

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, 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: 5

Property Type	Number	Word Mark
Serial Number:	76627221	BENCH VAC
Serial Number:	76629133	SOLO
Serial Number:	76629612	MINI PRO
Serial Number:	76629611	WET-BROOM
Serial Number:	76632686	VAC N VAC

CORRESPONDENCE DATA

Fax Number: (919)416-8339
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
 Address Line 2: Suite 500
 Address Line 4: Morrisville, NORTH CAROLINA 27650

OP \$140.00 76627221

NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	05/05/2005
Total Attachments: 4 source=2NGSI-T Shop Vac#page1.tif source=2NGSI-T Shop Vac#page2.tif source=2NGSI-T Shop Vac#page3.tif source=2NGSI-T Shop Vac#page4.tif	

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: Richard E. Anglin, III
Title: Assistant 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.

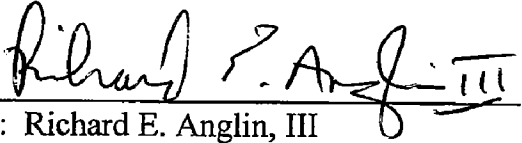
Very truly yours,

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: Richard E. Anglin, III
Title: Assistant Vice President

Schedule 1

**Shop Vac Corporation
(New Jersey Corporation)**

U.S. Trademarks

Pending Applications

Mark	Application No.	Filing Date
BENCH VAC	76627221	01/06/05
SOLO	76629133	01/25/05
MINI PRO	76629612	01/28/05
WET-BROOM	76629611	01/28/05
VAC N VAC	76632686	03/07/05