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RAYOVAC CORP
Form SC 13D
February 17, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934*

Rayovac Corporation

(NAME OF ISSUER)

Common Stock

(TITLE OF CLASS OF SECURITIES)

755081106

(CUSIP NUMBER)

David P. Kreisler, Esq.
Weil, Gotshal & Manges LLP
100 Federal Street, 34th Floor
Boston, Massachusetts 02110
(617) 772-8300

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO
RECEIVE NOTICES AND COMMUNICATIONS)

February 7, 2005

(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 CUSIP No. 755081106 13D

 1 NAME OF REPORTING PERSON: THL EQUITY ADVISORS IV, LL
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 (ENTITIES ONLY): 04-3399871

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

 3 SEC USE ONLY

 4 SOURCE OF FUNDS: N/A

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2 (d) OR 2 (e):

 6 CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE

 NUMBER OF 7 SOLE VOTING POWER: -0-
 SHARES

 BENEFICIALLY 8 SHARED VOTING POWER: 11,990,683 (S
 OWNED BY

 EACH 9 SOLE DISPOSITIVE POWER: -0-
 REPORTING

 PERSON WITH 10 SHARED DISPOSITIVE POWER: 11,990,683 (S

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 11,990,683 (S

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

 14 TYPE OF REPORTING PERSON: 00

 CUSIP No. 755081106 13D

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1 NAME OF REPORTING PERSON: THOMAS H. LEE EQUITY FUND
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 (ENTITIES ONLY): 04-3399873

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE

NUMBER OF SHARES	7	SOLE VOTING POWER:	-0-
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	10,593,305 (S
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	-0-
PERSON WITH	10	SHARED DISPOSITIVE POWER:	10,593,305 (S

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 10,593,305 (S

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

14 TYPE OF REPORTING PERSON: PN

3

CUSIP No. 755081106 13D

1 NAME OF REPORTING PERSON: THOMAS H. LEE FOREIGN FUND
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 (ENTITIES ONLY): 04-3417188

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

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4	SOURCE OF FUNDS:	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e) :	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	DELAWARE
	NUMBER OF SHARES	7 SOLE VOTING POWER: -0-
	BENEFICIALLY OWNED BY	8 SHARED VOTING POWER: 366,192 (SEE
	EACH REPORTING	9 SOLE DISPOSITIVE POWER: -0-
	PERSON WITH	10 SHARED DISPOSITIVE POWER: 366,192 (SEE
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	366,192 (SEE
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) :	
14	TYPE OF REPORTING PERSON:	PN
4		
CUSIP No.	755081106	13D
1	NAME OF REPORTING PERSON:	THOMAS H. LEE FOREIGN FUND
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) :	04-3471267
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e) :	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	DELAWARE

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NUMBER OF SHARES	7	SOLE VOTING POWER:	-0-
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	1,031,186 (SEE
	9	SOLE DISPOSITIVE POWER:	-0-
	10	SHARED DISPOSITIVE POWER:	1,031,186 (SEE
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		1,031,186 (SEE
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:	PN	

5

CUSIP No.	755081106	13D
1	NAME OF REPORTING PERSON:	1997 THOMAS H. LEE NOMINEE
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	MASSACHUSETTS

NUMBER OF SHARES	7	SOLE VOTING POWER:	158,482 (SEE
BENEFICIALLY OWNED BY EACH	8	SHARED VOTING POWER:	-0-
	9	SOLE DISPOSITIVE POWER:	158,482 (SEE

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REPORTING

PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	158,482 (SEE
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14		TYPE OF REPORTING PERSON:	OO

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CUSIP No.	755081106	13D
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1		NAME OF REPORTING PERSON:	DAVID V. HARKINS	
		I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):		
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3		SEC USE ONLY		
4		SOURCE OF FUNDS:	OO	
5		CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e):		
6		CITIZENSHIP OR PLACE OF ORGANIZATION:	UNITED STATES	
	NUMBER OF SHARES	7	SOLE VOTING POWER:	176,063 (SEE
	BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	22,074
	EACH REPORTING	9	SOLE DISPOSITIVE POWER:	176,063 (SEE
	PERSON WITH	10	SHARED DISPOSITIVE POWER:	22,074
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	198,137 (SEE	
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		

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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	IN
7		
CUSIP No.	755081106	13D
1	NAME OF REPORTING PERSON:	THE 1995 HARKINS GIFT TRUS
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e):	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	MASSACHUSETTS
	NUMBER OF SHARES	7 SOLE VOTING POWER: -0-
	BENEFICIALLY OWNED BY	8 SHARED VOTING POWER: 22,074 (SEE I
	EACH REPORTING	9 SOLE DISPOSITIVE POWER: -0-
	PERSON WITH	10 SHARED DISPOSITIVE POWER: 22,074 (SEE I
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	22,074 (SEE I
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	OO

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 CUSIP No. 755081106 13D

 1 NAME OF REPORTING PERSON: SCOTT A. SCHOEN
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 (ENTITIES ONLY):

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

 3 SEC USE ONLY

 4 SOURCE OF FUNDS: OO

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2 (d) OR 2 (e):

 6 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES

 NUMBER OF 7 SOLE VOTING POWER: 30,764 (SEE I
 SHARES

 BENEFICIALLY 8 SHARED VOTING POWER: -0-
 OWNED BY

 EACH 9 SOLE DISPOSITIVE POWER: 30,764 (SEE I
 REPORTING

 PERSON WITH 10 SHARED DISPOSITIVE POWER: -0-

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 30,764 (SEE I

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

 14 TYPE OF REPORTING PERSON: IN

9

 CUSIP No. 755081106 13D

 1 NAME OF REPORTING PERSON: C. HUNTER BOLL

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY):

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:		UNITED STATES
	NUMBER OF SHARES	7	SOLE VOTING POWER: 30,764 (SEE I
	BENEFICIALLY OWNED BY	8	SHARED VOTING POWER: -0-
	EACH REPORTING	9	SOLE DISPOSITIVE POWER: 30,764 (SEE I
	PERSON WITH	10	SHARED DISPOSITIVE POWER: -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		30,764 (SEE I
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:		IN

10

CUSIP No.	755081106	13D
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1	NAME OF REPORTING PERSON:	SCOTT M. SPERLING
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	

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4 SOURCE OF FUNDS: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES

NUMBER OF SHARES	7	SOLE VOTING POWER:	30,764 (SEE I
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	30,764 (SEE I
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 30,764 (SEE I

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

14 TYPE OF REPORTING PERSON: IN

11

CUSIP No. 755081106 13D

1 NAME OF REPORTING PERSON: ANTHONY J. DINOVI

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES

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NUMBER OF SHARES	7	SOLE VOTING POWER:	30,764 (SEE I
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	-0-
	9	SOLE DISPOSITIVE POWER:	30,764 (SEE I
	10	SHARED DISPOSITIVE POWER:	-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		30,764 (SEE I
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:		IN

12

CUSIP No.	755081106	13D	
1	NAME OF REPORTING PERSON: THOMAS M. HAGERTY		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY		
4	SOURCE OF FUNDS: OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		
6	CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES		
NUMBER OF SHARES	7	SOLE VOTING POWER:	46,959 (SEE I
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	-0-
	9	SOLE DISPOSITIVE POWER:	46,959 (SEE I

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PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	46,959 (SEE I
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14		TYPE OF REPORTING PERSON:	IN

13

CUSIP No.	755081106	13D
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1	NAME OF REPORTING PERSON:	WARREN C. SMITH, JR.
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	UNITED STATES
	NUMBER OF SHARES	7 SOLE VOTING POWER: 73,698 (SEE I
	BENEFICIALLY OWNED BY	8 SHARED VOTING POWER: 2,455
	EACH REPORTING	9 SOLE DISPOSITIVE POWER: 73,698 (SEE I
	PERSON WITH	10 SHARED DISPOSITIVE POWER: 2,455
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	76,153 (SEE I
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	

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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	IN
14		
CUSIP No.	755081106	13D
1	NAME OF REPORTING PERSON:	SMITH FAMILY LIMITED PARTN
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e):	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	MASSACHUSETTS
	NUMBER OF SHARES	7 SOLE VOTING POWER: -0-
	BENEFICIALLY OWNED BY	8 SHARED VOTING POWER: 2,455 (SEE IT
	EACH REPORTING	9 SOLE DISPOSITIVE POWER: -0-
	PERSON WITH	10 SHARED DISPOSITIVE POWER: 2,455 (SEE IT
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	2,455 (SEE IT
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	PN

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CUSIP No.	755081106	13D
1	NAME OF REPORTING PERSON:	SETH W. LAWRY
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e):	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	UNITED STATES
	NUMBER OF SHARES	7 SOLE VOTING POWER: 12,818 (SEE I
	BENEFICIALLY OWNED BY	8 SHARED VOTING POWER: -0-
	EACH REPORTING	9 SOLE DISPOSITIVE POWER: 12,818 (SEE I
	PERSON WITH	10 SHARED DISPOSITIVE POWER: -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	12,818 (SEE I
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	IN

16

CUSIP No.	755081106	13D
1	NAME OF REPORTING PERSON:	KENT R. WELDON

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2 (d) OR 2 (e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES

NUMBER OF SHARES	7	SOLE VOTING POWER:	8,562 (SEE IT
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	8,562 (SEE IT
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 8,562 (SEE IT

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

14 TYPE OF REPORTING PERSON: IN

17

CUSIP No. 755081106 13D

1 NAME OF REPORTING PERSON: TERRENCE M. MULLEN

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

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NUMBER OF SHARES	7	SOLE VOTING POWER:	6,819 (SEE IT
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	6,819 (SEE IT
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 6,819 (SEE IT

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

14 TYPE OF REPORTING PERSON: IN

19

CUSIP No. 755081106 13D

1 NAME OF REPORTING PERSON: CHARLES A. BRIZIUS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES

NUMBER OF SHARES	7	SOLE VOTING POWER:	5,127 (SEE IT
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	5,127 (SEE IT

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PERSON WITH 10 SHARED DISPOSITIVE POWER: -0-

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 5,127 (SEE IT

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

 14 TYPE OF REPORTING PERSON: IN

20

 CUSIP No. 755081106 13D

 1 NAME OF REPORTING PERSON: SCOTT JAECKEL
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 (ENTITIES ONLY):

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

 3 SEC USE ONLY

 4 SOURCE OF FUNDS: OO

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e):

 6 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES

 NUMBER OF 7 SOLE VOTING POWER: 1,937 (SEE IT
 SHARES

 BENEFICIALLY 8 SHARED VOTING POWER: -0-
 OWNED BY

 EACH 9 SOLE DISPOSITIVE POWER: 1,937 (SEE IT
 REPORTING

 PERSON WITH 10 SHARED DISPOSITIVE POWER: -0-

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 1,937 (SEE IT

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		

14	TYPE OF REPORTING PERSON:	IN	

21			

CUSIP No.	755081106	13D	

1	NAME OF REPORTING PERSON:	SOREN OBERG	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):		

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		

3	SEC USE ONLY		

4	SOURCE OF FUNDS:	OO	

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		

6	CITIZENSHIP OR PLACE OF ORGANIZATION:	UNITED STATES	

	NUMBER OF SHARES	7	SOLE VOTING POWER: 1,937 (SEE IT

	BENEFICIALLY OWNED BY	8	SHARED VOTING POWER: -0-

	EACH REPORTING	9	SOLE DISPOSITIVE POWER: 1,937 (SEE IT

	PERSON WITH	10	SHARED DISPOSITIVE POWER: -0-

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		1,937 (SEE IT

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		

14	TYPE OF REPORTING PERSON:	IN	

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CUSIP No.	755081106	13D
1	NAME OF REPORTING PERSON:	THOMAS R. SHEPHERD
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e):	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	UNITED STATES
	NUMBER OF SHARES	7 SOLE VOTING POWER: 11,601 (SEE I
	BENEFICIALLY OWNED BY	8 SHARED VOTING POWER: -0-
	EACH REPORTING	9 SOLE DISPOSITIVE POWER: 11,601 (SEE I
	PERSON WITH	10 SHARED DISPOSITIVE POWER: -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	11,601 (SEE I
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	IN

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CUSIP No.	755081106	13D
1	NAME OF REPORTING PERSON:	WENDY L. MASLER
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	

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(ENTITIES ONLY):

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e):		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:		UNITED STATES
	NUMBER OF SHARES	7	SOLE VOTING POWER: 714 (SEE ITEM
	BENEFICIALLY OWNED BY	8	SHARED VOTING POWER: -0-
	EACH REPORTING	9	SOLE DISPOSITIVE POWER: 714 (SEE ITEM
	PERSON WITH	10	SHARED DISPOSITIVE POWER: -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		714 (SEE ITEM
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:		IN

24

CUSIP No.	755081106	13D
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1	NAME OF REPORTING PERSON:	ANDREW D. FLASTER
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	OO

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2 (d) OR 2 (e) :

6 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES

NUMBER OF SHARES	7	SOLE VOTING POWER:	714 (SEE ITEM
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	714 (SEE ITEM
PERSON WITH	10	SHARED DISPOSITIVE POWER:	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 714 (SEE ITEM

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) :

14 TYPE OF REPORTING PERSON: IN

25

CUSIP No. 755081106 13D

1 NAME OF REPORTING PERSON: ROBERT SCHIFF LEE 1988 IRR

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY) :

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP :

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2 (d) OR 2 (e) :

6 CITIZENSHIP OR PLACE OF ORGANIZATION: MASSACHUSETTS

NUMBER OF	7	SOLE VOTING POWER:	3,683 (SEE IT
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SHARES			
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER:	3,683 (SEE IT
	10	SHARED DISPOSITIVE POWER:	-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		3,683 (SEE IT
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:	OO	

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CUSIP No.	755081106	13D	
1	NAME OF REPORTING PERSON:	STEPHEN ZACHARY LEE	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e):		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	UNITED STATES	
NUMBER OF SHARES	7	SOLE VOTING POWER:	3,683 (SEE IT
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	-0-
EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER:	3,683 (SEE IT
	10	SHARED DISPOSITIVE POWER:	-0-

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 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 3,683 (SEE IT

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

 14 TYPE OF REPORTING PERSON: IN

27

 CUSIP No. 755081106 13D

 1 NAME OF REPORTING PERSON: CHARLES W. ROBINS AS CUSTO
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 (ENTITIES ONLY):

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

 3 SEC USE ONLY

 4 SOURCE OF FUNDS: OO

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e):

 6 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES

 NUMBER OF 7 SOLE VOTING POWER: 2,455 (SEE IT
 SHARES

 BENEFICIALLY 8 SHARED VOTING POWER: -0-
 OWNED BY

 EACH 9 SOLE DISPOSITIVE POWER: 2,455 (SEE I
 REPORTING

 PERSON WITH 10 SHARED DISPOSITIVE POWER: -0-

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 2,455 (SEE IT

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

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 14 TYPE OF REPORTING PERSON: OO

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 CUSIP No. 755081106 13D

 1 NAME OF REPORTING PERSON: CHARLES W. ROBINS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 (ENTITIES ONLY):

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

 3 SEC USE ONLY

 4 SOURCE OF FUNDS: OO

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e):

 6 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES

 NUMBER OF 7 SOLE VOTING POWER: 982 (SEE ITEM
 SHARES

BENEFICIALLY 8 SHARED VOTING POWER: -0-
 OWNED BY

EACH 9 SOLE DISPOSITIVE POWER: 982 (SEE ITEM
 REPORTING

PERSON WITH 10 SHARED DISPOSITIVE POWER: -0-

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 982 (SEE ITEM

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

 14 TYPE OF REPORTING PERSON: IN

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 CUSIP No. 755081106 13D

 1 NAME OF REPORTING PERSON: JAMES WESTRA
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 (ENTITIES ONLY):

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

 3 SEC USE ONLY

 4 SOURCE OF FUNDS: OO

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e):

 6 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES

 NUMBER OF 7 SOLE VOTING POWER: 982 (SEE ITEM
 SHARES

 BENEFICIALLY 8 SHARED VOTING POWER: -0-
 OWNED BY

 EACH 9 SOLE DISPOSITIVE POWER: 982 (SEE ITEM
 REPORTING

 PERSON WITH 10 SHARED DISPOSITIVE POWER: -0-

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 982 (SEE ITEM

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

 14 TYPE OF REPORTING PERSON: IN

30

 CUSIP No. 755081106 13D

 1 NAME OF REPORTING PERSON: THOMAS H. LEE CHARITABLE I
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 (ENTITIES ONLY):

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2 (d) OR 2 (e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: MASSACHUSETTS

NUMBER OF SHARES	7	SOLE VOTING POWER:	-0-
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	68,881 (SEE I
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	-0-
PERSON WITH	10	SHARED DISPOSITIVE POWER:	68,881 (SEE I

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 68,881 (SEE I

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

14 TYPE OF REPORTING PERSON: PN

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CUSIP No. 755081106 13D

1 NAME OF REPORTING PERSON: THL INVESTMENT MANAGEMENT

I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2 (d) OR 2 (e) :

6 CITIZENSHIP OR PLACE OF ORGANIZATION: MASSACHUSETTS

NUMBER OF SHARES	7	SOLE VOTING POWER:	-0-
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	2,785 (SEE IT
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	-0-
PERSON WITH	10	SHARED DISPOSITIVE POWER:	2,785 (SEE IT

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 2,785 (SEE IT

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) :

14 TYPE OF REPORTING PERSON: CO

32

CUSIP No. 755081106 13D

1 NAME OF REPORTING PERSON: THOMAS H. LEE INVESTORS LI

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY) :

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2 (d) OR 2 (e) :

6 CITIZENSHIP OR PLACE OF ORGANIZATION: MASSACHUSETTS

NUMBER OF SHARES	7	SOLE VOTING POWER:	-0-
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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	2,785 (SEE IT
	9	SOLE DISPOSITIVE POWER:	-0-
	10	SHARED DISPOSITIVE POWER:	2,785 (SEE IT
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		2,785 (SEE IT
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:		PN

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CUSIP No.	755081106	13D	
1	NAME OF REPORTING PERSON:	THOMAS H. LEE	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	UNITED STATES	
NUMBER OF SHARES	7	SOLE VOTING POWER:	-0-
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	12,220,831 (S
	9	SOLE DISPOSITIVE POWER:	-0-
	10	SHARED DISPOSITIVE POWER:	12,220,831 (S

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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	12,220,831 (S
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	IN

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SCHEDULE 13D

ITEM 1. SECURITY AND ISSUER.

This Statement is being filed jointly on behalf of the Reporting Persons (as defined below) with respect to the shares of common stock, par value \$.01 per share (the "Shares"), of Rayovac Corporation (the "Issuer" or the "Company"). The Company's principal executive offices are located at Six Concourse Parkway, Suite 3300, Atlanta, Georgia 30328.

ITEM 2. IDENTITY AND BACKGROUND.

(a) - (c) and (f)

This Schedule 13D is being filed jointly on behalf of the following persons (collectively, the "Reporting Persons"): (1) THL Equity Advisors IV, LLC, a Massachusetts limited liability company ("Advisors"), (2) Thomas H. Lee Equity Fund IV, L.P., a Delaware limited partnership ("Equity Fund"), (3) Thomas H. Lee Foreign Fund IV, L.P., a Delaware limited partnership ("Foreign Fund"), (4) Thomas H. Lee Foreign Fund IV-B, L.P., a Delaware limited partnership ("Foreign Fund B"), (5) Thomas H. Lee Investors Limited Partnership, a Massachusetts Limited Partnership ("THL Investors"), (6) THL Investment Management Corp., a Massachusetts corporation ("Management Corp."), (7) Thomas H. Lee Charitable Investment L.P., a Massachusetts limited partnership ("Charitable Investment"), (8) Thomas H. Lee, an individual U.S. citizen, and (9) certain parties affiliated with Thomas H. Lee Partners, L.P., a Delaware limited partnership (the "Affiliate Holders") (set forth on the attached Schedule I).

The address of each of the Reporting Persons is c/o Thomas H. Lee Partners, L.P., 100 Federal Street, 35th Floor, Boston, Massachusetts 02110.

Each of Equity Fund, Foreign Fund and Foreign Fund B is principally engaged in the business of investment in securities. Advisors is principally engaged in the business of serving as general partner of each of Equity Fund, Foreign Fund and Foreign Fund B. THL Investors is principally engaged in the business of investment in securities. Management Corp. is principally engaged in the business of serving as general partner of THL Investors. Charitable Investment is principally engaged in charitable giving supported by investments in securities. Thomas H. Lee is the general partner of Charitable Investment and the Managing Member of Advisors, and he is principally engaged in the business of investment in securities.

Attached as Schedule A to this Schedule 13D is information concerning

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Management Corp. and other persons and entities as to which such information is required to be disclosed in response to Item 2 and General Instruction C to Schedule 13D.

(d) and (e)

None of the Reporting Persons or any of their officers or trustees has been convicted in a criminal proceeding during the past five years (excluding traffic violations and similar misdemeanors).

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None of the Reporting Persons or any of their officers or trustees has been party to a civil proceeding of a judicial or administrative body of competent jurisdiction during the past five years as a result of which it was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Equity Fund, Foreign Fund, Foreign Fund B, THL Investors, Charitable Investment and the Affiliate Holders (collectively, the "THL Entities") previously held common stock of United Industries Corporation ("United"). Pursuant to that certain Agreement and Plan of Merger dated as of January 3, 2005, by and among United, the Company and Lindbergh Corporation (which was, as of the date of such Agreement, a wholly-owned subsidiary of the Company), Lindbergh Corporation merged with and into United (the "Merger") on February 7, 2005 (the "Merger Effective Time"). As a result of the Merger, United became a wholly-owned subsidiary of the Company, and securities of United outstanding immediately prior to the Merger were converted into a combination of cash and Shares of the Company. Each share of United stock that was converted into equity of the Company was converted into 0.20398 Share. Pursuant to the Merger, the THL Entities acquired an aggregate of 12,507,290 Shares.

ITEM 4. PURPOSE OF TRANSACTIONS.

Pursuant to the terms of the Shareholder's Agreement by and between the Company and certain THL Entities dated as of January 3, 2005 (the "Shareholder's Agreement"), the Company increased the size of its board of directors from eight to ten and caused each of the new director positions (Class II directors on the Company's classified board) to be filled by Charles A. Brizius and Scott A. Schoen, who were nominated by THL Entities. The Company will allow THL Entities to include on any slate of directors presented to the Company's shareholders for election at the appropriate meeting of shareholders, to be approved by the Company's nominating committee, up to two directors on the Company's board of directors for so long as certain THL Entities own at least 15% of the Company's issued and outstanding common stock on a fully-diluted basis, and one director for so long as certain THL Entities own at least 10% of the Company's issued and outstanding common stock on a fully-diluted basis. The Shareholder's Agreement prohibits certain THL Entities from selling or transferring shares of the Company's common stock received pursuant to the Merger for 12 months following the Merger Effective Time or from selling or transferring more than 50% of such shares during the 18 month period following the Merger Effective Time.

On February 7, 2005, the Company entered into a registration rights agreement (the "Registration Rights Agreement") with certain former shareholders of United, pursuant to which the Company has agreed to prepare and file with the SEC, not later than nine months following the Merger Effective Time, a registration statement to permit the public offering and resale under the

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Securities Act of 1933 on a continuous basis of shares of the Company's common stock issued in connection with its acquisition of United (the "Shelf Registration Statement"). Pursuant to the Registration Rights Agreement, the Company will also grant to the former shareholders of United certain rights to require the Company, on not more than three occasions, to amend the Shelf Registration Statement or prepare and file a new registration statement to

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permit an underwritten offering of shares of the Company's stock received by them in the acquisition of United as well as certain rights to include those shares in any registration statement proposed to be filed by the Company. In addition, the Registration Rights Agreement prohibits those former shareholders party to the agreement from selling or transferring shares of the Company's common stock received in the acquisition of United for 12 months following the Merger Effective Time or from selling or transferring more than 50% of those shares during the 18 month period following the Merger Effective Time.

On February 7, 2005, the Company entered into a standstill agreement (the "Standstill Agreement") with Equity Fund, Advisors, Thomas H. Lee Partners, L.P. and Thomas H. Lee Advisors, LLC (the "Restricted Parties"). Pursuant to the Standstill Agreement, the Restricted Parties are prohibited until February 7, 2010 from acquiring ownership in excess of 28% of the Company's outstanding voting capital stock, on a fully-diluted basis, soliciting proxies or consents with respect to the Company's voting capital stock, soliciting or encouraging third parties to acquire or seek to acquire the Company, a significant portion of the Company's assets or more than 5% of the Company's outstanding voting capital stock or joining or participating in a pooling agreement, syndicate, voting trust or other similar arrangement with respect to the Company's voting capital stock for the purpose of acquiring, holding, voting or disposing of such voting capital stock.

Except as set forth herein, the Reporting Persons do not have any plans or proposals which would relate to or result in any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Each of the agreements discussed in this Item 4 is filed as an exhibit to this Schedule 13D and is incorporated herein by reference. The foregoing descriptions of such agreements are not intended to be complete and are qualified in their entirety by reference to such exhibits.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) and (b)

By virtue of the relationships among the Reporting Persons described herein, the Reporting Persons may be deemed to share beneficial ownership with respect to the Shares reported herein. As of February 7, 2005, the Reporting Persons beneficially owned in the aggregate 12,733,969 (25.6%) of the 49,682,854 Shares of the Company then outstanding. Except to the extent of a pecuniary interest therein, each of the Reporting Persons expressly disclaims the existence of such beneficial ownership, except: (1) Advisors does not disclaim beneficial ownership of shares held by Equity Fund, Foreign Fund or Foreign Fund B, (2) Management Corp. does not disclaim beneficial ownership of shares held by THL Investors, and (3) Thomas H. Lee does not disclaim beneficial ownership of shares held by the 1997 Thomas H. Lee Nominee Trust.

The Reporting Persons other than Equity Fund, Foreign Fund and Foreign Fund B acquired their Shares as a co-investment required by the terms of the partnership agreements of Equity Fund, Foreign Fund and Foreign Fund B. Such agreements require that the Reporting Persons hold and sell their Shares on a

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pro rata basis. By virtue of the relationships among the Reporting Persons described herein, the Reporting Persons may constitute a "group" within the meaning of Rule 13d-5(b) under the Exchange Act. As a member of a group, each Reporting Person may be deemed to beneficially own the Shares beneficially owned by the members of the group as a whole. Each of the Reporting Persons expressly disclaims beneficial ownership of such shares held by any other members of such group.

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Equity Fund has obtained direct beneficial ownership of 10,593,305 Shares, representing approximately 21.3% of the outstanding shares. Equity Fund may be deemed to share with Advisors voting and dispositive power with respect to such Shares.

Foreign Fund has obtained direct beneficial ownership of 366,192 Shares, representing approximately 0.7% of the outstanding shares. Foreign Fund may be deemed to share with Advisors voting and dispositive power with respect to such Shares.

Foreign Fund B has obtained direct beneficial ownership of 1,031,186 Shares, representing approximately 2.1% of the outstanding shares. Foreign Fund B may be deemed to share with Advisors voting and dispositive power with respect to such Shares.

Advisors, as sole general partner of Equity Fund, Foreign Fund and Foreign Fund B, may be deemed to share voting and dispositive power with respect to 11,990,683 Shares beneficially owned by Equity Fund, Foreign Fund and Foreign Fund B, which represents approximately 24.1% of the outstanding shares. The filing of this Schedule 13D by Advisors shall not be construed as an admission that Advisors is, for the purpose of Section 13(d) of the Exchange Act, the beneficial owner of Shares held by Equity Fund, Foreign Fund and Foreign Fund B.

THL Investors has obtained direct beneficial ownership of 2,785 Shares, representing less than 0.1% of the outstanding shares. THL Investors may be deemed to share with Management Corp. voting and dispositive power with respect to such Shares.

Management Corp., as sole general partner of THL Investors, may be deemed to share voting and dispositive power with respect to 2,785 Shares beneficially owned by THL Investors, which represents less than 0.1% of the outstanding shares. The filing of this Schedule 13D by Management Corp. shall not be construed as an admission that Management Corp. is, for the purpose of Section 13(d) of the Exchange Act, the beneficial owner of Shares held by THL Investors.

Charitable Investment has obtained direct beneficial ownership of 68,881 Shares, representing approximately 0.1% of the outstanding shares. Charitable Investment may be deemed to share with its General Partner voting and dispositive power with respect to such Shares.

Thomas H. Lee, as General Director of Advisors, Chief Executive Officer and sole shareholder of Management Corp., General Partner of Charitable Investment, and grantor of the 1997 Thomas H. Lee Nominee Trust, may be deemed to share voting and dispositive power with respect to 12,220,831 Shares beneficially owned by such entities, which represents approximately 24.6% of the outstanding shares. The filing of this Schedule 13D by Thomas H. Lee shall not be construed as an admission that Thomas H. Lee is, for the purpose of Section 13(d) of the Exchange Act, the beneficial owner of Shares held by such entities.

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Each of the Affiliate Holders has obtained beneficial ownership of less than 1% of the outstanding Shares. Each of the Affiliate Holders has sole voting and sole dispositive power with respect to such Shares beneficially owned by it, except for The 1995 Harkins Gift Trust, the Smith Family Limited Partnership, the Robert Schiff Lee 1988 Irrevocable Trust and Charles W. Robins as Custodian for Jesse Lee. David V. Harkins may be deemed to share voting and dispositive power over Shares held by The 1995 Harkins Gift Trust. The filing of this Schedule 13D shall not be construed as an admission that Mr. Harkins is, for the purpose of Section 13(d) of the Exchange Act, the beneficial owner of such Shares. Charles W. Robins may be deemed to share voting and dispositive power over Shares held by him as Custodian for Jesse Lee. The filing of this Schedule 13D shall not be construed as an admission that Mr. Robins is, for the purpose of Section 13(d) of the Exchange Act, the beneficial owner of such Shares.

- (c) The responses to Items 3 and 4 of this Schedule 13D are incorporated herein.
- (d) Not applicable.
- (e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

The responses to Items 3, 4, and 5 of this Schedule 13D and the Exhibits to this Schedule 13D are incorporated herein by reference.

Except for the agreements described Items 3 and 4, to the best of knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the persons enumerated in Item 2, and any other person, with respect to any securities of the Company, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, put or calls, guarantees of profits division of profits or less, or the giving or withholding of proxies.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

- Exhibit 1: *Joint Filing Agreement by among the Reporting Persons, dated as of February 17, 2005.
- Exhibit 2: Agreement and Plan of Merger by and among the Company, Lindbergh Corporation and United, dated as of January 3, 2005. (incorporated by reference to the Company's 8-K filed January 4, 2005).
- Exhibit 3: Shareholder's Agreement by and between the Company and certain THL Entities dated as of January 3, 2005 (incorporated by reference to the Company's 8-K filed January 4, 2005).

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- Exhibit 4: Registration Rights Agreement dated as of February 7, 2005 by and between the Company and certain former shareholders of United (incorporated by reference to the Company's 8-K filed February 11, 2005).

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Exhibit 5: Standstill Agreement dated as of February 7, 2005 by and between the Company, Equity Fund, Advisors, Thomas H. Lee Partners, L.P. and Thomas H. Lee Advisors, LLC (incorporated by reference to the Company's 8-K filed February 11, 2005).

*Filed herewith

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Signatures

After reasonable inquiry and to the best knowledge and belief of the undersigned, such person certifies that the information set forth in this Statement with respect to each party listed below is true, complete and correct.

Dated: February 17, 2005

Thomas H. Lee Equity Fund IV, L.P., Thomas H. Lee Foreign Fund IV, L.P., Thomas H. Lee Foreign Fund IV-B, L.P., THL Equity Advisors IV, LLC, Thomas H. Lee Investors Limited Partnership, THL Investment Management Corp., Thomas H. Lee Charitable Investment L.P., 1997 Thomas H. Lee Nominee Trust, Thomas H. Lee David V. Harkins, The 1995 Harkins Gift Trust, Scott A. Schoen, C. Hunter Boll, Scott M. Sperling, Anthony J. DiNovi, Thomas M. Hagerty, Warren C. Smith, Jr., Smith Family Limited Partnership, Seth W. Lawry, Kent R. Weldon, Terrence M. Mullen, Todd M. Abbrecht, Charles A. Brizius, Scott Jaeckel, Soren Oberg, Thomas R. Shepherd, Wendy L. Masler, Andrew D. Flaster, Robert Schiff Lee 1988 Irrevocable Trust, Stephen Zachary Lee, Charles W. Robins as Custodian for Jesse Lee, Charles W. Robins, and James Westra

By: Scott A. Schoen, Attorney-in-fact for the above-named parties.

By: /s/ Scott A. Schoen

Scott A. Schoen,
Attorney-in-fact

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SCHEDULE A

Each of the following individuals is a United States citizen and, with the exception of Charles W. Robins, James Westra, Stephen Zachary Lee, Jesse Lee, Wendy L. Masler, Thomas R. Shepherd, Andrew D. Flaster and Terrence M. Mullen, is employed by Thomas H. Lee Partners, L.P., 100 Federal Street, 35th

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Floor, Boston, Massachusetts 02110: David V. Harkins, Scott A. Schoen, C. Hunter Boll, Scott M. Sperling, Anthony J. DiNovi, Thomas M. Hagerty, Warren C. Smith, Jr., Seth W. Lawry, Kent R. Weldon, Todd M. Abbrecht, Charles A. Brizius, Scott Jaeckel, Soren Oberg, Thomas R. Shepherd, Wendy L. Masler, Stephen Zachary Lee, Jesse Lee, Charles W. Robins, James Westra.

Charles W. Robins and James Westra are employed by Weil, Gotshal & Manges LLP, 100 Federal Street, 34th Floor, Boston, Massachusetts 02110. Stephen Zachary Lee is employed as a ski instructor and Jesse Lee is not employed. Wendy L. Masler, Thomas R. Shepherd, Andrew D. Flaster and Terrence M. Mullen were previously employed by Thomas H. Lee Partners, L.P.

The 1997 Thomas H. Lee Nominee Trust, The 1995 Harkins Gift Trust, the Smith Family Limited Partnership and the Robert Schiff Lee 1988 Irrevocable Trust are all organized in Massachusetts and are principally engaged in the business of investment in securities.

Each of the following officers of THL Investment Management Corp. is a United States citizen and, with the exception of Charles W. Robins and James Westra, is employed by Thomas H. Lee Partners, L.P., 100 Federal Street, 35th Floor, Boston, Massachusetts 02110:

Chief Executive Officer: Thomas H. Lee
c/o Thomas H. Lee Partners, L.P.,
100 Federal Street, 35th Floor, Boston, MA 02110

Chairman of the Board: Thomas H. Lee

President: David V. Harkins
c/o Thomas H. Lee Partners, L.P.,
100 Federal Street, 35th Floor, Boston, MA 02110

Vice Presidents: C. Hunter Boll
c/o Thomas H. Lee Partners, L.P.,
100 Federal Street, 35th Floor, Boston, MA 02110

Anthony J. DiNovi
c/o Thomas H. Lee Partners, L.P.,
100 Federal Street, 35th Floor, Boston, MA 02110

Thomas M. Hagerty
c/o Thomas H. Lee Partners, L.P.,
100 Federal Street, 35th Floor, Boston, MA 02110

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Joseph F. Pesce
c/o Thomas H. Lee Partners, L.P.,
100 Federal Street, 35th Floor, Boston, MA 02110

Scott A. Schoen
c/o Thomas H. Lee Partners, L.P.,
100 Federal Street, 35th Floor, Boston, MA 02110

Warren C. Smith, Jr.
c/o Thomas H. Lee Partners, L.P.,
100 Federal Street, 35th Floor, Boston, MA 02110

Scott M. Sperling
c/o Thomas H. Lee Partners, L.P.,

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100 Federal Street, 35th Floor, Boston, MA 02110

Seth W. Lawry
c/o Thomas H. Lee Partners, L.P.,
100 Federal Street, 35th Floor, Boston, MA 02110

Kent R. Weldon
c/o Thomas H. Lee Partners, L.P.,
100 Federal Street, 35th Floor, Boston, MA 02110

Treasurer: Joseph F. Pesce
c/o Thomas H. Lee Partners, L.P.,
100 Federal Street, 35th Floor, Boston, MA 02110

Assistant Treasurer: Charles Holden
c/o Thomas H. Lee Partners, L.P.,
100 Federal Street, 35th Floor, Boston, MA 02110

Clerk: Joseph F. Pesce
c/o Thomas H. Lee Partners, L.P.,
100 Federal Street, 35th Floor, Boston, MA 02110

Assistant Clerks: Charles W. Robins
Weil, Gotshal & Manges LLP
100 Federal Street, 34th Floor, Boston, MA 02110

James Westra
Weil, Gotshal & Manges LLP
100 Federal Street, 34th Floor, Boston, MA 02110

Charles Holden
c/o Thomas H. Lee Partners, L.P.,
100 Federal Street, 35th Floor, Boston, MA 02110

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SCHEDULE I

AFFILIATE HOLDERS

1997 Thomas H. Lee Nominee Trust, David V. Harkins, The 1995 Harkins Gift Trust, Scott A. Schoen, C. Hunter Boll, Scott M. Sperling, Anthony J. DiNovi, Thomas M. Hagerty, Warren C. Smith, Jr., Smith Family Limited Partnership, Seth W. Lawry, Kent R. Weldon, Terence M. Mullen, Todd M. Abbrecht, Charles A. Brizius, Scott Jaeckel, Soren Oberg, Thomas R. Shepherd, Wendy L. Masler, Andrew D. Flaster, Robert Schiff Lee 1988 Irrevocable Trust, Stephen Zachary Lee, Charles W. Robins as Custodian for Jesse Lee, Charles W. Robins, James Westra

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