

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM299065

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT FOR SECURITY TRADEMARKS

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Digital Ally, Inc.		03/24/2014	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	Hudson Bay Master Fund Ltd.
Street Address:	c/o Hudson Bay Capital Management LP, 777 Third Avenue
Internal Address:	30TH fLOOR
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	Exempt Company: CAYMAN ISLANDS

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Serial Number:	77662595	DIGITAL ALLY ONE ZERO ONE ZERO ONE ONE Z
Serial Number:	77664389	DIGITAL ALLY
Serial Number:	76978644	DIGITAL ALLY
Serial Number:	77807069	VOICEVAULT
Serial Number:	77807078	VOICE VAULT
Serial Number:	77807088	VOICE VAULT ADVANCED WIRELSS MIC
Serial Number:	85066487	LASER ALLY
Serial Number:	85581194	VUVAULT
Serial Number:	85581203	VUCOMMAND
Serial Number:	85581212	VU COMMAND
Serial Number:	86052359	VULINK
Serial Number:	86089530	MICROVU

CORRESPONDENCE DATA

Fax Number: 2125935955

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 212-756-2336

Email: melissa.karp@srz.com

Correspondent Name: M. Karp c/o Schulte Roth & Zabel LLP

TRADEMARK

Address Line 1: 919 Third Avenue
Address Line 2: 22nd Floor
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 065903-0068

NAME OF SUBMITTER: Melissa Karp (065903-0068)

SIGNATURE: /kc for mk/

DATE SIGNED: 03/24/2014

Total Attachments: 11

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ASSIGNMENT FOR SECURITY

TRADEMARKS

WHEREAS, **Digital Ally, Inc.** (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Pledge and Security Agreement, dated as of March 24, 2014 (as amended, restated or otherwise modified from time to time the "Security Agreement"), in favor of **Hudson Bay Master Fund Ltd.**, as collateral agent for certain buyers (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Buyers (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the "Obligations" (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Buyers a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of the Buyers observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral 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.

IN WITNESS WHEREOF, the Assignor has caused this Assignment for Security to be duly executed by its officer thereunto duly authorized as of March 24, 2014

Digital Ally, Inc.

By: Thomas J. Heckman
Name: Thomas J. Heckman
Title: CFO

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

Trademarks and Trademark Applications

[See Attached]

Schedule II-B

TRADEMARKS

[See Attached]

4074-US	United States of America	DIGITAL ALLY and Design	09	<p>Digital imaging and audio recording devices for surveillance purposes, namely, digital video and still cameras; Digital Video Recorders (DVR), Rear-view mirror based and non-mirror based in-car video surveillance systems, Rear-view mirror based and non-mirror based event cameras, Monocycle and other vehicle-mounted digital video surveillance systems; Body worn video surveillance systems; Digital video helmet cameras; Digital video flashlight; Digital video surveillance systems for use mounted on weapons; Digital video systems for buses, school buses, and other fleet vehicles; Digital vehicles microphone/digital audio records systems for use with surveillance systems; Digital video and microphone and wireless microphone systems incorporating GPS location technology and "video down" technology; digital vehicles microphone incorporating GPS location technology and "video down" technology; Software for collection, download, and management of video, audio, and other case evidence in mobile and stationary systems; Video evidence analysis software; Digital video evidence storage solutions, namely software to be used as a solution to storage digital video evidence; Wireless download systems for evidence retrieval and storage; Interface and accuracy equipment for use with digital video and live cabmount systems, namely cables and interface boxes; Automatic license plate recognition systems; Assembly line recognition systems; Backup storage media for the nature of CD, DVD, and flash memory cards for use with digital video surveillance systems; Transmitters in the nature of radio and/or telephone transmitters.</p>	Registered	07-Apr-2009	127912	24-Feb-2011	133129	07-Apr-2019
4074-US	United States of America	DIGITAL ALLY and Design	09	<p>Digital imaging and audio recording devices for surveillance purposes, namely, digital video and still cameras; Digital Video Recorders (DVR), Rear-view mirror based and non-mirror based in-car video surveillance systems, Rear-view mirror based and non-mirror based event cameras, for both commercial and non-commercial vehicles; Monocycle and other vehicle mounted digital video surveillance systems; Body worn video surveillance systems; Digital video helmet cameras; Digital video flashlights; Digital video surveillance systems for use mounted on weapons; Digital video surveillance systems for buses, school buses, and other fleet vehicles; Digital vehicles microphone/digital audio records systems for use with surveillance systems; Digital vehicles microphone and wireless microphone systems incorporating GPS location technology and "video down" technology; digital vehicles microphone incorporating GPS location technology and "video down" technology; Software for collection, download, and management of video, audio, and other case evidence in mobile and stationary systems; Video evidence analysis software; Digital video evidence storage solutions, namely software to be used as a solution to storage digital video evidence; Wireless download systems for evidence retrieval and storage; Interface and accuracy equipment for use with digital video and live cabmount systems, namely cables and interface boxes; Automatic license plate recognition systems; Assembly line recognition systems; Backup storage media for the nature of CD, DVD, and flash memory cards for use with digital video surveillance systems; Transmitters in the nature of radio and/or telephone transmitters.</p>	Registered	08-Feb-2009	17162595	23-Mar-2010	370290	8 & 15 Dec 29-Mar-2016

44025-US	United States of America	VU COMMAND and Design	09	AMENDED: software for the purpose of recording, collecting, downloading, managing, and analyzing video, audio, and other case evidence in the field of law enforcement.	Registered	27-Mar-2012	856981212	16-Apr-2013	432074	8 & 15 des 16-Apr-2013
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Pending Trademarks

Docket No.	Country	Trademark	Class	Goods and Services	Status	App. Date	App. No.	Due Date	Description
45480-US	United States of America	Vu Ink	09	Software that connects and communicates between an on-vehicle camera and an in-vehicle camera for recording, collecting, downloading, and managing video, audio, and other case evidence in the field of law enforcement.	Pending	30-Aug-2013	860892559		
45761-US	United States of America	MICROVU	09	Digital imaging system comprising a camera, operating software, video and audio recorder.	Pending	11-Oct-2013	860892530		
46133-US	United States of America	EVIDENCE CAPTURE ASSURANCE	09	digital audio recorder, digital video recorder, and transmitter system comprising wireless microphones, digital audio recorder, digital video recorder, transmitters in the nature of radio or telephone transmitters, or both, and global positioning systems used primarily to save occurrences and provide a time and time stamp for the associated audio recording, for use in connection with law enforcement, surveillance and security operations.	Not yet filed				
46134-US	United States of America	ECA	09	digital audio recorder, digital video recorder, and transmitter system comprising wireless microphones, digital audio recorder, digital video recorder, transmitters in the nature of radio or telephone transmitters, or both, and global positioning system used primarily to save occurrences and provide a time and time stamp for the associated audio recording, for use in connection with law enforcement, surveillance and security operations.	Not yet filed				