

ASSIGNMENT OF TRADEMARKS AND GOODWILL

This Assignment is made effective as of the 4th day of August, 2000, by and between TRW SENSORS & COMPONENTS INC., a Virginia corporation with offices at 1000 Lucas Way, Hampton, Virginia 23666 ("Assignor") and MEASUREMENT SPECIALTIES, INC., a New Jersey corporation with offices at 80 Little Falls Road, Fairfield, New Jersey 07004 ("Assignee").

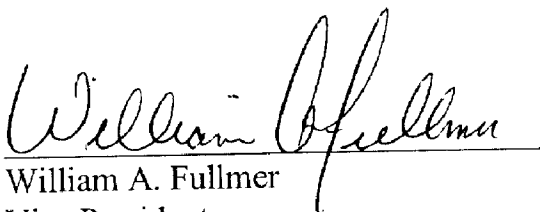
WHEREAS, Assignor is the sole and exclusive owner of all right, title and interest in and to the trademarks and trademark registrations listed and/or described on Appendix A attached hereto and made a part hereof, and all of the goodwill associated therewith (the "Marks"); and

WHEREAS, Assignor has agreed to assign the Marks to Assignee.

NOW THEREFORE, for the sum of one dollar (\$1.00), and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, grant and convey to Assignee all right, title and interest in the Marks, and all issued registrations with respect to same, as well as the goodwill related to the Marks and the right to sue and to recover damages or other appropriate relief for past infringement of the Marks. Assignor will execute any and all further documents necessary to transfer to Assignee title in and to the Marks.

IN TESTIMONY WHEREOF, Assignor has executed this Assignment on the day and year first above written.

TRW SENSORS & COMPONENTS INC.

By: 
Name: William A. Fullmer
Title: Vice President

Appendix A

Trademarks in the Name of TRW Sensors & Components Inc.

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
RSYN	1,494,954	July 5, 1988
GENESIS	2,325,762	March 7, 2000
SCHAEVITZ	791,361	June 22, 1965

NWK2: 698238.01

RECORDED: 08/24/2000

TRADEMARK
REEL: 002152 FRAME: 0498