

01-27-2003



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Felchar Manufacturing Corporation 2323 Reach Road Williamsport, PA 17701

2. Name and address of receiving party(ies) Name: Wachovia Bank, N.A., as Administrative Agent Internal Address:

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [] Change of Name [x] Other Notice of Grant of Security Interest Execution Date: December 17, 2002

Street Address: 201 South College Street, CR-23 City: Charlotte State: NC Zip: 28288 Additional name(s) & address(es) attached? [] Yes [x] No

4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the application is: A. Patent Application No.(s) B. Patent No.(s)

SEE ATTACHED SCHEDULE Additional numbers attached? [x] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Steven D. Thomas Internal Address: Moore & Van Allen, PLLC Street Address: 2200 West Main Street, Suite 800 City: Durham State: NC Zip: 27705

6. Total number of applications and patents involved: 04 7. Total fee (37 CFR 3.41): \$ 160.00 [x] Enclosed [x] Authorized to be charged to deposit account

8. Deposit account number: 50-2316

DO NOT USE THIS SPACE

9. Signature. Steven D. Thomas Name of Person Signing

Signature

January 21, 2003 Date

Total number of pages including cover sheet, attachments, and documents: 05

01/24/2003 ECDOPER 00000232 6077032 01 FC:0021 160.00 DP

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

PATENT REEL: 013684 FRAME: 0103

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Schedule A

Felchar Manufacturing Corporation

U.S. Patents

Issued Patents

Description	Patent No.	Issue Date
HOUSING ASSEMBLY FOR A VACUUM CLEANER	6077032	6/20/00
COMBINED GROUND FAULT INTERRUPTER CIRCUIT AND REMOTE CONTROL ON/OFF DEVICE	5309310	5/3/94
GROUND FAULT INTERRUPTOR CIRCUIT WITH ELECTRONIC LATCH	5177657	1/5/93
CIRCUIT BREAKER FOR USE IN WALL MOUNTED PLUG	5459444	10/17/95

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
PATENTS

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 patents and patent applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

PATENTS

<u>Patent No.</u>	<u>Description of Patent</u>	<u>Date of Patent</u>
	See attached Schedule A.	


PATENT APPLICATIONS

<u>Patent Application No.</u>	<u>Description of Patent Applied For</u>	<u>Date of Patent 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 patents and patent 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 patent or patent application.

Very truly yours,

FELCHAR MANUFACTURING CORPORATION,
a New York corporation

By: 
Name: David A. Grill
Title: Vice President

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: _____
Name: Shannan S. Townsend
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 patents and patent 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 patent or patent application.

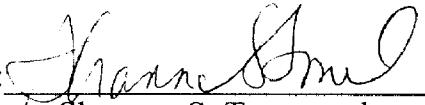
Very truly yours,

FELCHAR MANUFACTURING CORPORATION,
a New York corporation

By: _____
Name: David A. Grill
Title: Vice President

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By:  _____
Name: Shannan S. Townsend
Title: Vice President

Schedule A

Felchar Manufacturing Corporation

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