

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2014

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Vangent, Inc.		12/27/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	General Dynamics Information Technology, Inc.
Street Address:	3211 Jermantown Road
City:	Fairfax
State/Country:	VIRGINIA
Postal Code:	22030
Entity Type:	CORPORATION: VIRGINIA

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	1316202	PSI
Registration Number:	1904413	SSSI
Registration Number:	1910041	ESI
Registration Number:	1910042	LEAI
Registration Number:	1910043	RMAI
Registration Number:	1910044	MRP
Registration Number:	1910045	DSAI
Registration Number:	1910047	ISI
Registration Number:	1910048	OSAB
Registration Number:	1910049	TMAI
Registration Number:	1910055	SCI
Registration Number:	1911367	SEAI
Registration Number:	1911370	EPI

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Registration Number:	1911371	BBSB
Registration Number:	3087573	PSI
Registration Number:	3558262	P3 TALENT MANAGEMENT PREDICT. PLAN. PERF
Registration Number:	3573127	VANGENT
Registration Number:	4000780	THE REID REPORT

CORRESPONDENCE DATA

Fax Number: 2023396052

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

Phone: 202-625-3649

Email: valerie.purdy-pyeron@kattenlaw.com

Correspondent Name: Valerie Purdy-Pyeron, Paralegal

Address Line 1: 2900 K Street, N.W.

Address Line 2: North Tower, Suite 200

Address Line 4: Washington, DISTRICT OF COLUMBIA 20007-5118

ATTORNEY DOCKET NUMBER:

320001.102 VANGENT - GDIT

NAME OF SUBMITTER:

Valerie A. Purdy-Pyeron, Paralegal

Signature:

/valerie a purdy-pyeron/

Date:

02/04/2014

Total Attachments: 8

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"VANGENT, INC.", A DELAWARE CORPORATION,
WITH AND INTO "GENERAL DYNAMICS INFORMATION TECHNOLOGY, INC." UNDER THE NAME OF "GENERAL DYNAMICS INFORMATION TECHNOLOGY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF VIRGINIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2013, AT 4:42 O'CLOCK P.M.

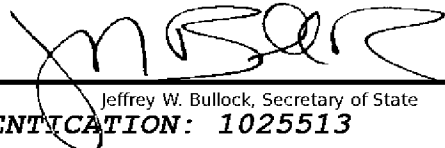
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2014, AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5456858 8100M

131483514




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1025513

DATE: 01-02-14

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 005208 FRAME: 0194

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is General Dynamics Information Technology, Inc., a Virginia corporation, and Vangent, Inc., a Delaware corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

THIRD: The name of the surviving corporation is General Dynamics Information Technology, Inc., a Virginia corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.


FIFTH: The merger is to become effective on January 1, 2014 at 12:01 am EST.

SIXTH: The Agreement of Merger is attached hereto as Exhibit A and is on file at 3211 Jermantown Road, Fairfax, Virginia 22030, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHT: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Vangent, Inc., a Delaware corporation, as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 3211 Jermantown Road, Fairfax, Virginia 22030.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed
by an authorized officer, the 27th day of December, A.D., 2013.

By: 
Authorized Officer

Name: Vincent S. Antonacci

Title: Vice President and Assistant Secretary

AGREEMENT AND PLAN OF MERGER
of
VANGENT, INC.
with and into
GENERAL DYNAMICS INFORMATION TECHNOLOGY, INC.

December 27, 2013

This Agreement and Plan of Merger (this "Agreement"), dated December 27, 2013, is made pursuant to Section 252 of the Delaware General Corporation Law (the "DGCL") and Sections 13.1-716, 13.1-718 and 13.1-720 of the Virginia Stock Corporation Act (the "VSCA"), by and between Vangent, Inc., a Delaware corporation (the "Merged Corporation"), and General Dynamics Information Technology, Inc., a Virginia corporation (the "Surviving Corporation"). The Merged Corporation and the Surviving Corporation are sometimes referred to individually as a "Constituent Party" and collectively as the "Constituent Parties."

RECITALS

WHEREAS, the Constituent Parties desire that the Merged Corporation merge with and into the Surviving Corporation (the "Merger") upon the terms and subject to the conditions set forth herein and in accordance with the laws of the State of Delaware and the Commonwealth of Virginia;

WHEREAS, in the manner provided for in the DGCL, the Board of Directors of the Merged Corporation has: (i) reviewed this Agreement and the Merger, (ii) deemed this Agreement and the Merger to be advisable and in the best interests of the Merged Corporation, (iii) approved and adopted this Agreement and the Merger, and (iv) submitted for the consideration of, and recommended to, the sole stockholder the approval and adoption of this Agreement and the Merger;

WHEREAS, in the manner provided for in the DGCL, the Board of Directors and the sole stockholder of the Merged Corporation have approved, adopted, certified and acknowledged this Agreement and the Merger;

WHEREAS, in the manner provided for in the VSCA, the Board of Directors of the Surviving Corporation has: (i) reviewed this Agreement and the Merger, (ii) deemed this Agreement and the Merger to be advisable and in the best interests of the Surviving Corporation, (iii) approved and adopted this Agreement and the Merger, and (iv) submitted for the consideration of, and recommended to, the sole shareholder the approval and adoption of this Agreement and the Merger; and

WHEREAS, in the manner provided for in the VSCA, the sole shareholder of the Surviving Corporation has: (i) reviewed this Agreement and the Merger, and (ii) approved and adopted this Agreement and the Merger.

NOW THEREFORE, the Constituent Parties do hereby covenant and agree as follows:

ARTICLE I

Effective Time; Closing Condition

1.1 The effective time of the Merger will be 12:01 a.m. Eastern time on January 1, 2014 (the "Effective Time").

1.2 The obligations of the Constituent Parties to consummate the Merger are subject to the prior consummation by the Surviving Corporation and Vangent Holding Corp., a Delaware corporation ("Vangent Holding"), of the merger contemplated by that Agreement and Plan of Merger, dated December 26, 2013, by and between Vangent Holding and the Surviving Corporation.

ARTICLE II

The Merger

At the Effective Time, the Constituent Parties agree that the following actions shall be taken:

2.1 In accordance with the applicable provisions of the DGCL and VSCA, the Merged Corporation shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be the survivor of the Merger.

2.2 The separate existence of the Merged Corporation shall cease, except insofar as it may be continued by statute or in order to carry out the purposes of this Agreement. All of the Merged Corporation's (i) rights, franchises and interests in and to all types of assets, contracts, properties and choses in action, (ii) employees, and (iii) liabilities and obligations, shall be transferred to and vested in the Surviving Corporation by virtue of the Merger, without further act or deed, and all claims, demands, properties and other interests of the Merged Corporation shall be the property of the Surviving Corporation (it being acknowledged that that the transfer of prime contracts with the U.S. Government requires the approval and execution of a novation agreement in accordance with applicable federal acquisition regulations).

2.3 The Articles of Incorporation and Bylaws of the Surviving Corporation shall remain in effect and are not amended by the Merger.

2.4 The directors and officers of the Surviving Corporation immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until the earlier of their resignation or removal or until their respective successors are duly elected and qualified.

2.5 The address of the Surviving Corporation shall be 3211 Jermantown Road, Fairfax, Virginia 22030.

2.6 The Constituent Parties each intend and agree that, for income tax purposes, the Merger shall constitute a distribution to the Surviving Corporation in complete liquidation of the Merged Corporation within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended, and all parallel provisions of applicable state and local law, and that this Agreement constitutes the “plan of liquidation” adopted by the Constituent Parties.

ARTICLE III

Effects of the Merger

3.1 All shares of stock of the Merged Corporation outstanding at the Effective Time shall be cancelled at the Effective Time and shall not be converted into shares of stock of the Surviving Corporation. Neither the Merged Corporation nor its sole stockholder shall receive any cash, property, rights or securities as a result of the Merger.

3.2 None of the shares of stock of the Surviving Corporation outstanding at the Effective Time shall be converted or exchanged as a result of the Merger, and all of such shares of stock of the Surviving Corporation that are outstanding at the Effective Time shall remain outstanding immediately after the Effective Time.

3.3 The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Merged Corporation as well as for enforcement of any obligation of the Surviving Corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 3211 Jermantown Road, Fairfax, Virginia 22030.

ARTICLE IV

Further Assurances

4.1 If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any asset, property or right of the Merged Corporation, then the proper officers of the Merged Corporation shall execute all such proper assignments and assurances in law and do all things necessary or proper to effectuate such vesting and the Merger.

ARTICLE V

Amendment and Termination

5.1 At any time prior to the Effective Time, this Agreement may be amended, to the fullest extent permitted by applicable law, by an agreement in writing unanimously approved by

the sole stockholder of the Merged Corporation and the sole shareholder of the Surviving Corporation.

5.2 Notwithstanding approval and adoption of this Agreement by the Constituent Parties and their respective sole shareholder, this Agreement may be terminated and the Merger abandoned at any time prior to the Effective Time by mutual consent of the Constituent Parties.

ARTICLE VI


Governing Law

This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Virginia without giving effect to any law or rule that would cause the laws of any jurisdiction other than the Commonwealth of Virginia to be applied.

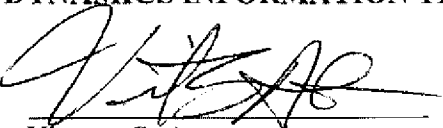
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IN WITNESS WHEREOF, the Constituent Parties have caused this Agreement and Plan of Merger to be duly executed as of the date first written above.

VANGENT, INC.

By: 
Name: Vincent S. Antonacci
Title: Vice President and Assistant Secretary

GENERAL DYNAMICS INFORMATION TECHNOLOGY, INC.

By: 
Name: Vincent S. Antonacci
Title: Vice President and Assistant Secretary