

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
eMagin Corporation		07/21/2006	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Alexandra Global Master Fund Ltd.
<b>Street Address:</b>	c/o Alexandra Investment Management, LLC
<b>Internal Address:</b>	767 Third Avenue, 39th Floor
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10017
<b>Entity Type:</b>	International business company: VIRGIN ISLANDS, BRITISH

**PROPERTY NUMBERS Total: 13**

Property Type	Number	Word Mark
Serial Number:	78463416	VIRTUAL VISION VERACITY
Serial Number:	78463402	VERACITY
Serial Number:	78235749	EGLASS
Serial Number:	78853656	PRIVATE EYES
Serial Number:	78853655	PRIVATE EYE
Serial Number:	78852411	EYEVIEWER
Serial Number:	78852409	EYEWITNESS
Serial Number:	78541421	Z800 3D VISOR
Serial Number:	78667562	PERSONAL VIEWER
Serial Number:	78667564	3DVISOR
Serial Number:	78720607	EYEBUD
Serial Number:	75856770	EMAGIN
Serial Number:	78667565	GET INSIDE THE GAME

OP \$340.00 78463416

CORRESPONDENCE DATA

Fax Number: (212)292-5391

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 212-292-5390

Email: mail@ipcounselors.com

Correspondent Name: Jason M. Drangel

Address Line 1: 60 East 42nd Street

Address Line 2: Suite 820

Address Line 4: New York, NEW YORK 10165

ATTORNEY DOCKET NUMBER:	1494-151
NAME OF SUBMITTER:	Jason M. Drangel
Signature:	/jason m. drangel/
Date:	07/24/2006

Total Attachments: 5  
source=tmsec#page1.tif  
source=tmsec#page2.tif  
source=tmsec#page3.tif  
source=tmsec#page4.tif  
source=tmsec#page5.tif

**TRADEMARK COLLATERAL ASSIGNMENT  
AND SECURITY AGREEMENT**

This **TRADEMARK SECURITY AGREEMENT**, dated as of July 21, 2006, made by eMagin Corporation, a Delaware corporation (the "Grantor"), to Alexandra Global Master Fund Ltd., a British Virgin Islands international business company, as collateral agent (in such capacity, the "Collateral Agent") on behalf of the Holders.

**W I T N E S S E T H:**

**WHEREAS**, the Grantor has acquired an interest in certain trademarks identified in **Exhibit 1** hereto (the "Trademarks");

**WHEREAS**, the Grantor and the Buyers are parties to certain Note Purchase Agreements, dated as of July 21, 2006 (as from time to time amended or supplemented, the "Note Purchase Agreements"), pursuant to which, among other things, the Buyers have agreed to purchase up to \$7,000,000 aggregate principal amount of 6% Senior Secured Convertible Notes due 2007-2008 (the "Notes") of the Grantor;

**WHEREAS**, it is a condition precedent to the several obligations of the Buyers to purchase their respective Notes that the Grantor shall have executed and delivered a Patent and Trademark Security Agreement to the Collateral Agent for the ratable benefit of the Holders;

**WHEREAS**, the Grantor wishes to grant to Collateral Agent a security interest in certain of its property and assets to secure the performance of its obligations under the Notes;

**WHEREAS**, the Grantor is contemporaneously entering into a Security Agreement and a Patent and Trademark Security Agreement with the Collateral Agent for the ratable benefit of the Holders;

**WHEREAS**, the Grantor and the Collateral Agent by this instrument seek to confirm and make a record of the collateral assignment of and grant of a security interest in the Trademarks.

**NOW, THEREFORE**, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Grantor does hereby acknowledge and confirm that it has made a collateral assignment to the Collateral Agent of, and has granted to the Collateral Agent a security interest in, all of the Grantor's interests the Trademarks. The Grantor also acknowledges and confirms that the rights and remedies of Collateral Agent with respect to the collateral assignment of and security interests in the Trademarks acknowledged and confirmed hereby are more fully set forth in the Patent and Trademark Security Agreement and the Security Agreement, the terms and provisions of which are incorporated herein by reference.

**EMAGIN CORPORATION**


By: \_\_\_\_\_

Name:

Title:

**ALEXANDRA GLOBAL MASTER  
FUND LTD., as Collateral Agent**

By: **ALEXADRA INVESTMENT  
MANAGEMENT, LLC,  
as Investment Advisor**

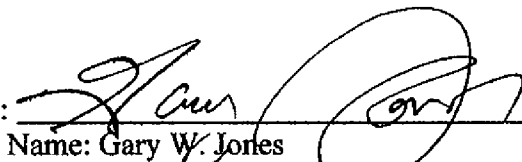
By:  \_\_\_\_\_

Name: Mikhail Filimonov

Title: Chairman and Chief Executive  
Officer

**NOW, THEREFORE**, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Grantor does hereby acknowledge and confirm that it has made a collateral assignment to the Collateral Agent of, and has granted to the Collateral Agent a security interest in, all of the Grantor's interests the Trademarks. The Grantor also acknowledges and confirms that the rights and remedies of Collateral Agent with respect to the collateral assignment of and security interests in the Trademarks acknowledged and confirmed hereby are more fully set forth in the Patent and Trademark Security Agreement and the Security Agreement, the terms and provisions of which are incorporated herein by reference.

**EMAGIN CORPORATION**

By:   
Name: Gary W. Jones  
Title: Chief Executive Officer

**ALEXANDRA GLOBAL MASTER  
FUND LTD., as Collateral Agent**

By: **ALEXADRA INVESTMENT  
MANAGEMENT, LLC, as  
Investment Advisor**

By: \_\_\_\_\_  
Name:  
Title:

For eMagin Corporation:

STATE OF Washington ) SS:

COUNTY OF King )

Subscribed and sworn to this 14 day of July 2006.

Carol A Miller

Notary Public

My Commission Expires: 3/22/09



TRADEMARK

REEL: 003354 FRAME: 0040

**EXHIBIT 1**

**Trademarks and Trademark Licenses**

<b>Serial App. No.</b>	<b>Item</b>	<b>Status</b>	<b>Filing Date</b>	<b>Published, Allowed, or Registered</b>
78-463416	VIRTUAL VISION VERACITY (Block letters)	Allowed - 1st extension of time granted	Aug 6, 2004	P May 2, 2006
78-463402	VERACITY (Block letters)		Aug 6, 2004	A Sep 27, 2005
78-235749	EGLASS	Registered, Int'l	Apr 9, 2003	R Aug 17, 2004
78-853656	PRIVATE EYES (Block letters)	Pending - Initialized, Int'l	Apr 4, 2006	
78-853655	PRIVATE EYE	Pending - Initialized, Int'l	Apr 4, 2006	
78-852411	EYEVIEWER	Pending - Initialized, Int'l	Apr 3, 2006	
78-852409	EYEWITNESS (	Pending - Initialized, Int'l	Apr 3, 2006	
78-541421	Z800 3D VISOR	Pending - Non-final action, Int'l	Jan 3, 2005	
78-667562	PERSONAL VIEWER	Pending - Non-final action, Int'l	Jul 11, 2005	
78-667564	3DVISOR	Pending - Suspension letter, Int'l	Jul 11, 2005	
78-667565	GET INSIDE THE GAME	Pending - Non-final action, Int'l	Jul 11, 2005	
78-720607	EYEBUD	Pending - Non-final action, Int'l	Sep 26, 2005	
75-856770	EMAGIN	Registered, Int'l	Nov 23, 1999	R Mar 23, 2004
74-285,321	VIRTUAL VISION	Registered	June 16, 1992	Dec. 6, 1994