

GOODRICH AVIONICS SYSTEMS INC  
Form 424B3  
March 03, 2006  
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PROSPECTUS SUPPLEMENT NO. 9  
(TO PROSPECTUS DATED DECEMBER 9, 2005)

\$700,000,000

L-3 COMMUNICATIONS HOLDINGS, INC.

3.00% Convertible Contingent Debt Securities<sup>SM</sup> (CODES<sup>SM</sup>) due 2035  
and 6,841,884 Shares of Common Stock  
Issuable Upon Conversion of the CODES

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This prospectus supplement relates to:

- \$700,000,000 in aggregate principal amount of 3.00% Convertible Contingent Debt Securities<sup>SM</sup> (CODES<sup>SM</sup>) due 2035;
- The shares of our common stock issuable upon conversion of the CODES; and
- The subsidiary guarantees of the CODES on behalf of each of our subsidiary guarantors.

This prospectus supplement, which supplements our prospectus dated December 9, 2005, contains information about the selling security holders.

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NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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“Convertible Contingent Debt Securities” and “CODES” are service marks of Lehman Brothers Inc.

March 3, 2006

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You should rely only on the information contained in this prospectus supplement and the prospectus to which it refers. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement and the prospectus to which it refers is accurate only as of their respective dates.

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SELLING SECURITYHOLDERS

The selling holders are offering CODES and shares of common stock issuable upon conversion of the CODES under this prospectus supplement pursuant to existing registration rights conferred by the Registration Rights Agreement dated as of July 29, 2005 among L-3 Holdings, the Guarantors named therein and Lehman Brothers Inc., Bear, Stearns & Co., Inc., Credit Suisse First Boston LLC and Banc of America Securities LLC, as initial purchasers. The following table sets forth information, as of March 3, 2006, with respect to the selling holders and the principal amounts of CODES and number of shares of common stock into which the CODES are convertible beneficially owned by each selling holder that may be offered under this prospectus supplement and related prospectus. The information is based on information provided by or on behalf of the selling holders.

The selling holders may offer all, some or none of the CODES or common stock into which the CODES are convertible. Because the selling holders may offer all or some portion of the CODES or the common stock, no estimate can be given as to the amount of the CODES or the common stock that will be held by the selling holders upon termination of any sales. In addition, the selling holders identified below may have sold, transferred or otherwise disposed of all or a portion of their CODES in transactions exempt from the registration requirements of the Securities Act or pursuant to our Registration Statement on Form S-3 and amendments or supplements thereto.

Selling holders, including their transferees, pledgees or donees or their successors, may from time to time offer and sell pursuant to this prospectus supplement and related prospectus any or all of the CODES and common stock into which the CODES are convertible. Identification of any additional selling holders, if any, who exercise their registration rights, pursuant to the registration rights agreement mentioned above, will be made in the applicable prospectus supplement.

Information about the selling holders may change over time. Any changed information will be set forth in prospectus supplements or post-effective amendments. From time to time, additional information concerning ownership of the CODES and the underlying stock may rest with holders of the CODES or the common stock not named in the table below and of whom we are unaware.

While we can elect, upon conversion of each CODES, to deliver to the converting holder cash or cash and shares of our common stock, the number of shares of common stock shown in the table below assumes conversion of the full amount of CODES held by such holder at the initial conversion rate of 9.7741 shares per \$1,000 principal amount of CODES. This conversion rate is subject to certain adjustments. Accordingly, the number of shares of common stock issuable upon conversion of the securities may increase or decrease from time to time. Under the terms of the indenture, fractional shares will not be issued upon conversion of the CODES. Cash will be paid instead of fractional shares, if any.

Name	Principal Amount of CODES Beneficially Owned	Percentage of Outstanding CODES Owned <sup>(1)</sup>	Shares of Common Stock Issuable upon Conversion of the CODES <sup>(2)</sup>	Percentage of Shares of Common Stock Outstanding After Issuance <sup>(2)</sup>
1976 Distribution Trust FBO A.R. Lauder/Zinterhofer <sup>(57)</sup>	\$ 7,000	*	68.42	*
2000 Revocable Trust Lauder Zinterhofer <sup>(57)</sup>	7,000	*	68.42	*
Abbott Laboratories Annuity Retirement Plan <sup>(11)(48)</sup>	160,000	*	1,563.86	*
Agere Systems Inc. <sup>(31)</sup>	100,000	*	977.41	*
Alabama Children's Hospital Foundation <sup>(3)</sup>	100,000	*	977.41	*
Alcon Laboratories <sup>(57)</sup>	509,000	*	4,975.02	*
Alexandra Global Master Fund, Ltd. <sup>(13)</sup>	5,000,000	*	48,870.50	*
Allstate Insurance Company <sup>(11)(43)</sup>	6,500,000	*	63,531.65	*
Aloha Airlines Non-Pilots Pension Trust <sup>(3)</sup>	90,000	*	879.67	*
ALTMA Fund Sicav plc in respect of Trinity Sub-Fund <sup>(28)</sup>	3,250,000	*	31,765.83	*

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Name	Principal Amount of CODES Beneficially Owned	Percentage of Outstanding CODES Owned <sup>(1)</sup>	Shares of Common Stock Issuable upon Conversion of the CODES <sup>(2)</sup>	Percentage of Shares of Common Stock Outstanding After Issuance <sup>(2)</sup>
AM International E Mac 63 Ltd. <sup>(28)</sup>	4,438,000	*	43,377.46	*
AM Master Fund I LP <sup>(28)</sup>	16,375,000	2.3%	160,050.89	*
Amaranth LLC <sup>(11)(59)</sup>	10,000,000	1.4%	97,741.00	*
American Beacon Funds <sup>(4)</sup>	415,000	*	4,056.25	*
American Investors Life Insurance Company <sup>(5)</sup>	700,000	*	6,841.87	*
American Medical Association <sup>(31)</sup>	50,000	*	488.71	*
Arkansas PERS <sup>(3)</sup>	1,865,000	*	18,228.70	*
Arkansas Teacher Retirement <sup>(6)</sup>	5,860,000	*	57,276.23	*

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Arlington County Employees Retirement System <sup>(57)</sup>	1,078,000	*	10,536.48	*
Asante Health Systems <sup>(57)</sup>	167,000	*	1,632.27	*
Asante Health Systems <sup>(4)</sup>	167,000	*	1,632.27	*
Associated Electric & Gas Services Limited <sup>(31)</sup>	250,000	*	2,443.53	*
AstraZeneca Holdings Pension <sup>(3)</sup>	565,000	*	5,522.37	*
Attorney's Title Insurance Fund <sup>(3)</sup>	210,000	*	2,052.56	*
AT&T Long Term Investment Trust <sup>(34)</sup>	280,000	*	2,736.75	*
Aventis Pension Master Trust <sup>(4)</sup>	635,000	*	6,206.55	*
B.C. McCabe Foundation of California No. 2145 <sup>(7)</sup>	125,000	*	733.06	*
Bancroft Convertible Fund, Inc. <sup>(8)</sup>	1,500,000	*	14,661.15	*
Baptist Health of South Florida <sup>(6)</sup>	1,060,000	*	10,360.55	*
Beamtenversicherungskasse des Kantons Zurich <sup>(9)</sup>	5,500,000	*	53,757.55	*
Bear, Stearns & Co. Inc. <sup>(15)(64)</sup>	7,035,000	1.0%	68,760.79	*
Bernische Lehreversicherungskasse <sup>(9)</sup>	1,350,000	*	13,195.04	*
Bill & Melinda Gates Foundation <sup>(31)</sup>	750,000	*	7,330.58	*
Black & Decker Defined Benefit <sup>(34)</sup>	65,000	*	635.32	*
BNP Paribas Arbitrage <sup>(10)(11)</sup>	4,000,000	*	39,096.40	*
Boilermakers - Blacksmith Pension Trust <sup>(4)</sup>	4,610,000	*	45,058.60	*
Boilermakers Blacksmith Pension Trust <sup>(3)</sup>	3,195,000	*	31,228.25	*
Boston Income Portfolio <sup>(35)</sup>	5,745,000	*	56,152.20	*
British Virgin Islands Social Security Board <sup>(57)</sup>	148,000	*	1,446.57	*
C&H Sugar Company Inc. <sup>(3)</sup>	125,000	*	1,221.76	*
CALAMOS <sup>®</sup> Convertible Fund - CALAMOS <sup>®</sup> Investment Trust <sup>(4)</sup>	23,000,000	3.3%	224,804.30	*
CALAMOS <sup>®</sup> Global Growth & Income Fund - CALAMOS <sup>®</sup> Investment Trust <sup>(4)</sup>	3,800,000	*	37,141.58	*
CALAMOS <sup>®</sup> Growth & Income Fund – CALAMOS <sup>®</sup> Investment Trust <sup>(4)</sup>	72,000,000	10.3%	703,735.20	*
CALAMOS <sup>®</sup> Growth & Income Portfolio - CALAMOS <sup>®</sup> Advisors Trust <sup>(4)</sup>	445,000	*	4,349.47	*
CALAMOS <sup>®</sup> High Yield Fund - CALAMOS <sup>®</sup> Investment Trust <sup>(4)</sup>	2,100,000	*	20,525.61	*
California Correctional Peace Officers Assoc (CAL) <sup>(35)</sup>	25,000	*	244.35	*
	820,000	*	8,014.76	*

The California Wellness  
Foundation<sup>(4)</sup>

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Name	Principal Amount of CODES Beneficially Owned	Percentage of Outstanding CODES Owned <sup>(1)</sup>	Shares of Common Stock Issuable upon Conversion of the CODES <sup>(2)</sup>	Percentage of Shares of Common Stock Outstanding After Issuance <sup>(2)</sup>
Castle Convertible Fund, Inc. <sup>(11)(56)</sup>	500,000	*	4,887.05	*
CEMEX Pension Plan <sup>(4)</sup>	290,000	*	2,834.49	*
Cervantes Portfolio LLC <sup>(31)</sup>	400,000	*	3,909.64	*
CF Core Plus F.I. <sup>(34)</sup>	15,000	*	146.61	*
CGNU Life Fund <sup>(12)</sup>	1,300,000	*	12,706.33	*
Children's Hospital Fixed <sup>(34)</sup>	80,000	*	781.93	*
Chrysler Corporation Master Retirement Trust <sup>(55)</sup>	4,970,000	*	48,577.28	*
City and County of San Francisco Retirement System <sup>(57)</sup>	1,794,000	*	17,534.74	*
City of Cincinnati Retirement System <sup>(31)</sup>	500,000	*	4,887.05	*
City of Knoxville Pension System <sup>(4)</sup>	395,000	*	3,860.77	*
City of Shreveport (LA) Employees Retirement System <sup>(7)</sup>	175,000	*	977.41	*
City University of New York <sup>(57)</sup>	168,000	*	1,642.05	*
CMH Strategies <sup>(14)</sup>	53,000	*	518.03	*
CNH Master Account LP <sup>(61)</sup>	500,000	*	4,887.05	*
The Cockrell Foundation <sup>(4)</sup>	167,000	*	1,632.27	*
Coda - KHPE Convertible Portfolio <sup>(15)(33)</sup>	430,000	*	4,202.86	*
Coda - NMIC Convertible Portfolio <sup>(15)(33)</sup>	2,005,000	*	19,597.07	*
Coda Capital Management, LLC <sup>(15)(33)</sup>	730,000	*	7,135.09	*
Coda Capital ND Portfolio <sup>(15)(33)</sup>	205,000	*	2,003.69	*
The Colonial Williamsburg Endowment <sup>(34)</sup>	45,000	*	439.83	*
Columbia Convertible Securities Fund <sup>(22)</sup>	11,095,000	1.6%	108,443.64	*
Commercial Union Life Fund <sup>(12)</sup>	1,600,000	*	15,638.56	*
Commissioners of the Land Office <sup>(7)</sup>	990,000	*	6,255.42	*

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Confederated Tribes of the Grande <sup>(34)</sup>	30,000	*	293.22	*
Convertible Securities Fund <sup>(22)</sup>	30,000	*	293.22	*
Core Bond Plus Pool-Core Plus <sup>(34)</sup>	10,000	*	97.74	*
CQS Convertible and Quantitative Strategies Master Fund Ltd. <sup>(53)</sup>	4,000,000	*	39,096.40	*
Credit Suisse Asset Management <sup>(44)</sup>	1,450,000	*	14,172.45	*
Credit Suisse First Boston LLC <sup>(15)</sup>	1,125,000	*	10,995.86	*
Daimler Chrysler Corp Emp. #1 Retirement Plan, dtd 4/1/89 <sup>(30)</sup>	4,055,000	*	39,633.98	*
Deerfield Academy <sup>(34)</sup>	35,000	*	342.09	*
Delaware Group Equity Funds V - Global Dividend Income Fund <sup>(51)</sup>	1,500,000	*	14,661.15	*
Delaware Investments Dividend & Income Fund <sup>(51)</sup>	290,000	*	2,834.49	*
Delaware Investments Global Dividend and Income Fund <sup>(51)</sup>	110,000	*	1,075.15	*
Delaware PERS <sup>(3)</sup>	1,418,000	*	13,859.67	*
Delaware Public Employees Retirement System <sup>(57)</sup>	1,457,000	*	14,240.86	*

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Name	Principal Amount of CODES Beneficially Owned	Percentage of Outstanding CODES Owned <sup>(1)</sup>	Shares of Common Stock Issuable upon Conversion of the CODES <sup>(2)</sup>	Percentage of Shares of Common Stock Outstanding After Issuance <sup>(2)</sup>
Delta Airlines Master Trust <sup>(3)</sup>	705,000	*	6,890.74	*
Delta Airlines Master Trust <sup>(4)</sup>	2,285,000	*	22,333.82	*
Delta Air Lines Master Trust – CV <sup>(55)</sup>	975,000	*	9,529.75	*
Delta Pilots Disability and Survivorship Trust <sup>(4)</sup>	865,000	*	8,454.60	*
Delta Pilots Disability and Survivorship Trust – CV <sup>(55)</sup>	530,000	*	5,180.27	*
Diversified High Yield Bond Fund <sup>(35)</sup>	1,305,000	*	12,755.20	*

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Dorinco Reinsurance Company <sup>(4)</sup>	1,880,000	*	18,375.31	*
The Dow Chemical Company Employees' Retirement Plan <sup>(4)</sup>	3,865,000	*	37,776.90	*
Dreyfus High Yield Shares <sup>(34)</sup>	10,000	*	97.74	*
Dreyfus High Yield Strategies <sup>(34)</sup>	550,000	*	5,375.76	*
Dreyfus Intermediate <sup>(34)</sup>	440,000	*	4,300.60	*
Dreyfus Premier Core Bond <sup>(34)</sup>	625,000	*	6,108.81	*
Dreyfus Premier Ltd Term High Yield <sup>(34)</sup>	550,000	*	5,375.76	*
Dreyfus Premier Managed Income Fund <sup>(34)</sup>	45,000	*	439.83	