

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: 3			
Property Type	Number	Word Mark	
Serial Number:	77129198	MULTI-SYSTEM	
Serial Number:	77077822	STRETCH & FLEX	
Serial Number:	77088683	STRETCH-FLEX	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8363		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
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:	512485.1088NTSHOPVACJES		

OP \$90.00 77129198

NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	05/29/2007
Total Attachments: 4 source=7NGSI-T Shop Vac#page1.tif source=7NGSI-T Shop Vac#page2.tif source=7NGSI-T Shop Vac#page3.tif source=7NGSI-T Shop Vac#page4.tif	

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 Obligor 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:

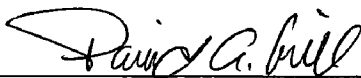
TRADEMARK APPLICATIONS

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: Mark S. Supple

Title: Director and 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.

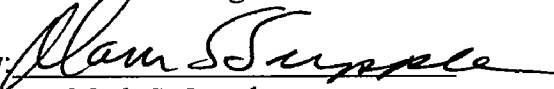
Very truly yours,

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: 
Name: Mark S. Supple
Title: Director and Vice President

Schedule A

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

U.S. Trademarks

Pending Applications

Mark	Application No.	Filing Date
MULTI-SYSTEM	77129198	03/13/07
STRETCH & FLEX	77077822	01/08/07
STRETCH.FLEX & Design	77088683	01/23/07

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