

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Notice of Grant of Security Interest
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Shop Vac Corporation		12/17/2002	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA	
Name:	Wachovia Bank, National Association, as Administrative Agent
Street Address:	201 South College Street
Internal Address:	CP-8
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28288
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 11		
Property Type	Number	Word Mark
Serial Number:	76495505	LA DOMESTICA
Serial Number:	76480435	BATT VAC
Serial Number:	76491211	TRASH VAC
Serial Number:	76567987	2 X 4
Serial Number:	76567985	2 X 3
Serial Number:	76567988	2 X 2
Serial Number:	76606483	SHOP VAC
Serial Number:	78463396	TRASH VAC
Serial Number:	76603861	SHOP-VAC HIGH PERFORMANCE
Serial Number:	76603860	CARMASTER
Serial Number:	76582271	BRUTE

CORRESPONDENCE DATA	
Fax Number:	(919)416-8339

OP \$290.00 76495505

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

Phone: 919 286-8049
Email: PTO_TMconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
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ATTORNEY DOCKET NUMBER:

512485.1088 JES

NAME OF SUBMITTER:

John E. Slaughter

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>
	None.	


TRADEMARK APPLICATIONS

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

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:
Title:

The undersigned Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks (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.

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: Richard E. Anglin III
Name: Richard E. Anglin III
Title: Assistant vice president

Schedule A

Shop Vac Corporation
(New Jersey Corporation)

U.S. Trademarks

Pending Applications

Mark	Application No.	Filing Date
LA DOMESTICA	76495505	3/7/03
BATT VAC	76480435	1/6/03
TRASH VAC	76491211	2/19/03
2 X 4	76567987	1/2/04
2 X 3	76567985	1/2/04
2 X 2	76567988	1/2/04
SHOP VAC	76606483	08/11/04
TRASH VAC	78463396	08/06/04
SHOP-VAC HIGH PERFORMANCE	76603861	07/23/04
CARMASTER	76603860	07/23/04
BRUTE	76582271	03/18/04