

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM800468

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/29/2021		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Alpha Sensors, Inc.		03/19/2021	Corporation: CALIFORNIA
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: 1			
Property Type	Number	Word Mark	
Registration Number:	4243165	T-POD	
CORRESPONDENCE DATA			
Fax Number:	8474410911		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	8474419100		
Email:	pto@nealmcdevitt.com, ndelatorre@nealmcdevitt.com, apierce@nealmcdevitt.com		
Correspondent Name:	Nicholas G. de la Torre		
Address Line 1:	1776 Ash Street		
Address Line 4:	Northfield, ILLINOIS 60093		
ATTORNEY DOCKET NUMBER:	62260.33		
NAME OF SUBMITTER:	Nicholas G. de la Torre		
SIGNATURE:	/ngt/		
DATE SIGNED:	04/04/2023		
Total Attachments: 8			
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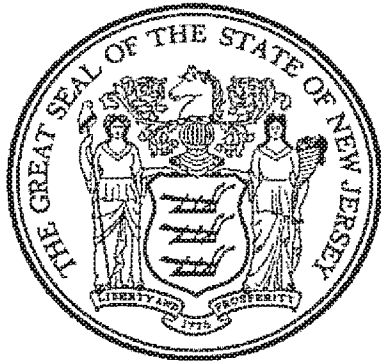
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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)
0100134060

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 March 19, 2021
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: 142834556

Verify this certificate online at

<https://www.njportal.com/DOR/businessrecords/Validate.aspx>

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
26th day of March, 2021*

Handwritten signature of Elizabeth Maher Muoio

Elizabeth Maher Muoio
State Treasurer



**CERTIFICATE OF MERGER
FOR THE MERGER OF
ALPHA SENSORS, INC. (a California merging corporation)
WITH AND INTO**

0100134060

**MEASUREMENT SPECIALTIES, INC. (a New Jersey surviving corporation with Entity
Id Number 0100134060)
March 19, 2021**

Pursuant to the provisions of New Jersey Title 14A §10 of the New Jersey Business Corporation Act (the "NJBCA"), the undersigned corporations hereby certify that:

First: Alpha Sensors, Inc. ("Alpha Sensors"), a corporation organized and existing under the laws of the State of California, shall be merged with and into Measurement Specialties, Inc. (the "Company"), a corporation organized and existing under the laws of the State of New Jersey (the "Merger"). The Company will continue its existence as the surviving corporation pursuant to the provisions of the NJBCA. The provisions of the relevant California statute pursuant to which Alpha Sensors has complied with to effect the Merger is set forth in §1100 of the California Corporation Code.

Second: The Agreement and Plan of Merger (the "Plan of Merger"), pursuant to which the Merger will be effectuated, is attached hereto as Exhibit A.

Third: The Plan of Merger was approved by the shareholders of the Company on March 19, 2021 and by the sole shareholder of Alpha Sensors on March 19, 2021.

Fourth: The table below shows the number of shares of the Company and Alpha Sensors entitled to vote on the Plan of Merger, the number of shares voted for the Plan of Merger and the number of shares voted against the Plan of Merger:

Class	<u>Shares Entitled to Vote</u>	<u>Votes Cast For</u>	<u>Votes Cast Against</u>
Company Common Stock	100.15	100.15	0
Alpha Sensors Common Stock	1,500	1,500	0

Fifth: The Third Amended and Restated Certificate of Incorporation of the Company shall continue to be the Certificate of Incorporation of the surviving corporation.

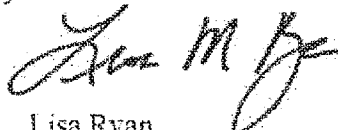
Sixth: The merger is to become effective on March 29, 2021.

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IN WITNESS WHEREOF, the corporations that are party to this merger caused this certificate to be signed by an authorized officer, this 19th day of March, 2021.

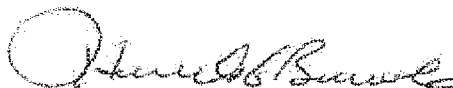
ALPHA SENSORS, INC.

By:



Lisa Ryan
President

MEASUREMENT SPECIALTIES, INC.



By: Harold G. Barksdale
President

Exhibit A
Plan of Merger

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement of Merger"), is made and entered into as of March 19, 2021 by and between Alpha Sensors, Inc., a corporation organized under the laws of the State of California ("Alpha Sensors"), and Measurement Specialties, Inc., a corporation organized under the laws of the State of New Jersey ("MEAS US").

WHEREAS, the board of directors and the sole stockholder of Alpha Sensors have determined that it is advisable and in the best interests of Alpha Sensors that Alpha Sensors be merged with and into MEAS US, with MEAS US as the surviving entity in the merger, upon the terms and subject to the conditions set forth herein (the "Merger"), and have approved and adopted the Merger and this Agreement of Merger in all respects;

WHEREAS, the board of directors of MEAS US and stockholders representing 100% of the outstanding capital stock of MEAS US have determined that the Merger is advisable and in the best interest of MEAS US and have approved and adopted the Merger and this Agreement of Merger in all respects;

WHEREAS, Alpha Sensors is a wholly-owned subsidiary of MEAS US;

WHEREAS, the Merger shall constitute a liquidation of Alpha Sensors within the meaning of Section 332 of Code, and the Merger Agreement shall constitute a plan of liquidation for purposes of Section 332;

NOW, THEREFORE, in consideration of the premises and the representations, warranties, covenants and agreements herein contained, the parties hereto agree as follows:

1. The names of the parties to this Agreement of Merger are:
 - (a) Alpha Sensors, Inc., a corporation organized under the laws of the State of California; and
 - (b) Measurement Specialties, Inc., a corporation organized under the laws of the State of New Jersey.
2. The surviving entity in the Merger shall be MEAS US.
3. The effective time of the Merger shall be the date and time as set forth in the Certificate of Merger filed with the Secretary of State of the State of New Jersey (the "Effective Time").
4. At the Effective Time, Alpha Sensors shall be merged with and into MEAS US upon the terms and subject to the conditions of this Agreement of Merger and in

accordance with the applicable provisions of the New Jersey Business Corporation Act, as amended (the "NJBCA") and California Corporation Code ("CCC").

5. At the Effective Time, the separate existence of Alpha Sensors shall cease and MEAS US shall continue its existence as the surviving entity in the Merger and the assets, liabilities, obligations and employment relationships (if any) of Alpha Sensors shall be vested in and belong to MEAS US, without further action, after the Merger pursuant to the provisions of the NJBCA and CCC.
6. At the Effective Time, all Alpha Sensors shares shall be cancelled without consideration.
7. At the Effective Time, all MEAS US shares held by Alpha Sensors, Inc. shall be cancelled without consideration. All other MEAS US shares outstanding immediately prior to the Effective Time shall continue to be outstanding immediately following the Effective Time.
8. The Third Amended and Restated Certificate of Incorporation and Second Amended and Restated Bylaws of MEAS US in effect immediately prior to the Effective Time shall continue to be the certificate of incorporation and bylaws of MEAS US immediately following the Effective Time.
9. The directors and officers of MEAS US immediately prior to the Effective Time shall continue to be the directors and officers of MEAS US immediately following the Effective Time.
10. Promptly following the execution hereof, the parties hereto will prepare, execute and file or cause to be filed one or more Certificates of Merger and such other documents and filings as may be reasonably necessary to effect the Merger.
11. This Agreement of Merger may be amended prior to the Effective Time upon mutual written agreement of the parties hereto and the filing of any necessary documents to reflect such amendment; provided, however, shareholder approval of an amendment to this Agreement of Merger will be required if any amendment (a) changes the amount or kind of shares or other securities, interests, obligations, rights to acquire shares or other securities, cash, or other property to be received by the shareholders of or owners of interests in any party to the merger upon conversion of their shares or interests hereunder; (b) changes the articles of organization of any corporation, or the organizational documents of any other entity, that will survive or be created as a result of the merger, except for changes permitted by the laws under which the each entity is organized or governed; and (c) changes any of the other terms or conditions of the plan if the change would adversely affect such shareholders in any material respect.
12. This Agreement of Merger may be abandoned prior to the Effective Time upon mutual written agreement of the parties hereto and the filing of any necessary documents to reflect such abandonment.

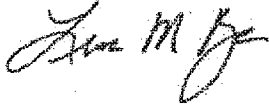
13. This Agreement of Merger is on file at the principal office of MEAS US.

(remainder of page intentionally left blank)

IN WHEREOF, the parties have executed this Agreement of Merger as of the date first written above.

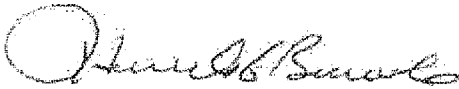
ALPHA SENSORS, INC.

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