

01-24-2003

OF COMMERCE
Trademark Office

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To the Honorable Commissioner of Patents and Trademarks

py thereof.

102346761

1. Name of conveying party(ies):
Zellie Properties, Inc.
2323 Reach Road
Williamsport, PA 17701
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

1-21-03

2. Name and address of receiving party(ies)
Name: Wachovia Bank, N.A., as Administrative Agent
Internal
Address: _____
Street Address: 201 South College Street, CP-23
City: Charlotte State: NC Zip: 28288

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Notice of Grant of Security Interest

Execution Date: December 17, 2002

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other National Association

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

OFFICE OF PUBLIC RECORDS
703 JUN 21 AM 11:05
FINANCE SECTION

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) _____
SEE ATTACHED SCHEDULE

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Steven D. Thomas

Internal Address: Moore & Van Allen, PLLC

Street Address: 2200 West Main Street

Suite 800

City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved: 07

7. Total fee (37 CFR 3.41).....\$ 190.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-2316

DO NOT USE THIS SPACE

9. Signature.

Steven D. Thomas
Name of Person Signing

Steven D. Thomas
Signature

January 21, 2003
Date

Total number of pages including cover sheet, attachments, and document: 05

Mall documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01/24/2003 TDIAZ1 00000020 2196626

01 FC:0521 40.00 DP
02 FC:0522 150.00 DP

Schedule A

Zellie Properties, Inc.
(Delaware Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
SHOP-VAC COMMERCIAL	2196626	10/13/98
SHOP-VAC INDUSTRIAL	2196625	10/13/98
SHOP-VAC QSP PRO	2168457	6/23/98
SHOP-VAC POWER MADE PORTABLE	1960930	3/5/96
SHOP VAC QSP and Design	2027359	12/31/96
SHOP-VAC and Design	1680975	3/31/92
SHOP-VAC	647763	7/2/57

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of December 17, 2002 (the "Security Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of <u>Trademark</u>	<u>Date of Trademark</u>
	See attached Schedule A.	


TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Application</u>
	See attached Schedule A.	

The Obligors and the Administrative Agent, on behalf of the Lenders, 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,

ZELLIE PROPERTIES, INC.,
a Delaware corporation

By: 
Name: David A. Grill
Title: President

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: _____
Name: Shannan S. Townsend
Title: Vice President

The Obligors and the Administrative Agent, on behalf of the Lenders, 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.

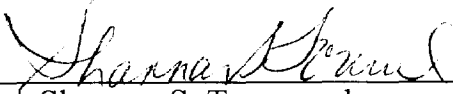
Very truly yours,

ZELLIE PROPERTIES, INC.,
a Delaware corporation

By: _____
Name: David A. Grill
Title: President

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: 
Name: Shanna S. Townsend
Title: Vice President

Schedule A

**Zellie Properties, Inc.
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
SHOP-VAC COMMERCIAL	2196626	10/13/98
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