

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Barry Grant, Inc.		07/06/2011	CORPORATION: GEORGIA

**RECEIVING PARTY DATA**

<b>Name:</b>	High Performance Industries, Inc.
<b>Street Address:</b>	1801 Russellville Road
<b>City:</b>	Bowling Green
<b>State/Country:</b>	KENTUCKY
<b>Postal Code:</b>	42101
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Registration Number:	3556041	BG BARRY GRANT FUEL SYSTEMS
Registration Number:	2998261	IDLE-EZE
Registration Number:	2897906	MIGHTY ENDURO
Registration Number:	2900463	MIGHTY SUMO
Registration Number:	2368810	DEMON CARBURETION CARBURETION INNOVATION.. .NOTHING ELSE!
Registration Number:	2436559	RED RELEASE
Registration Number:	2442018	NITROUS WORKS
Registration Number:	2196512	VFI
Registration Number:	2425428	POWER WING
Registration Number:	2023390	THE POWERFUEL SYSTEMS!

**CORRESPONDENCE DATA**

Fax Number: (617)235-9732  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

**900196596**

**TRADEMARK  
 REEL: 004578 FRAME: 0364**

**CH \$265.00 3556041**

Phone: 617-951-7852  
Email: ronald.duvernay@ropesgray.com  
Correspondent Name: Jonathan B. Lackow  
Address Line 1: Prudential Tower, 800 Boylston Street  
Address Line 2: Ropes & Gray LLP  
Address Line 4: Boston, MASSACHUSETTS 02199-3600

ATTORNEY DOCKET NUMBER: 106010-0023

NAME OF SUBMITTER: Jonathan B. Lackow

Signature: /j lackow/

Date: 07/08/2011

**Total Attachments: 29**

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## ASSIGNMENT OF TRADEMARKS

WHEREAS, Barry Grant, Inc. (the "Borrower"), is the owner of the entire right, title and interest in and to the trademarks identified in Schedule A attached hereto together with the goodwill related thereto (collectively, the "Marks"); and

WHEREAS, the Borrower is indebted to High Performance Industries, Inc. (the "Lender") as assignee of Branch Banking & Trust Company ("BB&T"), which holds security interests in the Borrower's property, including the Marks pursuant to, among other things, a Patent and Trademark Security Agreement by and among BB&T, the Borrower, and the Guarantor dated as of December 23, 2008, recorded at 022162/0214 with the U.S. Patent & Trademark Office;

WHEREAS, the Borrower is currently in default of its obligations to the Lenders pursuant to the terms of a Universal Note and Security Agreement of Borrower in favor of Main Street Bank (as predecessor to BB&T) ("Main Street") dated February 21, 2006, a Loan Agreement between the Borrower and Main Street dated February 21, 2006, a Promissory Note of the Borrower in favor of BB&T dated June 25, 2007, a Loan Agreement between the Borrower and BB&T dated June 25, 2007, a Promissory Note of Borrower and Barry S. Grant (the "Guarantor") in favor of BB&T dated December 23, 2008 and a Loan Agreement dated December 23, 2008 between the Borrower, BB&T, and the Guarantor (as amended, modified, or supplemented from time to time, the "Loan Documents");

WHEREAS, the Lender is entitled to exercise its remedies under the Loan Documents and applicable law, including a disposition by public sale of all or part of the Lender's collateral pursuant to Sections 9-610, 9-617, and other applicable sections of the Uniform Commercial Code as presently enacted in the State of Georgia (including, to the extent applicable, the Uniform Commercial Code as enacted in any other state) (the "Code"), with the proceeds of such sale to be applied as required by the Code;

WHEREAS, as set forth in the Auctioneer's Affidavit of Public Auction attached hereto as Exhibit 1, at a public sale on July 6, 2011, the Lender submitted a bid constituting the highest and best bid for, and acquired for itself and its successors and assigns, all right, title and interest of the Lender, the Borrower, and the Guarantor in the Marks and substantially all other operating assets of the Borrower;

NOW THEREFORE, in consideration of the foregoing, the Lender has acquired for itself and its successors and assigns, the entire right, title, and interest in and to the Marks, and all file histories and documentation, including, without limitation, all trademark search results, clearance studies and watch notices that relate to such Marks, and all associated goodwill associated with any of the foregoing; together with all rights, credits, judgments, choses in action, rights of set-off and any and all other claims of every type and nature of, for or arising from or relating to past, present, or future infringement, disparagement, or claims for royalties, and any and all other rights to enforce or protect any rights constituting or relating to any of the Marks, with the right to sue for such damages, and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors and assigns together with the goodwill of the business in connection with which the aforesaid Marks have been used.

IN WITNESS WHEREOF, the Lender has caused this instrument to be executed by its duly authorized officer this 6th day of July, 2011.

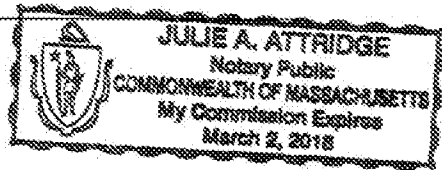
LENDER: HIGH PERFORMANCE INDUSTRIES, INC.

By: [Signature]  
Name: Thomas W. Tomlinson  
Title: President and Chief Executive Officer

Commonwealth of Massachusetts )  
County of Suffolk ) ss


On this 6th day of July, 2011, before me appeared Thomas W. Tomlinson, to me personally known who, being duly sworn, did depose and say that he is the President and Chief Executive Officer of HIGH PERFORMANCE INDUSTRIES, INC., the corporation named in and which executed the foregoing instrument; and that said instrument was signed on behalf of said corporation; and said Thomas W. Tomlinson acknowledged said instrument to be the free and authorized act and deed of said corporation.

[Signature]  
Notary Public  
My Commission Expires: \_\_\_\_\_



SCHEDULE A TO THE TRADEMARK ASSIGNMENT AGREEMENT

TRADEMARKS

Trademark	Status	Goods/Services	Owner	Appl. No.	Appl. Date	Reg. No.	Reg. Date
	REGISTERED	(INT. CL. 7) CARBURETORS, CARBURETOR PARTS, NAMELY, NEEDLES AND SEATS, POWER VALVES, ADJUSTING NUTS, CHOKE COILS, CHOKE FLAPS, CHOKE LINKAGES, EMULSION TUBES, IDLE MIXTURE NEEDLES, CARBURETOR VENTS, CARBURETOR DIAPHRAGMS, ACCELERATOR PUMPS, ACCELERATOR PUMP CHECK NEEDLES, AND INJECTORS (INT. CL. 9) FUEL PRESSURE GAUGES, FUEL PRESSURE REGULATORS, AND FUEL CELLS	BARRY GRANT, INC. 1450 McDONALD ROAD DAHLONEGA, GEORGIA 30533	77300372	10/10/07	3658041	1/6/08
IDLE-EZE	REGISTERED	(INT. CL. 7) AIR ADJUSTMENT VALVE FOR A CARBURETOR OF AN INTERNAL COMBUSTION ENGINE	BARRY GRANT, INC. 1450 McDONALD ROAD DAHLONEGA, GEORGIA 30533	75466431	8/12/04	2898261	9/20/05
MIGHTY ENDURO	REGISTERED	(INT. CL. 7) FUEL PUMPS FOR HIGH PERFORMANCE COMBUSTION ENGINES FOR LAND VEHICLES	BARRY GRANT, INC. 1450 McDONALD ROAD DAHLONEGA, GEORGIA 30533	76511985	5/8/03	2897906	10/28/04
MIGHTY SUMO	REGISTERED	(INT. CL. 7) FUEL PUMPS FOR HIGH PERFORMANCE COMBUSTION ENGINES FOR LAND VEHICLES	BARRY GRANT, INC. 1450 McDONALD ROAD DAHLONEGA, GEORGIA 30533	76511986	5/5/03	2900463	11/2/04
DEMON CARBURETION CARBURETION INNOVATION ... NOTHING ELSE!	RENEWED (REGISTERED)	(INT. CL. 7) CARBURETORS AND COMPONENT PARTS FOR HIGH PERFORMANCE INTERNAL COMBUSTION ENGINES.	BARRY GRANT, INC. 1450 McDONALD ROAD DAHLONEGA, GEORGIA 30533	75802253	9/20/99	2368910	7/19/00
RED RELEASE	REGISTERED	(INT. CL. 7) GASKETS FOR CARBURETOR FUEL BOWLS FOR HIGH PERFORMANCE INTERNAL COMBUSTION ENGINES	BARRY GRANT, INC. 1450 McDONALD ROAD DAHLONEGA, GEORGIA 30533	75803970	9/17/99	2438659	3/6/01
NITROUS WORKS	REGISTERED	(INT. CL. 7) KITS COMPRISING PRESSURIZED CONTAINERS OF GASEOUS NITROUS OXIDE AND FITTINGS AND VALVES FOR INJECTING NITROUS OXIDE INTO INTERNAL COMBUSTION ENGINES OF AUTOMOBILES FOR COMBUSTION WITH FUEL	BARRY GRANT, INC. 1450 McDONALD ROAD DAHLONEGA, GEORGIA 30533	75752240	7/19/99	2442018	4/19/01

Trademark	Status	Goods/Services	Owner	Appl. No.	Appl. Date	Reg. No.	Reg. Date
VFI	RENEWED (REGISTERED)	(INT. CL. 7) FUEL INJECTORS, THROTTLE BOOIES, FUEL PUMPS AND FUEL PRESSURE REGULATORS FOR INTERNAL COMBUSTION ENGINES	BARRY GRANT, INC. 1450 McDONALD ROAD DAHLONEGA, GEORGIA 30533	75236058	2/4/87	2196512	10/13/88
POWER WING	REGISTERED	(INT. CL. 7) FUEL INJECTOR FOR HIGH PERFORMANCE ENGINE FOR LAND VEHICLES	BARRY GRANT, INC. 1450 McDONALD ROAD DAHLONEGA, GEORGIA 30533	75236059	2/4/87	2425428	1/30/91
THE POWERFUEL SYSTEMS	REGISTERED	(INT. CL. 42) MAIL ORDER CATALOG SERVICES FEATURING AUTOMOBILE ENGINE PARTS, ACCESSORIES AND TOOLS, NAMELY CARBURETOR, CARBURETOR PARTS, FUEL PRESSURE REGULATORS, FUEL PLUMBING KITS, FUEL HOSES, FUEL SUPPLY LINE KITS, FUEL SUPPLY FITTINGS AND ADAPTERS, FUEL PRESSURE GAUGES, FUEL PRESSURE REGULATOR PLUMBING KITS, FUEL SUPPLY LINE KITS, THROTTLE STOPS, FUEL FILTERS, AIR FILTER ASSEMBLIES, CARBURETOR TUNING KITS, CARBURETOR SERVICE KITS, CARBURETOR REBUILD KITS, EXHAUST GAS TEMPERATURE GAUGES, WEATHER STATION COMPUTERS, WEATHER EVALUATION KITS AND COMPUTERS, LOG BOOKS, BAROMETERS, AND ALTIMETERS	BARRY GRANT, INC. 1450 McDONALD ROAD DAHLONEGA, GEORGIA 30533	74728728	9/13/85	2023380	12/17/85

EXHIBIT 1 TO THE ASSIGNMENT OF TRADEMARKS

AUCTIONEER'S AFFIDAVIT



## AUCTIONEER'S AFFIDAVIT OF PUBLIC AUCTION

Commonwealth of Massachusetts  
Suffolk, ss

July 6, 2011

Michael Saperstein, being duly sworn, says that he is the Executive Vice President of Paul E. Saperstein Co., Inc., a firm engaged in the business of conducting auctions, including foreclosure sales, and which has provided such services since 1963 to banks, corporations, court-appointed trustees and receivers, local governments, and state and federal agencies. Paul E. Saperstein Co., Inc. conducts personal property auctions and appraisals nationwide.

The undersigned says that he was engaged by High Performance Industries, Inc. ("Lender") to conduct the public auction of certain assets of Barry Grant, Inc. ("Debtor") and Barry Steven Grant ("Guarantor"). Prior to said sale, in order to promote competitive bidding, Paul E. Saperstein Co., Inc. placed advertisements in the *Atlanta Journal-Constitution* on June 26, 2011, the *Charlotte Observer* on June 26, 2011, and the *Boston Globe* on June 26, 2011 and July 3, 2011. A true and accurate copy of the text of the advertisements, which were published on the above dates, is attached hereto as Exhibit B. In addition, prior to said sale, the undersigned posted an advertisement for the sale on the website of Paul E. Saperstein Co., Inc. at [www.pesco.com](http://www.pesco.com). Employees at Paul E. Saperstein Co., Inc. were available to respond to telephone inquiries from prospective bidders.


The undersigned acted as auctioneer at the public auction and sold the said assets, which consisted of all of Debtor and Guarantor's right, title and interest as of the time of sale in the patents and patent applications, trademarks and trademark applications, goods, inventory, equipment, goodwill, general intangibles, and other property described on the Notice of Public Sale attached hereto as Exhibit A and listed on the schedules attached thereto (collectively, the "Assets").

The auction occurred at the time and place of sale mentioned in Notice of Public Sale and in the advertisements described below, on July 6, 2011 at 10:00 A.M. (Boston time) at the offices of Ropes & Gray LLP, Prudential Tower, 800 Boylston Street, Boston, MA 02199.

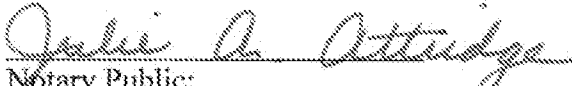
Lender was the sole bidder in attendance at the auction and submitted a bid constituting the highest and best bid for the Assets.

The undersigned further says that the auction was conducted fairly, honestly, and according to law, to the best of his knowledge and belief.

Subscribed and sworn to this 6th day of July, 2011

  
\_\_\_\_\_  
Michael Saperstein

Then personally appeared the above-named Michael Saperstein and made oath that the foregoing affidavit by him subscribed is true, before me.

  
\_\_\_\_\_  
Notary Public:

My Commission Expires:

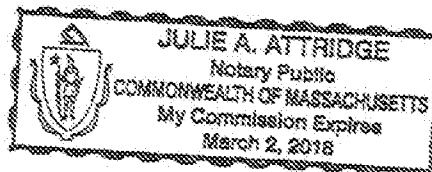


EXHIBIT A

NOTICE OF PUBLIC SALE

## NOTICE OF PUBLIC SALE OF COLLATERAL

To: Barry Grant, Inc.  
Albert F. Nasuti, Chapter 7 Trustee for Barry Grant, Inc.  
Barry Steven Grant  
Robin LaSha Grant  
Secured Parties or Lienholders set forth in Schedule 1

From: High Performance Industries, Inc.  
c/o Ropes & Gray LLP  
Prudential Tower  
800 Boylston Street  
Boston, MA 02199

Name of Debtor: Barry Grant, Inc. ("Debtor")

Name of Guarantor: Barry S. Grant ("Guarantor")

You are hereby notified pursuant to Section 9-611 of the Uniform Commercial Code of the State of Georgia (the "Code") that High Performance Industries, Inc. (the "Lender") will sell to the high qualified bidder at public auction all of Debtor's right, title and interest in the following assets, held by Debtor as of the time of the public auction (collectively, the "Debtor Assets"):

1. Accounts, including all contract rights, health-care-insurance receivables, rights to payment, whether or not earned by performance, including, but not limited to, payment for property or services sold, leased, rented, licensed, or assigned, and any rights and interests (including all liens) that Debtor has by law or agreement against any account debtor or obligor;
2. Equipment (including but not limited to the equipment set forth on Exhibit A hereto), including all Accessions thereto, and manufacturer's warranties, parts and tools therefor, machinery, vehicles, furniture, fixtures, manufacturing equipment, farm machinery and equipment, shop equipment, and office and record keeping equipment;
3. Inventory, including all returned inventory, inventory held for ultimate sale or lease or that has been or will be supplied under contracts of service, or that are raw materials, work in progress, or materials used or consumed in Debtor's business.
4. General Intangibles, including all Payment Intangibles, copyrights, trademarks (including but not limited to the trademarks set forth on Exhibit B hereto), patents (including but not limited to the patents set forth on Exhibit C hereto), tradenames, tax refunds, company records (paper and electronic), rights under equipment leases, warranties, and software licenses;
5. Supporting Obligations; and

6. Goods, including all Fixtures and timber to be cut, located or situated on the real property specifically described as follows: Airplane hangar located at Space #J, Lumpkin County – Wimpys Airport, 1286 Washega Rd, Dahlonega, Georgia.

The Lender will also sell to the high qualified bidder at public auction all of Guarantor's right, title and interest in the following assets, held by Guarantor as of the time of the public auction (collectively, the "Guarantor Assets" and, together with the Debtor Assets, the "Assets")

1. Accounts, including all contract rights and health-care-insurance receivables;
2. Equipment (including but not limited to the equipment set forth on Exhibit A hereto), including all Accessions thereto, and all manufacturer's warranties, parts and tools therefor;
3. Inventory, including all returned inventory.
4. General Intangibles, including all Payment Intangibles, copyrights, trademarks (including but not limited to the trademarks set forth on Exhibit B hereto), patents (including but not limited to the patents set forth on Exhibit C hereto), tradenames, tax refunds, company records (paper and electronic), rights under equipment leases, warranties, and software licenses;
5. Supporting Obligations; and
6. Goods, including all Fixtures and timber to be cut, located or situated on the real property specifically described as follows: Airplane hangar located at Space #J.

As used in this Notice, the terms "Accessions," "Accounts," "Equipment," "Fixtures," "General Intangibles," "Goods," "Inventory," "Payment Intangibles," and "Supporting Obligations" shall have the definitions set forth in the Code.

**Sale by Public Auction:** The sale will take place as follows:

Day and Date: Wednesday, July 6, 2011

Time: 10:00 AM (Boston time) (the "Public Sale Date")

Place: Ropes & Gray LLP  
Prudential Tower  
800 Boylston Street  
Boston, MA 02199

Bidding Terms: Bidders must make a deposit of \$250,000 by wire transfer to Ropes & Gray LLP on or before the first business day prior to the Public Sale Date. Bidders must also provide evidence satisfactory to the Lender of ability to pay the amount of any purchase price bid for the assets at auction. All other terms will be announced at the sale.

For further details and information, interested bidders should contact James Wilton, attorney for the Lender, at Ropes & Gray LLP, Prudential Tower, 800 Boylston Street, Boston, MA 02199, (617) 951-7000.

**The sale of the Assets is "AS IS, WHERE IS" without representation or warranty of any kind.** Without limiting the foregoing, there is no warranty of any kind relating to title, non-infringement, possession, quiet enjoyment, or the like in this disposition.

Debtor is entitled to an accounting of the unpaid indebtedness secured by the property that we intend to sell. Debtor may request an accounting by calling James Wilton, attorney for the Lender, at Ropes & Gray LLP, Prudential Tower, 800 Boylston Street, Boston, MA 02199, (617) 951-7000.

ATTORNEYS FOR  
THE LENDER:

ROPES & GRAY LLP

By: 

James M. Wilton,  
a Member of the Firm

Date: June 21, 2011

SCHEDULE 1

NOTICE LIST

Albert F. Nasuti  
40 Technology Parkway South  
Suite 300  
Norcross, GA 30092

Barry Grant, Inc.  
1450 McDonald Road  
Dahlonega, GA 30533

Barry Steven Grant  
1450 McDonald Road  
Dahlonega, GA 30533

Barry Steven Grant  
289 Farmette Drive  
Cleveland, GA 30528

Branch Banking and Trust Company  
950 East Paces Ferry Road, Suite 2575  
Atlanta, GA 30326

Branch Banking and Trust Company  
950 East Paces Ferry Road, 2575 Atlanta Plaza  
Atlanta, GA 30326-1180

Branch Banking and Trust Company  
P.O. Box 2070  
Covington, GA 30015

Branch Banking and Trust Company  
214 Dahlonega Road  
Cumming, GA 30040

Center Capital Corporation  
Farm Springs Road  
Farmington, CT 06032

CIT Communications Finance Corporation  
1 CIT Drive  
Livingston, NJ 07039

CNC Associates, Inc.

2900 Challenger Place  
Oxnard, CA 93030

FirstCorp  
7145 SW Varns Street  
Portland, OR 97223-8057

German American Capital Corporation  
c/o Helios AMC  
2 Embarcadero Center, Suite 1360  
San Francisco, CA 94111

Lumpkin County Bank  
PO Box 6  
Dahlonega, GA 30533

Main Street Bank  
1636 Mount Vernon Road  
Dunwoody, GA 30338

Main Street Bank  
PO Box 2070  
Covington, GA 30015

Mazak Corporation  
8025 Production Drive  
Florence, KY 41042

National City Commercial Capital Corporation  
995 Dalton Ave.  
Cincinnati, OH 45203

Robin LaSha Grant  
1450 McDonald Road  
Dahlonega, GA 30533

Robin LaSha Grant  
289 Farnette Drive  
Cleveland, GA 30528

Sunnen Products Company  
7910 Manchester Avenue  
St. Louis, MO 63143

TCF Leasing, Inc.  
P.O. Box 4130



Hopkins, MN 55343

The CIT Group/Equipment Financing, Inc.  
P.O. Box 27248  
Tempe, AZ 85285-7248

US Bancorp Equipment Finance, Inc. – Machine Tool Finance  
PO Box 2177  
Tualatin, OR 97062

U.S. Bancorp Equipment Finance, Inc. – Machine Tool Finance Group  
P.O. Box 230789  
Portland, OR 97281-0789

EXHIBIT A  
EQUIPMENT

26672108\_2

TRADEMARK  
REEL: 004578 FRAME: 0381


BGI Assets

<u>Asset</u>	<u>Model</u>	<u>SN</u>
Dahlonega, GA		
Mazak	FH-4800	143207
Mazak	FH-4800	143195
Mazak	FH-4800	141450
Mazak	FH-4800	141448
Hanwha	SL32HPH	SL-32-B4-1052
LNS	Express 332	131259
Star	SR-20	000973E
LNS	Express 332	102011
Star	SR-20	040827
IEMCA	Boss 542	92113009
Hem	H90A-1	852404
Mazak	FH-4800	139636
Mazak	FH-4800	139635
Mazak	HTC - 400	??
Mazak	HTC - 400	131409
Mazak	HTC - 400	131294
Mazak	HTC - 400	123375
Fadal	904-1L	9803552
Fadal	904-1L	9803556
Teco	Toolex	RWS6008
Tooling	General	N/A
Cleaning Vibrator	N/A	N/A
Dichromate Booth	N/A	N/A
Assy Equipment	N/A	N/A
Flow Test	N/A	N/A
Mazak	SQT18MS	116693
MSC	95083505	440011
Acer	3VS	2147
MSC	95083505	431609
Turn Pro		18273
Acer	CH17X43	CH90115
International	IVB-606H	10197
Orbitform	B310	9510127
Enco	105-1110	981675
Tow Motor	N/A	N/A
Crown	N/A	N/A
Racking	N/A	N/A
Inventory	N/A	N/A
Bar Stock	N/A	N/A
Furniture	N/A	N/A
Vac Pumps	N/A	N/A
Air Comp	N/A	N/A

Charlotte, NC

Hyd Mech	DM-10	WX0804030
Hyd Mech	VCS-20VSD	574-04112
Republic lathe	RL-16606	1660403921
Lagun Mill	2023	20230077
MSC Mill	450764	9531006
Fadal	9531006	450764
VMC - 6030	N/A	N/A
Mics tooling	N/A	N/A
Gages	N/A	N/A
Metal Break	N/A	N/A
Metal Shear	N/A	N/A
Welding Equip	N/A	N/A
Misc Tools	N/A	N/A
Work Stations	N/A	N/A
Cabinets	N/A	N/A
Safety Kleen	N/A	N/A
Pressure washer	N/A	N/A
Rinse/wash station	N/A	N/A
Dyno Equipment	N/A	N/A
Engines	N/A	N/A
Tow motor	N/A	N/A
Scooter	N/A	N/A
Hydraulic Press	Manual	N/A
Race Tractor	N/A	1fvhbbavx1lh83676
Race Trailor	N/A	1t9500v311230484
GMC truck	N/A	N/A
Misc Comp Equip	N/A	N/A
Mics Inventory	N/A	N/A
Parts	N/A	N/A

EXHIBIT B  
TRADEMARKS

Trademark	Status	Goods/Services	Owner	Appl. No.	Appl. Date	Reg. No.	Reg. Date
	REGISTERED	(INT. CL. 7) CARBURETORS; CARBURETOR PARTS, NAMELY, NEEDLES AND SEATS, POWER VALVES, ADJUSTING NUTS, CHOKE COILS, CHOKE FLAPS, CHOKE LINKAGES, EMULSION TUBES, IDLE MIXTURE NEEDLES, CARBURETOR VENTS, CARBURETOR DIAPHRAGMS, ACCELERATOR PUMPS, ACCELERATOR PUMP CHECK NEEDLES, AND INJECTORS (INT. CL. 9) FUEL PRESSURE GAUGES, FUEL PRESSURE REGULATORS, AND FUEL CELLS	BARRY GRANT, INC. 1455 McDONALD ROAD DAHLONEGA, GEORGIA 30633	77503372	10/19/07	3556341	1/6/09
IDLE-EYE	REGISTERED	(INT. CL. 7) AIR ADJUSTMENT VALVE FOR A CARBURETOR OF AN INTERNAL COMBUSTION ENGINE	BARRY GRANT, INC. 1455 McDONALD ROAD DAHLONEGA, GEORGIA 30633	78466431	8/12/04	2366261	9/20/05
MIGHTY ENDURO	REGISTERED	(INT. CL. 7) FUEL PUMPS FOR HIGH PERFORMANCE COMBUSTION ENGINES FOR LAND VEHICLES	BARRY GRANT, INC. 1455 McDONALD ROAD DAHLONEGA, GEORGIA 30633	76511966	3/5/03	2957306	10/28/04
MIGHTY SUMO	REGISTERED	(INT. CL. 7) FUEL PUMPS FOR HIGH PERFORMANCE COMBUSTION ENGINES FOR LAND VEHICLES	BARRY GRANT, INC. 1455 McDONALD ROAD DAHLONEGA, GEORGIA 30633	76511985	5/6/03	2800453	11/2/04
DEMON CARBURETION (CARBURETION INNOVATION ... NOTHUS ELSE)	RENEWED (REGISTERED)	(INT. CL. 7) CARBURETORS AND COMPONENT PARTS FOR HIGH PERFORMANCE INTERNAL COMBUSTION ENGINES	BARRY GRANT, INC. 1455 McDONALD ROAD DAHLONEGA, GEORGIA 30633	75802253	9/20/99	2368810	7/18/00
RED RELEASE	REGISTERED	(INT. CL. 7) GASKETS FOR CARBURETOR FUEL BOWLS FOR HIGH PERFORMANCE INTERNAL COMBUSTION ENGINES	BARRY GRANT, INC. 1455 McDONALD ROAD DAHLONEGA, GEORGIA 30633	75803870	8/17/99	2436559	3/20/01
NITROUS WORKS	REGISTERED	(INT. CL. 7) KITS COMPRISING PRESSURIZED CONTAINERS OF GASEOUS NITROUS OXIDE AND FITTINGS AND VALVES FOR INJECTING NITROUS OXIDE INTO INTERNAL COMBUSTION ENGINES OF AUTOMOBILES FOR COMBUSTION WITH FUEL	BARRY GRANT, INC. 1455 McDONALD ROAD DAHLONEGA, GEORGIA 30633	75754240	7/19/99	2442818	4/10/01

Trademark	Status	Goods/Services	Owner	Appl. No.	Appl. Date	Reg. No.	Reg. Date
VFI	RENEWED (REGISTERED)	(INT. CL. 7) FUEL INJECTORS, THROTTLE BODIES, FUEL PUMPS AND FUEL PRESSURE REGULATORS FOR INTERNAL COMBUSTION ENGINES	BARRY GRANT, INC. 1460 McDONALD ROAD DAHLONEGA, GEORGIA 30633	75236056	2/4/87	2180512	10/12/98
POWER WING	REGISTERED	(INT. CL. 7) FUEL INJECTOR FOR HIGH PERFORMANCE ENGINE FOR LAND VEHICLES	BARRY GRANT, INC. 1460 McDONALD ROAD DAHLONEGA, GEORGIA 30633	75236058	2/4/87	2425428	1/30/01
THE POWERFUL SYSTEMS!	REGISTERED	(INT. CL. 43) MAIL ORDER CATALOG SERVICES FEATURING AUTOMOBILE ENGINE PARTS, ACCESSORIES AND TOOLS, NAMELY CARBURETORS, CARBURETOR PARTS, FUEL PRESSURE REGULATORS, FUEL PLUMBING KITS, FUEL HOSES, FUEL SUPPLY LINE KITS, FUEL SUPPLY FITTINGS AND ADAPTERS, FUEL PRESSURE GAUGES, FUEL PRESSURE REGULATOR PLUMBING KITS, FUEL SUPPLY LINE KITS, THROTTLE STOPS, CARBURETOR TUNING KITS, CARBURETOR SERVICE KITS, CARBURETOR REBUILD KITS, EXHAUST GAS TEMPERATURE GAUGES, WEATHER STATION COMPUTERS, WEATHER EVALUATION KITS AND COMPUTERS, LOG BOOKS, BAROMETERS, AND ALTIMETERS	BARRY GRANT, INC. 1460 McDONALD ROAD DAHLONEGA, GEORGIA 30633	74728728	8/13/95	2023390	12/17/96

EXHIBIT C

PATENTS



Patent Title	Inventors	Status	Assignee	Appl. No	Filing Date	Pat. No.	Issue Date
In-line induction system for internal combustion engine	Barry S. Grant	Issued		11/810212	6/5/07	7,806,096	10/9/10
Fuel inducted and injected inlet runners for combustion engine with flow modifiers for subdividing fuel droplets	Barry S. Grant	Issued		11/762095	6/13/07	7,634,983	12/22/09
Carburetor air filter	Barry S. Grant	Issued		D/217994	11/23/04	D574652	6/12/08
Carburetor valve control linkage	Barry S. Grant Scott B. Alm	Issued		11/397783	4/4/06	7,343,896	3/18/08
Carburetor with adjustable air bypass	Barry S. Grant	Issued	Barry Grant, Inc.	10/966770	10/16/04	7,255,331	8/14/07
Fuel pump with filter-absent safety valve and universal inlet and outlet	Barry S. Grant	Issued		11/006171	12/7/04	7,207,766	4/24/07
Multiple circuit-single valve metering system for carburetor	Barry S. Grant	Issued		10/994143	11/19/04	7,168,693	1/30/07

Patent Title	Inventors	Status	Assignee	Appl. No.	Filing Date	Pat. No.	Issue Date
Fuel pump with filter-absent safety valve and universal inlet and outlet	Barry S. Grant	Issued		10/696938	10/30/03	7,156,825	1/2/07
Fuel pump with cooling fins	Barry S. Grant	Expired		10/735100	12/12/03	7,004,117	2/28/06
Fuel/nitrous oxide injection plate	Barry S. Grant	Expired		10/735130	12/12/03	6,955,163	10/18/05
Nitrous oxide/fuel injector for air intake to internal combustion engine	Barry S. Grant	Expired		10/688631	10/17/03	6,935,322	8/30/06
Carburetor	Barry S. Grant	Issued		D/195108	9/23/03	D508496	8/16/05
Fuel pressure accumulator with filter and repositionable fuel delivery ring	Barry S. Grant	Expired		10/659113	9/10/03	6,899,086	5/31/05
Valve cover for internal combustion engine	Barry S. Grant	Issued		D/170910	11/13/02	D503724	4/5/05

Patent Title	Inventors	Status	Assignee	Appl. No.	Filing Date	Pat. No.	Issue Date
Transfer tube for carburetor fuel bowls	Barry S. Grant	Issued		10/774102	2/6/04	6,874,768	4/5/05
Fuel filter with leak avoidance plug	Barry S. Grant	Issued		10/656963	9/5/03	6,843,913	1/18/05
Anti-stain intake manifold and fill neck for internal combustion engine	Barry S. Grant	Issued		10/651060	8/28/03	6,792,906	9/21/04
Fuel pressure regulator	Barry S. Grant	Issued		D/159250	10/16/02	D486409	2/10/04
Carburetor fuel bowl having increased fuel carrying capacity	Barry S. Grant	Expired		09/487678	1/19/00	6,904,291	4/2/02
Carburetor fuel bowl having fuel level indication	Barry S. Grant	Expired	Barry Grant, Inc.	09/389907	9/3/99	6,286,817	9/11/01
Carburetor	Barry S. Grant	Issued		D/118787	2/15/00	D447147	8/28/01

Patent Title	Inventors	Status	Assignee	Appl. No.	Filing Date	Pat. No.	Issue Date
Carburetor with color-coded interchangeable components	Barry S. Grant	Issued		09/047072	3/24/98	6,120,007	9/19/00
Fuel delivery nozzle	Barry S. Grant	Issued		08/908338	8/7/97	5,890,476	4/6/99
Carburetor with a replaceable venturi sleeves	Barry S. Grant	Issued		08/801721	2/14/97	5,863,470	1/26/99
Dual stage nitrous oxide and fuel injection plate	Barry S. Grant	Expired	BG 300, Inc.	08/994788	12/4/97	5,839,418	11/24/98
Venturi-assisted fuel injection carburetor system	Barry S. Grant	Issued		08/699342	7/23/97	5,809,972	9/22/98
Carburetor with replaceable booster venturis	Barry S. Grant	Issued		08/824420	3/26/97	5,807,512	9/15/98
Adjustable throttle stop	Barry S. Grant Michael E. Harris	Issued	BG 300, Inc.	07/916702	7/23/92	5,235,948	8/17/93

Patent Title	Inventors	Status	Assignee	Appl. No.	Filing Date	Pat. No.	Issue Date
Fuel pressure regulator	Barry S. Grant Michael E. Harris	Issued	BG 300, Inc.	07/916701	7/22/92	5,211,205	5/18/93
Fuel pressure regulator	Barry S. Grant	Issued		07/457962	12/27/99	5,113,831	5/19/92

EXHIBIT B

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