FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

10.23.00

11-24-2000



101527225

U.S. Department of Commerce Patent and Trademark Office TRADEMARK

RECORDATION FORM COVER SHEET

| Document ID # Correction of PTO Error Reel # Frame # Change of Name Corrective Document Reel # Frame # Other Conveying Party Mark if additional names of conveying parties attached Month Day Year Name Measurement Specialties, Inc. Formerly Individual General Partnership Limited Partnership X Corporation Association Other X Citizenship/State of Incorporation/Organization New Jersey Receiving Party Mark if additional names of receiving parties attached Name First Union National Bank, as Agent DBA/:KATTA Composed of Address (line 1) 190 River Road Address (line 2) Address (line 3) Summit New Jersey New Jersey O7901 Individual General Partnership Limited Partnership in If document to be recorded is an assignment and their receiving parties attached in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.) X Citizenship/State of Incorporatjon/Organization United States | Submission Type X New Resubmission (Non-Recordation) Document ID # Correction of PTO Error Reel # Corrective Document Reel # Frame # Conveying Party Mark if additional names of conveying parties attached Month Day Year Month Day Year Conveying Party Mark if additional names of conveying parties attached Month Day Year Month Day Year Conveying Party Mark if additional names of conveying parties attached Month Day Year Month Day Year Conveying Party Mark if additional names of conveying parties attached Month Day Year Month Day Year Conveying Party Individual General Partnership Limited Partnership X Corporation Name First Union National Bank, as Agent DBAI/:KA/TA Composed of Address (ine 1) Address (ine 2) Address (ine 2) Address (ine 3) Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving part is not domicial to the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.) X Citizenship/State of Incorporation/Organization United States. | TO: The Commissioner of Detents and Trademarks | EMARKS ONLY |
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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark APPRICES.

ADDRESS.

ABBILL OCCUMENTS TO the Proposition of the Prop

Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments , Washington, D.C. 20231

TRADEMARK

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| FORM PTO- Expires 06/30/99 OMB 0651-0027 | 1618B | Page 2 | | | |
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| Address (line 1) | | | | | |
| Address (line 2) | | | | | |
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| Correspond | lent Name and Addres | Area Code and Telephone Number 97 | 73-538-0800 | | |
| Name | Mark S. Rattner, | Esq. | | | |
| Address (line 1) | Riker, Danzig, Scl | herer, Hyland & Perretti LLP | | | |
| Address (line 2) | One Speedwell Ave | nue | | | |
| Address (line 3) | Morristown, New J | ersey 07962-1981 | | | |
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| Trademark / | | or Registration Number(s) | X Mark if additional numbers attached | | |
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| Method of Payment: Enclosed Deposit Account X Deposit Account | | | | | |
| (Enter for p | ayment by deposit account or il a | additional fees can be charged to the account.) Deposit Account Number: | # 500444 | | |
| | | Authorization to charge additional fees: | Yes X No | | |
| Statement a | and Signature | | | | |
| To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as | | | | | |
| | cated herein. | May MA | | | |
| | of Person Signing | Signature | Date Signed | | |
| Name | orr orson signing | Jignacai e | Date Signed | | |

Continuation of Trademark Registration Numbers

Conveying Party: Measurement Specialties, Inc.

Receiving Party: First Union National Bank, as Agent

190 River Road

Summit, New Jersey 07901

Trademark Registration Numbers

1,494,954

791,361

1,858,415

1,546,176

2,325,762

2953395.01

ASSIGNMENT OF SECURITY INTEREST IN BORROWER'S TRADEMARK COLLATERAL

ASSIGNMENT OF SECURITY INTEREST IN BORROWER'S TRADEMARK COLLATERAL ("Assignment Agreement") dated as of August 7, 2000 made by and between MEASUREMENT SPECIALITIES, INC., a New Jersey Corporation with its office at 80 Little Falls Road, Fairfield, New Jersey 07004 ("Borrower"), and FIRST UNION NATIONAL BANK, a national banking association having an office at 190 River Road, Summit, New Jersey 07901, as Agent (in such capacity, together with any successor agent, the "Agent") for the benefit of the Lenders (as defined below).

WITNESSETH:

WHEREAS, Borrower, has acquired, adopted or used, and is using or intends to use, as applicable, the trademarks and/or trade names listed in <u>Exhibit A</u> attached hereto and made a part hereof (the "<u>Trademarks</u>"), which, as indicated in <u>Exhibit A</u>, are registered (or with respect to which an application for registration has been filed and is pending) in the United States Patent and Trademark Office,

WHEREAS, Borrower, Agent and lenders from time to time party thereto (the "Lenders") have entered into a Revolving Credit, Term Loan and Security Agreement dated as of the date hereof (as the same may be amended, restated or otherwise modified from time to time, the "Credit Agreement"), pursuant to which the Lenders thereto have agreed to extend to the Borrower a \$25,000,000 term loan and \$15,000,000 revolving credit/letter of credit facility upon the terms and subject to the conditions set forth therein;

WHEREAS, pursuant to the Credit Agreement, Borrower is has granted to Agent for the ratable benefit of the Lenders a security interest in, among other things, all of Borrower's right, title and interest in, to and under, (i) all trademarks, trade names (including, without limitation the Trademarks), corporate names, service marks, logos and other source or business identifiers, and all applications in connection therewith (other than intent to use applications), the goodwill of the business to which each such trademark and trade name relates, all franchises and licenses with respect to each such trademark and trade name in which Borrower has an interest, and all rights and remedies that Borrower might exercise with respect to any of the foregoing (including, without limitation, the right to sue for past, present or future infringements) (collectively, the "Trademark Collateral"), and (ii) all other intangible personal property similar to any of the foregoing, in each case whether presently existing or hereafter arising or acquired; and

WHEREAS, it is a condition precedent to Lender's obligations under the Credit Agreement that Borrower execute and deliver this Assignment Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Borrower hereby pledges, transfers and assigns to Agent for the ratable benefit of the Lenders, and hereby grants to Agent for the ratable benefit of the Lenders a security interest in all of Borrower's right, title and interest in, to and under the Trademark

Collateral and the good will of the business in which the marks therein are used, whether presently existing or hereafter arising or acquired; provided, however, that until the occurrence of an Event of Default (as defined in the Credit Agreement), Borrower may continue to use the Trademarks in its business for its own benefit and its own account as if it had not made this Assignment Agreement.

This Assignment Agreement is executed in connection with the security interest granted to Agent for the ratable benefit of the Lenders pursuant to the Credit Agreement. Borrower hereby acknowledges and affirms that the rights and remedies of Agent with respect to the assignment and security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Credit Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

Borrower hereby agrees that, until full and final and indefeasible payment and performance of the Obligations (as defined in the Credit Agreement), if Borrower shall obtain any rights in any new trademarks, such new trademarks shall constitute Trademark Collateral and Collateral (as defined in the Credit Agreement), the provisions hereof and of the Credit Agreement shall automatically apply thereto and Borrower shall give Agent prompt written notice thereof. Borrower hereby authorizes Agent to modify this Assignment Agreement by amending Exhibit A attached hereto to include any future trademarks and trademark applications (other than intent to use applications) covered hereby. Borrower agrees to execute any and all further documentation as Agent may request to confirm the inclusion of such new trademarks hereunder.

This Assignment Agreement shall be interpreted and the rights and obligations of the parties hereto determined in accordance with applicable federal law and the internal laws of the State of New Jersey.

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IN WITNESS WHEREOF, Borrower has executed this Assignment Agreement as of the day and year first above written.

ATTEST:

y: That of Desilar ...
Kirk Dischino

Assistant Secretary

MEASUREMENT SPECIALTIES, INC.

Joseph R Mallon Ir

Chief Executive Officer

| STATE OF NEW JERSEY |) | |
|---------------------|---|-----|
| | : | SS. |
| COUNTY OF MORRIS |) | |

On the 4th day of August, 2000 before me personally came Joseph R. Mallon, Jr., to me known who, being by me duly sworn, did depose and say that he is the Chief Executive Officer of MEASUREMENT SPECIALTIES, INC., the corporation described in and which executed the foregoing instrument; that he, in such capacity, being authorized to do so, executed the foregoing instrument as such entity's voluntary act and deed for the purposes therein contained by signing on behalf of said corporation.

Notary Public

My commission expires on

MARGARET W. CHOW
A NOTARY PUBLIC OF NEW JERSE
MY COMMISSION EXPIRES JULY 1, 200

EXHIBIT A

MEASUREMENT SPECIALTIES, INC. TRADEMARKS

Existing Trademark Registrations and Applications

1. TRADEMARK REGISTRATIONS

| MARK | REG. NO. | COUNTRY | DATE |
|----------------|----------|---------|--------------------------|
| ACCUTAPE | 1555566 | USA | REGISTERED 09/12/1989 |
| ACCUTIRE | 1554489 | USA | REGISTERED 09/05/1989 |
| BRASS LINGUINI | 2105338 | USA | REGISTERED 10/14/1997 |
| PARK-ZONE | 2270998 | USA | REGISTERED 08/17/1999 |
| SENSOR DISC | 1996282 | USA | REGISTERED 08/20/1996 |
| SHOCK SWITCH | 1939604 | USA | REGISTERED 12/05/1995 |
| SHOCKWARE | 1815348 | USA | REGISTERED 01/04/1994 |
| SHOCKWRITER | 1766610 | USA | REGISTERED 04/20/1993 |
| THINNER | 1482173 | USA | REGISTERED 03/29/1988 |

2. TRADEMARK APPLICATIONS

| MARK | APPLICATION NO. | COUNTRY | DATE |
|------------------|-----------------|---------|---------------------|
| THINNER & Design | 76/021590 | USA | FILED 04/07/2000 |

5

Trademarks Acquired Pursuant to Acquisition Agreements

| Ref. # | Mark | Country | Applicant | Registration No. |
|--------|-----------|---------|-----------------------|------------------|
| 556-34 | RSYN | U.S | LACE | 1,494,954 |
| 556-35 | SCHAEVITZ | U.S | Schaevitz Engineering | 791,361 |
| 557-65 | ACCUSTAR | U.S. | Lucas Industries | 1,858,415 |
| 557-67 | ACCUSTAR | U.S. | Lucas Industries | 1,546,176 |
| | GENESIS | U.S. | LACE | 2,325,762 |

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RECORDED: 10/23/2000