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: 1

Property Type	Number	Word Mark
Serial Number:	77006309	HANG-ON

CORRESPONDENCE DATA

Fax Number: (919)416-8363
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 9192868041
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 27560

ATTORNEY DOCKET NUMBER:	512485.1088NTSHOPVAC
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/

OP $40.00 77006309

Date:	11/15/2006

Total Attachments: 4
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NOTICE

OF

GRANT OF SECURITY INTEREST

IN

TRADEMARKS

United States Patent and Trademark Office

Ladies and 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 trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARK APPLICATIONS

See attached Schedule A.

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The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing 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 application.

Very truly yours,

SHOP VAC CORPORATION,
a New Jersey corporation

By: _____
Name: David A. Grill
Title: Senior Vice President and
Chief Financial Officer

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: _____
Name: Richard E. Anglin, III
Title: Vice President

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The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing 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 application.

Very truly yours,

SHOP VAC CORPORATION,
a New Jersey corporation

By:_____
Name: David A. Grill
Title: Senior Vice President and
Chief Financial Officer

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: Richard E. Anglin III
Name: Richard E. Anglin, III
Title: Vice President

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Schedule 1

Shop Vac Corporation
(New Jersey Corporation)

U.S. Trademark

Pending Application

Mark	Application No.	Filing Date
HANG-ON	77006309	09/25/06

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