

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																
NATURE OF CONVEYANCE:	MERGER																
EFFECTIVE DATE:	08/02/2005																
CONVEYING PARTY DATA																	
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<table border="1"> <tr> <td>Name:</td> <td>General Dynamics C4 Systems, Inc.</td> </tr> <tr> <td>Street Address:</td> <td>8201 East McDowell Road</td> </tr> <tr> <td>City:</td> <td>Scottsdale</td> </tr> <tr> <td>State/Country:</td> <td>ARIZONA</td> </tr> <tr> <td>Postal Code:</td> <td>85257</td> </tr> </table>		Name:	General Dynamics C4 Systems, Inc.	Street Address:	8201 East McDowell Road	City:	Scottsdale	State/Country:	ARIZONA	Postal Code:	85257						
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OP \$280.00 5437060

PATENT

CORRESPONDENCE DATA

Fax Number: 4803855061
Phone: 4803855060
Email: docketing@ifllaw.com

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

Correspondent Name: INGRASSIA FISHER & LORENZ P.C.
Address Line 1: 7010 E. COCHISE RD.
Address Line 4: SCOTTSDALE, ARIZONA 85253

ATTORNEY DOCKET NUMBER:	014.0150
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NAME OF SUBMITTER:	Timothy J. Lorenz
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Total Attachments: 16

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AGREEMENT AND PLAN OF MERGER
BY AND AMONG
NEW ITRONIX HOLDINGS CORPORATION,
CCG INVESTMENT FUND, L.P., AS SELLERS' REPRESENTATIVE,
THE STOCKHOLDERS OF
NEW ITRONIX HOLDINGS CORPORATION,
GENERAL DYNAMICS C4 SYSTEMS, INC.,
AND
IDITAROD ACQUISITION CORPORATION
AUGUST 2, 2005

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is dated as of August 2, 2005, by and among New Itronix Holdings Corporation, a Delaware corporation (the "Company"), CCG Investment Fund, L.P., a Delaware limited partnership ("CCG"), in its capacity as Sellers' Representative (as defined in Section 13.5 hereof), each of the stockholders of the Company ("Sellers"), General Dynamics C4 Systems, Inc., a Delaware corporation ("Purchaser"), and Iditarod Acquisition Corporation, a Delaware corporation and wholly-owned subsidiary of Purchaser ("Merger Sub"). Except as otherwise indicated herein, capitalized terms used herein are defined in Article I hereof.

WHEREAS, the Company and its Subsidiaries are in the business of developing and selling wireless, rugged computing solutions and related services (the "Business").

WHEREAS, Purchaser desires to acquire the Company on the terms and subject to the conditions set forth herein.

WHEREAS, the respective boards of directors of Purchaser, Merger Sub and the Company, and Purchaser in its capacity as a sole stockholder of Merger Sub, have authorized, adopted and approved this Agreement and the Merger and determined that this Agreement and the Merger are desirable and in the best interests of their respective corporations and stockholders.

NOW, THEREFORE, the parties hereto agree as follows:

ARTICLE I DEFINITIONS

1.1 Definitions.

(a) The following terms, whenever used herein, shall have the following meanings for all purposes of this Agreement (such definitions to be equally applicable to both the singular, plural, masculine, feminine and neuter forms of the terms herein defined):

"Adjusted Working Capital" shall mean an amount equal to the sum of (a) the gross trade accounts receivable (i.e., excluding the allowance for doubtful accounts and other reserves) and inventory of the Company and its Subsidiaries, less (b) the accounts payable and accrued expenses of the Company and its Subsidiaries (including accounts payable and accrued expenses incurred by the Company and its Subsidiaries on or prior to the Closing Date in connection with the transactions contemplated by this Agreement), each as of the Closing Date, determined in accordance with GAAP applied in a manner consistent with that used in the preparation of the June 30, 2005 unaudited financial statements included in the Financial Statements, it being agreed that, notwithstanding the foregoing, the computation of the excess and obsolete inventory reserve shall be determined solely in a manner consistent with that used in the preparation of the June 30, 2005 unaudited financial statements included in the Financial Statements (whether or not such reserve is in accordance with GAAP); provided, however, for

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed as of the day and year first above written.

"Company"

NEW ITRONEX HOLDINGS CORPORATION



John Keioll, Vice President and Secretary

"Sellers' Representative"

CCG INVESTMENT FUND, L.P.

By: Golden Gate Capital Management, L.L.P.,
its General Partner

Kenneth Dickroeger, Managing Director

"Purchaser"

GENERAL DYNAMICS C4 SYSTEMS, INC.

Gerard J. DeMuro, Vice President

"Merger Sub"

IDITAROD ACQUISITION CORPORATION

Gerard J. DeMuro, Vice President

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed as of the day and year first above written.

"Company"


NEW ITRONIX HOLDINGS CORPORATION

John Knoll, Vice President and Secretary

"Sellers' Representative"

CCG INVESTMENT FUND, L.P.

By: Golden Gate Capital Management, L.L.C.,
its General Partner



Kenneth Diekroeger, Managing Director

"Purchaser"

GENERAL DYNAMICS C4 SYSTEMS, INC.

Gerard J. DeMuro, Vice President

"Merger Sub"

IDITAROD ACQUISITION CORPORATION

Gerard J. DeMuro, Vice President

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Kenneth Diekroeger, Managing Director

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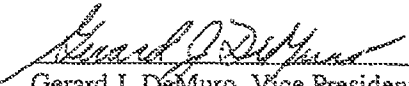
GENERAL DYNAMICS C4 SYSTEMS, INC.



Gerard J. DeMuro, Vice President

"Merger Sub"

IDITAROD ACQUISITION CORPORATION



Gerard J. DeMuro, Vice President

"Sellers"

CCG INVESTMENT FUND, L.P.
CCG ASSOCIATES - QP, LLC
CCG ASSOCIATES - AI, LLC
CCG INVESTMENT FUND - AI, LP
CCG AV, LLC - SERIES C
CCG AV, LLC - SERIES F
CCG CL, LLC

By: Golden Gate Capital Management, L.L.C.,
its authorized representative

By: 

Its: _____

THOMAS E. TURNER

CLIFFORD D. ALLEN

MATTHEW F. GERBER

DAVID M. CLARK

"Sellers"

CCG INVESTMENT FUND, L.P.
CCG ASSOCIATES - QP, LLC
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CCG AV, LLC - SERIES F
CCG CI, LLC

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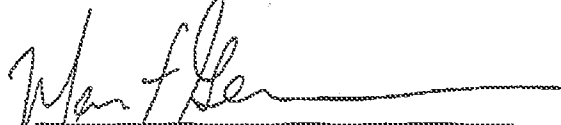
By: Golden Gate Capital Management, L.L.C.,
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Its: _____

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its authorized representative

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Its: _____

THOMAS E. TURNER

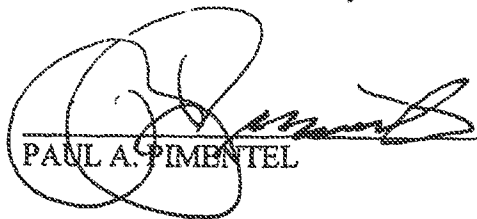
CLIFFORD D. ALLEN

MATTHEW F. GERBER

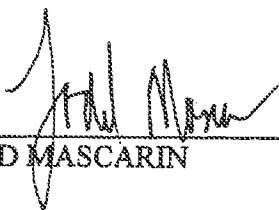


DAVID M. CLARK



PETER P. SOLIGON


PAUL A. PIMENTEL

KEITH GALLAGHER


TODD MASCARIN

VINCENT C. MENZIONE


BRIAN A. YURKIW

PETER P. SOLIGON

PAUL A. PIMENTEL



KEITH GALLAGHER

TODD MASCARIN

VINCENT C. MENZIONE


BRIAN A. YURKIW

PETER P. SOLIGON

PAUL A. PIMENTEL

KEITH GALLAGHER

TODD MASGARIN



VINCENT C. MENZIONE

BRIAN A. YURKIW

Section 3.19

Intellectual Property

(a)

(i) Registered Marks

Trademark	Country	Reg. Date	Filing Date	Exp. Date	Registration Number
BAT HOOK	European Union	05/27/03	12/21/01	12/21/11	2,514,164
BAT HOOK	United States	01/13/04	10/19/01	01/13/14	2,805,444
COLORVUE	United States	11/06/01	12/03/99	11/06/11	2,503,555
CRMA	European Union	02/03/03	07/10/01	07/10/11	2,294,361
CRMA	United States	01/07/03	03/14/01	01/07/13	2,673,000
GOBOOK	European Union	01/25/02	12/01/00	12/01/10	1,983,832
GOBOOK	United States	04/16/02	10/02/00	04/16/12	2,562,524
GOBOOK (w/Design)	European Union	07/23/02	12/01/00	12/01/10	1,983,881
GOBOOK (w/Design)	United States	09/25/01	11/27/00	09/25/11	2,492,658
GOBOOK MAX	European Union	07/22/03	04/05/02	04/05/12	2,645,687
GOBOOK MAX	United States	05/13/03	02/01/02	05/13/13	2,715,310
GOBOOK MAX	United States	12/23/03	02/12/02	12/23/13	2,796,728
GOBOOK MAX	United States	10/22/02	02/12/02	10/22/12	2,639,496
GOBOOK PRO	European Union	08/01/03	05/03/02	05/03/12	2,683,357
GOBOOK PRO	United States	02/17/04	03/13/02	02/17/14	2,815,510
GOBOOK PRO	United States	12/23/03	03/13/02	12/23/13	2,796,764
GOBOOK PRO	United States	11/04/03	03/13/02	11/04/13	2,780,412
ICARE	United States	03/30/04	10/08/02	03/30/14	2,827,793
ICARE	United States	08/03/04	10/08/02	08/03/14	2,869,168
ICARE	United States	09/07/04	10/08/02	09/07/14	2,881,349
ICARE MOBILITY	United States	05/03/05	01/10/03	05/03/15	2,945,806
ITRONIX	European Union	09/15/00	08/10/99	08/10/09	1,272,806
ITRONIX	United States	11/02/93	07/01/92	11/02/13	1,802,621
ITRONIX (w/Design)	European Union	05/17/02	04/24/01	04/24/11	2,189,595
ITRONIX (w/Design)	United States	06/04/02	12/01/00	06/04/12	2,575,665
NITEVUE	United States	01/30/01	12/03/99	01/30/11	2,424,990
TELETECH	United States	05/09/89	10/20/88	05/09/09	1,538,062
TELETESTER	Canada	11/26/93	12/20/91	11/26/08	TMA420,032
WE KNOW THE ROAD	United States	04/25/00	07/30/99	04/25/10	2,345,749
WE KNOW THE ROAD	United States	04/25/00	07/30/99	04/25/10	2,345,750
WE KNOW THE ROAD	United States	12/12/00	07/30/99	12/12/10	2,412,116

Material Unregistered Marks (and Applications for Registration)

Trademarks	Country	Date Filed	Comments
Duo-Touch	United States	06/07/05	Class 9; Serial No. 78/645515
Duo-Touch	United States	06/07/05	Class 16; Serial No. 78/645553
Explorer	United States	02/12/02	Class 9; Serial No. 76/370,808. Abandoned 7/8/03.
GoBook Duo-Touch	European Union	12/22/04	Serial No. 4172961

Trademarks	Country	Date Filed	Comments
GoBook Duo-Touch	United States	08/16/04	Class 9; Serial No. 78/467,954
GoBook Duo-Touch	United States	08/16/04	Class 16; Serial No. 78/467,971
GoBook Duo-Touch	United States	08/16/04	Class 41; Serial No. 78/467,979
ICare	European Union	3/14/03	Classes 38,41,42; Serial No. 3,095,619
IRescue	Canada		No Application Filed
IRescue	European Union		No Application Filed
IRescue	United States		No Application Filed
Itronix	Canada	08/27/04	Class 9; Serial No. 1228500
Itronix (w/Design)	Canada	12/14/04	Class 9; Serial No. 1241060

Internet Domain Names

www.itronix.com
www.itronix.co.uk
uk.itronix-europe.com
www.itronix.fr
fr.itronix-europe.com
www.itronix.de
de.itronix-europe.com
www.gobookmax.com
www.gobookmax.co.uk/
www.gobookmax.de/
www.gobookmax.net/
www.wirelessleader.net/
www.ruggedlaptops.com
www.ruggedizedlaptops/
www.gobook.us
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www.gobook3.co.uk
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www.gobook5.com
www.gobook5.de

www.gobookhandhelds.co.uk
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www.gobookhandhelds.de
www.gobookIII.co.uk
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www.gobookIV.de
www.gobooknotebooks.co.uk
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www.gobooktabletpc.co.uk
www.gobooktabletpc.com
www.gobooktabletpc.de
www.gobookV.co.uk
www.gobookV.com
www.gobookV.de
www.mobilecomputingsolutions.info
www.mobilecomputingsolutions.net
www.hummerlaptops.com

(II) Patents

1.

Patent Name	Country	Subtitle	Patent Number	Issue Date
Portable Keyboard Operated Telecommunications System Exp. 09/11/01	U.S.	Utility Patent / Transfer from Pinetree	4,471,165	09/11/1984
Portable Handheld Computer Exp. 07/18/03	U.S.	Design Patent / Transfer from Itron	D302,265	07/18/1989
Interchangeable Circuit Module for a Portable Hand-held Computer Exp. 09/19/03	U.S.	Design Patent / Transfer from Itron	D303,524	09/19/1989
Apparatus and Method for Reducing Interference in a Communication System	U.S.	Utility Patent	5,437,060	07/25/1995 ¹
Weather Sealed Keyboard Assembly for Portable Personal	U.S.	Divisional of IT2-003 / Utility	5,697,718	12/16/1997 ¹

Patent Name	Country	Subtitle	Patent Number	Issue Date
Computers		Patent		
Impact Resistant Notebook Computer having hard drive mounted on shock	U.S.	Utility Patent	5,706,168	01/06/1998 ¹
Active Cooling System for Cradle of Portable Electronic Devices	U.S.	Utility Patent	5,704,212	01/06/1998 ¹
Cradle Assembly for Portable Computing Devices and Method	U.S.	Utility Patent	5,751,546	05/12/1998 ¹
A Gas Gauging System & Method for Monitoring Battery Capacity for Battery Powered Electronic Devices	U.S.	Utility Patent	5,751,134	05/12/1998 ¹
Impact Attenuating Notebook Computer	U.S.	Design Patent	D395,040	06/09/1998 ¹
Laptop Computer Having Internal Radio with Interchangeable Antenna Features	U.S.	Utility Patent	5,828,341	10/27/1998 ¹
Portable Electronic Communications Device Having Switchable LAN/WAN Wireless Communications Features	U.S.	Utility Patent	5,903,548	05/11/1999 ¹
Portable Keyboard Operated Telecommunications System Exp. 10/23/01	Canada	Transfer from PineTree	1176769	10/23/1984

2. The Company has also filed a provisional Patent Application, Application Number 60/675,339, relating to an Apparatus and Method for Disabling Mobile PC Client Radios in Proximity with Sensitive Equipment. The provisional Patent Application was filed April 25, 2005. The United States Patent and Trademark Office is examining the provisional Patent Application for patentability.

(iii) Registered Copyrights

None.

See Schedule 3.12 regarding the letters sent by American Video Graphics LLP ("AVG") to Itronix Corporation notifying Itronix Corporation of certain United States patents owned by AVG, with allegations that Itronix Corporation may be infringing such patents.

(b)

None.

(c)

None.

(d)

None.

¹ Owned by Rugged Computing, Inc. which is the same legal entity as Itronix Corporation, which is a subsidiary of the Company (i.e., Rugged Computing, Inc. changed its name to Itronix Corporation).