

01-29-2002



ET

.Y

Docket No.:

Tab settings

101971006

To the Honorable Commissioner of Pa

attached original documents or copy thereof.

1. Name of conveying party(ies):

eMagin Corporation

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: November 21, 2001

2. Name and address of receiving party(ies):

Name: Versus Support Services Inc.

Internal Address:

Street Address: 520 Madison Avenue, 38th Floor

City: New York State: NY ZIP: 10016

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

See attached
Schedule A

B. Trademark Registration No.(s)

JAN 15 2002

Additional numbers Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mary Dalton Baril, Esq.

Internal Address:

McGuireWoods LLP

Street Address: One James Center, 901 East Cary Street

City: Richmond State: VA ZIP: 23219-4030

6. Total number of applications and registrations involved:

10

7. Total fee (37 CFR 3.41):.....\$ \$265.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

01/29/2002 LMJELLER 00000066 75739315

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 OP
225.00 OP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Mary Dalton Baril

Name of Person Signing

Mary Dalton Baril

Signature

11/28, 2001
Date

8

Total number of pages including cover sheet, attachments, and

1.15.02

Schedule A

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
EGLASS	75/739,315	6/99
LUMINATOR	75/739,316	6/99
POCKET MONITOR	75/739,318	6/99
SPECTRA	75/739,317	6/99
VISIONARY	75/739,319	6/99
EMAGIN	75/856,770	11/99
EVANTEC	75/853,675	11/99
EVANTIC	75/853,676	11/99
LUMIC	75/853,894	11/99
ELUMIC	75/853,679	11/99

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, EMAGIN CORPORATION, a Delaware corporation (the "Grantor") with principal offices at 2070 Route 52, Hopewell Junction, New York 12533, hereby assigns and grants to Verus Support Services Inc., as Collateral Agent, with principal offices at 520 Madison Avenue, 38th Floor, New York, New York 10016 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of November 20, 2001 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

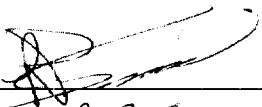
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

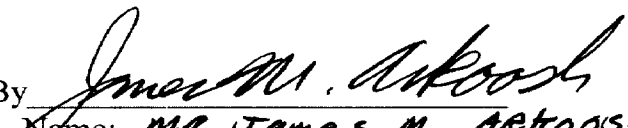
[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 21st day of November, 2001.

EMAGIN CORPORATION, Grantor

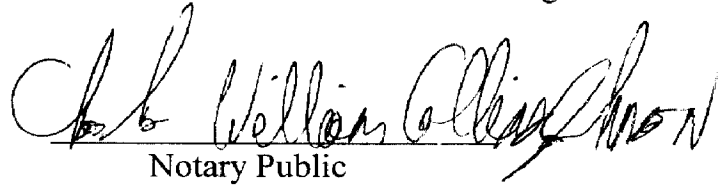
By 
Name: A.P. SAVADELLIS
Title: CFO

VERUS SUPPORT SERVICES INC.,
as Collateral Agent and Grantee

By 
Name: MR JAMES M. ARKOOSH
Title: Chief operating officer

STATE OF New York)
COUNTY OF New York) ss:

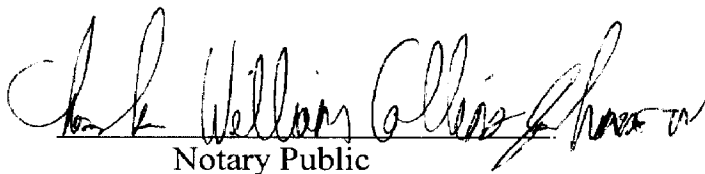
On this 21st day of November, 2001, before me personally came Mr. Andrew Savadelis who, being by me duly sworn, did state as follows: that he is a duly authorized officer of eMagin Corporation, that he is authorized to execute the foregoing Grant on behalf of said eMagin Corporation and that he did so by authority of the Board of Directors of said eMagin Corporation.


Notary Public

CHARLES WILLIAM COLLINS JOHNSON
Notary Public, State of New York
No. 01JO6058714
Qualified in Kings County
Certificate Filed in New York County
Commission Expires May 14, 2003

STATE OF New York
COUNTY OF New York SS:

On this 21st day of November, 2001, before me personally came Mr. James M. Arkoosh who, being by me duly sworn, did state as follows: that he is a duly authorized officer of Verus Support Services Inc., that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.


Notary Public

CHARLES WILLIAM COLLINS JOHNSON
Notary Public, State of New York
No. 01JO6058714
Qualified in Kings County
Certificate Filed in New York County
Commission Expires May 14, 2003

Schedule A

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
EGLASS	75/739,315	6/99
LUMINATOR	75/739,316	6/99
POCKET MONITOR	75/739,318	6/99
SPECTRA	75/739,317	6/99
VISIONARY	75/739,319	6/99
EMAGIN	75/856,770	11/99
EVANTEC	75/853,675	11/99
EVANTIC	75/853,676	11/99
LUMIC	75/853,894	11/99
ELUMIC	75/853,679	11/99