

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Shop Vac Corporation		12/17/2002	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	Wachovia Bank, N.A., as Administrative Agent
Street Address:	201 S. College Street
Internal Address:	CP-23
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28288
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 12

Property Type	Number
Serial Number:	75502179
Serial Number:	76358744
Serial Number:	76393312
Serial Number:	76394125
Serial Number:	76393242
Serial Number:	76378484
Serial Number:	76452077
Serial Number:	76448857
Serial Number:	76448858
Serial Number:	75881448
Serial Number:	75881512

OP \$315.00 75502179

Serial Number: 76242474

CORRESPONDENCE DATA

Fax Number: (919)286-8199

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

Phone: (919) 286-8122

Email: PTO_TMconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 2200 W. Main Street

Address Line 2: Suite 800

Address Line 4: Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:

512485/001088

NAME OF SUBMITTER:

Steven D. Thomas

Total Attachments: 4

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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 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>	<u>Description of Trademark</u>	<u>Date of Trademark</u>
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See attached Schedule A.

TRADEMARK APPLICATIONS


<u>Trademark Application No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
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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,

SHOP VAC CORPORATION,
a New Jersey corporation

By: 
Name: David A. Grill
Title: Vice 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.

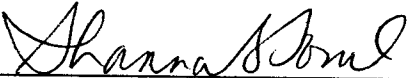
Very truly yours,

SHOP VAC CORPORATION,
a New Jersey corporation

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

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

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

Schedule A

Shop Vac Corporation
(New Jersey Corporation)

U.S. Trademarks

Pending Applications

Mark	Application No.	Filing Date
SHOP-PAK	75502179	6/15/98
SAFARI	76358744	1/15/02
BP	76393312	4/5/02
SPORT UTILITY VAC	76394125	4/10/02
SUV	76393242	4/5/02
CAR MASTER	76378484	3/5/02
ROTO-LOK	76452077	9/24/02
SHOP-PAC	76448857	9/12/02
SHOP-PAK	76448858	9/12/02
2 X 4	75881448	12/28/99
2 X 3	75881512	12/28/99
TRUCK MASTER	76242474	4/11/01