

03-03-2003

Form PTO-1595  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)



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

102379169

Tab settings ⇨ ⇨ ⇨ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):  
WPC Brands, Inc. 2.77.03  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: Bank America, N.A.  
Internal Address: Independence Center  
  
Street Address: 101 North Tryon Street, 15<sup>th</sup> Floor  
  
City: Charlotte State: NC Zip: 28255  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_  
Execution Date: December 6, 2002

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)  
N/A  
B. Patent No.(s)  
4,828,829 4,852,201 D289,787  
D304,966 D370,046 4,491,141  
Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Intellectual Property Docketing  
Internal Address: SHEARMAN & STERLING  
  
Street Address: 599 Lexington Avenue  
  
City: New York State: NY Zip: 10022

6. Total number of applications and patents involved: 6  
7. Total fee (37 CFR 3.41).....\$ 240.00  
 Enclosed  
 Authorized to be charged to deposit account  
8. If check is missing or otherwise insufficient, charge deposit account number:  
50-0324  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Alexander M. Kim  
Name of Person Signing

[Signature]  
Signature

February 24, 2003  
Date

Total number of pages including cover sheet, attachments, and documents: 7

03/03/2003 GT0N11 00000003 4828829

01 FC:8021

240.00 DP

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

NYDOCS04/368049.1

PATENT  
REEL: 013791 FRAME: 0029

## PATENT SECURITY AGREEMENT - SHORT FORM

PATENT SECURITY AGREEMENT dated December 6, 2002 made by WPC Brands, Inc. a Wisconsin corporation, having its principal place of business at 1 Repel Road, Jackson, Wisconsin 53037, (the "**Grantor**"), in favor of BANK OF AMERICA, N.A. formerly known as NationsBank, N.A. ("**Bank of America**"), having its principal place of business at Independence Center, 101 North Tryon Street, 15th Floor, NC1-001-15-04, Charlotte, North Carolina 28255, as the administrative agent and the collateral agent (together with any successor thereto appointed pursuant to Article VII of the Credit Agreement referred to below, the "**Grantee**") for the Lender Parties and the other Secured Parties (each as defined in the Credit Agreement).

United Industries Corporation is party to an Amended and Restated Credit Agreement dated as of March 24, 1999 (as further amended, supplemented or otherwise modified hereafter from time to time, the "**Credit Agreement**") with the banks, financial institutions and other institutional lenders from time to time party thereto, Bank of America, as Swing Line Bank and Initial Issuing Bank thereunder, Banc of America Securities LLC (formerly known as NationsBanc Montgomery Securities LLC) ("**BAS**") and Morgan Stanley Senior Funding, Inc. ("**MSSF**"), as Co-Arrangers therefor, Canadian Imperial Bank of Commerce, as Documentation Agent therefor, MSSF, as Syndication Agent thereunder, BAS, as Lead Arranger and Book Manager therefor, and the Grantee. Capitalized terms not otherwise defined herein shall have the same meanings as specified therefor in the Credit Agreement or the Security Agreement referred to below.

In connection with the Credit Agreement, the Grantor and the Grantee entered into an Amended and Restated Security Agreement dated March 24, 1999 (as further amended, supplemented or otherwise modified hereafter from time to time, the "**Security Agreement**") with the other grantors party thereto, pursuant to which the Grantor has granted to the Grantee for the ratable benefit of the Secured Parties a lien on and security interest in, inter alia, all of the Grantor's rights, title, and interest in and to all Patents (as defined in the Security Agreement) of such Grantor whether then owned or thereafter acquired or created by such Grantor, including, without limitation, the patents and patent applications listed on Schedule A hereto (the "**Patent Collateral**").

The parties desire to record the Grantor's grant of the security interest in the Patent Collateral to the Grantee with the United States Patent & Trademark Office.

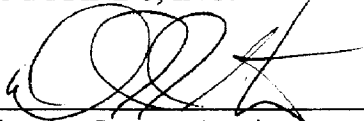
**NOW, THEREFORE**, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor hereby agrees with the Grantee for the ratable benefit of the Secured Parties as follows:

1. The Credit Agreement and Security Agreement and their terms and provisions are incorporated herein in their entirety.
2. The Grantor grants to the Grantee a security interest in all of its right, title, and interest in and to the Patent Collateral.

**IN WITNESS WHEREOF**, the Grantor has caused this Patent Security Agreement to be duly executed and delivered by its officer thereunto duly authorized, as of the date first written above.

WPC BRANDS, INC.

By

  
Name: Daniel Johnston  
Title: Vice President

Schedule A

<b>Title of Patent/Publication</b>	<b>Country</b>	<b>Publication/ Patent Number</b>	<b>Application Number</b>	<b>Date of Issuance/ Publication</b>
Fish Attractant with Sensory Enhancements	U.S.	4,828,829	07/158,383	5/09/89
Toilet Bowl Cleaner	U.S.	4,852,201	07/197,684	8/01/89
Tent	U.S.	D289787	677,299	5/12/87
Tent	U.S.	D304,966	094,924	12/5/89
Tent	U.S.	D370,046	029,011	5/21/96
Tent	U.S.	4,491,141	470,965	1/1/85

# SHEARMAN & STERLING

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www.shearman.com

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NEW YORK, N.Y. 10022-6069  
212 848-4000

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WASHINGTON, D.C.

WRITER'S DIRECT NUMBER:

(212) 848-4406

February 24, 2003

Commissioner for Patents  
Box Assignment  
Washington, D.C. 20231

Re: Recordation of Patent Security Agreement – Short Form  
executed by WPC Brands, Inc. in favor of Bank of  
America, N.A.  
Our Ref: 8724/78

Sir:

Enclosed for recording is a Patent Security Agreement – Short Form executed by WPC Brands, Inc. in favor of Bank of America, N.A. Also enclosed is our check for \$240.00 to cover the recording fees and a Recordation Cover Sheet. If our check is missing or otherwise insufficient, or if any additional fees are required, please charge such fees (or credit any overpayment) to Deposit Account No. 50-0324.

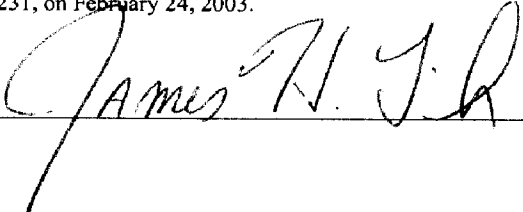
Please return the recorded Security Agreement to the undersigned.

Respectfully submitted,

By: 

Alexander M. Kim, Esq.  
SHEARMAN & STERLING  
599 Lexington Avenue  
New York, NY 10022  
(212) 848-4406

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner for Patents, Washington, D.C. 20231, on February 24, 2003.



Enclosures

NYDOCS04/368001.1

RECORDED: 02/27/2003

PATENT  
REEL: 013791 FRAME: 0033