

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM317417

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SPARTON CORPORATION		09/11/2014	CORPORATION: OHIO
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BMO Harris Bank N.A., as administrative agent		
<b>Street Address:</b>	111 West Monroe Street		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60603		
<b>Entity Type:</b>	national banking association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4454869	CONQUERING COMPLEXITY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3126095005		
<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>			
<b>Phone:</b>	312-609-7897		
<b>Email:</b>	hmiller@vedderprice.com		
<b>Correspondent Name:</b>	Holly Miller		
<b>Address Line 1:</b>	222 North LaSalle Street - 24th Floor		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60601		
<b>ATTORNEY DOCKET NUMBER:</b>	44456000002		
<b>NAME OF SUBMITTER:</b>	Holly Miller		
<b>SIGNATURE:</b>	/Holly Miller/		
<b>DATE SIGNED:</b>	09/18/2014		
<b>Total Attachments: 5</b>			
source=44456.00.0002 - Grant of Security Interest in Trademark Rights dated September 11, 2014#page1.tif			
source=44456.00.0002 - Grant of Security Interest in Trademark Rights dated September 11, 2014#page2.tif			
source=44456.00.0002 - Grant of Security Interest in Trademark Rights dated September 11, 2014#page3.tif			
source=44456.00.0002 - Grant of Security Interest in Trademark Rights dated September 11, 2014#page4.tif			
source=44456.00.0002 - Grant of Security Interest in Trademark Rights dated September 11, 2014#page5.tif			

CH \$40.00 4454869

## GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS (this “*Agreement*”), dated as of September 11, 2014 is made by **SPARTON CORPORATION**, an Ohio corporation, located at 425 N. Martingale Road, Suite 2050, Schaumburg, Illinois 60173 (the “*Grantor*”), in favor of BMO Harris Bank N.A., a national banking association, as administrative agent (the “*Administrative Agent*”) in connection with that certain Amended and Restated Security Agreement dated as of September 11, 2014 among Grantor, the other “*Grantors*” party thereto and the Administrative Agent (as amended, restated, supplemented or modified from time to time, the “*Security Agreement*”). Capitalized terms not otherwise defined herein are being used herein as defined in the Security Agreement.

### WITNESSETH:

WHEREAS, pursuant to the Security Agreement, the Grantor pledged and granted to the Administrative Agent for the benefit of the Lenders a continuing security interest in all Intellectual Property constituting Collateral, including the Trademark listed on Schedule A hereto (the “*Additional Intellectual Property*”); and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make extensions of credit to the Borrowers pursuant to the Credit Agreement, the Grantor agrees, for the benefit of the Administrative Agent and the Lenders, as follows:

SECTION 1. Grant of Security Interest. The Grantor hereby pledges and grants a continuing security interest in, and a right of setoff against, all of the Grantor’s right, title and interest in, to and under the Trademark (including, without limitation, the Additional Intellectual Property) (collectively, the “*Collateral*”), to the Administrative Agent for the benefit of the Administrative Agent and the Lenders to secure payment, performance and observance of the Obligations.

SECTION 2. Purpose. This Agreement has been executed and delivered by the Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to Administrative Agent in connection with the Security Agreement and is expressly subject to the terms and conditions thereof. The Security Agreement (and all rights and remedies of the Administrative Agent thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 3. Acknowledgment. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this

Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 4. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

SECTION 5. Governing Law. THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE INTERNAL LAWS (INCLUDING, WITHOUT LIMITATION, 735 ILCS SECTION 105/5-1 ET SEQ., BUT OTHERWISE WITHOUT REGARD TO THE CONFLICT OF LAWS PROVISIONS) OF THE STATE OF ILLINOIS.

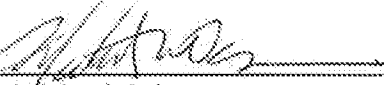
*(Signature Page Follows)*

*(Signature Page to Grant of Security Interest in Trademark Rights)*

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

**GRANTOR:**

**SPARTON CORPORATION**, an Ohio  
corporation

By:   
\_\_\_\_\_  
Michael Osborne  
Senior Vice President

***(Signature Page to Grant of Security Interest in Trademark Rights)***

**ADMINISTRATIVE AGENT:**

**BMO HARRIS BANK N.A.**, a national  
banking association

By: \_\_\_\_\_

Carl Skoog  
Senior Vice President

**SCHEDULE A**

U.S. Trademark Registrations and Applications

Mark	App. No.	Filing Date	Reg. No.	Reg. Date	Owner	Issues
CONQUERING COMPLEXITY	85/930007	5/13/13	4,454,869	12/24/13	Sparton Corporation (an Ohio corporation)	None