

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Runco International, Inc.		06/29/2007	CORPORATION: OREGON

**RECEIVING PARTY DATA**

Name:	Bank of America, N.A.
Street Address:	2001 Clayton Road
Internal Address:	CA4-702-02-25
City:	Concord
State/Country:	CALIFORNIA
Postal Code:	94520-2405
Entity Type:	National Banking Association:

**PROPERTY NUMBERS Total: 35**

Property Type	Number	Word Mark
Registration Number:	3195406	
Registration Number:	1650654	CINEMAPRO
Registration Number:	2692816	CINEMAWALL
Registration Number:	2988324	DYNAMIC PIXEL PROTECTION
Registration Number:	3182932	IMAGIX
Registration Number:	3105674	LIVE LINK
Registration Number:	3105673	LIVELINK
Registration Number:	2772733	PIXEL FOR PIXEL
Registration Number:	2980649	PLASMAVIEW
Registration Number:	2908059	PLASMAWALL
Registration Number:	2035876	PROJECTAVISION
Registration Number:	2917053	REFLECTION
Registration Number:	2927390	RUNCO

CH \$890.00 3195406

Registration Number:	2142731	RUNCO
Registration Number:	2711009	RUNCO THE WORLD'S FINEST HOME THEATER PRODUCTS
Registration Number:	2683930	THEATER MANAGER
Registration Number:	2781309	VHD
Registration Number:	3103785	VIDEO XTREME
Registration Number:	1739519	VIDIKRON
Registration Number:	2892380	VIRTUAL HIGH DEFINITION
Registration Number:	3011455	VIRTUALWIDE
Registration Number:	2960009	VIVIX
Registration Number:	2687116	VIVX
Registration Number:	2358812	WIDE VISION
Serial Number:	78893651	CRYSTAL SERIES
Serial Number:	78964217	DUMONT
Serial Number:	78964159	DUNLAVY
Serial Number:	78893647	DVIEW
Serial Number:	76545330	INTELLIWIDE
Serial Number:	78966469	RADIANT
Serial Number:	78974028	RADIANT
Serial Number:	76107238	RUNCO VIVIX
Serial Number:	78484916	SUPERONYX
Serial Number:	77011423	VIDIKRON
Serial Number:	77024482	WIDEVISION

**CORRESPONDENCE DATA**

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Address Line 4: Portland, OREGON 97201-5630

ATTORNEY DOCKET NUMBER:	4900000-547 RUNCO
NAME OF SUBMITTER:	J. Alfred Murray
Signature:	/Al Murray/
Date:	09/28/2007

**TRADEMARK**

Total Attachments: 4

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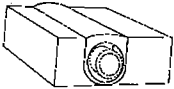
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**NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS**




United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of June 1, 2007 (as amended, restated, modified, renewed, supplemented or extended from time to time, the "Security Agreement") by and between Runco International, Inc., an Oregon corporation (the "Borrower") and Bank of America, N.A. (the "Agent"), the undersigned Borrower has granted a continuing security interest in and continuing lien upon, the trademarks registrations and the trademark applications shown below to the Agent for the benefit of itself and the Lenders under that certain Credit Agreement dated as of December 16, 2003 (as amended, restated, modified, renewed, supplemented or extended from time to time):

<u>Mark</u>	<u>Registration Number/Date</u>	<u>Application Number/Date</u>	<u>Class</u>
	3,195,406 09JA2007	76/477,991 23DE2002	IC 9
<b><i>CinemaPro</i></b>	1,650,654 16JL1991	74/078,564 16JL1990	IC 9
CINEMAWALL	2,692,816 04MR2003	76/386,336 21MR2002	IC 9
CRYSTAL SERIES		78/893,651 26MY2006	IC 9
DUMONT		78/964,217 30AU2006	IC 9
DUNLAVY		78/964,159 30AU2006	IC 9

<u>Mark</u>	<u>Registration Number/Date</u>	<u>Application Number/Date</u>	<u>Class</u>
DVIEW		78/893,647 26MY2006	IC 9
DYNAMIC PIXEL PROTECTION	2,988,324 23AU2005	76/591,692 12MY2004	IC 9
IMAGIX	3,182,932 12DE2006	78/655,097 21JE2005	IC 9
INTELLIWIDE		76/545,330 04SE2003	IC 9
	3,105,674 20JE2006	76/623,719 08DE2004	IC 9
LIVELINK	3,105,673 20JE2006	76/623,718 08DE2004	IC 9
PIXEL FOR PIXEL	2,772,733 07OC2003	76/322,298 09OC2001	IC 9
PLASMAVIEW	2,980,649 02AU2005	76/593,164 20MY2004	IC 9
PLASMAWALL	2,908,059 07DE2004	76/563,756 08DE2003	IC 9
PROJECTAVISION	2,035,876 04FE1997	74/279,952 01JE1992	IC 9
RADIANT		78/966,469 02SE2006	IC 9
		78/974,028 14SE2006	IC 9
REFLECTION	2,917,053 11JA2005	76/563,757 08DE2003	IC 9
RUNCO	2,927,390 22FE2005	76/545,331 04SE2003	IC 9

<u>Mark</u>	<u>Registration Number/Date</u>	<u>Application Number/Date</u>	<u>Class</u>
	2,142,731 10MR1998	75/266,450 31MR1997	IC 9
 THE WORLD'S FINEST HOME THEATER PRODUCTS	2,711,009 29AP2003	76/386,203 21MR2002	IC 9
RUNCO VIVIX		76/107,238 09AU2000	IC 9
SUPERONYX		78/484,916 16SE2004	IC 9
THEATER MANAGER	2,683,930 04FE2003	75/513,190 06JL1998	IC 9
VHD	2,781,309 11NO2003	76/401,767 26AP2002	IC 9
VIDEO XTREME	3,103,785 13JE2006	78/655,093 21JE2005	IC 9
VIDIKRON		77/011,423 02OC2006	IC 9
	1,739,519 15DE1992	74/106,396 16OC1990	IC 9
VIRTUAL HIGH DEFINITION	2,892,380 12OC2004	76/386,211 21MR2002	IC 9
VIRTUALWIDE	3,011,455 01NO2005	78/484,915 16SE2004	IC 9
VIVIX	2,960,009 07JE2005	76/107,240 09AU2000	IC 9

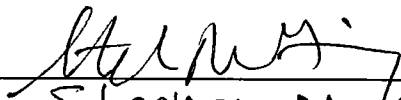
<u>Mark</u>	<u>Registration Number/Date</u>	<u>Application Number/Date</u>	<u>Class</u>
VIVX	2,687,116 11FE2003	76/107,239 09AU2000	IC 9
WIDE VISION	2,358,812 13JE2000	75/537,291 17AU1998	IC 9
WIDEVISION		77/024,482 18OC2006	IC 9

The Borrower and the Agent, hereby acknowledge and agree that the security interest in the foregoing trademarks and 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 or trademark application.

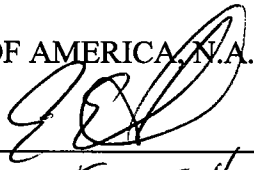
Dated: June 29, 2007

Very truly yours,

RUNCO INTERNATIONAL, INC., an  
Oregon corporation

By:   
Name: Stephen M. Going  
Title: Secretary

Acknowledged and Accepted:

BANK OF AMERICA, N.A.  
By:   
Name: Eric Edler  
Title: SVP