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Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

EMAGIN CORPORATION
2070 Route 52
Hopewell Junction, New York 12533

2003 APR 25 AM 11:18

FINANCE SECTION
4:25:03

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

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

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

Name: ALLIGATOR HOLDINGS, INC.

Internal Address: _____

Street Address: 444 Park Avenue

City: New York State: NY ZIP: 10016

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State NEW YORK
- 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

3. Nature of conveyance:

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

Execution Date: April 22, 2003

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

A. Trademark Application No.(s)

SCHEDULE
A
ATTACHED

B. Trademark Registration No.(s)

Additional numbers Yes No

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

Name: Michael R. Graif, CHADBOURNE & PARKE LLP

Internal Address: _____

04/30/2003 TBIAZI 00000212 031240 75739315

01 FC:8521 40.00 CH
02 FC:8522 25.00 CH
Address: Rockefeller Plaza

City: New York State: NY ZIP: 10112

6. Total number of applications and registrations involved:..... 2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03-1240

DO NOT USE THIS SPACE

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.

Michael R. Graif, Reg. No. 47,298

Name of Person Signing

Signature

April 22, 2003

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

SCHEDULE OF U.S. MARKS

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
EGLASS	75/739,315	6/99
EMAGIN	75/856,770	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 ALLIGATOR HOLDINGS, INC., as Collateral Agent, with principal offices at 444 Park Avenue South, 11th Floor, New York, NY 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, Virtual Vision, Inc., the other assignors from time to time party thereto and the Grantee, dated as of April 25, 2003 (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

_ day of April, 2003.

EMAGIN CORPORATION, Grantor

By _____
Name:
Title:

ALLIGATOR HOLDINGS, INC.,
as Collateral Agent and Grantee

By _____
Name:
Title:

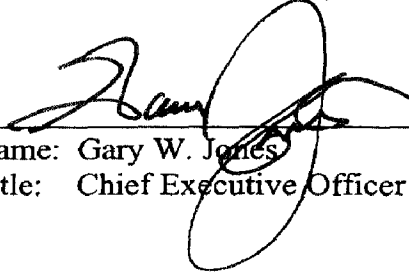
SIGNATURE PAGE TO GRANT OF SECURITY INTERESTS IN TRADEMARKS

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

25 day of April, 2003.

EMAGIN CORPORATION, Grantor

By


Name: Gary W. Jones
Title: Chief Executive Officer

ALLIGATOR HOLDINGS, INC.,
as Collateral Agent and Grantee

By _____

Name:

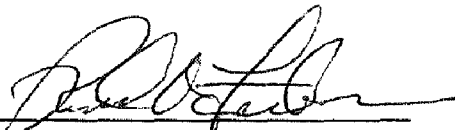
Title:

STATE OF New York)

) ss.:

COUNTY OF New York)

On this 25 day of April, 2003 before me personally came GARY
W. JONES who, being by me duly sworn, did state as follows: that [s]he is
CEO of eMagin Corporation, that [s]he is authorized to execute the foregoing
Grant on behalf of said eMagin Corporation and that [s]he did so by authority of the
Board of Directors of said eMagin Corporation.



Notary Public

RICHARD A. FRIEDMAN
Notary Public, State of New York
No. 02FR6002418
Qualified in New York County
Commission Expires Feb. 9, 2006

SIGNATURE PAGE TO GRANT OF SECURITY INTERESTS IN TRADEMARKS

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

25 day of April, 2003.

EMAGIN CORPORATION, Grantor

By _____

Name: Gary W. Jones

Title: Chief Executive Officer

ALLIGATOR HOLDINGS, INC.,
as Collateral Agent and Grantee

By _____

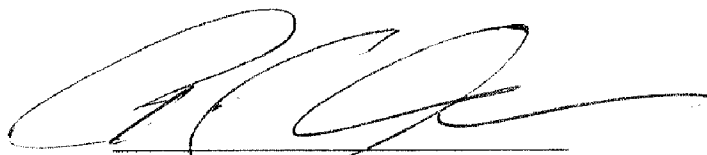
Name:  Steven Gold

Title: President

STATE OF New York)

COUNTY OF New York) ss:

On this 22nd day of April, 2003, before me personally came Steven Gold who, being by me duly sworn, did state as follows: that [s]he is President of Alligator Holdings, Inc. that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.



Notary Public

PAUL OSTENSEN
Notary Public, State of New York
No. 01OS5083620
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires Aug. 18, 2005