

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/04/2009
CONVEYING PARTY DATA	
Name	Execution Date
Axsys Technologies, Inc.	06/04/2009
RECEIVING PARTY DATA	
Name:	General Dynamics Advanced Information Systems, Inc.
Street Address:	12450 Fair Lakes Circle
City:	Fairfax
State/Country:	VIRGINIA
Postal Code:	22033
Name:	Vision Merger Sub, Inc.
Street Address:	12450 Fair Lakes Circle
City:	Fairfax
State/Country:	VIRGINIA
Postal Code:	22033
PROPERTY NUMBERS Total: 2	
Property Type	Number
Patent Number:	5999302
Patent Number:	5610751
CORRESPONDENCE DATA	
Fax Number:	(480)385-5061
Phone:	4803855060
Email:	docketing@ifllaw.com
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Correspondent Name:	INGRASSIA FISHER & LORENZ P.C.
Address Line 1:	7010 E. Cochise Road

OP \$80.00 5999302

Address Line 4: Scottsdale, ARIZONA 85253

ATTORNEY DOCKET NUMBER:

014.0423

NAME OF SUBMITTER:

Timothy J. Lorenz

Total Attachments: 4

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EXECUTION COPY

AGREEMENT AND PLAN OF MERGER

DATED AS OF JUNE 4, 2009

BY AND AMONG

GENERAL DYNAMICS ADVANCED INFORMATION SYSTEMS, INC.,

VISION MERGER SUB, INC.

AND

AXSYS TECHNOLOGIES, INC.

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "*Agreement*"), dated as of June 4, 2009, is by and among General Dynamics Advanced Information Systems, Inc., a Delaware corporation ("*Parent*"), Vision Merger Sub, Inc., a Delaware corporation ("*Merger Sub*"), and Axsys Technologies, Inc., a Delaware corporation (the "*Company*").

RECITALS

WHEREAS, the Board of Directors of each of the Company, Parent and Merger Sub has approved this Agreement and deemed it advisable and in the best interests of their respective companies and stockholders to consummate the merger of Merger Sub with and into the Company (the "*Merger*") upon the terms and subject to the conditions set forth herein, and have unanimously adopted resolutions adopting, approving and declaring the advisability of this Agreement, the Merger and the other transactions contemplated hereby;

WHEREAS, as a condition and inducement to Parent and Merger Sub entering into this Agreement, certain stockholders of the Company are entering into a Voting Agreement with Parent and Merger Sub simultaneously with the execution and delivery of this Agreement in substantially the form attached hereto as Exhibit A (the "*Voting Agreement*"), whereby, among other things, such stockholders have agreed, upon the terms and subject to the conditions set forth therein, to vote their shares of Company Common Stock in favor of adoption of this Agreement; and

WHEREAS, pursuant to the Merger, shares of the common stock, par value \$.01 per share, of the Company ("*Company Common Stock*") (all such shares of Company Common Stock being hereinafter referred to as the "*Shares*"), will be, except as otherwise provided herein, converted into the right to receive the Merger Consideration (as defined herein) in the manner set forth herein, and the Company will become an indirect, wholly-owned subsidiary of Guarantor.

NOW, THEREFORE, in consideration of the mutual representations, warranties, covenants and agreements contained in this Agreement, and such other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, on the terms and subject to the conditions set forth in this Agreement, and intending to be legally bound hereby, Parent, Merger Sub and the Company hereby agree as follows:

ARTICLE I

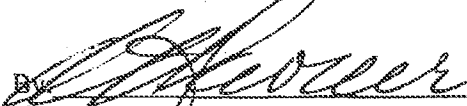
DEFINITIONS; INTERPRETATION

1.01 **Definitions.** This Agreement uses the following definitions:

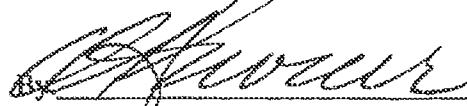
"*Acquisition Proposal*" means, other than the Transactions, any inquiry, proposal, indication of interest or offer (whether written or oral) with respect to any direct or indirect: (a) purchase or sale of an equity interest (including by means of a tender or exchange offer) representing more than fifteen percent (15%) of the voting power in the Company or any of its

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed by their duly authorized officers as of the day and year first above written.

GENERAL DYNAMICS ADVANCED
INFORMATION SYSTEMS, INC.

By: 
Name: DAVID A. SAWYER
Title: VICE PRESIDENT

VISION MERGER SUB, INC.

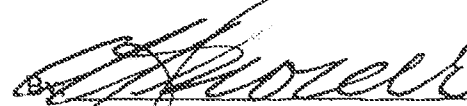
By: 
Name: DAVID A. SAWYER
Title: VICE PRESIDENT

AXSYS TECHNOLOGIES, INC.

By: _____
Name: _____
Title: _____

AS GUARANTOR SOLELY FOR THE
PURPOSES OF SECTION 8.13:

GENERAL DYNAMICS CORPORATION

By: 
Name: DAVID A. SAWYER
Title: SENIOR VICE PRESIDENT

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed by their duly authorized officers as of the day and year first above written.

GENERAL DYNAMICS ADVANCED
INFORMATION SYSTEMS, INC.

By: _____
Name:
Title:

VISION MERGER SUB, INC.

By: _____
Name:
Title:

AXSYS TECHNOLOGIES, INC.

By: _____
Name: *Stephen W. Bershad*
Title: *Chief Executive Officer*

AS GUARANTOR SOLELY FOR THE
PURPOSES OF SECTION 8.13:

GENERAL DYNAMICS CORPORATION

By: _____
Name:
Title: