

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Shop Vac Corporation		12/17/2002	CORPORATION: NEW JERSEY
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Wachovia Bank, National Association, as Administrative Agent		
<b>Street Address:</b>	201 South College Street		
<b>Internal Address:</b>	CP-8		
<b>City:</b>	Charlotte		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	28288		
<b>Entity Type:</b>	national banking association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77006309	HANG-ON	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(919)416-8363		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	9192868041		
<b>Email:</b>	pto_tmconfirmation@mvalaw.com		
<b>Correspondent Name:</b>	Moore & Van Allen PLLC		
<b>Address Line 1:</b>	430 Davis Drive		
<b>Address Line 2:</b>	Suite 500		
<b>Address Line 4:</b>	Morrisville, NORTH CAROLINA 27560		
<b>ATTORNEY DOCKET NUMBER:</b>	512485.1088NTSHOPVAC		
<b>NAME OF SUBMITTER:</b>	John E. Slaughter		
<b>Signature:</b>	/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.

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

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

**Schedule 1**

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

**U.S. Trademark**

**Pending Application**

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

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