01-24-2003 **DATION FORM COVER SHEET** U.S. DEPARTMENT OF COMMERCE ADEMARKS ONLY U.S. Patent and Trademark Office V id Trademarks: Please record the attached original documents or copy thereo 102346762 1. Name of conveying party(ies): 2. Name and address of receiving party(ies) Lehman Commercial Paper, Inc., as Administrative Agent Name: Shop Vac Corporation 3 World Financial Center Internal New York, NY 11285 Address: Individual(s) Association Street Address: 2323 Reach Road General Partnership Limited Partnership City: Williamsport State: PA Zip: 177 ✓ Corporation-State New York Other Individual(s) citizenship__ Association_ Additional name(s) of conveying party(ies) attached? Yes No General Partnership 3. Nature of conveyance: Limited Partnership Assignment Merger Corporation-State New Jersey Security Agreement Change of Name Other Notice of Grant of Security Interest If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes V No Execution Date: December 17, 2002 (Designations must be a separate document from assignment)
Additional name(s) & address(es) attached?

Yes 4. Application number(s) or registration number(s): A. Trademark Application No.(s) ____ B. Trademark Registration No.(s) SEE ATTACHED SCHEDULE SEE ATTACHED SCHEDULE Additional number(s) attached ✓ Yes No 5. Name and address of party to whom correspondence 6. Total number of applications and concerning document should be mailed: 47 registrations involved: Name: Steven D. Thomas 7. Total fee (37 CFR 3.41).....\$ 1,190.00 Internal Address: Moore & Van Allen, PLLC **Enclosed** Authorized to be charged to deposit account 8. Deposit account number: Street Address: 2200 West Main Street Suite 800 50-2316 Durham 27705 State: NC Zip: DO NOT USE THIS SPACE 9. Signature. Steven D. Thomas January 21, 2003 Name of Person Signing Date Total number of pages including cover sheet, attachments, and document Mail documents to be recorded with required cover sheet information to:

D1/24/2003 TDIAZ1

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40.00 OP 1150.00 OP

Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK

REEL: 002651 FRAME: 0325

$Schedule\ A$

Shop Vac Corporation

U.S. Trademarks

Registered Marks

· Mark Testing from	Registration No.	Registration Date
QSP PLUS	2559295	4/9/02
THE ONLY THING MORE POWERFUL IS OUR	2245066	5/11/99
NAME		
FLOOR MASTER	2388109	9/19/00
QPV THE QUIET VACUUM THAT PUMPS	2261447	7/13/99
ONDEMANDVAC Stylized Letters	2207646	12/1/98
SHOP-VAC COMMERCIAL	2196626	10/13/98
SHOP-VAC INDUSTRIAL	2196625	10/13/98
QPV	2199059	10/20/98
SHOP-VAC QSP PRO	2168457	6/23/98
BULLDOG	2211499	12/15/98
DESIGN ONLY	2088962	8/19/97
THE WET/DRY VAC THAT WHISPERS	2041875	3/4/97
ALL AROUND	2188106	9/8/96
DESIGN ONLY	2012933	10/29/96
QSP	2006932	10/8/96
SHOP-VAC POWER MADE PORTABLE	1960930	3/5/96
SHOP SWEEP	1893929	5/16/95
1 X 1	1870436	12/27/94
SHOP VAC QSP and Design	2027359	12/31/96
SHOP-VAC and Design	1680975	3/31/92
TOOL MATE	1669883	12/24/91
IF YOU OWN A HOUSE, YOU GOTTA OWN A	1592815	4/24/90
SHOP-VAC		
BRUTE	1419825	12/9/86
TRADESMAN	1356430	8/27/85
AIR SWEEP	1326698	3/26/85
SOLO	1312173	1/1/85
MINI PRO	1316749	1/29/85
BENCH VAC	1304824	11/13/84
THE PERFORMER	1294082	9/11/84
MIGHTY MINI	1218995	12/7/82
WET/DRY BROOM	1275876	5/1/84
SHOP-SWEEP	1182736	12/22/81
HIPPO Stylized Letters	1157925	6/23/81
HANG-UP VAC	1004130	2/4/75
BRUTE	979872	3/5/74
AQUA-VAC	976740	1/15/74
BULLDOG	945113	10/17/72
HIPPO-VAC	891520	5/26/70

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TRADEMARK REEL: 002651 FRAME: 0326

resident Mark	Registration No.	Registration Date
SHOP-VAC	647763	7/2/57
AQUA-VAC	976740	1/15/74
BULLDOG	945113	10/17/72
HIPPO-VAC	891520	5/26/70

Pending Applications

The specific of Mark	Application No. 1	* , * Filing Date
LA DOMESTICA <the domestic=""></the>	75597956	12/2/98
SVC	75509992	6/29/98
HANG-ON	75508907	6/26/98
SHOP-PAC	75508435	6/25/98
SHOP-PAK	75502179	6/15/98

U.S. TRADEMARKS RELEASE OF SECURITY INTEREST

As of the date hereof, the undersigned Lehman Commercial Paper, Inc., as Administrative Agent (the "Secured Party") has not assigned or otherwise disposed of its security interest in the registered trademark and pending trademark application of Shop Vac Corporation (the "Debtor") listed on the attached Schedule A (the "Trademarks"), which security interest was recorded with the United States Patent & Trademark Office on September 22, 1999 at Reel 1959 Frame 0584 (the "Agreement").

The Secured Party hereby releases for the benefit of the Debtor its security interest in the Trademarks.

Dated as of the 16th day of be winher, 2002.

Secured Party:

LEHMAN COMMERCIAL PAPER, INC., AS ADMINISTRATIVE AGENT

By:

Name:

Francis Chang

Title: Authorized Street

Schedule A

Shop Vac Corporation

U.S. Trademarks

Registered Marks

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BULLDOG	945113	10/17/72
HIPPO-VAC	891520	5/26/70

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TRADEMARK REEL: 002651 FRAME: 0329

Mark	Registration No.	Registration Date
SHOP-VAC	647763	7/2/57
AQUA-VAC	976740	1/15/74
BULLDOG	945113	10/17/72
HIPPO-VAC	891520	5/26/70

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Mark Mark	Application No.	The Filing Date
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SHOP-PAC	75508435	6/25/98
SHOP-PAK	75502179	6/15/98

DUR1\331279_1

RECORDED: 01/21/2003

TRADEMARK REEL: 002651 FRAME: 0330