under this Agreement does not constitute a waiver by CSL as to the remaining provisions of this Agreement.

25.3 **Severability.** Should any provision of this Agreement be held to be illegal or in any way unenforceable, such determination does not effect the continuation or enforcement of every other provision of this Agreement.

SECTION 26. EXCLUSIVE REMEDY.

26.1 **Damages.** Licensee's exclusive remedy for any cause of action arising as a result of this Agreement will be payment by CSL to Licensee of an amount of money not exceeding the total of the royalties actually paid by Licensee to CSL under this Agreement.

SECTION 27. EFFECTIVE UPON EXECUTION.

27.1 **Full Execution.** This Agreement made as of the date at the top of this Agreement. This Agreement is effective only upon full execution by CSL and Licensee.

Agreed and Accepted by:

SHELBY AUTOMOBILES, INC.

By: Carroll Shelby
Carroll Shelby, President

Date: 6-24-03

CARROLL SHELBY LICENSING, INC.:

By: Carroll Shelby
Carroll Shelby, CEO

Date: 6-24-03

HORIZON SPORTS TECHNOLOGIES, INC.:

By: Randy M. Beck

RANDY M. BECK, CEO
Name Printed and Title

Date: 7-2-03