

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | SECURITY INTEREST |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------|----------|----------------|-----------------------|
| Vuzix Corporation | | 12/23/2010 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|-------------------|-----------------------------|
| Name: | LC Capital Master Fund Ltd |
| Street Address: | 680 Fifth Avenue |
| Internal Address: | 12th Floor |
| City: | New York |
| State/Country: | NEW YORK |
| Postal Code: | 10019 |
| Entity Type: | CORPORATION: CAYMAN ISLANDS |

PROPERTY NUMBERS Total: 15

| Property Type | Number | Word Mark |
|----------------------|----------|-------------------------|
| Serial Number: | 77267078 | 3D ZONE |
| Registration Number: | 3385610 | ACCUTILT |
| Serial Number: | 77766228 | BLADE |
| Registration Number: | 3478846 | GMD |
| Registration Number: | 3245574 | IWEAR |
| Serial Number: | 85136685 | ODIN |
| Registration Number: | 3763926 | SIGHTMATE |
| Registration Number: | 3513644 | |
| Registration Number: | 3387883 | TAC-EYE |
| Registration Number: | 3506062 | THE NEW VIRTUAL REALITY |
| Registration Number: | 2145089 | THE WAY IN |
| Serial Number: | 78663698 | VIDWEAR |
| Registration Number: | 3640396 | VIEW THE FUTURE |

CH \$390.00 77267078

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|----------------------|----------|-------|
| Registration Number: | 3603362 | VUZIX |
| Serial Number: | 77766237 | WRAP |

CORRESPONDENCE DATA

Fax Number: (212)480-8421
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-574-1200
Email: trademarks@sewkis.com
Correspondent Name: Beth H. Alter/Seward & Kissel LLP
Address Line 1: One Battery Park Plaza
Address Line 4: New York, NEW YORK 10004

| | |
|--------------------|-----------------|
| NAME OF SUBMITTER: | Beth H. Alter |
| Signature: | /Beth H. Alter/ |
| Date: | 12/30/2010 |

Total Attachments: 6
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INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS INTELLECTUAL PROPERTY SECURITY AGREEMENT is entered into as of December 3, 2010, by and between LC CAPITAL MASTER FUND LTD, a Cayman Islands corporation ("Lender") and VUZIX CORPORATION, a Delaware corporation ("Grantor").

RECITALS

Lender has agreed to advance money and to extend certain financial accommodation to Grantor (the "Loan") in the amounts and manner set forth in that certain Loan and Security Agreement by and between Lender and Grantor (as amended from time to time, the "Loan Agreement") dated of even date herewith. Capitalized terms used herein have the meaning assigned in the Loan Agreement. Lender is willing to make the credit extensions to Grantor, but only upon the condition, among others, that Grantor shall grant to Lender a security interest in all of Grantor's right title, and interest in, to and under all of the Collateral whether presently existing or hereafter acquired

NOW, THEREFORE, Grantor agrees as follows:

AGREEMENT

To secure performance of Grantor's obligations under the Loan Agreement, Grantor grants to Lender a security interest in all of Grantor's right, title and interest in Grantor's intellectual property (including without limitation those Copyrights, Patents and Trademarks listed on Exhibits A, B and C hereto), including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits). This security interest is granted in conjunction with the security interest granted to Lender under the Loan Agreement. Each right, power and remedy of Lender provided for herein shall not preclude the simultaneous or later exercise by Lender of any or all other rights, powers or remedies.

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed as of the first date written above.

Address of Borrower:

VUZIX CORPORATION

Vuzix Corporation
75 Town Centre Drive
Rochester, NY 14623
Attn: Grant Russell, EVP and CFO

By: [Signature]
Title: President

Address of Lender:

LC CAPITAL MASTER FUND LTD

LC Capital Master Fund Ltd
680 Fifth Avenue 12th Fl
New York, NY 10019
Attn: Michael Venezia

By: [Signature]
Title: Director

EXHIBIT A

Copyrights

| Title | Registration Number | Registration Date |
|--------------|----------------------------|--------------------------|
| N/A | | |

EXHIBIT B

Patents

| Title | Serial/ Patent Number | Application/ Issue Date |
|--|------------------------------|--------------------------------|
| Methods of Adaptive Encoding and Decoding Video Signals | 2009-547233 | November 9, 2007 |
| Adjustable Attachment Mechanism | D 596,012 | July 14, 2009 |
| Agile Holographic Optical Phased Array Device and Applications | 12/061,390 | April 2, 2008 |
| Beam segmentor for enlarging viewing aperture of microdisplay | 12/418,318 | April 3, 2009 |
| Beam segmentor for enlarging viewing aperture of microdisplay | PCT/US09/69910 | December 31, 2009 |
| Binocular Display With Improved Contrast Uniformity | 2,636,283 | December 20, 2006 |
| Binocular Display With Improved Contrast Uniformity | 06846708.3 | December 20, 2006 |
| Binocular Display with improved contrast uniformity | 7,515,344 | April 7, 2009 |
| Compact near eye display with scanned image generation | 12/631,083 | December 4, 2009 |
| Compound Light Guide for Video Display (PROVISIONAL) | 61/219,630 | June 23, 2009 |
| Computer Hand Controller | D 385,539 | December 21, 1995 |
| Computer Hand Controller | D 380,208 | June 24, 1997 |
| Computer Hand Controller | D 376,790 | December 24, 1996 |
| Computer Tracking System (Controller for Graphical Display) | 6,788,286 | September 7, 2004 |
| Controllable Light Array for Projection Image Display | 12/631,073 | December 4, 2009 |
| Controllable Light Array for Projection Image Display | PCT/US09/66716 | December 4, 2009 |
| Foam Pad | D 378,700 | December 21, 1995 |
| Hand Controller | D 385,540 | December 21, 1995 |
| Hand Controller | D 385,541 | October 28, 1997 |
| Hand Controller R | D 385,263 | October 21, 1997 |
| Head Tracking Apparatus | 5,373,857 | December 20, 1994 |
| Headset | D 381,646 | July 29, 1997 |
| Headset for Presenting Video and Audio Signals to a Wearer | 6,150,998 | August 11, 1997 |
| Headset for Presenting Video and Audio Signals to a Wearer | 5,682,172 | October 28, 1997 |
| Image Display | 6,870,532 | March 22, 2005 |
| Methods of Adaptive Encoding And Decoding Video Signal | 11/626,690 | January 24, 2007 |
| Methods of Displaying Portions of Split Screen Displays | 12/251,878 | October 15, 2008 |
| Micro-Display Engine | 7,133,207 | November 7, 2006 |
| Micro-Display Engine | 7,397,607 | July 8, 2008 |
| Personal Video Display Device | D 566,744 | April 15, 2008 |
| Personal Video Display Device | 1312096 | September 7, 2007 |
| Personal Video Display Device | 000694435-0001 | March 8, 2007 |
| Personal Video Display Device | 119784 | September 25, 2008 |
| Personal Video Display Device | ZL200730006385.3 | May 6, 2009 |
| Personal Video Display Device | 11/470,985 | September 7, 2006 |
| Personal Video Display Device | D 579,014 | October 21, 2008 |
| Personal Video Display Device | 000811906-0001 | October 4, 2007 |
| Personal Video Display Device | 1335703 | June 13, 2008 |

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| Personal Video Display Device | 122544 | June 22, 2009 |
| Personal Video Display Device | ZL200730323717.X | April 29, 2009 |
| Personal Video Display Device | 68119 | October 16, 2008 |
| Personal Video Display Device | D 591,326 | April 28, 2009 |
| Personal Video Display Device | D 621,805 | January 7, 2009 |
| Portable Virtual Display | D 517,066 | March 14, 2006 |
| Portable Virtual Display | 000347166-0001 | May 30, 2005 |
| Portable Virtual Display | 1263271 | January 6, 2006 |
| Portable Virtual Display | 200530016863.X | October 25, 2006 |
| Portable Virtual Display | D 512,985 | December 20, 2005 |
| Prismatic ocular device and personal video display device incorporating same | 12/618,456 | November 13, 2009 |
| Selectively Adjustable Mounting Assembly | 7,568,672 | August 4, 2009 |
| Traveling Lens Video Display | 11/938038 | November 9, 2007 |
| Two Stage Optical System for Head Mounted Display | 2002-502497 | June 8, 2001 |
| Two Stage Optical System for Head Mounted Display | 6,417,970 | July 9, 2002 |
| Two Stage Optical System for Head Mounted Display | 6,636,359 | October 23, 2003 |
| Video Image Viewing Device and Method | 5,973,727 | October 26, 1999 |
| Video Image Viewing Device and Method | 6,181,367 | January 30, 2001 |
| Video Image Viewing Device and Method | ZL 98109836.3 | January 12, 2005 |
| Video Image Viewing Device and Method | 4181660 | September 5, 2008 |
| Virtual Display Eyeglasses | 000347174-0001 | Mat 30, 2005 |
| Virtual Display Eyeglasses | 1282816 | August 18, 2006 |
| Virtual Display Eyeglasses | ZL200530016861.0 | October 24, 2006 |
| Virtual Display Eyeglasses | 1283096 | August 18, 2006 |
| Virtual Display Eyeglasses | D 556,815 | December 4, 2007 |
| Virtual Display Eyeglasses | D 513,031 | December 20, 2005 |
| Virtual Display Eyeglasses | 000191630-0001 | June 17, 2004 |
| Virtual Display Eyeglasses | 1236623 | March 4, 2005 |
| Virtual Display Headset | 7,190,330 | March 13, 2007 |
| Virtual Reality Headset | D 369,595 | May 7, 1996 |

EXHIBIT C

Trademarks

| <u>Description</u> | <u>Serial / Registration Number</u> | <u>Application /Registration Date</u> |
|-------------------------|-------------------------------------|---------------------------------------|
| 3DZONE | 77/267,078 | August 29, 2007 |
| 3DZone | 6571511 | February 29, 2008 |
| 3DZone | 1,386,229 | February 28, 2008 |
| 3DZone | 2008705858 | February 29, 2008 |
| 3DZone | 006713028 | January 29, 2009 |
| 3DZone | 5223916 | March 17, 2008 |
| ACCUTILT | 3,385,610 | February 19, 2008 |
| ACCUTILT | 351842 | June 4, 2008 |
| ACCUTILT | 5934594 | December 14, 2009 |
| ACCUTILT | 5080732 | September 28, 2007 |
| ACCUTILT | 005734058 | February 19, 2008 |
| ACCUTILT | TMA729,137 | November 21, 2008 |
| BLADE | 77/766,228 | June 23, 2009 |
| BLADE | 1464603 | December 18, 2009 |
| BLADE | (China) | n/a |
| BLADE | 2009-96902 | December 22, 2009 |
| BLADE | 008773012 | June 15, 2010 |
| EYETONOMY | 006874655 | May 20, 2009 |
| GMD Mark & Skull Design | 1366653 | October 1, 2007 |
| GMD Mark & Skull Design | 3,478,846 | August 5, 2008 |
| GMD Mark & Skull Design | 00630625 | September 11, 2008 |
| IWEAR | 3,245,574 | May 22, 2007 |
| IWEAR | TMA729,667 | November 27, 2008 |
| IWEAR | 5502224 | July 7, 2009 |
| IWEAR | 005211867 | June 14, 2007 |
| IWEAR | 5096931 | December 7, 2007 |
| IWEAR | 335327 | October 8, 2007 |
| ODIN | 85/136,685 | September 23, 2010 |
| SIGHTMATE | 6683297 | April 25, 2008 |
| SIGHTMATE | 3,763,926 | March 23, 2010 |
| SIGHTMATE | TMA756,420 | May 5, 2010 |
| SIGHTMATE | 006873046 | June 5, 2009 |
| SIGHTMATE | 375565 | March 25, 2009 |
| Swoosh design | 6493110 | January 4, 2008 |
| Swoosh design | 3,513,644 | October 7, 2008 |
| Swoosh design | 006356951 | October 23, 2008 |
| Swoosh design | 5206237 | February 20, 2009 |
| Swoosh design | TMA755,704 | December 18, 2009 |
| Swoosh design | 366056 | December 1, 2008 |
| TAC-EYE | 3,387,883 | February 26, 2008 |
| TAC-EYE | TMA740,374 | May 20, 2009 |
| TAC-EYE | 006277909 | August 18, 2009 |
| THE NEW VIRTUAL REALITY | 3,506,062 | September 23, 2008 |
| THE NEW VIRTUAL REALITY | 006447973 | October 23, 2008 |
| THE WAY IN | 2,145,089 | March 17, 1998 |
| VIDEO EYEWEAR | 4933504 | March 3, 2006 |
| VIDWEAR | 78/663,698 | July 5, 2006 |
| VIDWEAR | 004797445 | January 22, 2007 |
| VIEW THE FUTURE | 6493111 | January 4, 2008 |
| VIEW THE FUTURE | 1,385,408 | February 22, 2008 |

| <u>Description</u> | <u>Serial / Registration Number</u> | <u>Application / Registration Date</u> |
|--------------------|-------------------------------------|--|
| VIEW THE FUTURE | 3,640,396 | June 16, 2009 |
| VIEW THE FUTURE | 006355879 | December 3, 2008 |
| VIEW THE FUTURE | 5206239 | February 20, 2009 |
| VIEW THE FUTURE | 370978 | February 2, 2009 |
| VUZIX | 6493114 | January 4, 2008 |
| VUZIX | 3,603,362 | April 7, 2009 |
| VUZIX | 006355002 | October 23, 2008 |
| VUZIX | 5206238 | February 20, 2009 |
| VUZIX | TMA758,617 | February 2, 2010 |
| VUZIX | 368567 | December 25, 2008 |
| WRAP | 77/766,237 | June 23, 2009 |
| WRAP | 1,464,772 | December 23, 2009 |
| WRAP | n/a | n/a |
| WRAP | n/a | n/a |
| WRAP | 008773475 | June 15, 2010 |

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