

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Barry S. Grant		12/23/2008	INDIVIDUAL:
RECEIVING PARTY DATA			
Name:	Branch Banking and Trust Company		
Street Address:	950 East Paces Ferry Road		
Internal Address:	2575 Atlanta Plaza		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30326-1180		
Entity Type:	Lender: UNITED STATES		
PROPERTY NUMBERS Total: 26			
Property Type	Number	Word Mark	
Registration Number:	2998261	IDLE-EZE	
Registration Number:	2626661	GIVE YOUR ENGINE A RUSH!	
Registration Number:	2637334	RUSH PERFORMANCE FILTERS	
Registration Number:	2748628	KING ENDURO	
Registration Number:	2751303	KING SUMO	
Registration Number:	2900463	MIGHTY SUMO	
Registration Number:	2897906	MIGHTY ENDURO	
Registration Number:	2790643	KING DEMON	
Registration Number:	2436559	RED RELEASE	
Registration Number:	2442018	NITROUS WORKS	
Registration Number:	2756464	RACE DEMON	
Registration Number:	2196512	VFI	
Registration Number:	2425428	POWER WING	

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TRADEMARK
REEL: 003929 FRAME: 0595

Registration Number:	2261395	THE BILLET ATOMIZER
Registration Number:	2187077	POWERFUEL ADVANTAGE
Registration Number:	2023390	THE POWERFUEL SYSTEMS!
Registration Number:	1553652	BG 400 BARRY GRANT FUEL SYSTEMS
Serial Number:	78166981	RACE THRUST
Serial Number:	78166969	MIGHTY THRUST
Serial Number:	78166731	ROAD THRUST
Serial Number:	78166718	SPEED THRUST
Serial Number:	78121073	AIR MASTER
Serial Number:	78051045	SHERWIN-WILLIAMS
Serial Number:	77300372	BG BARRY GRANT FUEL SYSTEMS
Serial Number:	76511988	SUMO JUNIOR
Serial Number:	76511987	ENDURO JUNIOR

CORRESPONDENCE DATA

Fax Number: (404)870-8174

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

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Correspondent Name: Steven D. Kerr

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ATTORNEY DOCKET NUMBER:	40818.0256.0
NAME OF SUBMITTER:	/Steven D. Kerr/
Signature:	/Steven D. Kerr/
Date:	02/04/2009

Total Attachments: 5

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

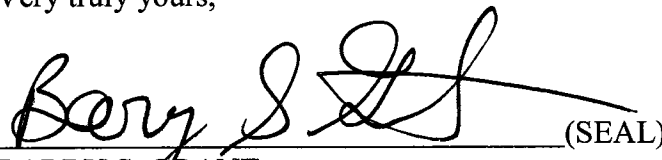
United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Patent and Trademark Security Agreement dated as of December 23, 2008 (as amended, the "Security Agreement") from the undersigned (the "Grantor") to BRANCH BANKING AND TRUST COMPANY ("Lender") the undersigned Grantor has granted to the Lender a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown on Exhibit A attached hereto.

The Grantor and the Lender hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

 (SEAL)
BARRY S. GRANT

BARRY GRANT, INC., a Georgia corporation

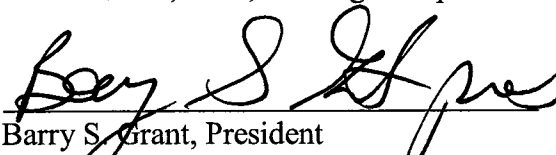
By: 
Barry S. Grant, President
[CORPORATE SEAL]

EXHIBIT A

KNOWN U. S. TRADEMARKS AND TRADEMARK REGISTRATIONS

Trademark Application or Registration No.	Mark	Filed or Registered	Registrant/ Owner	Assignment Record Status	Comments
2,998,261	IDLE-EZE	9/20/2005	Barry Grant, Inc.	No Assignment Recorded	Absent an assignment, the registrant is the owner of the trademark registration.
78/166,981	RACE THRUST (Abandoned)	N/A	N/A	No Assignment Recorded	
78/166,969	MIGHTY THRUST (Abandoned)	N/A	N/A	No Assignment Recorded	
78/166,731	ROAD THRUST (Abandoned)	N/A	N/A	No Assignment Recorded	
78/166,718	SPEED THRUST (Abandoned)	N/A	N/A	No Assignment Recorded	
78/121,073	AIR MASTER (Abandoned)	N/A	N/A	No Assignment Recorded	
2,626,661	GIVE YOUR ENGINE A RUSH!	9/24/2002	Barry Grant, Inc.	Barry Grant, Inc. Reel 2512 Frame 0397 Recorded 5/23/02	

2,637,334	RUSH PERFORMANCE FILTERS	10/15/2002	Barry Grant, Inc.	Barry Grant, Inc. Reel 2493 Frame 0011 Recorded 4/15/02	
2,748,628	KING ENDURO	8/5/2003	Barry Grant, Inc.	Barry Grant, Inc. Reel 2603 Frame 0701 Recorded 10/15/02	
2,751,303	KING SUMO	8/12/2003	Barry Grant, Inc.	Barry Grant, Inc. Reel 2603 Frame 0808 Recorded 10/15/02	
78/051,045	BAD MAN (Abandoned)	N/A	N/A	No Assignment Recorded	This registration is abandoned
77/300,372	BG BARRY GRANT FUEL SYSTEMS	10/10/2007	Barry Grant, Inc.	No Assignment Recorded	
76/511,988	SUMO JUNIOR (Abandoned)	N/A	N/A	No Assignment Recorded	This registration is abandoned
76/511,987	ENDURO JUNIOR (Abandoned)	N/A	N/A	No Assignment Recorded	This registration is abandoned
2,900,463	MIGHTY SUMO	11/2/2004	Barry Grant, Inc.	No Assignment Recorded	

2,897,906	MIGHTY ENDURO	10/26/2004	Barry Grant, Inc.	No Assignment Recorded	
2,790,643	KING DEMON	12/9/2003	Barry Grant, Inc.	No Assignment Recorded	
2,436,559	RED RELEASE	3/20/2001	GPT 300, Inc.	Barry Grant, Inc. Reel 3498 Frame 0672 Recorded 3/13/07	GPT 300, Inc. subsequently assigned to Barry Grant, Inc.
2,442,018	NITROUS WORKS	4/10/2001	GPT 300, Inc.	Barry Grant, Inc. Reel 2493 Frame 0008 Recorded 4/15/02	
2,756,464	RACE DEMON	8/26/2003	Barry Grant, Inc.	Barry Grant, Inc. Reel 2437 Frame 0586 Recorded 1/22/02	
2,196,512	VFI	10/13/1998	BG 300, Inc.	Barry Grant, Inc. Reel 2951 Frame 0237 Recorded 10/5/04	BG 300, Inc. subsequently assigned to Barry Grant, Inc.
2,425,428	POWER WING	1/30/2001	Barry Grant, Inc.	Barry Grant, Inc. Reel 1926 Frame 0605 Recorded 6/28/99	

2,261,395	THE BILLET ATOMIZER	7/13/1999	BG 300, Inc.	Barry Grant, Inc. Reel 3114 Frame 0206 Recorded 6/30/05	
2,187,077	POWERFUEL ADVANTAGE	9/8/1998	BG 300, Inc.	Barry Grant, Inc. Reel 2951 Frame 0237 Recorded 10/5/04	
2,023,390	THE POWERFUEL SYSTEMS!	12/17/1996	BG 300, Inc.	Barry Grant, Inc. Reel 3522 Frame 0350 Recorded 4/13/07	
1,553,652	BG 400 BARRY GRANT FUEL SYSTEMS	8/29/1989	BG 300, Inc.	No Assignment Recorded	This trademark registration apparently is owned by BG 300, Inc.