Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE COOPERATIVE RETIREMENT INCOME PLAN

1b Three-digit plan number (PN) ▶ 016

1c Effective date of plan 07/01/1940

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
L-3 COMMUNICATIONS CORPORATION

600 THIRD AVENUE
NEW YORK, NY 10016-1901

3975 MCMANN ROAD
CINCINNATI, OH 45245

2b Employer Identification Number (EIN)
13-3937436

2c Sponsor's telephone number
212-697-1111

2d Business code (see instructions)
334200

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	08/26/2010	PAT HEMPHILL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
L-3 COMMUNICATIONS CORPORATION

600 THIRD AVENUE
NEW YORK, NY 10016-1901

3b Administrator's EIN
13-3937436

3c Administrator's telephone number
212-697-1111

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	409
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	0
b	Retired or separated participants receiving benefits	**6b**	272
c	Other retired or separated participants entitled to future benefits	**6c**	103
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	375
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	19
f	Total. Add lines **6d** and **6e**	**6f**	394
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1A 1G 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	X	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)	X	1	**A** (Insurance Information)
(4)			**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
THE COOPERATIVE RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 016

C Plan sponsor's name as shown on line 2a of Form 5500.
L-3 COMMUNICATIONS CORPORATION

D Employer Identification Number (EIN)
13-3937436

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
06-1050034	93629	010485	20	01/01/2009	12/31/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	340765
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	361940
c	Additions: (1) Contributions deposited during the year	7c(1)	0		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	11916		
	(4) Transferred from separate account	7c(4)	0		
	(5) Other (specify below)	7c(5)	0		
	▶				
	(6) Total additions			7c(6)	11916
d	Total of balance and additions (add **b** and **c(6)**)			7d	373856
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	32329		
	(2) Administration charge made by carrier	7e(2)	0		
	(3) Transferred to separate account	7e(3)	0		
	(4) Other (specify below)	7e(4)	762		
	▶				
	(5) Total deductions			7e(5)	33091
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	340765

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
THE COOPERATIVE RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 016

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
L-3 COMMUNICATIONS CORPORATION

D Employer Identification Number (EIN)
13-3937436

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2009

2 Assets:

a	Market value	**2a**	7215097
b	Actuarial value	**2b**	7936607

3 Funding target/participant count breakdown

			(1) Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	296	7990147
b	For terminated vested participants	**3b**	113	1769282
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		0
	(2) Vested benefits	**3c(2)**		0
	(3) Total active	**3c(3)**	0	0
d	Total	**3d**	409	9759429

4 If the plan is at-risk, check the box and complete items (a) and (b) [ ]

a	Funding target disregarding prescribed at-risk assumptions	**4a**	
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	**4b**	

5	Effective interest rate	**5**	8.25 %
6	Target normal cost	**6**	125000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary

07/15/2010
Date

THOMAS P. DAWIDOWICZ, FSA, EA, MAAA
Type or print name of actuary

08-02766
Most recent enrollment number

SIBSON CONSULTING
Firm name

860-678-3014
Telephone number (including area code)

30 WATERSIDE DRIVE, SUITE 300
FARMINGTON, CT 06032-3069
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)		
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)		
9	Amount remaining (Item 7 minus item 8)	0	0
10	Interest on item 9 using prior year's actual return of _____%		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		
b	Interest on (a) using prior year's effective rate of _____%		
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		
12	Reduction in balances due to elections or deemed elections		
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	0	0

Part III Funding percentages

14	Funding target attainment percentage	14	81.32 %
15	Adjusted funding target attainment percentage	15	%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ► 18(b)	0	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contribution from prior years.	19a	
b	Contributions made to avoid restrictions adjusted to valuation date	19b	
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☐ No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment: %	2nd segment: %	3rd segment: %	☐ N/A, full yield curve used

b Applicable month (enter code) **21b**

22 Weighted average retirement age **22**

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☐ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ..... ☐ Yes ☐ No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ..... ☐ Yes ☐ No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment ..... ☐ Yes ☐ No

27	If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	3

Part VII Reconciliation of unpaid minimum required contributions for prior years

28	Unpaid minimum required contribution for all prior years	**28**	
29	Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	**29**	
30	Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	**30**	0

Part VIII Minimum required contribution for current year

31	Target normal cost, adjusted, if applicable (see instructions)	**31**	

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment		
b Waiver amortization installment		

33	If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34	Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33)	**34**	0

35 Balances used to offset funding requirement	Carryover balance	Prefunding balance	Total balance

36	Additional cash requirement (item 34 minus item 35)	**36**	0
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	
38	Interest-adjusted excess contributions for current year (see instructions)	**38**	
39	Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	**39**	0
40	Unpaid minimum required contribution for all years	**40**	0

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
THE COOPERATIVE RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 016

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
L-3 COMMUNICATIONS CORPORATION

D Employer Identification Number (EIN)
13-3937436

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: L-3 COMM. CORPORATION MASTER TRUST

b Name of sponsor of entity listed in (a): L-3 COMMUNICATIONS CORPORATION

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
13-3937436-020	M	7345961

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
THE COOPERATIVE RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 016

C Plan sponsor's name as shown on line 2a of Form 5500
L-3 COMMUNICATIONS CORPORATION

D Employer Identification Number (EIN)
13-3937436

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		468000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	7577037	7345961
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		340765
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	7577037	8154726
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	42738	47462
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	42738	47462
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	7534299	8107264

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	468000	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		468000
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)	11916	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		11916
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		1433847
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1913763
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1095017	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1095017
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	245781	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		245781
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1340798
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		572965
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [X] Unqualified (2) [ ] Qualified (3) [ ] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [ ] Yes [X] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PRICEWATERHOUSECOOPERS, LLP (2) EIN: 13-4008324

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		20000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
THE COOPERATIVE RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 016

C Plan sponsor's name as shown on line 2a of Form 5500
L-3 COMMUNICATIONS CORPORATION

D Employer Identification Number (EIN)
13-3937436

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 13-7074646

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3** 8

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☒ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

PRICEWATERHOUSECOOPERS

PricewaterhouseCoopers LLP
300 Madison Avenue
New York NY 10017
Telephone (646) 471-3000
pwc.com

Report of Independent Auditors

To the Participants and Administrator of the
Cooperative Retirement Income Plan:

In our opinion, the accompanying statements of net assets available for benefits as of December 31, 2009 and 2008 and the related statements of changes in net assets available for benefits for the years then ended and the statement of accumulated plan benefits as of January 1, 2009 and the related statement of changes in accumulated plan benefits for the year then ended, present fairly, in all material respects, information regarding the net assets available for benefits of the Cooperative Retirement Income Plan (the "Plan") at December 31, 2009 and changes therein for the year then ended and its financial status as of January 1, 2009, and changes therein for the year then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements 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 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, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PricewaterhouseCoopers LLP

New York, NY
August 26, 2010

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning and ending

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
THE COOPERATIVE RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 016

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
L-3 COMMUNICATIONS CORPORATION

D Employer Identification Number (EIN)
13-3937436

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2009

2	Assets:			
	a Market value		**2a**	7215097
	b Actuarial value		**2b**	7936607
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	296	7990147
	b For terminated vested participants	**3b**	113	1769282
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		0
	(2) Vested benefits	**3c(2)**		0
	(3) Total active	**3c(3)**	0	0
	d Total	**3d**	409	9759429
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions		**4a**	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor		**4b**	
5	Effective interest rate		**5**	8.25%
6	Target normal cost		**6**	125000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Thomas P. Dawidowicz — Signature of actuary

July 15, 2010 — Date

THOMAS P. DAWIDOWICZ, FSA, EA, MAAA — Type or print name of actuary

08-02766 — Most recent enrollment number

SIBSON CONSULTING — Firm name

860-678-3014 — Telephone number (including area code)

30 WATERSIDE DRIVE, SUITE 300

FARMINGTON CT 06032-3069 — Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)		
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)		
9	Amount remaining (Item 7 minus item 8)	0	0
10	Interest on item 9 using prior year's actual return of _____%		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		
	b Interest on (a) using prior year's effective rate of _____%		
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		
12	Reduction in balances due to elections or deemed elections		
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	0	0

Part III Funding percentages

14	Funding target attainment percentage	14	81.32 %
15	Adjusted funding target attainment percentage	15	%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ► 18(b)	0	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contribution from prior years	19a	
	b Contributions made to avoid restrictions adjusted to valuation date	19b	
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☐ No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment: %	2nd segment: %	3rd segment: %	☐ N/A, full yield curve used

b Applicable month (enter code) **21b**

22 Weighted average retirement age **22**

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☐ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ..... ☐ Yes ☐ No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ..... ☐ Yes ☐ No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment ..... ☐ Yes ☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	3

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	**28**	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	**29**	
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	**30**	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	**31**	

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment		
b Waiver amortization installment		

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33)	**34**	0

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement			

36 Additional cash requirement (item 34 minus item 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	
38 Interest-adjusted excess contributions for current year (see instructions)	**38**	
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	**39**	0
40 Unpaid minimum required contribution for all years	**40**	0

Attachment to 2009 Schedule SB of Form 5500
2009 Schedule SB, Line 27 – Actuarial Information Based on Pre-PPA Funding Rules
The Cooperative Retirement Income Plan
EIN 13-3937436 PN 016

As required, all pre-PPA actuarial information is supplied in the Schedule B, and requisite attachments. While the Schedule B is a 2007 form, all information is based on the 1/1/2009 Actuarial Valuation.

Refer to the attachments to the Schedule B form for plan provisions, assumptions (funding target liability is determined with the assumptions used for maximum tax-deductible contribution purposes), and data.

SCHEDULE B
(Form 5500)

Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation

Actuarial Information

This schedule is required to be filed under Section 104 of the Employee Retirement Income Security Act of 1974, referred to as ERISA, except when attached to Form 5500-EZ and, in all cases, under section 6059(a) of the Internal Revenue Code, referred to as the Code.

► **Attach to Form 5500 or 5500-EZ if applicable.**
► **See separate instructions.**

Official Use Only

OMB No. 1210-0110

2007

This Form is Open to Public Inspection (except when attached to Form 5500-EZ).

For calendar plan year 2007 or fiscal plan year beginning 01/01/2009 , and ending 12/31/2009 ,

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan	**B** Three-digit plan number ... ►
THE COOPERATIVE RETIREMENT INCOME PLAN	016
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-EZ.	**D** Employer Identification Number
L-3 COMMUNICATIONS CORPORATION	13-3937436

E Type of plan: (1) [ ] Multiemployer (2) [X] Single-employer (3) [ ] Multiple-employer **F** [ ] 100 or fewer participants in prior plan year

Part I Basic Information (To be completed by all plans)

1a Enter the actuarial valuation date: Month 01 Day 01 Year 2009

b Assets:

(1) Current value of assets	b(1)	7215097
(2) Actuarial value of assets for funding standard account	b(2)	8658116
c (1) Accrued liability for plans using immediate gain methods	c(1)	10149321
(2) Information for plans using spread gain methods:		
(a) Unfunded liability for methods with bases	c(2)(a)	
(b) Accrued liability under entry age normal method	c(2)(b)	
(c) Normal cost under entry age normal method	c(2)(c)	

Statement by Enrolled Actuary (see instructions before signing):

To the best of my knowledge, the information supplied in this schedule and on the accompanying schedules, statements, and attachments, if any, is complete and accurate, and in my opinion each assumption, used in combination, represents my best estimate of anticipated experience under the plan. Furthermore, in the case of a plan other than a multiemployer plan, each assumption used (a) is reasonable (taking into account the experience of the plan and reasonable expectations) or (b) would, in the aggregate, result in a total contribution equivalent to that which would be determined if each such assumption were reasonable; in the case of a multiemployer plan, the assumptions used, in the aggregate, are reasonable (taking into account the experience of the plan and reasonable expectations).

SIGN HERE Thomas P. Dawidowicz — July 15, 2010

Signature of actuary — Date

THOMAS P. DAWIDOWICZ, FSA, EA, MAAA
Type or print name of actuary

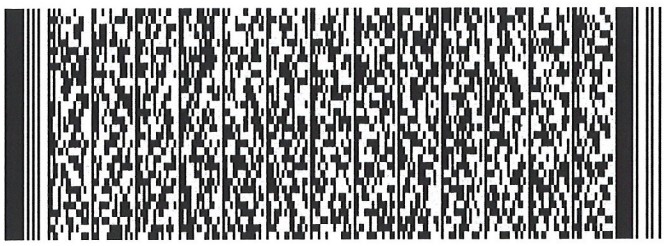
G 08-02766
Most recent enrollment number

SIBSON CONSULTING
Firm name

860-678-3014
Telephone number (including area code)

30 WATERSIDE DRIVE, SUITE 300
FARMINGTON CT 06032-3069
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]



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1d	Information on current liabilities of the plan:		
(1)	Amount excluded from current liability attributable to pre-participation service (see instructions)	d(1)	0
(2)	"RPA '94" information:		
(a)	Current liability	d(2)(a)	11178937
(b)	Expected increase in current liability due to benefits accruing during the plan year	d(2)(b)	0
(c)	Current liability computed at highest allowable interest rate (see instructions)	d(2)(c)	11178937
(d)	Expected release from "RPA '94" current liability for the plan year	d(2)(d)	976117
(3)	Expected plan disbursements for the plan year	d(3)	976117

2 Operational information as of beginning of this plan year:

a Current value of the assets (see instructions) — 2a: 7534299

b "RPA '94" current liability:

	(1) No. of Persons	(2) Vested Benefits	(3) Total Benefits
(1) For retired participants and beneficiaries receiving payments	296	8955508	8955508
(2) For terminated vested participants	113	2223429	2223429
(3) For active participants	0	0	0
(4) Total	409	11178937	11178937

c If the percentage resuting from dividing line 2a by line 2b(4), column (3) is less than 70%, enter such percentage — 2c: 67.40%

3 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Month-Day-Year	(b) Amount paid by employer	(c) Amount paid by employees	(a) Month-Day-Year	(b) Amount paid by employer	(c) Amount paid by employees
04/15/2010	281000				
07/15/2010	187000				
3 Totals ▶			(b)	468000	(c) 0

4 Quarterly contributions and liquidity shortfall(s):

a Plans other than multiemployer plans, enter funded current liability percentage for preceding year (see instructions) — 4a: 93.0%

b If line 4a is less than 100%, see instructions, and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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5 Actuarial cost method used as the basis for this plan year's funding standard account computation:

a ☐ Attained age normal **b** ☐ Entry age normal **c** ☒ Accrued benefit (unit credit)

d ☐ Aggregate **e** ☐ Frozen initial liability **f** ☐ Individual level premium

g ☐ Individual aggregate **h** ☐ Other (specify) ▶ _____

i Has a change been made in funding method for this plan year? ☐ Yes ☒ No

j If line i is "Yes," was the change made pursuant to Revenue Procedure 2000-40? ☐ Yes ☐ No

k If line i is "Yes," and line j is "No" enter the date of the ruling letter (individual or class) approving the change in funding method Month Day Year

6 Checklist of certain actuarial assumptions:

a Interest rates for "RPA '94" current liability		**6a**	6.69 %	☐ N/A
b Weighted average retirement age		**6b**	64	☐ N/A
		Pre-retirement	Post-retirement	
c Rates specified in insurance or annuity contracts ☒ N/A	**6c**	☐ Yes ☐ No	☐ Yes ☐ No	☒ N/A
d Mortality table code for valuation purposes:				
(1) Males	**d(1)**	A	A	
(2) Females	**d(2)**	A	A	
e Valuation liability interest rate ☐ N/A	**6e**	7.50 %	7.50 %	☐ N/A
f Expense loading ☐ N/A	**6f**	19.0 %	%	☒ N/A
		Male	Female	
g Annual withdrawal rates:		Rate Code	Rate Code	
(1) Age 25	**g(1)**	U 0.00 %	U 0.00 %	
(2) Age 40	**g(2)**	U 0.00 %	U 0.00 %	
(3) Age 55	**g(3)**	U 0.00 %	U 0.00 %	
h Salary scale ☒ N/A	**6h**	%	%	☒ N/A
i Estimated investment return on actuarial value of assets for year ending on the valuation date	**6i**		-15.7 %	
j Estimated investment return on current value of assets for year ending on the valuation date	**6j**		-29.4 %	

7 New amortization bases established in the current plan year:

(1) Type of Base	(2) Initial Balance	(3) Amortization Charge/Credit
1	2869315	659715
4	-14137	-1916

8 Miscellaneous information:

a If a waiver of a funding deficiency or an extension of an amortization period has been approved for this plan year, enter the date of the ruling letter granting the approval Month Day Year

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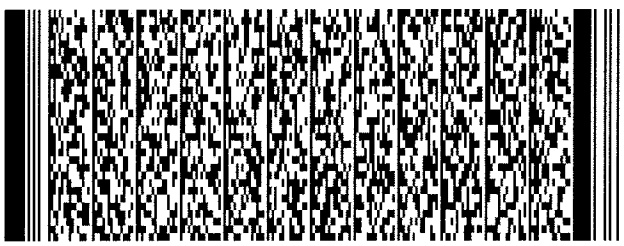
8b If one or more alternative methods or rules (as listed in the instructions) were used for this plan year, enter the appropriate code in accodance with the instructions ▶ _____

c Is the plan required to provide a Schedule of Active Participant Data? (see instructions) If "Yes," attach schedule ..... ☒ Yes ☐ No

9	Funding standard account statement for this plan year:			
	Charges to funding standard account:			
a	Prior year funding deficiency, if any		**9a**	0
b	Employer's normal cost for plan year as of valuation date		**9b**	125000
c	Amortization charges as of valuation date:	Outstanding Balance		
	(1) All bases except funding waivers ▶	($ 2869315)	**c(1)**	659715
	(2) Funding waivers ▶	($ 0)	**c(2)**	0
d	Interest as applicable on lines 9a, 9b, and 9c		**9d**	58854
e	Additional interest charge due to late quarterly contributions, if applicable		**9e**	0
f	Adjusted additional funding charge from Part II, line 12q, if applicable ☐ N/A		**9f**	454561
g	Total charges. Add lines 9a through 9f		**9g**	1298130
	Credits to funding standard account:			
h	Prior year credit balance, if any		**9h**	1363973
i	Employer contributions. Total from column (b) of line 3		**9i**	468000
		Outstanding Balance		
j	Amortization credits as of valuation date ▶	($ 14137)	**9j**	1916
k	Interest as applicable to end of plan year on lines 9h, 9i, and 9j		**9k**	102442
l	Full funding limitation (FFL) and credits			
	(1) ERISA FFL (accrued liability FFL)	**l(1)** 4754937		
	(2) "RPA '94" override (90% current liability FFL)	**l(2)** 1664505		
	(3) FFL credit		**l(3)**	0
m	**(1)** Waived funding deficiency		**m(1)**	0
	(2) Other credits		**m(2)**	0
n	Total credits. Add lines 9h through 9k, 9l(3), 9m(1), and 9m(2)		**9n**	1936331
o	Credit balance: If line 9n is greater than line 9g, enter the difference		**9o**	638201
p	Funding deficiency: If line 9g is greater than line 9n, enter the difference		**9p**	
	Reconciliation account:			
q	Current year's accumulated reconciliation account:			
	(1) Due to additional funding charges as of the beginning of the plan year	**q(1)** 0		
	(2) Due to additional interest charges as of the beginning of the plan year	**q(2)** 0		
	(3) Due to waived funding deficiencies:			
	(a) Reconciliation outstanding balance as of valuation date	**q(3)(a)** 0		
	(b) Reconciliation amount. Line 9c(2) balance minus line 9q(3)(a)	**q(3)(b)** 0		
	(4) Total as of valuation date ▶		**q(4)**	0
10	Contribution necessary to avoid an accumulated funding deficiency. Enter the amount in line 9p or the amount required under the alternative funding standard account if applicable		**10**	0

11 Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions ..... ☒ Yes ☐ No



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Part II Additional Information for Certain Plans Other Than Multiemployer Plans

Please see **Who Must File** in the Schedule B instructions to determine if you must complete Part II.

12 Additional required funding charge (see instructions):

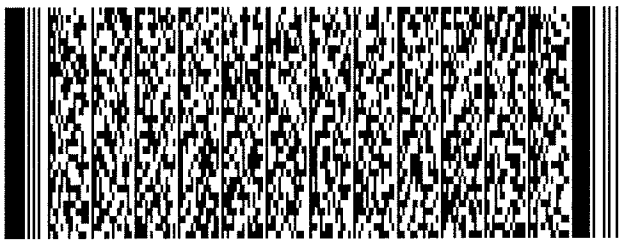
a Enter "Gateway %." Divide line 1b(2) by line 1d(2)(c) and multiply by 100.
If line 12a is at least 90%, go to line 12q and enter -0-.
If line 12a is less than 80%, go to line 12b.
If line 12a is at least 80% (but less than 90%), see instructions and, if applicable, go to line 12q and enter -0-. Otherwise, go to line 12b **12a** 77.5%

b "RPA '94" current liability. Enter line 1d(2)(a)	**12b**	11178937
c Adjusted value of assets (see instructions)	**12c**	7294143
d Funded current liability percentage. Divide line 12c by 12b and multiply by 100	**12d**	65.25%
e Unfunded current liability. Subtract line 12c from line 12b	**12e**	3884794
f Liability attrubutable to any unpredicable contingent event benefit	**12f**	0
g Outstanding balance of unfunded old liability	**12g**	0
h Unfunded new liability. Subtract the total of lines 12f and 12g from line 12e. Enter -0- if negative	**12h**	3884794
i Unfunded new liability amount (27.90 % of line 12h)	**12i**	1083858
j Unfunded old liability amount	**12j**	0
k Deficit reduction contribution. Add lines 12i, 12j and 1d(2)(b)	**12k**	1208858
l Net charges in funding standard account used to offset the deficit reduction contribution. Enter a negative number if less than zero	**12l**	782799

m Unpredictable contingent event amount:

(1) Benefits paid during year attributable to unpredictable contingent event	**m(1)**	0	
(2) Unfunded current liability percentage. Subtract the percentage on line 12d from 100%	**m(2)**	34.75%	
(3) Enter the product of lines 12m(1) and 12m(2)	**m(3)**	0	
(4) Ammortization of all unpredictable contingent event liabilities	**m(4)**	0	
(5) "RPA '94" additional amount (see instructions)	**m(5)**	0	
(6) Enter the greatest of lines 12m(3), 12m(4), or 12m(5)			**m(6)** 0

n Preliminary additional funding charge: Enter the excess of line 12k over line 12l (if any), plus line 12m(6), adjusted to end of year with interest	**12n**	454561
o Contributions needed to increase current liability percentage to 100% (see instructions)	**12o**	3383962
p Additional funding charge prior to adjustment: Enter the lesser of line 12n or 12o	**12p**	454561
q Adjusted additional funding charge. (100 .0% of line 12p)	**12q**	454561



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Attachment to 2009 Schedule B of Form 5500
Schedule B, Line 6 - Statement of Actuarial Assumptions/Methods
The Cooperative Retirement Income Plan
EIN 13-3937436 PN 016

ACTUARIAL ASSUMPTIONS AND ACTUARIAL COST METHOD

Net investment return:	7.50%
Interest rate for determination of current liability	6.69% (previously, 6.43%). Effective in 2008, as mandated by the Pension Protection Act of 2006 for eligible contractor plans, this is based on the third segment rate used to determine funding requirements for noncontractor plans.
Interest rate for determination of maximum deductible contribution	As mandated by the Pension Protection Act of 2006 and based on recently released guidance, the interest rates used are the October 2008 full spot yield curve. The effective interest rate is 8.2452%. This market-based assumption is mandated by law, based on the plan sponsor's one-time election of one of the alternative methodologies. (Prior year's rates were from the 24-month average of corporate bond yields ending in August 2007 without a phase-in from the current liability rate).
Mortality rates:	
Healthy:	RP 2000 Combined Healthy
Disabled:	RP 2000 Combined Disabled
Current Liability and Maximum Deductible:	The RP 2000 combined table with static projection. This assumption is one of the choices allowed by proposed regulations. (Prior year current liability assumption was similar, but based on one less year of projection)
Salary scale:	N/A – no active participants

Attachment to 2009 Schedule B of Form 5500
Schedule B, Line 6 - Statement of Actuarial Assumptions/Methods
The Cooperative Retirement Income Plan
EIN 13-3937436 PN 016

Termination rates:	N/A – no active participants
Disability rates:	N/A – no active participants
Retirement assumption for actives:	N/A – no active participants
Retirement age for terminated vesteds:	64
Percent married:	70% of male participants and 55% of female participants are assumed to be married. (Previously, 90% of male participants and 60% of female participants)
Spouse age:	For inactive participants for whom a spouse's date of birth was not provided it was assumed that husbands were three years older than their spouses.
Administrative expenses:	$125,000 (previously, 1.25% of market value of assets, not less than $125,000)
Actuarial value of assets:	Smoothed market value (with phase-in). (Approval 16 of Revenue Procedure 2000-40). Under this method, the actuarial value of assets is equal to the market value of assets for the 1/1/2002 valuation. In each year after 1/1/2002, the actuarial value of assets is the market value of assets less a decreasing fraction (4/5, 3/5, 2/5, 1/5 where 5 is the number of years in the smoothing period) of the gain or loss for the year of change and later years. A gain or loss for a year is determined by calculating the difference between the expected value of assets for the year and the market value of the assets at the valuation date for the prior year brought forward with interest at the valuation interest rate to the valuation date for the current year plus contributions minus disbursements, all adjusted with interest at the valuation rate to the valuation date for the current year. If the expected value is less than the market value, the difference is a gain. If the expected value is greater than the market value, the difference is a loss. The asset value determined will not be less than 80% and not greater than 120% of the fair market value of assets.

Attachment to 2009 Schedule B of Form 5500
Schedule B, Line 6 - Statement of Actuarial Assumptions/Methods
The Cooperative Retirement Income Plan
EIN 13-3937436 PN 016

	For the maximum deductible contribution, the rules under the Pension Protection Act apply, based on the plan sponsor's election of an allowable asset averaging method. The actuarial value of assets is an average of the market value of assets as of the valuation date and the adjusted market value of assets as of the preceding two years. The adjusted assets reflect expected earnings (subject to a statutory cap) and actual cash flow. The resulting value is limited to between 90% and 110% of the market value of assets. The methodology was changed from market value of assets in 2008.
Actuarial cost method:	Projected Unit Credit Actuarial Cost Method
Annuities purchased:	Annuities that were purchased from Cigna during 2003 are not included in the actuarial valuation.
Changes in Assumptions for Schedule B, line 11:	In addition to the statutory required changes in the current liability assumptions, the following assumptions were changed: ➢ The administrative expense assumption was changed from 1.25% of market value of assets (not less than $125,000) to $125,000. ➢ The marriage assumption was changed to assume that 70% of male participants and 55% of female participants are married. Previously, it was assumed that 90% of male participants and 60% of female participants were married.

Attachment to 2009 Schedule B of Form 5500
Schedule B, Line 6 – Summary of Plan Provisions
The Cooperative Retirement Income Plan
EIN 13-3937436 PN 016

SUMMARY OF PLAN PROVISIONS

This subsection summarizes the major provisions of the plan as included in the valuation. It is not intended to be, nor should it be interpreted as, a complete statement of all plan provisions.

Plan status:	No more active participants
Normal retirement:	
Age requirement:	65
Service requirement:	None
Amount:	Effective January 1, 1989, the monthly amount of basic retirement income is equal to 1/12 of the greater of the sum of (A) plus (B) or Plan Table II minimum retirement income: (A) 2% of the Participant's compensation during a period of credited service after January 1, 1989. (B) The Participant's accrued benefit as of December 31, 1988
Early retirement:	
Age requirement:	55
Service requirement:	5
Monthly Amount:	Unreduced normal retirement pension accrued if age 62 or later, or age 55 and 30 years of service. Otherwise, the following reduction factors apply.

Age at Retirement	Early Retirement Factors
55	56%
56	60
57	65
58	69
59	75
60	80
61	87
62-64	100

Attachment to 2009 Schedule B of Form 5500
Schedule B, Line 6 – Summary of Plan Provisions
The Cooperative Retirement Income Plan
EIN 13-3937436 PN 016

Disability:	
Age requirement:	None
Service requirement:	5 years and active at time of disability
Amount:	Normal pension based on accrued benefit payable immediately
Vesting:	
Age requirement:	None
Service requirement:	5
Vesting percentage:	100%
Amount:	Accrued pension payable at age 65. Early retirement at the factors described on the previous page is also available.
Pre-retirement death benefits:	
Amount:	If married, 75% of the full accrued benefit. There is no reduction for early retirement or the Joint and Survivor form of benefit. Benefits commence immediately, or at the participant's early retirement age, if later. If not married, a refund of employee contributions and interest is paid.
Forms of payment:	
Normal Form:	Modified cash refund form for single participants; reduced 50% Joint and Survivor Annuity for married participants.
Optional forms:	50%, 75%, 100% Joint and Survivor Annuity; Social Security Option.
Actuarial basis for Optional benefit forms:	1971 Group Annuity Mortality Table for male lives, with a 2 year setback for participants and a 4 year setback for spouses and contingent pensioners. 6% interest per annum.
Lump sum benefits:	Benefits with a present value less than $1,000 are automatically cashed out. Benefits with a present value between $1,000 and $5,000 are also automatically cashed out, but may not be cashed out before the participant's Normal Retirement Date without the participant's consent.

Attachment to 2009 Schedule B of Form 5500
Schedule B, Line 6 – Summary of Plan Provisions
The Cooperative Retirement Income Plan
EIN 13-3937436 PN 016

Participation:	
Age requirement:	None
Service requirement:	January 1 or July 1 after completion of 1,000 hours during a plan year.
Benefit credit:	Benefit credit is given for any year in which the participant contributes to the plan.
Vesting credit:	All service from date of hire
Employee group covered:	A collective bargaining unit represented by the American Federation of Grain Millers, AFL-CLO, CLC Local 387, or Hamilton Plant Security Union.
Participant contributions:	1% of compensation up to $3,000 plus 3% of compensation in excess of $3,000. Interest is credited at 7.0% per year.
Participant Compensation:	W-2 Earnings plus amounts excluded from an employee's gross income pursuant to IRC Sections 125, 132(f)(4) and 402(c)(3)
Date of Most Recent Plan Amendment:	January 1, 2007 – Amendment Number 1 – The plan was amended to include the 75% Joint and Survivor as an optional form of benefit. September 1, 2008 – Amendment Number 2 – The 66 2/3% Joint and Survivor and Social Security Level Income Option for all ages other than 62 were eliminated. January 1, 2007 – Amendment Number 3 – The statutory maximum benefit payble under the plan was updated. January 1, 2007 – Amendment Number 4 – The plan was amended to comply with tax laws.

Attachment to 2009 Schedule B of Form 5500
Schedule B, Line 9c - Schedule of Funding Standard Account Charge Bases
The Cooperative Retirement Income Plan
EIN 13-3937436 PN 016

FUNDING STANDARD ACCOUNT AMORTIZATION CHARGE BASES

Type of Base	Date Established	Original Base	Outstanding Balance	Years Remaining	Amortization Amount
Actuarial loss	01/01/2009	$2,869,315	$2,869,315	5	$659,715
Total:			$2,869,315		$659,715

Attachment to 2009 Schedule B of Form 5500
Schedule B, Line 9j - Schedule of Funding Standard Account Credit Bases
The Cooperative Retirement Income Plan
EIN 13-3937436 PN 016

FUNDING STANDARD ACCOUNT AMORTIZATION CREDIT BASES

Type of Base	Date Established	Original Base	Outstanding Balance	Years Remaining	Amortization Amount
Change in assumptions	01/01/2009	$14,137	$14,137	10	$1,916
Total:			$14,137		$1,916

Attachment to 2009 Schedule B of Form 5500
Schedule B, Line 11 - Justification for Change in Actuarial Assumptions
The Cooperative Retirement Income Plan
EIN 13-3937436 PN 016

(1) The percent married assumption was changed for funding purposes to better reflect anticipated plan experience.

(2) The administrative expense assumption was changed from 1.25% of market value of assets (not less than $125,000) to $125,000.

THE COOPERATIVE RETIREMENT INCOME PLAN

Financial Statements as of
and for the Years Ended
December 31, 2009 and 2008

THE COOPERATIVE RETIREMENT INCOME PLAN
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Note: Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted as the conditions under which they are required are not present.

PRICEWATERHOUSECOOPERS

PricewaterhouseCoopers LLP
300 Madison Avenue
New York NY 10017
Telephone (646) 471-3000
pwc.com

Report of Independent Auditors

To the Participants and Administrator of the
Cooperative Retirement Income Plan:

In our opinion, the accompanying statements of net assets available for benefits as of December 31, 2009 and 2008 and the related statements of changes in net assets available for benefits for the years then ended and the statement of accumulated plan benefits as of January 1, 2009 and the related statement of changes in accumulated plan benefits for the year then ended, present fairly, in all material respects, information regarding the net assets available for benefits of the Cooperative Retirement Income Plan (the "Plan") at December 31, 2009 and changes therein for the year then ended and its financial status as of January 1, 2009, and changes therein for the year then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements 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 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, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PricewaterhouseCoopers LLP

New York, NY
August 26, 2010

THE COOPERATIVE RETIREMENT INCOME PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2009 AND 2008
(Dollars in thousands)

	2009	2008
Assets:		
Investment in Master Trust, at fair value	$7,346	$7,215
Guaranteed Income Fund related to Voluntary Investment Plan	341	362
Employer contribution receivable	468	—
Total assets	8,155	7,577
Liabilities:		
Accrued expenses	48	43
Net assets available for benefits	$8,107	$7,534

The accompanying notes are an integral part of these financial statements.

THE COOPERATIVE RETIREMENT INCOME PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008
(Dollars in thousands)

	2009	2008
Additions:		
Net investment gain from Master Trust	$ 1,434	$ —
Interest Income	12	15
Employer contributions	468	949
Employee contributions	—	4
Total additions	1,914	968
Deductions:		
Net investment loss from Master Trust	—	3,019
Benefit payments	1,063	992
Distributions from Guarenteed Income Fund related to Voluntary Investment Plan	32	51
Plan expenses	246	249
Total deductions	1,341	4,311
Net increase (decrease)	573	(3,343)
Net assets available for benefits, Beginning of year	7,534	10,877
Net assets available for benefits, End of year	$8,107	$7,534

The accompanying notes are an integral part of these financial statements.

THE COOPERATIVE RETIREMENT INCOME PLAN
STATEMENTS OF ACCUMULATED PLAN BENEFITS AND CHANGES IN ACCUMULATED PLAN BENEFITS AS OF AND FOR THE YEAR ENDED JANUARY 1, 2009
(Dollars in thousands)

Statement of Accumulated Plan Benefits:	**January 1, 2009**
Actuarial present value of accumulated plan benefits	
Vested benefits:	
Participants currently receiving benefits	$8,253
Other participants	1,896
Total vested benefits	10,149
Non-vested benefits	—
Total actuarial present value of accumulated plan benefits	$10,149

Statement of Changes in Accumulated Plan Benefits:	**Year Ended January 1, 2009**
Actuarial present value of accumulated plan benefits as of January 1, 2008	$10,029
Increase (decrease) during the year attributable to:	
Change in actuarial assumptions	(14)
Benefits accumulated and actuarial experience	374
Increase for interest due to decrease in discount period	752
Benefits paid	(992)
Net increase	120
Actuarial present value of accumulated plan benefits as of January 1, 2009	$10,149

The accompanying notes are an integral part of these financial statements.

1. Plan Description

The following brief description of The Cooperative Retirement Income Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

L-3 Communications Corporation acquired certain business operations from Bulova Technologies on December 19, 2001, and in conjunction with the acquisition assumed sponsorship of the Plan. The Plan is a contributory defined benefit pension plan for employees of the BT Fuze division of L-3 Communications Corporation who are members of the collective bargaining unit represented by the American Federation of Grain Millers AFL-CIO, CLC Local 387. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective September 30, 2007, the BT Fuze production operation was closed. All participants in the Plan were laid off as a result of the closure. The Plan will continue to operate to pay benefits due to participants currently receiving benefit payments and to others as they become eligible for benefit commencement.

Effective January 1, 2009, BT Fuze division merged with the KDI Precision Products, Inc. of L-3 Communications Corporation. The name of the merged entities is L-3 Fuzing and Ordnance Systems, Inc. The Plan is now sponsored by L-3 Fuzing and Ordnance Systems, Inc., a subsidiary of L-3 Communications Corporation (the "Company"), a wholly owned subsidiary of L-3 Communications Holdings, Inc. ("Holdings").

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared using the accrual basis of accounting.

On January 1, 2008, the Plan adopted the standards for fair value measurements. Refer to Note 7 for disclosures provided for fair value measurements of plan investments.

Investments

Investment assets of the Plan are maintained in the L-3 Communications Corporation Master Trust (the "Master Trust") administered by The Bank of New York Mellon, as Trustee. The Plan participates in the Master Trust along with other defined benefit plans sponsored by the Company (collectively, the "L-3 Participating Plans"). The fair value of the Plan's interest in the Master Trust is determined based on the beginning of year value of the Plan's interest in the trust plus actual contributions and allocated investment income (loss) less actual distributions and actual administrative expenses. Assets held in the Master Trust primarily consist of corporate equity securities, commingled trust funds and mutual funds, corporate bonds and Government

and mortgaged-backed securities. See Note 7 for a description of the valuation methodologies of the assets of the Master Trust.

The Master Trust records investment transactions on the trade-date, dividend income on the ex-dividend date, interest income as earned and determines realized gains and losses on sales of securities based on the average cost method.

Net Investment Gain (Loss) from Master Trust

The net investment gain (loss) from the Master Trust includes interest and dividend income and net appreciation or depreciation in the fair value of investments, which includes gains or losses realized upon disposition of investments and net unrealized appreciation or depreciation of investments. The net investment gain or loss is allocated to the L-3 Participating Plans based upon the relationship of each plan's respective monthly balances in the investment pool to the total investments of the Master Trust, as determined on a monthly basis.

Benefit Payments

Benefit payments are recorded when paid.

Plan Expenses

The administrative expenses of the Plan are paid for by the Plan. Administrative expenses are charged to the Plan at the direction of the Company based upon the Plan's respective portion of the expense. Investment management fees of the Master Trust are allocated to the L-3 Participating Plans based upon the relationship of each plan's respective monthly balances in the investment pool to the total investments of the Master Trust, as determined on a monthly basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make significant estimates and assumptions that affect the reported amounts of assets, liabilities, benefit obligations, and changes therein, disclosures of contingent assets, liabilities and benefit obligations, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results will differ from those estimates.

Risks and Uncertainties

Plan contributions and the actuarial present value of accumulated plan benefits are determined based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption process, it is at least reasonably possible that changes in the estimates and assumptions in the near term would be material to the financial statements.

The investments held in the Master Trust and the Guaranteed Income Fund (the Fund) are exposed to various risks. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect the investments and related allocation reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

Subsequent Events

The Plan continues to evaluate events after the Statement of Net Assets Available for Benefits date through August 26, 2010, the date the financial statements were available to be issued.

3. Contributions

Generally, the Company's funding policy is to contribute amounts in accordance with the Internal Revenue Code ("IRC") and the minimum funding requirements under ERISA. There were no contributions required from the Company in 2009 and 2008 to the Plan under the minimum funding requirements of ERISA. Contributions are calculated using the Projected Unit Credit Actuarial Cost Method. Under this method, the total actuarial liability for participants is the actuarial present value as of the valuation date of all benefits attributed by the pension benefit formula to employee service rendered prior to that date, which assumes the normal cost will increase each year for each employee as he or she approaches retirement age. The yield (interest, dividends and net realized and unrealized gains and losses) on investments of the Plan serves to adjust future contributions that will be required to provide for the defined level of benefits.

Defined Benefit Feature - Each participant in the Plan contributed 1 percent of the first $3 of his/her annual earnings plus 3 percent of earnings in excess of $3. The Company contributed such remaining amounts as necessary on an actuarial basis to provide the Plan with assets sufficient to meet the benefits to be paid to plan participants. Active employees' accumulated contributions at December 31, 2009 and 2008 were $0 because there were no active participants.

Voluntary Investment Plan (VIP) Feature - Employee contributions to the VIP feature of the Plan were made periodically based on payroll withholdings and semi-annual voluntary contributions limited to 10 percent of an employee's annual earnings. In addition, contributions to the VIP feature were subject to the limitations provided for in the Internal Revenue Code.

4. Plan Benefits

With regard to the defined benefit feature of the Plan, the Plan permits early retirement for participants at ages 55 to 62 with at least 5 or more years of service, depending on which set of grandfathered benefit provisions is applicable to the participant. Under all provisions, the benefit may begin at the date of early retirement, reduced by a certain percentage for each year by which commencement of benefits precedes the normal retirement date, age 65. The monthly benefit a participant is entitled to upon reaching age 65 is $1/12^{th}$ of the greater of the sum of 2% of the

participant's compensation during a period of credited service after January 1, 1989, plus the participant's accrued benefit as of December 31, 1988 or the minimum retirement income per the Plan Table II contained in the plan document. Retirees may elect to receive their pension benefits in the form of a joint and survivor annuity or a life annuity payable monthly from the date of retirement. Under the joint and survivor annuity, if a vested participant dies prior to the date pension benefits commence, the surviving spouse of the deceased vested participant generally receives benefits equal to 75% of the amount which would have been payable to the retiree. Under the life annuity, there are no continuing payments after the death of the retiree.

For the VIP feature, each participant's account is credited with the participant's contribution and an allocation of applicable fund earnings, and charged with an allocation of applicable administrative expenses. Allocations are based on participant earnings or account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Distribution of a participant's benefit shall be made as a lump sum payment.

The following presents the more significant assumptions underlying the actuarial computations as of January 1, 2009 and 2008.

Mortality basis	RP-2000 Combined Healthy Table RP-2000 Combined Disabled Table
Retirement	Retirement at ages 55 to 64, at varying rates, with 100% by age 62.
Discount rate for the determination of the present value of accumulated plan benefits	2009 and 2008 – 7.5%

The foregoing actuarial assumptions are based upon the assumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors may be used in determining the actuarial present value of accumulated plan benefits.

5. Benefit-Responsive Investment Contracts

The VIP held investments in the Fund at December 31, 2009 and 2008. The Guaranteed Income Fund is an insurance company issued Evergreen Group Annuity. Under the group annuity insurance contract that supports the Fund, participants may ordinarily direct permitted withdrawals or transfers of all or a portion of their account balances at contract value within reasonable timeframes. All investment contracts held by the Fund are held directly between the fund and the issuer of the contract and are nontransferable. The Fund invests in underlying assets. The funds' ability to receive amounts due pursuant to these contracts is dependent upon the issuers' ability to meet their financial obligations.

The fair value amount approximates the contract value. There are not any specific securities in the general account that back the liabilities of this annuity contract and Plan management had concluded that it would not be appropriate to use market value of the securities within the insurer's general account to determine a fair value. The Plan owns a promise to pay interest at a crediting rates, which are announced and guaranteed for a specified period of time. There are not any known cash flows of the Fund that could be discounted.

Interest is credited on contract balances using a single portfolio rate approach. Under this methodology, a single interest crediting rate is applied to all contributions made to the Fund regardless of the timing of those contributions. Interest crediting rates are reviewed on a semi-annual basis for resetting. When establishing interest crediting rates for the Fund, Prudential considers current economic and market conditions, the general interest rate environment and both the expected and actual experience of a reference portfolio within the issuer's general account. These rates are established without the use of a specific formula. The minimum crediting interest rate under the contract is 1.50%.

Generally, there are not any events that could limit the ability of the Plan to transact at contract value paid within 90 days or in rare circumstances, contract value paid over time. There are not any events that allow the issuer to terminate the contract and which require the plan sponsor to settle at an amount different than contract value paid either within 90 days or over time.

The average yield earned by the Guaranteed Income Fund for all fully benefit-responsive investment contracts for the years ended December 31, 2009 and 2008 was 3.25% and 4.00%, respectively, based on actual earnings, and 3.25% and 4.00%, respectively, based on interest rate credited to participants. The average earnings yield is calculated by dividing the earnings credited to the Plan on the last day of the plan year by the end of the plan year fair value annualized. The average crediting rate is calculated by dividing the earnings credited to the participants on the last day of the plan year by the end of plan year fair value annualized.

6. *Master Trust*

The fair value of the assets and liabilities of the Master Trust at December 31, 2009 and 2008 is presented in the table below. The Plan's percentage interest in the Master Trust was 0.7% at December 31, 2009 and 0.8% at December 31, 2008.

	2009	2008
Corporate equity securities	$ 607,388	$ 472,726
Commingled trust funds and mutual funds	416,646	342,850
Corporate bonds	66,470	58,145
Government and mortgage-backed securities	365	23,335
Forward contracts	292	180
Accrued income	2,195	2,996
Receivable for unsettled trades	1,301	2,464
Payable for unsettled trades	(1,667)	(5,011)
	$ 1,092,991	$ 897,685

The following presents the investment gain (loss) of the Master Trust for the years ended December 31, 2009 and 2008.

	2009	2008
Net appreciation (depreciation) of investments	$ 180,985	$ (399,368)
Interest	6,010	8,903
Dividends	19,690	22,505
Other	188	77
	$ 206,873	$ (367,883)

The following presents the net appreciation (depreciation) in fair value of the Master Trust's investments, including realized gains and losses, and the unrealized appreciation and depreciation of investments for the years ended December 31, 2009 and 2008.

	2009	2008
Corporate equity securities	$ 121,766	$ (300,847)
Commingled trust funds and mutual funds	39,365	(68,748)
Corporate bonds	20,449	(26,868)
Government and mortgage-backed securities	—	(5,710)
Forward contracts	(595)	2,805
	$ 180,985	$ (399,368)

7. *Fair Value Measurements*

Effective January 1, 2008, the Plan adopted the standards for fair value measurements. The provisions of the standards are applicable to all of the Plan's assets and liabilities that are measured and recorded at fair value. The standards establish a framework for measuring fair value and expand related disclosures. The standards define fair value as the price that would be received for an asset or the exit price that would be paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants. The standards establish a fair value hierarchy that gives the highest priority to observable inputs and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy defined by the standards are described below.

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date. The Plan's Level 1 assets include equity securities, certain mutual funds and U.S. Treasury bonds, all of which fair value is derived from quoted market prices.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date. The fair value is determined using a valuation model based on observable market inputs. The Plan's Level 2 assets include commingled trust funds, certain mutual funds, corporate bonds, government securities and forward contracts.

Level 3: Pricing inputs that are generally unobservable inputs and not corroborated by market data. The Plan has no Level 3 assets.

The following is a description of the valuation methodologies used for assets of the Master Trust, measured at fair value, including the general classification of such assets pursuant to the fair value hierarchy.

The fair value of *corporate equity securities* is based on quoted market prices available in active markets at the close of a trading day.

The units within the *commingled trust funds* are generally maintained at a constant fair value of approximately $1 per unit, which is determined by the fair values of the underlying securities, less the fund's liabilities, divided by the number of units outstanding.

The fair value of *mutual funds* is based on quoted Net Asset Values (NAV's) available in active markets at the close of a trading day. These funds are classified by the Company as Level 1 measurements within the fair value hierarchy. For those mutual funds that do not trade in active markets, the fair value is based on NAV's calculated by the fund manager using the closing quoted market prices of the underlying securities available in an active market. These mutual funds are classified by the Company as Level 2 measurements within the fair value hierarchy.

The fair values of the *corporate and foreign government bonds* are based on: (1) the closing price reported in an active market in which the bond is traded, (2) yields currently available on

comparable bonds of issuers with similar credit ratings, or (3) a cash flows approach that maximizes observable inputs.

The fair value of *U.S. Treasury bonds* is based on quoted market prices available at the close of a trading day in an active market.

Other consists primarily of *mortgage-backed securities*. The fair value for mortgaged-backed securities is generally based on available trade information in a non-active market or dealer quotes from comparable securities.

The table below reports by level, within the fair value hierarchy, the assets held in the Master Trust at fair value as of December 31, 2009 and 2008. As required by the standards, each asset is classified based on the lowest level of input that is significant to the fair value measurement.

	Fair Value Measurements Using Input Type							
	2009				2008			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Corporate equity securities	$607,388	$ -	$ -	$ 607,388	$ 472,726	$ -	$ -	$ 472,726
Commingled trust funds and mutual funds:								
Commingled trust funds	-	76,037	-	76,037	-	117,394	-	117,394
Mutual funds	126,094	214,515	-	340,609	77,442	148,014	-	225,456
Total commingled trust funds and mutual funds	126,094	290,552	-	416,646	77,442	265,408	-	342,850
Corporate and foreign government bonds	-	64,777	-	64,777	-	66,823	-	66,823
U.S. Treasury bonds	-	-	-	-	2,079	-	-	2,079
Other	-	2,351	-	2,351	-	12,758	-	12,758
Total investments measured at fair value	$ 733,482	$ 357,680	$ -	$ 1,091,162	$ 552,247	$344,989	$ -	$ 897,236

The Plan's VIP program holds investments in the Guarenteed Income Fund. For a description of the valuation methodology of the Guarenteed Income Fund, see Note 5. As required by the standards for fair value measurement, the Guarenteed Income Fund is classified as Level 3.

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2009.

	Level 3 Assets
	Guarenteed Income Fund
Balance as of January 1, 2009	$ 362
Distributions, investment income and contributions, net	(21)
Balance as of December 31, 2009	$ 341

8. Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated July 11, 2008, that the Plan is designed in accordance with the applicable sections of the IRC. The Plan has been amended since receiving the determination letter. The Plan administrator and the Plan's counsel believe that the Plan is designed and is currently being operated in compliance with the applicable regulations of the IRC; therefore, no provision for income taxes has been included in the Plan's financial statements.

9. Related-Party Transactions

Certain plan investments held in the Master Trust are units of a commingled trust fund managed by The Bank of New York Mellon, the Plan's trustee. Certain plan investments are managed by Prudential Retirement Insurance and Annuity Company.

10. Termination Priorities

While the Company has not expressed any intention to do so, it is free to discontinue its contributions at any time and to terminate the Plan, subject to collective bargaining and the provisions set forth in ERISA.

In the event the Plan terminates, the net assets of the Plan will be allocated as specified by the Plan in accordance with ERISA, generally to provide the following benefits in the order indicated:

a. Benefits attributable to employee contributions, taking into account those paid out before termination.

b. Benefits attributable to participants who have retired at least three years before the termination date of the Plan or those participants who were eligible to retire and receive pension benefits at least three years before, but who did not elect to retire at that time.

c. Benefits commencing at retirement age to participants who are eligible to receive guaranteed benefits under ERISA.

d. All vested and non-vested benefits.

To the extent the Plan's net assets are not sufficient to fund the accumulated benefits upon Plan termination, ERISA provides that such benefits are payable by the Pension Benefit Guaranty Corporation, up to specified limits.

11. Reportable Event

Effective September 30, 2007, the BT Fuze manufacturing facility in Lancaster, Pennsylvania ceased all operations. As a result of the cessation of operations, L-3 Communications Corporation incurred a liability to the Pension Benefit Guaranty Corporation (PBGC) of $5,607. On April 15, 2008, the Company issued a standby letter of credit for this amount in relation to the Plan. The letter of credit originally expired on September 30, 2008. The Company and the PBGC have agreed that the Company will issue and renew the letter of credit annually for a period up to and ending on September 30, 2012.

THE COOPERATIVE RETIREMENT IN COME PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2009
(Dollars in thousands)

Description of Investment	Cost	Current Value
Investment in Master Trust	$ -	$7,346
Guaranteed Income Fund*	*	341
Total		$7,687

* DOL Regulation 29 CFR 2520.103-11(d) permits the exclusion of historical cost information for participant directed investment balances.

THE COOPERATIVE RETIREMENT IN COME PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2009
(Dollars in thousands)

Description of Investment	Cost	Current Value
Investment in Master Trust	$ -	$7,346
Guaranteed Income Fund*	*	341
Total		$7,687

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