

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/01/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Nu-Metrics, Inc.		06/16/2010	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Vaisala Inc.
Street Address:	194 South Taylor Ave.
City:	Louisville
State/Country:	COLORADO
Postal Code:	80027
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	1833185	NITESTAR
Registration Number:	1676640	HI-STAR
Registration Number:	2050846	GROUNDHOG
Registration Number:	1945663	NU-METRICS
Registration Number:	3433208	NC100
Registration Number:	3433209	NC200

CORRESPONDENCE DATA

Fax Number: (214)999-3623
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 214-999-4487
 Email: jfulmer@gardere.com
 Correspondent Name: Gardere Wynne Sewell LLP/Jason R. Fulmer
 Address Line 1: 1601 Elm Street, Suite 3000
 Address Line 4: Dallas, TEXAS 75201

TRADEMARK

900174039

REEL: 004296 FRAME: 0753

OP \$165.00 1833185

ATTORNEY DOCKET NUMBER:	131815-3
NAME OF SUBMITTER:	Jason R. Fulmer
Signature:	/Jason R. Fulmer/
Date:	10/15/2010
Total Attachments: 5 source=Vaisala - Evidence of Merger - Delaware#page1.tif source=Vaisala - Evidence of Merger - Delaware#page2.tif source=Vaisala - Evidence of Merger - Delaware#page3.tif source=Vaisala - Evidence of Merger - Delaware#page4.tif source=Vaisala - Evidence of Merger - Delaware#page5.tif	

Delaware

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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 OWNERSHIP, WHICH MERGES:

"HIGHWAY INFORMATION SYSTEMS, INC.", A DELAWARE CORPORATION,
"NU-METRICS, INC.", A PENNSYLVANIA CORPORATION,
"SSI HOLDING, INC.", A DELAWARE CORPORATION,
"SURFACE SYSTEMS, INC.", A MISSOURI CORPORATION,
WITH AND INTO "VAISALA INC." UNDER THE NAME OF "VAISALA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF JUNE, A.D. 2010, AT 1:15 O'CLOCK P.M.

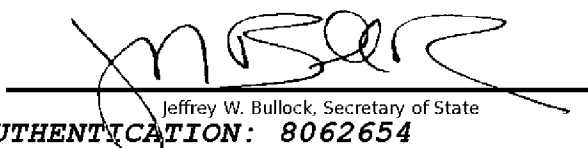
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JULY, A.D. 2010, AT 12 O'CLOCK A.M.

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

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8062654

DATE: 06-18-10

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

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REEL: 004296 FRAME: 0755

CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
SSI HOLDING, INC.,
SURFACE SYSTEMS, INC.,
NU-METRICS, INC.,
AND
HIGHWAY INFORMATION SYSTEMS, INC.
WITH AND INTO
VAISALA INC.

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

Vaisala Inc., a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of SSI Holding, Inc., a Delaware corporation formerly known as Quixote Transportation Technologies, Inc. ("SSI Holding"), Surface Systems, Inc., a Missouri corporation ("SSI"), Nu-Metrics, Inc., a Pennsylvania corporation ("Nu-Metrics"), and Highway Information Systems, Inc., a Delaware corporation ("HIS" and, together with SSI Holding, SSI, and Nu-Metrics, the "Subsidiaries"), with and into the Company, with the Company remaining as the surviving corporation:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: SSI Holding and HIS are incorporated pursuant to the DGCL.

THIRD: SSI is incorporated pursuant to the General and Business Corporation Law of Missouri, and the General and Business Corporation Law of Missouri permits a Missouri corporation to merge with a Delaware corporation.

FOURTH: Nu-Metrics is incorporated pursuant to the Pennsylvania Business Corporation Law of 1988, and the Pennsylvania Business Corporation Law of 1988 permits a Pennsylvania corporation to merge with a Delaware corporation.

FIFTH: The Company owns all of the outstanding shares of each class of capital stock of each of the Subsidiaries.

SIXTH: The Board of Directors of the Company, by the following resolutions duly adopted on June 16, 2010, determined to merge each of the Subsidiaries with and into the Company pursuant to Section 253 of the DGCL, effective as of July 1, 2010 at 12:00 a.m. Eastern Time:

Merger of Subsidiaries

WHEREAS, SSI Holding, Inc. a Delaware corporation formerly known as Quixote Transportation Technologies, Inc. ("SSI Holding"), Surface Systems, Inc., a Missouri corporation ("SSI"), Nu-Metrics, Inc., a Pennsylvania corporation ("Nu-Metrics"), and Highway Information Systems, Inc., a Delaware corporation ("HIS" and, together with SSI Holding, SSI, and Nu-Metrics, the "Subsidiaries") are wholly owned subsidiaries of the Company; and

WHEREAS, the Board believes it is desirable for, and in the best interests of, the Company that each of the Subsidiaries merge with and into the Company, with the Company being the surviving corporation possessed of all the estate, property, rights, privileges, franchises, liabilities, and obligations of each of the Subsidiaries (the "Merger");

NOW, THEREFORE, BE IT RESOLVED, that the Merger, pursuant to which the Subsidiaries shall merge with and into the Company, effective as of July 1, 2010 at 12:00 a.m. Eastern Time, with the Company being the surviving corporation, be, and hereby is, authorized and approved;

RESOLVED FURTHER, that the form, terms, and provisions of (i) the Agreement and Plan of Merger, (ii) the Articles/Certificate of Merger, (iii) the Articles of Merger for Parent/Subsidiary Corporations and the Plan of Merger contained therein, and (iv) the Certificate of Ownership and Merger (collectively, the "Merger Documents"), copies of which have been presented to and reviewed by the Board, be, and hereby are, authorized, approved, and adopted in substantially the form submitted to the Board;

RESOLVED FURTHER, that the officers of the Company be, and hereby are, authorized, empowered and directed to execute and deliver the Merger Documents, and to file any of such documents including, but not limited to, the Articles/Certificate of Merger, the Articles of Merger for Parent/Subsidiary Corporations, and the Certificate of Ownership and Merger with the Secretaries of State of the States of Pennsylvania, Missouri, and Delaware, with such changes therein as the officers executing the same may in their sole discretion approve (such approval to be conclusively evidenced by their execution thereof); and to take or cause to be taken all such other actions as may be necessary to effect the Merger in accordance with the laws of the States of Pennsylvania, Missouri, and Delaware.

General Implementing Authority

RESOLVED, that the officers of the Company be and hereby are authorized, empowered, and directed to do, or cause to be done, all other things and acts, to execute and deliver all other certificates, instruments, and documents, and to pay or cause to be paid all such fees, costs, expenses, and taxes as may be, in their

sole judgment, necessary, proper, or advisable in order to carry out, comply with, and fully implement the purposes and intent of these resolutions; and that all of such acts, negotiations, executions, deliveries, filings, and payments shall be conclusive evidence that such officer deemed the same to be necessary, proper, or advisable and in the best interests of the Company; and that all of the acts of the officers of the Company that are consistent with the purposes and intent of the foregoing resolutions shall be, and hereby are, in all respects ratified, confirmed, and approved.

SEVENTH: The Company shall be the surviving corporation of the Merger.

EIGHTH: The Certificate of Incorporation of the Company in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation.

[Signature page follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 16 day of June, 2010.

VAISALA INC.

By: 

Name: Scott Sternberg

Title: President

DALLAS 2143588v.1

RECORDED: 10/15/2010

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