

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	05/01/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BETATHERM USA, LLC		05/01/2013	LIMITED LIABILITY COMPANY: MASSACHUSETTS
RECEIVING PARTY DATA			
Name:	MEASUREMENT SPECIALTIES, INC.		
Street Address:	1000 Lucas Way		
City:	Hampton		
State/Country:	VIRGINIA		
Postal Code:	23666		
Entity Type:	CORPORATION: NEW JERSEY		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1488245	BETACHIP	
Registration Number:	1488243	BETACURVE	
CORRESPONDENCE DATA			
Fax Number:	2155425825		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	215-542-5824		
Email:	assignments@phd-ip.com		
Correspondent Name:	Howard IP Law Group, PC		
Address Line 1:	PO Box 226		
Address Line 4:	Fort Washington, PENNSYLVANIA 19034		
ATTORNEY DOCKET NUMBER:	BETACHIP BETACURVE		
NAME OF SUBMITTER:	Ellen M. Draeger		

CH \$65.00 1488245

Signature:	/Ellen M. Draeger/
Date:	08/14/2013
Total Attachments: 6 source=00126682#page1.tif source=00126682#page2.tif source=00126682#page3.tif source=00126682#page4.tif source=00126682#page5.tif source=00126682#page6.tif	

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") dated as of the 1st day of May, 2013 is entered into by and between Measurement Specialties, Inc., a New Jersey corporation, (the "Parent"), and BetaTHERM USA, LLC, a Massachusetts limited liability company ("BetaTHERM"), MEAS US LLC, a Delaware limited liability company ("MEAS US"), Transducer Controls Corporation, a California corporation ("Celesco"), Spectrum Sensors and Controls, Inc., a Pennsylvania corporation ("Spectrum PA"), Spectrum Sensors and Controls, Inc., an Ohio corporation ("Spectrum OH"), Spectrum Sensors and Controls, LLC, a California limited liability company ("Spectrum CA"), (BetaTHERM, MEAS US, Celesco, Spectrum PA, Spectrum OH and Spectrum CA are hereinafter collectively referred to as the "Subsidiaries"), pursuant to Statute 42:2B of the New Jersey Statutes.

RECITALS

WHEREAS, the Parent is a publically traded corporation organized and existing under the laws of the State of New Jersey; and

WHEREAS, BetaTHERM is a limited liability company organized and existing under the laws of the Commonwealth of Massachusetts having one member, the Parent; and

WHEREAS, MEAS US is a limited liability company organized and existing under the laws of the State of Delaware having one member, the Parent; and

WHEREAS, Celesco is a corporation organized and existing under the laws of the State of California having one stockholder, the Parent; and

WHEREAS, Spectrum PA is a corporation organized and existing under the laws of the Commonwealth of Pennsylvania having one stockholder, the Parent; and

WHEREAS, Spectrum OH is a corporation organized and existing under the laws of the State of Ohio having one stockholder, the Parent; and

WHEREAS, Spectrum CA is a limited liability company organized and existing under the laws of the State of California having one member, the Parent; and

WHEREAS, it is intended that the Subsidiaries shall be merged with and into the Parent.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the sufficiency and receipt of which are acknowledged by all parties hereto, and for the purpose of setting forth the terms and conditions of said merger, the parties hereto agree, subject to the conditions hereinafter set forth, as follows:

ARTICLE I.

MERGER AND NAME OF SURVIVING ENTITY

On the Effective Date (as hereinafter defined), the Subsidiaries shall cease to exist and shall be merged with and into the Parent (the "Merger"), which is hereby designated as the "Surviving Entity" the name of which on and after the Effective Date shall remain "Measurement Specialties, Inc."

ARTICLE II.

TERMS AND CONDITIONS OF MERGER

The terms and conditions of the Merger (in addition to those set forth elsewhere in this Plan) are as follows:

- (a) On the Effective Date (as defined below) of the Merger:
 - (1) The Subsidiaries shall be merged into the Parent to form a single corporation, and the Parent shall be designated as the Surviving Entity.
 - (2) The separate existence of the Subsidiaries shall cease and all of the stock or membership interests of the Subsidiaries shall, by virtue of the Merger and without any action by the holder thereof, cease to be outstanding, shall be canceled and retired without payment of any consideration therefore and shall cease to exist.
 - (3) All assets and property then owned by the Subsidiaries shall immediately by operation of law and without any conveyance, transfer or further action become the property of the Parent. The Parent shall be deemed to be a continuation of the Subsidiaries and the Parent, and shall succeed to the rights and obligations of the Subsidiaries and the Parent and the duties and liabilities connected therewith.
- (b) On the Effective Date of the Merger, the board of directors of the Parent shall be the board of directors of the Surviving Entity, to serve in accordance with the Certificate of Incorporation, as amended, and bylaws, as amended, of the Surviving Entity until their respective successors duly shall have been elected and qualified in accordance with such documents and the laws of the State of New Jersey or until the earlier of their death, resignation or removal.
- (c) On the Effective Date of the Merger, the officers of the Parent shall be the officers of the Surviving Entity, with such officers to serve thereafter in accordance with the Certificate of Incorporation, as amended, and bylaws, as amended, of the Surviving Entity and until their respective successors shall have been duly elected and qualified in accordance with such documents and the laws of the State of New Jersey or until the earlier of their death, resignation or removal.

ARTICLE III.

CERTIFICATE OF INCORPORATION AND BYLAWS

1. The Certificate of Incorporation of the Parent, as amended, shall, on the Merger becoming effective, be and constitute the Certificate of Incorporation of the Surviving Entity until amended in the manner provided by law.

2. The bylaws of the Parent, as amended, shall, on the Merger becoming effective, be and constitute the bylaws of the Surviving Entity until amended in the manner provided therein.

ARTICLE IV.

**APPROVAL AND EFFECTIVE DATE;
MISCELLANEOUS MATTERS**

1. The Merger shall become effective at 12:01 a.m. on May 1, 2013 (the "Effective Date").

2. If at any time the Surviving Entity shall deem or be advised that any further grants, assignments, confirmations, or assurances are necessary or desirable to vest, perfect, or confirm title in the Surviving Entity of record or otherwise, to any property of the Subsidiaries acquired or to be acquired by, or as a result of, the Merger, the officers and directors of the Parent or Subsidiaries or any of them shall be severally and fully authorized to execute and deliver any and all such deeds, assignments, confirmations, and assurances and to do all things necessary or proper so as to best prove, confirm, and ratify title to such property in the Surviving Entity and otherwise carry out the purposes of the Merger and the terms of this Plan.

3. For the convenience of the parties, any number of counterparts hereof may be executed, each such counterpart shall be deemed to be an original instrument, and all such counterparts together shall be considered one instrument.

4. This Plan shall be governed by and construed in accordance with the laws of the State of New Jersey.

6. This Plan cannot be altered or amended, except pursuant to an instrument in writing signed on behalf of the parties hereto.

7. At any time before the filing with the State of New Jersey and the State of California, the State of Ohio, the State of Delaware, the Commonwealth of Pennsylvania and the Commonwealth of Massachusetts, if applicable, this Plan may be terminated and the Merger may be abandoned for any reason whatsoever by any of the parties hereto.

[Signatures on following page]

IN WITNESS WHEREOF, the duly authorized officers of the Parent and the Subsidiaries have caused this Plan to be executed as of the day and year first written above.

PARENT:

MEASUREMENT SPECIALTIES, INC.,
a New Jersey corporation

By: 

Frank Guidone
President

SUBSIDIARIES:

BETATHERM USA, LLC
a Massachusetts limited liability company

By: Measurement Specialties, Inc.,
a New Jersey corporation

By: 

Frank Guidone
President

MEAS US LLC,
a Delaware limited liability company

By: Measurement Specialties, Inc.,
a New Jersey corporation

By: 

Frank Guidone
President

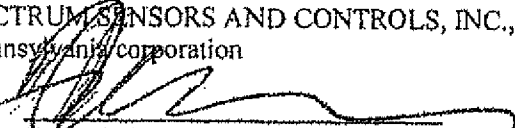
TRANSDUCER CONTROLS CORPORATION,
a California corporation

By: 

Frank Guidone
President

[Signature Page to Agreement and Plan of Merger-MEAS]

SPECTRUM SENSORS AND CONTROLS, INC.,
a Pennsylvania corporation

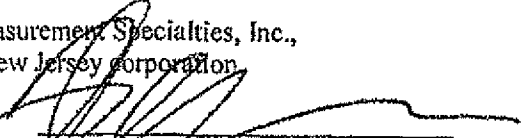
By: 
Frank Guidone
President

SPECTRUM SENSORS AND CONTROLS, INC.,
an Ohio corporation

By: 
Frank Guidone
President

SPECTRUM SENSORS AND CONTROLS, LLC,
a California limited liability company

By: Measurement Specialties, Inc.,
a New Jersey corporation

By: 
Frank Guidone
President

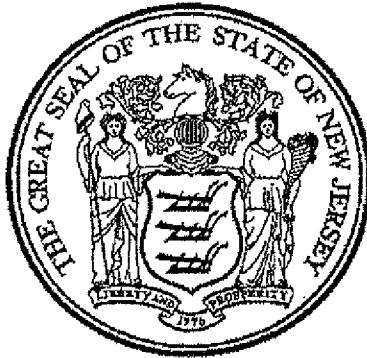
[Signature Page to Agreement and Plan of Merger-MEAS]

TRADEMARK
REEL: 005091 FRAME: 0477

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

MEASUREMENT SPECIALTIES, INC.

I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger
Filed in this office
May 1, 2013
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.



Certificate Number: 128244737

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
2nd day of May, 2013

A handwritten signature in black ink, appearing to read "Andrew P. Sidamon-Eristoff".

Andrew P Sidamon-Eristoff
State Treasurer