



State of California

D

Secretary of State

CORPORATE DISCLOSURE STATEMENT
(Domestic Stock and Foreign Corporations)

There is no fee for filing the Corporate Disclosure Statement.

IMPORTANT — PLEASE READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. CORPORATE NAME

AXSYS TECHNOLOGIES, INC.

C 0546040

FILED
In the office of the Secretary of State
of the State of California

MAY 26 2009

This Space For Filing Use Only

INDEPENDENT AUDITOR

2. NAME OF THE INDEPENDENT AUDITOR THAT PREPARED THE MOST RECENT AUDITOR'S REPORT
ERNST & YOUNG LLP3. DESCRIPTION OF OTHER SERVICES, IF ANY, PERFORMED BY THE INDEPENDENT AUDITOR NAMED IN ITEM 2
TAX SERVICES; M&A SERVICES

4. NAME OF THE INDEPENDENT AUDITOR EMPLOYED BY THE CORPORATION ON THE DATE OF THIS STATEMENT, IF DIFFERENT FROM ITEM 2

DIRECTORS AND EXECUTIVE OFFICERS

5. NAMES OF DIRECTORS	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
1) STEPHEN W. BERSHAD, CEO, CHAIRMAN	733,338	10,000		<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
2) ANTHONY J. FIORELLI, JR.	27,000	1,500		<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
3) ROBERT G. STEVENS	27,000	1,500		<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO

IF THE CORPORATION HAS ADDITIONAL DIRECTORS, COMPLETE ITEM B OF THE ATTACHMENT (FORM SI-PTA).

6a. NAMES OF EXECUTIVE OFFICERS	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
1) DAVID A. ALMEIDA, CFO, TREASURER	552,160	25,000		<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
2) SCOTT B. CONNER, COO, PRESIDENT	552,160	25,000		<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
3)				<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
4)				<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
5)				<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO

6b. CHIEF EXECUTIVE OFFICER (if not named in 6a)	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
				<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO

6c. ADDITIONAL EXECUTIVE OFFICERS (if not named in 6a or 6b)

1)	<input type="checkbox"/> BANKRUPTCY	<input type="checkbox"/> FRAUD
2)	<input type="checkbox"/> BANKRUPTCY	<input type="checkbox"/> FRAUD
3)	<input type="checkbox"/> BANKRUPTCY	<input type="checkbox"/> FRAUD

IF MORE SPACE IS NEEDED, ENTER ADDITIONAL INFORMATION IN ITEM D OF THE ATTACHMENT (FORM SI-PTA).

LOANS TO MEMBERS OF THE BOARD OF DIRECTORS

7. NAMES OF DIRECTORS	DESCRIPTION OF LOAN (INCLUDING AMOUNT AND TERMS)
1)	
2)	
3)	

IF THE CORPORATION HAS MADE ADDITIONAL LOANS TO DIRECTORS, COMPLETE ITEM C OF THE ATTACHMENT (FORM SI-PTA).

ADDITIONAL STATUTORY DISCLOSURES

8. Has an order for relief been entered in a bankruptcy case with respect to the corporation during the preceding 10 years? YES NO
9. Has the corporation or any of its subsidiaries been a party to, or any of their property been subject to, any material pending legal proceedings, as specified by Item 103, Part 229 of SEC Regulation S-K? If yes, attach a description. YES NO
10. Has the corporation been found legally liable in any material legal proceeding during the preceding five years? If yes, attach a description. YES NO
11. By submitting this Corporate Disclosure Statement to the Secretary of State, the corporation certifies the information contained herein, including any attachments, is true and correct.

ALISON BELANGER

TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM

SIGNATURE

SENIOR ACCOUNTANT

TITLE

5/22/09

DATE

SI-PT (REV 07/2006)

APPROVED BY SECRETARY OF STATE

1/2



State of California Secretary of State

ATTACHMENT TO CORPORATE DISCLOSURE STATEMENT (Domestic Stock and Foreign Corporations)

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IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

A. CORPORATE NAME AXSYS TECHNOLOGIES, INC.

B. ADDITIONAL DIRECTORS (Continued from Item 5 on Form SI-PT)

NAMES OF DIRECTORS	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
4) ELIOT M. FRIED	28,000	1,500		<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
5) RICHARD F. HAMM, JR.	26,000	1,500		<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
6) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
7) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
8) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
9) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
10) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
11) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
12) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
13) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
14) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
15) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
16) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
17) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
18) _____	_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO

IF THE CORPORATION HAS ADDITIONAL DIRECTORS, ATTACH ADDITIONAL PAGES AS NEEDED.

C. ADDITIONAL LOANS TO MEMBERS OF THE BOARD OF DIRECTORS (Continued from Item 7 on Form SI-PT)

NAMES OF DIRECTORS	DESCRIPTION OF LOAN (INCLUDING AMOUNT AND TERMS)
4) _____	_____
5) _____	_____
6) _____	_____
7) _____	_____
8) _____	_____

IF THE CORPORATION HAS MADE ADDITIONAL LOANS TO DIRECTORS, ATTACH ADDITIONAL PAGES AS NEEDED.

D. ADDITIONAL INFORMATION (Please reference item number from Form SI-PT or Form SI-PTA, as applicable)

Empty box for additional information.

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