

SPARTON CORP  
Form 8-K/A  
August 14, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K/A  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported) August 14, 2006**

**Sparton Corporation**

(Exact Name of Registrant as Specified in Its Charter)

**Ohio**

(State or Other Jurisdiction of Incorporation)

**1-1000**

(Commission File Number)

**38-1054690**

(IRS Employer Identification No.)

**2400 East Ganson Street, Jackson, Michigan**

(Address of Principal Executive Offices)

**49202**

(Zip Code)

**(517) 787-8600**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## **INTRODUCTION**

On May 31, 2006, Sparton Corporation, an Ohio Corporation (the Company) announced that it had entered into and closed on that date a membership purchase agreement (Purchase Agreement) to acquire Astro Instrumentation, LLC (Astro) located in Strongsville, Ohio. Astro is a contract manufacturer specializing in the design and production of medical devices for diagnostic and pharmaceutical customers. The Purchase Agreement provided for the sale and purchase of all of the outstanding membership interests of Astro.

The purchase price, approximately \$26.15 million (excluding extinguishment or assumption of debt), was paid by a combination of cash in the amount of \$18.65 million and notes totaling \$7.5 million. Additional consideration may be paid to the sellers over the four years following the closing based on a percentage of earnings before interest and taxes. In addition, under the terms of the Purchase Agreement, the two individual sellers entered into non-competition agreements with the Company. The transaction was financed through a combination of cash and amounts borrowed under the Company's loan facilities with National City Bank.

The newly acquired entity was renamed Astro Instrumentation, Inc. (Astro, Inc.), incorporated in the State of Michigan. The Company now operates the business as a wholly-owned subsidiary at its present location and with the current operating management and staff. The acquisition of Astro furthered the Company's strategy of identifying and acquiring acquisition candidates for both the defense and medical device markets.

As permitted by Item 9.01(a)(4) of Form 8-K, audited historical financial statements of the acquired business, as well as unaudited combined proforma financial information, are being filed by this amendment to Form 8-K.

### **ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

#### (a) Financial Statements of Businesses Acquired.

Audited historical financial statements of Astro Instrumentation, LLC as of December 31, 2005 and for the year then ended, and unaudited financial statements as of March 31, 2006 and for the three months ended March 31, 2006 and 2005 (beginning on page F-1 hereof).

#### (b) Pro Forma Financial Information.

Unaudited combined proforma condensed balance sheet of Sparton Corporation and its consolidated subsidiaries, and Astro Instrumentation, LLC as of March 31, 2006 and the related unaudited combined proforma condensed statements of income for the nine months ended March 31, 2006 and for the year ended June 30, 2005 (beginning on Page F-23 hereof).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SPARTON CORPORATION

/s/ David W. Hockenbrocht  
David W. Hockenbrocht  
Chief Executive Officer  
August 14, 2006

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**INDEX TO FINANCIAL STATEMENTS  
HISTORICAL FINANCIAL STATEMENTS (1)**

|   | <b>Page</b> |
|---|-------------|
| <b>Astro Instrumentation, LLC</b>   |             |
| Most Recent Annual Financial Statements, Cover Page   | F-1         |
| Independent Auditors Report   | F-2         |
| Combined Balance Sheets as of December 31, 2005 (audited) and 2004 (unaudited)  | F-3 to F-4  |
| Combined Statements of Income and Owners Equity for the Years Ended December 31, 2005 (audited) and 2004 (unaudited)  | F-5         |
| Combined Statements of Cash Flows for the Years Ended December 31, 2005 (audited) and 2004 (unaudited)                | F-6 to F-7  |
| Notes to Combined Financial Statements  | F-8 to F-13 |
| Interim Unaudited Financial Statements  | F-14        |
| Interim Unaudited Condensed Balance Sheet as of March 31, 2006  | F-15        |
| Interim Unaudited Condensed Statements of Income and Owners Equity for the Three Months Ended March 31, 2006 and 2005 | F-16        |
| Interim Unaudited Condensed Statements of Cash Flows for the Three Months Ended March 31, 2006 and 2005               | F-17        |
|   | F-18 to     |
| Notes to Interim Unaudited Condensed Financial Statements   | F-22        |

**UNAUDITED COMBINED PRO FORMA CONDENSED FINANCIAL INFORMATION**

**Sparton Corporation and Consolidated Subsidiaries and Astro Instrumentation, LLC**

|   |         |
|---|---------|
| Proforma Financial Information, Cover Page  | F-23    |
| Basis of Presentation   | F-24    |
| Unaudited Combined Pro Forma Condensed Balance Sheet as of March 31, 2006                           | F-25    |
| Unaudited Combined Pro Forma Condensed Statement of Income for the Year Ended June 30, 2005         | F-26    |
| Unaudited Combined Pro Forma Condensed Statement of Income for the Nine Months Ended March 31, 2006 | F-27    |
|   | F-28 to |
| Notes to Unaudited Combined Pro Forma Condensed Balance Sheet and Statements of Income              | F-29    |

(1) The historical financial statements of Astro Instrumentation, LLC as of December 31, 2005 and for the year then ended were labeled combined to give effect to the

inclusion of Astro Exports, Inc. ( Exports ), a commonly controlled entity owned by the members of Astro. The assets and operations of Exports, a Domestic International Sales Corporation not acquired by Sparton Corporation, were insignificant to Astro s historical operating results and financial position. The assets and operations of Exports are not included in Astro s interim unaudited condensed financial statements for the three months ended March 31, 2006 or 2005.

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**ASTRO  
INSTRUMENTATION,  
LLC  
COMBINED  
FINANCIAL  
STATEMENTS  
FOR THE  
YEARS ENDED  
DECEMBER 31, 2005  
(AUDITED) and 2004  
(REVIEWED)**

F-1

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**Independent Auditors Report**

Cleveland Office  
32125 Solon Road  
Suite 200  
Cleveland, Ohio 44139  
(440) 248-8787  
fax (440) 248-0841  
www.SSandG.com

To the Members  
Astro Instrumentation, LLC  
Strongsville, Ohio

We have audited the accompanying combined balance sheet Astro Instrumentation, LLC as of December 31, 2005, and the related combined statements of income and owners equity and cash flows for the year then ended. These financial statements are the responsibility of Astro Instrumentation, LLC's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the combined financial statements referred to above present fairly, in all material respects, the combined financial position of Astro Instrumentation, LLC as of December 31, 2005, and the combined results of operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The financial statements for the year ended December 31, 2004 were reviewed by us, and our report thereon, dated February 4, 2005, stated that we were not aware of any material modifications that should be made to those statements for them to be in conformity with generally accepted accounting principles. However, a review is substantially less in scope than an audit and does not provide a basis for the expression of an opinion on the financial statements taken as a whole.

CERTIFIED PUBLIC ACCOUNTANTS

Cleveland, Ohio  
February 20, 2006



**ASTRO INSTRUMENTATION, LLC  
COMBINED BALANCE SHEETS**

|   | DECEMBER 31,         |                    |
|---|----------------------|--------------------|
|   | 2005<br>(Audited)    | 2004<br>(Reviewed) |
| <b>ASSETS</b>                             |                      |                    |
| <b>CURRENT ASSETS</b>                     |                      |                    |
| Cash                                      | \$ 234,835           | \$ 1,286,183       |
| Cash and cash equivalents restricted      | 39,416               | 77,442             |
| Accounts receivable trade                 | 4,975,835            | 4,426,839          |
| Inventories                               | 7,980,130            | 6,155,337          |
| Prepaid expenses and other current assets | 146,065              | 88,504             |
| <b>TOTAL CURRENT ASSETS</b>               | <b>13,376,281</b>    | 12,034,305         |
| <b>PROPERTY AND EQUIPMENT, net</b>        | <b>2,546,656</b>     | 2,910,170          |
| <b>OTHER ASSETS</b>                       |                      |                    |
| Loan fees, net                            | 20,492               | 33,434             |
| Deposits                                  | 110                  | 20,728             |
| Other                                     | 9,828                |                    |
|   | <b>30,430</b>        | 54,162             |
|   | <b>\$ 15,953,367</b> | \$ 14,998,637      |

*See accompanying notes to combined financial statements.*

**ASTRO INSTRUMENTATION, LLC  
COMBINED BALANCE SHEETS**

|   | DECEMBER 31,         |                    |
|---|----------------------|--------------------|
|   | 2005<br>(Audited)    | 2004<br>(Reviewed) |
| <b>LIABILITIES AND OWNERS EQUITY</b>        |                      |                    |
| <b>CURRENT LIABILITIES</b>                  |                      |                    |
| Line of credit                              | <b>\$ 4,208,220</b>  | \$ 5,778,220       |
| Current portion of bond payable             | <b>105,000</b>       | 100,000            |
| Accounts payable trade                      | <b>3,309,580</b>     | 2,087,229          |
| Accrued expenses                            | <b>348,589</b>       | 422,275            |
| Deferred revenue                            | <b>158,302</b>       | 76,295             |
| <b>TOTAL CURRENT LIABILITIES</b>            | <b>8,129,691</b>     | 8,464,019          |
| <b>BOND PAYABLE, net of current portion</b> | <b>2,411,729</b>     | 2,515,631          |
| <b>OWNERS EQUITY</b>                        | <b>5,411,947</b>     | 4,018,987          |
|   | <b>\$ 15,953,367</b> | \$ 14,998,637      |

*See accompanying notes to combined financial statements.*

F-4

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**ASTRO INSTRUMENTATION, LLC**  
**COMBINED STATEMENTS OF INCOME AND OWNERS EQUITY**

|                                  |               | FOR THE YEARS ENDED |               |       |
|----------------------------------|---------------|---------------------|---------------|-------|
|                                  |               | DECEMBER 31,        |               |       |
|                                  | 2005          | % of                | 2004          | % of  |
|                                  | (Audited)     | Net                 | (Reviewed)    | Net   |
|                                  |               | Sales               |               | Sales |
| NET SALES                        | \$ 33,624,609 | 100.0               | \$ 35,063,785 | 100.0 |
| COST OF GOODS SOLD               | 29,331,986    | 87.2                | 31,026,600    | 88.5  |
| GROSS PROFIT                     | 4,292,623     | 12.8                | 4,037,185     | 11.5  |
| OPERATING EXPENSES               | 1,621,248     | 4.8                 | 1,840,671     | 5.3   |
| OPERATING INCOME                 | 2,671,375     | 8.0                 | 2,196,514     | 6.2   |
| OTHER INCOME (EXPENSE)           |               |                     |               |       |
| Interest income                  | 44,695        | 0.1                 |               |       |
| Loss on disposal of assets       | (209,793)     | (0.6)               |               |       |
| Inventory holding charge         | 144,744       | 0.4                 | 31,032        | 0.1   |
| Other                            | 13,185        |                     | 62,277        | 0.2   |
|                                  | (7,169)       | (0.1)               | 93,309        | 0.3   |
| INTEREST EXPENSE                 | (372,093)     | (1.1)               | (292,103)     | (0.8) |
| INCOME BEFORE CITY INCOME TAXES  | 2,292,113     | 6.8                 | 1,997,720     | 5.7   |
| PROVISION FOR CITY INCOME TAXES  | 32,684        | 0.1                 | 27,000        | 0.1   |
| NET INCOME                       | 2,259,429     | 6.7                 | 1,970,720     | 5.6   |
| OWNERS EQUITY, beginning of year | 4,018,987     |                     | 2,628,137     |       |
| CONTRIBUTIONS                    | 129,641       |                     | 2,500         |       |
| DISTRIBUTIONS                    | (996,110)     |                     | (582,370)     |       |
| OWNERS EQUITY, end of year       | \$ 5,411,947  |                     | \$ 4,018,987  |       |

*See accompanying notes to combined financial statements.*

F-5

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**ASTRO INSTRUMENTATION, LLC**  
**COMBINED STATEMENTS OF CASH FLOWS**

|   | FOR THE YEARS ENDED<br>DECEMBER 31, |                    |
|---|-------------------------------------|--------------------|
|   | 2005<br>(Audited)                   | 2004<br>(Reviewed) |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>   |                                     |                    |
| Net income  | <b>\$ 2,259,429</b>                 | \$ 1,970,720       |
| Adjustments to reconcile net income to net cash and cash equivalents provided by (used in) operating activities |                                     |                    |
| Depreciation and amortization   | <b>328,674</b>                      | 417,788            |
| Amortization of bond discount   | <b>1,098</b>                        | 1,098              |
| Loss on disposal of assets  | <b>209,793</b>                      |                    |
| Bad debt expense  | <b>193,909</b>                      |                    |
| (Increase) decrease in assets:  |                                     |                    |
| Accounts receivable trade   | <b>(752,733)</b>                    | (931,229)          |
| Inventories   | <b>(1,824,793)</b>                  | (1,341,456)        |
| Prepaid expenses and other current assets   | <b>(57,561)</b>                     | (13,685)           |
| Deposits  | <b>20,618</b>                       | 24,665             |
| Increase (decrease) in liabilities:   |                                     |                    |
| Accounts payable trade  | <b>1,222,351</b>                    | (917,480)          |
| Accrued expenses  | <b>(73,686)</b>                     | 6,854              |
| Deferred revenue  | <b>82,007</b>                       | (275,060)          |
| <b>NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>  | <b>1,609,106</b>                    | (1,057,785)        |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>   |                                     |                    |
| Proceeds from sale of property and equipment  | <b>2,486</b>                        |                    |
| Purchases of property and equipment   | <b>(164,497)</b>                    | (266,282)          |
| <b>NET CASH USED IN INVESTING ACTIVITIES</b>  | <b>\$ (162,011)</b>                 | \$ (266,282)       |

*See accompanying notes to combined financial statements.*

**ASTRO INSTRUMENTATION, LLC**  
**COMBINED STATEMENTS OF CASH FLOWS**

|   | FOR THE YEARS ENDED<br>DECEMBER 31, |                    |
|---|-------------------------------------|--------------------|
|   | <b>2005</b><br><b>(Audited)</b>     | 2004<br>(Reviewed) |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                 |                                     |                    |
| Net (decrease) increase in line of credit                   | <b>\$ (1,570,000)</b>               | \$ 2,898,220       |
| Principal payments on bond payable                          | <b>(100,000)</b>                    | (100,000)          |
| Contributions of capital                                    | <b>129,641</b>                      | 2,500              |
| Member distributions  | <b>(996,110)</b>                    | (582,370)          |
| <b>NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES</b>  | <b>(2,536,469)</b>                  | 2,218,350          |
| <b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b> | <b>(1,089,374)</b>                  | 894,283            |
| <b>CASH AND CASH EQUIVALENTS, beginning of year</b>         | <b>1,363,625</b>                    | 469,342            |
| <b>CASH AND CASH EQUIVALENTS, end of year</b>               | <b>\$ 274,251</b>                   | \$ 1,363,625       |

**SUPPLEMENTAL DISCLOSURES OF NON CASH TRANSACTIONS**

During 2005, the Company received stock of a customer in consideration for the payment of a receivable in the amount of \$9,828.

**SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION**

Cash paid during the period for:

|                   |                   |            |
|-------------------|-------------------|------------|
| Interest          | <b>\$ 408,684</b> | \$ 310,503 |
| City income taxes | <b>\$ 4,869</b>   | \$ 32,451  |

*See accompanying notes to combined financial statements.*

**ASTRO INSTRUMENTATION, LLC**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2005 (AUDITED) AND 2004 (REVIEWED)**

**NOTE A Significant accounting policies**

*Nature of operations*

The accompanying combined financial statements include the accounts of Astro Instrumentation, LLC, and Astro Exports, Inc. both of which are under common control, collectively referred to as the Company. Astro Exports, Inc. began operations on February 18, 2004. All significant intercompany transactions have been eliminated in these combined financial statements.

The company is located in Strongsville, Ohio and is a contract manufacturer specializing in the design and manufacturing of medical devices for diagnostic and pharmaceutical companies.

*Cash and cash equivalents*

For purposes of the Statements of Cash Flows, the Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents.

*Accounts receivable*

The Company reports trade receivables at gross amounts due from customers. Because historical losses related to these receivables have been insignificant, management uses the direct write-off method to account for bad debts. On a continuing basis, management analyzes delinquent receivables and, if these receivables are determined to be uncollectible, they are written off through a charge against earnings.

*Property and equipment*

Furniture, equipment, computer equipment and related software are recorded at cost. Depreciation is computed by straight-line and accelerated methods over the estimated useful lives of the assets. Repairs and maintenance costs are expensed as incurred.

*Concentrations of credit risk*

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash. The Company places its cash with financial institutions and although at times during the year they had invested amounts in excess of federal insurance limits, management does not feel that the Company is exposed to any substantial credit risk. Also see Note G.

*Income taxes*

Astro Instrumentation, LLC, with the consent of its members, has elected under Chapter 1705 of the Ohio Revised Code to be formed as a limited liability company. Under this Chapter, Astro Instrumentation, LLC, is treated as a partnership for federal and state income tax purposes. In lieu of paying taxes at the company level, the members of a limited liability company are taxed on their proportionate share of the Company's taxable income. Therefore, no provision or liability for federal or state income taxes has been included in the financial statements.

**ASTRO INSTRUMENTATION, LLC**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2005 (AUDITED) AND 2004 (REVIEWED)**

**NOTE A Significant accounting policies**

Income taxes (continued)

Astro Exports, Inc., with the consent of its shareholders, has elected to be taxed under the provisions of the Domestic International Sales Corporation of the Internal Revenue Code from its inception. Consequently, in lieu of corporate federal and state income taxes the shareholders of the Domestic International Sales Corporation are taxed on their proportionate share of the Company's taxable income. Therefore, no provision or liability for federal or state income taxes has been included in the financial statements.

Loan fees

The loan fees are amortized on the straight-line method over five years., Amortization expense was \$12,942 for each of the years ended December 31, 2005 and 2004.

Advertising costs

Advertising costs, which are included in operating expenses, are expensed as incurred. Advertising expenses were \$14,957 and \$29,751 for the years ended December 31, 2005 and 2004, respectively.

Deferred revenue

Deferred revenue represents deposits received from customers for services to be performed subsequent to year end.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and disclosures. Accordingly, actual results could differ from those estimates.

**NOTE B Inventories**

All inventories are stated at the lower of cost (first-in, first-out method) or market. Inventories consisted of the following at December 31:

|                | 2005                | 2004                |
|----------------|---------------------|---------------------|
| Raw materials  | \$ 7,164,479        | \$ 5,862,441        |
| Finished goods | 815,651             | 292,896             |
|                | <b>\$ 7,980,130</b> | <b>\$ 6,155,337</b> |



**ASTRO INSTRUMENTATION, LLC**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2005 (AUDITED) AND 2004 (REVIEWED)**

**NOTE C Property and equipment**

Property and equipment consisted of the following at December 31:

|                               | 2005                | 2004         |
|-------------------------------|---------------------|--------------|
| Land                          | \$ 489,154          | \$ 489,154   |
| Building and improvements     | 2,440,534           | 2,365,586    |
| Furniture and fixtures        | 42,331              | 42,331       |
| Office equipment              | 38,919              | 38,919       |
| Equipment                     | 275,038             | 262,581      |
| Computer equipment            | 183,011             | 171,636      |
| Software                      | 163,406             | 148,421      |
| Leasehold improvements        |                     | 393,983      |
|                               | <b>3,632,393</b>    | 3,912,611    |
| Less accumulated depreciation | <b>1,085,737</b>    | 1,002,441    |
|                               | <b>\$ 2,546,656</b> | \$ 2,910,170 |

Depreciation expense for the years ended December 31, 2005 and 2004 was \$315,732 and \$404,846, respectively.

**NOTE D Line of Credit**

The Company has available a line of credit with a bank which permits the Company to borrow up to \$7,000,000 which is due on demand. Interest is computed at LIBOR rate of 4.39% and 2.42% (at December 31, 2005 and December 31, 2004, respectively) plus 1.25%. The line of credit contains certain covenants with respect to Tangible Net Worth, Funded Debt to EBITDA and a Fixed Charge Coverage Ratio. These covenants have been met at December 31, 2005. This line of credit is secured by substantially all of the Company's assets.

**ASTRO INSTRUMENTATION, LLC**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2005 (AUDITED) AND 2004 (REVIEWED)**

**NOTE E Bond payable**

In 2002, the State of Ohio issued Ohio State Economic Development Revenue Bonds Series 2002-4 in the amount of \$2,845,000. Subsequently, the Company entered into a loan agreement with the State of Ohio for \$2,845,000 in order to finance the construction of a new manufacturing facility and corporate office. The interest rate varies based on the maturity date of the bonds. The maturity date and related interest are as follows:

| Maturity Date                | Maturing<br>Principal | Semi-Annual<br>Interest<br>Rate |
|------------------------------|-----------------------|---------------------------------|
| December 2006                | <b>105,000</b>        | <b>3.00%</b>                    |
| December 2007                | <b>110,000</b>        | <b>3.50%</b>                    |
| December 2008                | <b>110,000</b>        | <b>3.50%</b>                    |
| December 2009                | <b>120,000</b>        | <b>3.50%</b>                    |
| June 2010 2015               | <b>765,000</b>        | <b>5.00%</b>                    |
| June 2016 2022               | <b>1,335,000</b>      | <b>5.45%</b>                    |
|                              | <b>2,545,000</b>      |                                 |
| Less original issue discount | <b>28,271</b>         |                                 |
| Net balance                  | <b>\$ 2,516,729</b>   |                                 |

The interest rate on the bonds for 2005 was 2.75%. The bonds carry certain sinking fund requirements generally obligating the Company to deposit funds into a sinking fund. The sinking fund requires the Company to make monthly deposits of one twelfth of the annual obligation plus accrued interest.

The original issue discount is being amortized over the life of the bond. Amortization expense for each of the years ended December 31, 2005 and 2004 was \$1,098, which is included in interest expense.

The bonds maturing after December 31, 2007 also include an obligation for deposits into the sinking fund. The obligation has been jointly and severally guaranteed by the members of the Company.

The Company also had an irrevocable letter of credit in the amount of \$284,000 which is renewable annually.

**ASTRO INSTRUMENTATION, LLC**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2005 (AUDITED) AND 2004 (REVIEWED)**

**NOTE F Leasing arrangements**

The Company leases certain office equipment, which are being accounted for as operating leases. During 2005, the Company did not renew its lease for a warehouse facility due to the new facility discussed in Note E.

As of December 31, 2005, the approximate future minimum lease commitments under all operating leases are as follows:

Year ending December 31:

|      |                  |
|------|------------------|
| 2006 | <b>\$ 9,636</b>  |
| 2007 | <b>9,636</b>     |
| 2008 | <b>8,833</b>     |
|      | <b>\$ 28,105</b> |

Total rent expense for the years ended December 31, 2005 and 2004 was \$170,955 and \$210,845, respectively.

**NOTE G Major customers**

The Company has one major customer (two in 2004) which accounted for 81% and 90% of the Company's sales for the years ended December 31, 2005 and 2004, respectively. The Company has a five-year contract with the one customer, which began in 2000 and automatically renews at the end of the five-year period. Accounts receivable relating to this customer (two in 2004) represented 61% and 76% of total accounts receivable at December 31, 2005 and 2004, respectively.

**NOTE H Related party transactions**

During 2004, the Company sold products to a related entity. One of the Company's members is on the Board of Directors of this customer. The Company's sales to this entity were \$1,619,544 for the year ended December 31, 2004. At December 31, 2005 and 2004 the accounts receivable balance from this entity was \$463,330 and \$422,255, respectively, and is included as a component of accounts receivable - trade. The collectibility of this receivable has been guaranteed by the Company's member. In 2006 the Company collected \$200,000 of this outstanding balance and expects to collect the remaining balance in 2006.

**ASTRO INSTRUMENTATION, LLC**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2005 (AUDITED) AND 2004 (REVIEWED)**

**NOTE I 401(k) retirement savings plan**

The Company has a 401(k) Retirement Savings Plan (defined contribution plan) which is available to all of its employees. Eligibility is based on the attainment of 21 years of age and at least three months of employment service with the Company. Employees may contribute up to 15% of their gross salary into the plan. The Company may, at its discretion, contribute to the plan. Employees vest immediately in their contribution and ratably over a six-year period in the matching contribution. The Company made no contributions to the plan for the years ended December 31, 2005 and 2004.

F-13

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**ASTRO  
INSTRUMENTATION,  
LLC  
*INTERIM UNAUDITED CONDENSED  
FINANCIAL  
STATEMENTS  
FOR THE THREE MONTHS ENDED MARCH 31, 2006 AND 2005***

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F-14

**ASTRO INSTRUMENTATION, LLC**  
**INTERIM UNAUDITED CONDENSED BALANCE SHEET**  
**MARCH 31, 2006**

**ASSETS**

**Current assets**

|   |            |
|---|------------|
| Cash and cash equivalents                 | \$ 466,785 |
| Accounts receivable trade                 | 4,680,001  |
| Inventories                               | 9,325,426  |
| Prepaid expenses and other current assets | 84,050     |

**Total current assets** **14,556,262**

Property and equipment, net 2,501,551

**Other assets**

|                |        |
|----------------|--------|
| Loan fees, net | 17,256 |
| Deposits       | 71,875 |
| Other          | 9,828  |

**Total assets** **\$ 17,156,772**

**LIABILITIES AND OWNERS EQUITY**

**Current liabilities**

|                                 |              |
|---------------------------------|--------------|
| Line of credit                  | \$ 4,208,220 |
| Current portion of bond payable | 108,333      |
| Accounts payable trade          | 4,631,509    |
| Accrued expenses                | 416,857      |
| Deferred revenue                | 151,902      |

**Total current liabilities** **9,516,821**

Bond payable, net of current portion 2,375,337

**Total liabilities** **11,892,158**

Owners equity 5,264,614

**Total liabilities and owners equity** **\$ 17,156,772**

See accompanying notes to interim unaudited condensed financial statements.

F-15

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**ASTRO INSTRUMENTATION, LLC**  
**INTERIM UNAUDITED CONDENSED STATEMENTS OF INCOME AND OWNERS' EQUITY**

|                                      | <b>For the Three Months Ended<br/>March 31,</b> |                     |
|--------------------------------------|---|---------------------|
|                                      | <b>2006</b>                                     | <b>2005</b>         |
| Net sales                            | \$ 9,260,962                                    | \$ 8,502,814        |
| Cost of goods sold                   | 8,412,352                                       | 7,517,418           |
| <b>Gross profit</b>                  | <b>848,610</b>                                  | <b>985,396</b>      |
| Operating expenses                   | 650,376   | 576,600             |
| <b>Operating income</b>              | <b>198,234</b>                                  | <b>408,796</b>      |
| <b>Other income</b>                  |   |                     |
| Interest income                      | 2,137   | 413                 |
| Other                                | 18,810  | 37,559              |
|                                      | <b>20,947</b>                                   | <b>37,972</b>       |
| Interest expense                     | 99,167  | 90,024              |
| <b>Net income</b>                    | <b>120,014</b>                                  | <b>356,744</b>      |
| Owners' equity, beginning of period  | 5,115,970                                       | 3,704,716           |
| Contributions                        | 95,000  | 220,000             |
| Distributions                        | (66,370)  | (200,000)           |
| <b>Owners' equity, end of period</b> | <b>\$ 5,264,614</b>                             | <b>\$ 4,081,460</b> |

See accompanying notes to interim unaudited condensed financial statements.

F-16

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**ASTRO INSTRUMENTATION, LLC**  
**INTERIM UNAUDITED CONDENSED STATEMENTS OF CASH FLOWS**

|  | <b>For the Three Months Ended</b> |                   |
|--|-----------------------------------|-------------------|
|  | <b>March 31,</b>                  |                   |
|  | <b>2006</b>                       | <b>2005</b>       |
| <b>Cash flows from operating activities</b>  |                                   |                   |
| Net income   | \$ 120,014                        | \$ 356,744        |
| Adjustments to reconcile net income to net cash and cash equivalents provided by (used in) operating activities: |                                   |                   |
| Depreciation and amortization  | 60,748                            | 77,331            |
| Amortization of bond discount  | 275                               | 275               |
| Changes in operating assets and liabilities which provided (used) cash:  |                                   |                   |
| Accounts receivable trade  | 295,834                           | (783,289)         |
| Inventories  | (1,345,296)                       | (803,435)         |
| Prepaid expenses and other current assets  | 62,015                            | (15,911)          |
| Deposits   | (71,765)                          | 2,132             |
| Accounts payable trade   | 1,321,929                         | 582,763           |
| Accrued expenses   | (141,234)                         | 8,391             |
| Deferred revenue   | (6,400)                           | (52,141)          |
| <b>Net cash provided by (used in) operating activities</b>   | <b>296,120</b>                    | <b>(627,140)</b>  |
| <b>Cash flows from investing activities</b>  |                                   |                   |
| Purchases of property and equipment  | (12,407)                          | (64,950)          |
| <b>Net cash used in investing activities</b>   | <b>(12,407)</b>                   | <b>(64,950)</b>   |
| <b>Cash flows from financing activities</b>  |                                   |                   |
| Net decrease in line of credit   |                                   | (150,000)         |
| Principal payments on bond payable   | (33,334)                          | (25,000)          |
| Contributions of capital   | 95,000                            | 220,000           |
| Member distributions   | (66,370)                          | (200,000)         |
| <b>Net cash used in financing activities</b>   | <b>(4,704)</b>                    | <b>(155,000)</b>  |
| <b>Net increase (decrease) in cash and cash equivalents</b>  | <b>279,009</b>                    | <b>(847,090)</b>  |
| Cash and cash equivalents, beginning of period   | 187,776                           | 1,257,503         |
| <b>Cash and cash equivalents, end of period</b>  | <b>\$ 466,785</b>                 | <b>\$ 410,413</b> |

See accompanying notes to interim unaudited condensed financial statements.

F-17

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**ASTRO INSTRUMENTATION, LLC**  
**NOTES TO INTERIM UNAUDITED CONDENSED**  
**FINANCIAL STATEMENTS**  
**THREE MONTHS ENDED MARCH 31, 2006 AND 2005**

**NOTE A Business and significant accounting policies**

*Nature of Operations*

The accompanying combined financial statements include the accounts of Astro Instrumentation, LLC, referred to as the Company. The Company is located in Strongsville, Ohio and is a contract manufacturer specializing in the design and manufacturing of medical devices for diagnostic and pharmaceutical companies.

*Cash and cash equivalents*

For purposes of the Statements of Cash Flows, the Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents.

*Accounts receivable*

The Company reports trade receivables at gross amounts due from customers. Because historical losses related to these receivables have been insignificant, management uses the direct write-off method to account for bad debts. On a continuing basis, management analyzes delinquent receivables and, if these receivables are determined to be uncollectible, they are written off through a charge against earnings.

*Property and equipment*

Furniture, equipment, computer equipment and related software are recorded at cost. Depreciation is computed by straight-line and accelerated methods over the estimated useful lives of the assets. Repairs and maintenance costs are expensed as incurred.

*Concentrations of credit risk*

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash. The Company places its cash with financial institutions and, although at times during the year they had invested amounts in excess of federal insurance limits, management does not feel that the Company is exposed to any substantial credit risk. Also see Note G.

*Income taxes*

Astro Instrumentation, LLC, with the consent of its members, has elected under Chapter 1705 of the Ohio Revised Code to be formed as a limited liability company. Under this Chapter, Astro Instrumentation, LLC, is treated as a partnership for federal and state income tax purposes. In lieu of paying taxes at the company level, the members of a limited liability company are taxed on their proportionate share of the Company's taxable income. Therefore, no provision or liability for federal or state income taxes has been included in the financial statements.

**ASTRO INSTRUMENTATION, LLC**  
**NOTES TO INTERIM UNAUDITED CONDENSED**  
**FINANCIAL STATEMENTS**  
**THREE MONTHS ENDED MARCH 31, 2006 AND 2005**

Loan fees

The loan fees are amortized on the straight-line method over five years. Amortization expense was \$3,236 for each of the three month periods ended March 31, 2006 and 2005.

Advertising costs

Advertising costs, which are included in operating expenses, are expensed as incurred.

Deferred revenue

Deferred revenue represents deposits received from customers for services to be performed subsequent to period end.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and disclosures.

Accordingly, actual results could differ from those estimates.

**NOTE B Inventories**

All inventories are stated at the lower of-cost (first-in, first-out method) or market. Inventories consisted of the following at March 31, 2006:

|                |                     |
|----------------|---------------------|
| Raw materials  | \$ 8,713,892        |
| Finished goods | 611,534             |
|                | <b>\$ 9,325,426</b> |

**ASTRO INSTRUMENTATION, LLC**  
**NOTES TO INTERIM UNAUDITED CONDENSED**  
**FINANCIAL STATEMENTS**  
**THREE MONTHS ENDED MARCH 31, 2006 AND 2005**

**NOTE C Property and equipment**

Property and equipment consisted of the following at March 31, 2006:

|                               |                     |
|-------------------------------|---------------------|
| Land                          | \$ 489,154          |
| Building                      | 2,440,534           |
| Furniture and fixtures        | 42,331              |
| Office equipment              | 38,919              |
| Equipment                     | 275,038             |
| Computer equipment            | 195,418             |
| Software                      | 163,406             |
|                               | 3,644,800           |
| Less accumulated depreciation | 1,143,249           |
|                               | <b>\$ 2,501,551</b> |

Depreciation expense for the three months ended March 31, 2006 and 2005 was \$57,512 and \$74,096, respectively.

**NOTE D Line of credit**

The Company has available a line of credit with a bank which permits the Company to borrow up to \$7,000,000 which is due on demand. Interest is computed at LIBOR rate of 5.29% (at March 31, 2006) plus 1.25%. The line of credit contains certain covenants with respect to Tangible Net Worth, Funded Debt to EBITDA and a Fixed Charge Coverage Ratio. These covenants have been met at March 31, 2006. This line of credit is secured by substantially all of the Company's assets.

**ASTRO INSTRUMENTATION, LLC**  
**NOTES TO INTERIM UNAUDITED CONDENSED**  
**FINANCIAL STATEMENTS**  
**THREE MONTHS ENDED MARCH 31, 2006 AND 2005**

**NOTE E Bond payable**

In 2002, the State of Ohio issued Ohio State Economic Development Revenue Bonds Series 2002-4 in the amount of \$2,845,000. Subsequently, the Company entered into a loan agreement with the State of Ohio for \$2,845,000 in order to finance the construction of a new manufacturing facility and corporate office. The interest rate varies based on the maturity of the bonds. The maturity date and related interest are as follows:

| <b>Maturity Date</b>         | <b>Maturing<br/>Principal</b> | <b>Semi-Annual<br/>Interest<br/>Rates</b> |
|------------------------------|-------------------------------|---|
| December 2006                | \$ 16,666                     | 3.00%                                     |
| March 2007                   | 91,667                        | 3.50%                                     |
| December 2007                | 73,333                        | 3.50%                                     |
| December 2008                | 110,000                       | 5.00%                                     |
| December 2009                | 120,000                       | 5.00%                                     |
| December 2010                | 125,000                       | 5.00%                                     |
| June 2011 2015               | 640,000                       | 5.00%                                     |
| June 2016 2022               | 1,335,000                     | 5.45%                                     |
|                              | 2,511,666                     |   |
| Less original issue discount | 27,996                        |   |
| <b>Net balance</b>           | <b>\$ 2,483,670</b>           |   |

The interest rate on the bonds for the three months ended March 31, 2006 and 2005 was 3.00% and 2.75%, respectively. The bonds carry certain sinking fund requirements generally obligating the Company to deposit funds into a sinking fund. The sinking fund requires the Company to make monthly deposits of one twelfth of the annual obligation plus accrued interest.

The original issue discount is being amortized over the life of the bond. Amortization expense for each of the three months ended March 31, 2006 and 2005 was \$275, which is included in interest expense.

The bonds maturing after December 31, 2007 also include an obligation for deposits into the sinking fund. The obligation has been jointly and severally guaranteed by the members of the Company.

The Company also had an irrevocable letter of credit in the amount of \$284,000 which is renewable annually.

**ASTRO INSTRUMENTATION, LLC**  
**NOTES TO INTERIM UNAUDITED CONDENSED**  
**FINANCIAL STATEMENTS**  
**THREE MONTHS ENDED MARCH 31, 2006 AND 2005**

**NOTE F Leasing arrangements**

The Company leases certain office equipment, which are being accounted for as operating leases. During 2005, the Company did not renew its lease for a warehouse facility due to the construction of the new facility discussed in Note E.

As of March 31, 2006, the approximate future minimum lease commitments under all operating leases are not significant.

Total rent expense for the three months ended March 31, 2006 and 2005 was \$1,891 and \$55,666, respectively.

**NOTE G Major customers**

The Company has one major customer which accounted for 82% and 87% of the Company's net sales for the three months ended March 31, 2006 and 2005, respectively. The Company has a five-year contract with this customer, which began in 2000 and automatically renews at the end of the five-year period. Accounts receivable relating to this customer represented 68% of total accounts receivable at March 31, 2006.

**NOTE H Related party transactions**

The Company sells products to a related entity. One of the Company's members is on the Board of Directors of this customer. There were no sales to this entity for the three months ended March 31, 2006 and 2005. At March 31, 2006 the accounts receivable balance from this entity was \$263,330, and is included as a component of accounts receivable - trade. The collectibility of this receivable has been guaranteed by the Company's member.

**NOTE I 401(k) retirement savings plan**

The Company has a 401(k) Retirement Savings Plan (defined contribution plan) which is available to all of its employees. Eligibility is based on the attainment of 21 years of age and at least three months of employment service with the Company. Employees may contribute up to 15% of their gross salary into the plan. The Company may, at its discretion, contribute to the plan. Employees vest immediately in their contribution and ratably over a six-year period in the matching contribution. The Company made no contributions to the plan for the three months ended March 31, 2006 and 2005.

**SPARTON CORPORATION AND CONSOLIDATED SUBSIDIARIES  
AND  
ASTRO INSTRUMENTATION, LLC  
UNAUDITED COMBINED PRO FORMA CONDENSED FINANCIAL INFORMATION  
F-23**

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## UNAUDITED COMBINED PRO FORMA CONDENSED FINANCIAL INFORMATION

### Basis of Presentation

The unaudited combined pro forma condensed financial information set forth on the following pages gives effect to the acquisition of Astro Instrumentation, LLC ( Astro ), by Sparton Corporation ( Sparton ) as if the transaction had been completed on July 1, 2004 for purposes of the proforma statements of income, and as if it had been completed on March 31, 2006 for proforma balance sheet presentation purposes. The unaudited combined pro forma condensed financial statements are derived from the historical financial statements of Astro and Sparton.

Sparton will account for the acquisition under the purchase method of accounting. Accordingly, Sparton will establish a new basis for Astro's assets and liabilities based upon the fair values thereof and the Sparton purchase price, including direct and incremental costs of the acquisition. The purchase accounting adjustments made in connection with the development of the unaudited combined pro forma condensed financial statements are preliminary and have been made solely for the purposes of developing such pro forma financial information and are based upon the assumptions described in the notes thereto. The pro forma adjustments do not reflect any operating efficiencies and cost savings that may be achieved with respect to the combined businesses, nor any adjustments to expenses for any future operating changes. Sparton may incur integration-related expenses not reflected in the pro forma financial statements, such as operational realignment. The following unaudited combined pro forma condensed financial information is not necessarily indicative of the financial position or operating results of the combined businesses that would have actually occurred had the acquisition been completed on the dates referred to above.

Sparton is unaware of events that would require a material change to the preliminary purchase price allocation. A final determination of potential additional purchase accounting adjustments, if any, as described in the following two sentences, will be made within periods prescribed in accordance with generally accepted accounting principles. The purchase agreement specifies that additional contingent cash purchase consideration may be paid by Sparton to the sellers of Astro over the four years following the closing based on a percentage of Astro's earnings before interest, depreciation and taxes, and if ultimately earned and paid, will be added to goodwill. This additional contingent consideration, which will be measured annually with the start of the fiscal year beginning on July 1, 2006, will be based on Astro's fiscal 2007-2010 operating performance.

This proforma information should be read in conjunction with the:

- Accompanying notes to the Unaudited Pro Forma Condensed Combined Balance Sheet and Statements of Income; and

- Separate historical consolidated financial statements and footnotes of Sparton Corporation and Subsidiaries for the fiscal year ended June 30, 2005 and the nine months ended March 31, 2006, which are incorporated herein by reference; and

- Separate historical financial statements and footnotes of Astro Instrumentation, LLC for its fiscal year ended December 31, 2005, and historical financial statements and footnotes of Astro Instrumentation, LLC for the three months ended March 31, 2006 and 2005, which are presented herein.

Sparton Corporation presents the unaudited pro forma condensed combined financial information for informational purposes only. The pro forma information is not necessarily indicative of what the financial position actually would have been had the Company completed the acquisition of Astro on March 31, 2006 nor is it necessarily indicative of what the Company's operating results actually would have been had the Company completed the acquisition of Astro on July 1, 2004. In addition, the unaudited pro forma condensed combined financial information does not purport to be indicative of, or to project, the future financial position or operating results of the Company.

**SPARTON CORPORATION AND SUBSIDIARIES**  
**UNAUDITED COMBINED PRO FORMA CONDENSED BALANCE SHEET**  
**MARCH 31, 2006**

|  | <b>Sparton<br/>Corporation</b> | <b>Astro<br/>Instrumentation,<br/>LLC</b> | <b>Proforma adjustments</b> |                            | <b>Combined</b>         |
|--|--------------------------------|---|-----------------------------|----------------------------|-------------------------|
|  |                                |   | <b>Debit</b>                | <b>Credit</b>              |                         |
| Current assets:                                |                                |   |                             |                            |                         |
| Cash and cash equivalents                      | \$ 13,195,036                  | \$ 466,785                                | \$ 5,000,000                | \$ 13,358,220 <sup>a</sup> | \$ 5,303,601            |
| Short-term investments                         | 23,095,196                     |   |                             | 5,000,000 <sup>a</sup>     | 18,095,196              |
| Accounts receivable                            | 20,058,502                     | 4,680,001                                 |                             |                            | 24,738,503              |
| Inventories and costs on contracts in progress | 35,532,585                     | 9,325,426                                 | 49,952                      |                            | <sup>b</sup> 44,907,963 |
| Deferred income taxes                          | 2,087,059                      |   |                             |                            | 2,087,059               |
| Prepaid expenses                               | 884,003                        | 84,050                                    |                             |                            | 968,053                 |
| <b>Total current assets</b>                    | <b>94,852,381</b>              | <b>14,556,262</b>                         | <b>5,049,952</b>            | <b>18,358,220</b>          | <b>96,100,375</b>       |
| Pension asset                                  | 4,557,826                      |   |                             |                            | 4,557,826               |
| Other assets                                   | 6,917,382                      | 98,959                                    |                             |                            | 7,016,341               |
| Property, plant and equipment, net             | 15,336,204                     | 2,501,551                                 | 370,584                     |                            | <sup>b</sup> 18,208,339 |
| Non-compete agreements                         |                                |   | 165,000                     |                            | <sup>b</sup> 165,000    |
| Customer relationships                         |                                |   | 6,400,000                   |                            | <sup>b</sup> 6,400,000  |
| Goodwill                                       |                                |   | 14,276,846                  |                            | <sup>b</sup> 14,276,846 |
| <b>Total assets</b>                            | <b>\$ 121,663,793</b>          | <b>\$ 17,156,772</b>                      | <b>\$ 26,262,382</b>        | <b>\$ 18,358,220</b>       | <b>\$ 146,724,727</b>   |
| Current liabilities:                           |                                |   |                             |                            |                         |
| Accounts payable                               | \$ 10,054,875                  | \$ 4,245,248                              | \$                          | \$                         | \$ 14,300,123           |
| Salaries and wages                             | 3,416,839                      | 386,261                                   |                             |                            | 3,803,100               |
| Accrued health benefits                        | 1,264,325                      |   |                             |                            | 1,264,325               |
| Other accrued liabilities                      | 4,382,753                      | 416,857                                   |                             |                            | 4,799,610               |
| Deferred revenue                               |                                | 151,902                                   |                             |                            | 151,902                 |
| Line of credit                                 |                                | 4,208,220                                 | 4,208,220                   |                            | <sup>c</sup>            |
| Current portion of bonds payable               |                                | 108,333                                   |                             |                            | 108,333                 |
| Current portion of bank term loan              |                                |   |                             | 2,000,000 <sup>c</sup>     | 2,000,000               |
| Current portion of seller notes                |                                |   |                             | 1,872,000 <sup>c</sup>     | 1,872,000               |
| Income taxes payable                           | 160,265                        |   |                             |                            | 160,265                 |
| <b>Total current liabilities</b>               | <b>19,279,057</b>              | <b>9,516,821</b>                          | <b>4,208,220</b>            | <b>3,872,000</b>           | <b>28,459,658</b>       |
| Environmental remediation noncurrent portion   | 5,977,090                      |   |                             |                            | 5,977,090               |

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|   |                       |                      |                     |                      |          |                       |
|---|-----------------------|----------------------|---------------------|----------------------|----------|-----------------------|
| Bonds payable                                   |                       | 2,375,337            | 123,004             |                      | <b>b</b> | 2,252,333             |
| Bank term loan                                  |                       |                      |                     | 8,000,000            | <b>c</b> | 8,000,000             |
| Seller notes                                    |                       |                      |                     | 5,628,000            | <b>c</b> | 5,628,000             |
| <br>  |                       |                      |                     |                      |          |                       |
| Total liabilities                               | 25,256,147            | 11,892,158           | 4,331,224           | 17,500,000           |          | 50,317,081            |
| <br>  |                       |                      |                     |                      |          |                       |
| Shareowners equity:                             |                       |                      |                     |                      |          |                       |
| Common stock                                    | 11,739,778            |                      |                     |                      |          | 11,739,778            |
| Capital in excess of par value                  | 15,060,785            |                      |                     |                      |          | 15,060,785            |
| Accumulated other comprehensive loss            | (170,180)             |                      |                     |                      |          | (170,180)             |
| Retained earnings                               | 69,777,263            | 5,264,614            | 5,264,614           |                      | <b>b</b> | 69,777,263            |
| Total shareowners equity                        | 96,407,646            | 5,264,614            | 5,264,614           |                      |          | 96,407,646            |
| <br>  |                       |                      |                     |                      |          |                       |
| <b>Total liabilities and shareowners equity</b> | <b>\$ 121,663,793</b> | <b>\$ 17,156,772</b> | <b>\$ 9,595,838</b> | <b>\$ 17,500,000</b> |          | <b>\$ 146,724,727</b> |

See notes to unaudited combined proforma condensed financial statements.

F-25

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**SPARTON CORPORATION AND SUBSIDIARIES**  
**UNAUDITED COMBINED PRO FORMA CONDENSED STATEMENT OF INCOME**  
**YEAR ENDED JUNE 30, 2005**

|  | <b>Sparton<br/>Corporation</b> | <b>Astro<br/>Instrumentation,<br/>LLC</b> | <b>Proforma adjustments</b> |                      | <b>Combined</b>           |
|--|--------------------------------|---|-----------------------------|----------------------|---------------------------|
|  |                                |   | <b>Debit</b>                | <b>Credit</b>        |                           |
| Net sales  | \$ 167,156,809                 | \$ 34,051,598                             | \$                          | \$                   | \$ 201,208,407            |
| Cost of goods sold   | 149,048,308                    | 30,250,124                                | 215,000<br>49,952           | <b>d</b><br><b>h</b> | 179,563,384               |
| Gross margin   | 18,108,501                     | 3,801,474                                 | (264,952)                   |                      | 21,645,023                |
| Selling and administrative<br>EPA related-net<br>environmental remediation | 13,229,728<br>(5,031,079)      | 2,292,501                                 | 468,000                     | <b>e</b>             | 15,990,229<br>(5,031,079) |
| Net gain on sale of property,<br>plant and equipment                       | (354,413)                      |   |                             |                      | (354,413)                 |
| Operating income (loss)  | 10,264,265                     | 1,508,973                                 | (732,952)                   |                      | 11,040,286                |
| Other income (expense)   |                                |   |                             |                      |                           |
| Interest and investment<br>income  | 891,672                        | 39,986                                    | (568,000)                   | <b>f</b>             | 363,658                   |
| Interest expense   |                                | (344,318)                                 | (986,000)                   | 154,000 <b>g</b>     | (1,176,318)               |
| Equity loss in investment  | (15,000)                       |   |                             |                      | (15,000)                  |
| Other net  | 221,221                        | 142,703                                   |                             |                      | 363,924                   |
| Total other income (expense)   | 1,097,893                      | (161,629)                                 | (1,554,000)                 | 154,000              | (463,736)                 |
| Income (loss) before income<br>taxes                                       | 11,362,158                     | 1,347,344                                 | (2,286,952)                 | 154,000              | 10,576,550                |
| Income taxes (benefit)   | 3,250,000                      | 26,271                                    | (209,000)                   | <b>i</b>             | 3,067,271                 |
| <b>Net income (loss)</b>   | <b>\$ 8,112,158</b>            | <b>\$ 1,321,073</b>                       | <b>\$ (2,077,952)</b>       | <b>\$ 154,000</b>    | <b>\$ 7,509,279</b>       |
| <b>Earnings per share basic</b>  | <b>\$ 0.92</b>                 |   |                             |                      | <b>\$ 0.85</b>            |
| <b>Earnings per share diluted</b>  | <b>\$ 0.91</b>                 |   |                             |                      | <b>\$ 0.84</b>            |

**Weighted average number of shares  
outstanding**

|                |                  |                  |
|----------------|------------------|------------------|
| <b>Basic</b>   | <b>8,790,325</b> | <b>8,790,325</b> |
| <b>Diluted</b> | <b>8,910,081</b> | <b>8,910,081</b> |

See notes to unaudited combined proforma condensed financial statements.

F-26

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**SPARTON CORPORATION AND SUBSIDIARIES**  
**UNAUDITED COMBINED PRO FORMA CONDENSED STATEMENT OF INCOME**  
**NINE MONTHS ENDED MARCH 31, 2006**

|  | <b>Sparton<br/>Corporation</b> | <b>Astro<br/>Instrumentation,<br/>LLC</b> | <b>Proforma adjustments</b> |                   | <b>Combined</b>            |
|--|--------------------------------|---|-----------------------------|-------------------|----------------------------|
|  |                                |   | <b>Debit</b>                | <b>Credit</b>     |                            |
| Net sales  | \$ 120,302,471                 | \$ 26,691,262                             | \$                          | \$                | \$ 146,993,733             |
| Cost of goods sold   | 110,173,163                    | 23,727,348                                | 102,000                     |                   | <b>d</b> 134,002,511       |
| Gross margin   | 10,129,308                     | 2,963,914                                 | (102,000)                   |                   | 12,991,222                 |
| Selling and administrative<br>EPA related-net<br>environmental remediation     | 11,694,855<br>796              | 1,792,353                                 | 351,000                     |                   | <b>e</b> 13,838,208<br>796 |
| Net loss on sale of property,<br>plant and equipment                           | 98,898                         | 209,793                                   |                             |                   | 308,691                    |
| Operating (loss) income  | (1,665,241)                    | 961,768                                   | (453,000)                   |                   | (1,156,473)                |
| Other income (expense)   |                                |   |                             |                   |                            |
| Interest and investment<br>income  | 820,835                        | 5,345                                     | (426,000)                   |                   | <b>f</b> 400,180           |
| Interest expense   |                                | (288,496)                                 | (523,000)                   | 178,000           | <b>g</b> (633,496)         |
| Equity income in investment  | 2,000                          |   |                             |                   | 2,000                      |
| Other net  | 298,597                        | 397,388                                   |                             |                   | 695,985                    |
| Total other income   | 1,121,432                      | 114,237                                   | (949,000)                   | 178,000           | 464,669                    |
| Income (loss) before income<br>taxes   | (543,809)                      | 1,076,005                                 | (1,402,000)                 | 178,000           | (691,804)                  |
| Income taxes (benefit)   | (174,000)                      | 32,869                                    | (80,000)                    |                   | <b>i</b> (221,131)         |
| <b>Net income (loss)</b>   | <b>\$ (369,809)</b>            | <b>\$ 1,043,136</b>                       | <b>\$ (1,322,000)</b>       | <b>\$ 178,000</b> | <b>\$ (470,673)</b>        |
| <b>Basic and diluted loss per<br/>share</b>                                    | <b>\$ (0.04)</b>               |   |                             |                   | <b>\$ (0.05)</b>           |
| <b>Weighted average number<br/>of basic and diluted shares<br/>outstanding</b> | <b>9,320,181</b>               |   |                             |                   | <b>9,320,181</b>           |

See notes to unaudited combined proforma condensed financial statements.

F-27

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**SPARTON CORPORATION AND SUBSIDIARIES**  
**NOTES TO UNAUDITED COMBINED PROFORMA CONDENSED BALANCE SHEET AND**  
**STATEMENTS OF INCOME**

**PRO FORMA ADJUSTMENTS TO COMBINED BALANCE SHEET**

- (a) The following pro-forma adjustments affect cash and cash equivalents and short-term investments to reflect:  
Decrease to cash of \$9,150,000 to reflect the cash portion (\$8,650,000) of the Astro acquisition purchase price and estimated capitalized direct acquisition costs (\$500,000).

Decrease to cash of \$4,208,220 to reflect the retirement at closing of Astro's line-of-credit borrowings.

Transfer to cash via liquidation of \$5,000,000 in short-term investments to generate cash to partially fund the above transactions.

- (b) To adjust the basis of Astro assets acquired and liabilities assumed to their estimated fair values, to establish goodwill and identifiable intangible assets, and to capitalize certain direct and incremental acquisition costs, resulting from the Astro purchase price allocation.

- (c) To record the long-term debt that Sparton incurred to finance the acquisition.

**PRO FORMA ADJUSTMENTS TO COMBINED STATEMENTS OF INCOME**

- (d) To record incremental depreciation expense based on the fair value and remaining useful lives of Astro's property, plant and equipment. Depreciation was calculated using accelerated and straight-line methods over lives generally ranging from one to twelve years on personal property and forty years on real property.

- (e) To record amortization expense on identifiable intangible assets. Non-compete agreements are amortized ratably over four (4) years. Customer relationships are amortized ratably over fifteen (15) years.

- (f) To reflect the lost opportunity cost of decreased interest and short-term investment income due to lower balances of cash and short-term investments liquidated to fund the cash portion of the purchase price. Sparton paid cash for a portion of the Astro acquisition price and paid cash to retire Astro's line-of-credit borrowings.

- (g) To record interest expense on the debt that Sparton incurred to finance the acquisition, and to reduce interest expense on Astro's line-of-credit borrowings that Sparton retired at closing of the acquisition. Such interest expense includes amortization on a straight-line basis of the purchase discount of \$151,000 assigned to the Ohio bonds assumed from Astro.

- (h) To charge to costs of goods assumed to be sold entirely during the year ended June 30, 2005, a purchase price allocation adjustment to the fair value of inventories acquired.



**SPARTON CORPORATION AND SUBSIDIARIES**  
**NOTES TO UNAUDITED COMBINED PROFORMA CONDENSED BALANCE SHEET AND**  
**STATEMENTS OF INCOME**

- (i) To adjust combined income tax expense to reflect net decreases in income tax expense of \$289,000 representing the tax benefit of net unfavorable pro forma adjustments to pretax operating results. Sparton's effective income tax rate was 29% during the year ended June 30, 2005 and 32% during the nine months ended March 31, 2006.

F-29

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**Index to Exhibits**

| <b>Exhibit No.</b> | <b>Description</b>   | <b>Reference</b>  |
|--------------------|--|-------------------|
| 2.1                | Membership Purchase Agreement dated May 31, 2006 by and among Sparton Corporation, Astro Instrumentation, Inc., Astro Instrumentation, LLC, H. Waldman Holdings, LLC, D. Wood Holdings, LLC, Hal Waldman and Douglas Wood (certain schedules and exhibits to the Agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The registrant will furnish supplementally a copy of any omitted schedule or exhibit to the Securities and Exchange Commission upon request). | Previously filed  |
| 99.1               | Press Release dated May 31, 2006 issued by Sparton Corporation.  | Previously filed  |
| 99.2               | Financial statements of Sparton Corporation for the fiscal year ended June 30, 2005 were filed with Form 10-K and the financial statements for the nine months ended March 31, 2006 were filed with Form 10-Q, both of which are incorporated by reference.  | Previously filed. |