

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	SECURITY INTEREST
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Decade Industries, Inc.		09/24/2004	CORPORATION: MINNESOTA

RECEIVING PARTY DATA	
Name:	Wells Fargo Bank, National Association, as Administrative Agent
Street Address:	201 3rd Street
Internal Address:	8th Floor
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94103
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 7		
Property Type	Number	Word Mark
Registration Number:	1600890	FOUNDATION
Registration Number:	2662879	SANUS SYSTEMS
Registration Number:	2674634	SANUS
Registration Number:	2810087	WOODBROOK
Registration Number:	2788549	ACCURATE
Serial Number:	76475032	VISIONMOUNT
Serial Number:	76566560	VUEPOINT

CORRESPONDENCE DATA	
Fax Number:	(916)329-4900
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	916-447-9200
Email:	lpartmann@orrick.com
Correspondent Name:	John Cook
Address Line 1:	400 Capitol Mall, Suite 3000
Address Line 2:	Orrick, Herrington & Sutcliffe LLP

CH \$190.00 1600890

Address Line 4: Sacramento, CALIFORNIA 95814

ATTORNEY DOCKET NUMBER:

1696-341/1640

NAME OF SUBMITTER:

Linda L. Partmann

**Total Attachments: 4**

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## GRANT OF SECURITY INTEREST

### TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of September 24, 2004, is executed by DECADE INDUSTRIES, INC., a Minnesota corporation (d/b/a Sanus Systems) ("Sanus Systems"), in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association, as Administrative Agent for the Lenders referenced below ("Administrative Agent").

A. Pursuant to that certain Credit Agreement, dated as of August 29, 2003 (as the same from time to time hereafter may be amended, modified, supplemented or restated, the "Credit Agreement"), by and among Chief Manufacturing, Inc., a Massachusetts corporation as successor by merger to Chief Manufacturing Acquisition Corp., a Delaware corporation ("CMI"), Chief Manufacturing Holding Corp., a Delaware corporation, the financial institutions party thereto from time to time (collectively, the "Lenders") and Wells Fargo Bank, National Association, as Administrative Agent, L/C Issuer, Swing Line Lender and a Lender, the Lenders have agreed to extend loans and other financial accommodations to CMA for the purposes, and on the terms and subject to the conditions, set forth in the Credit Agreement.

B. CMI intends to acquire all of the issued and outstanding capital stock of Sanus Systems, whereby Sanus Systems will become a wholly owned subsidiary of CMI.

C. Administrative Agent has required that Sanus Systems enter into that certain Subsidiary Guaranty Agreement, dated as of the date hereof, in favor of Administrative Agent on behalf of the Lenders, guaranteeing the Obligations as defined in the Credit Agreement.

D. Sanus Systems has adopted, used and is using the trademarks, more particularly described on Schedule 1 annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").

E. Sanus Systems has entered into a Security Agreement, dated as of the date hereof, with Administrative Agent (the "Security Agreement").

F. Pursuant to the Security Agreement, Sanus Systems has granted to Administrative Agent on behalf of the Lenders a security interest in all right, title and interest of Sanus Systems in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Sanus Systems does hereby further grant to the Administrative Agent on behalf of the Lenders a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.


Sanus Systems does hereby further acknowledge and affirm that the rights and remedies of Administrative Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Administrative Agent's address is:

201 3rd Street, 8th Floor  
San Francisco, CA 94103  
Attention: Tricia Mangabat  
Telephone: (415) 477-5390  
Facsimile: (415) 512-7059

IN WITNESS WHEREOF, CMI has caused this Grant of Security Interest to be executed as of the day and year first above written.

**DECADE INDUSTRIES, INC., a Minnesota corporation**

By:   
Name: John Blomquist  
Title: President

SCHEDULE 1 TO GRANT OF SECURITY INTEREST  
TRADEMARKS AND TRADEMARK APPLICATION

Granted

File No.	Trademark No.	Mark	Class(es)	Owner	Status
S522.22-0001	Reg No.: 1,600,890 Registered: 06-12-1990	FOUNDATION	20	Decade Industries, Inc.	Renewal Granted on 11-03-2000
S522.22-0004	Reg No.: 2,662,879 Registered: 12-17-2002	SANUS SYSTEMS	20	Decade Industries, Inc. d/b/a Sanus Systems	Received Certificate of Registration on 12-17-2002
S522.22-0005	Reg No.: 2,674,634 Registered: 01-14-2003	SANUS	20	Decade Industries, Inc. d/b/a Sanus Systems	Received Certificate of Registration on 01-14-2003
S522.22-0006	Reg No.: 2,810,087 Registered: 02-03-2004	WOODBROOK	9	Decade Industries, Inc. d/b/a Sanus Systems	Received Certificate of Registration on 02-03-2004
S522.22-0007	Reg No.: 2788549 Registered: 12-02-2003	ACCURATE	9	Decade Industries, Inc. d/b/a Sanus Systems	Received Certificate of Registration on 12-02-2003

Pending

File No.	Serial No.	Mark	Class(es)	Owner
S522.22-0008	76/475,032	VISIONMOUNT	20	Decade Industries, Inc. d/b/a Sanus Systems
S522.22-0009	76/566,560	VUEPOINT	20	Decade Industries, Inc. d/b/a Sanus Systems