

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 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ 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.	☒		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES RETIREMENT PLAN FOR BARGAINED EMPLOYEES</u>	1b Three-digit plan number (PN) ▶	<u>025</u>	
	1c Effective date of plan	<u>02/28/2005</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES INC.</u> <u>600 THIRD AVENUE</u> <u>NEW YORK, NY 10016-1901</u>	2b Employer Identification Number (EIN) <u>91-2046609</u>	2c Sponsor's telephone number <u>212-697-1111</u>	2d Business code (see instructions) <u>334200</u>
	<u>3100 W. LOMITA BOULEVARD</u> <u>PO BOX 2999, M/S 230/111</u> <u>TORRANCE, CA 90509-2999</u>		

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	<u>Filed with authorized/valid electronic signature.</u>	<u>09/16/2011</u>	<u>PAT HEMPHILL</u>
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES INC. 600 THIRD AVENUE NEW YORK, NY 10016-1901	3b Administrator's EIN 91-2046609 3c Administrator's telephone number 212-697-1111
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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
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5 Total number of participants at the beginning of the plan year	5	386
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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	272
b Retired or separated participants receiving benefits.....	6b	70
c Other retired or separated participants entitled to future benefits.....	6c	22
d Subtotal. Add lines 6a , 6b , and 6c	6d	364
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	4
f Total. Add lines 6d and 6e	6f	368
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	
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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 3F 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) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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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) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

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

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 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **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 <u>L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES RETIREMENT PLAN FOR BARGAINED EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>025</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES INC.</u>	D Employer Identification Number (EIN) <u>91-2046609</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2010</u>	
2 Assets:	
a Market value	2a <u>43564704</u>
b Actuarial value	2b <u>46670134</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>75</u> <u>12566579</u>
b For terminated vested participants	3b <u>85</u> <u>2383470</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>1504307</u>
(2) Vested benefits	3c(2) <u>35339054</u>
(3) Total active	3c(3) <u>226</u> <u>36843361</u>
d Total	3d <u>386</u> <u>51793410</u>
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 <u>6.71</u> %
6 Target normal cost	6 <u>2740134</u>

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	Date
<u>JIMMY MAK, ASA, MAAA</u>	<u>11-05788</u>
Type or print name of actuary	Most recent enrollment number
<u>SIBSON CONSULTING</u>	<u>212-251-5000</u>
Firm name	Telephone number (including area code)
<u>333 W 34TH STREET</u> <u>NEW YORK, NY 10001-2402</u>	
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 ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2010
v.092308.1

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	90.10 %
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
35 Balances used to offset funding requirement		Total balance
		0
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	0
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

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010					
A Name of plan L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES RETIREMENT PLAN FOR BARGAINED EMPLOYEES				B Three-digit plan number (PN) ▶ 025	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES INC.				D Employer Identification Number (EIN) 91-2046609	
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 13-3937436-020		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 44745564	
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:					
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c EIN-PN		d Entity code		e	

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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
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plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2010 This Form is Open to Public Inspection
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>		
A Name of plan <u>L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES RETIREMENT PLAN FOR BARGAINED EMPLOYEES</u>		B Three-digit plan number (PN) <u>025</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES INC.</u>		D Employer Identification Number (EIN) <u>91-2046609</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	2928000	7991000
	(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)	40757069	44745564
	(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)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	43685069	52736564

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	87656	95736
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	87656	95736

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	43597413	52640828
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	8185000	
(B) Participants	2a(1)(B)	299913	
(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)		8484913

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)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(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)		0

(3) Rents	2b(3)		
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(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)		0

		(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)		0
(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)		5492031
(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		13976944

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4536259	
(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)		4536259
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)	397270	
(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)		397270
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4933529

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		9043415
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) ☒ 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 ☒ 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.).....		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.).....		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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	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?		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?		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?		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.).....		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.).....		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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.			

- 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 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan <u>L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES RETIREMENT PLAN FOR BARGAINED EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>025</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES INC.</u>	D Employer Identification Number (EIN) <u>91-2046609</u>

Part I	Distributions
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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	<u>0</u>
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): <u>13-7074646</u>		
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	<u>4</u>

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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2010
v.092308.1

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):

- 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):



Report of Independent Auditors

To the Participants and Administrator of the
L-3 Communications Electron Technologies Retirement Plan for Bargained Employees:

In our opinion, the accompanying Statements of Net Assets Available for Benefits as of December 31, 2010 and 2009 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, 2010 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 L-3 Communications Electron Technologies Retirement Plan for Bargained Employees (the "Plan") at December 31, 2010 and changes therein for the year then ended and its financial status as of January 1, 2010, 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.

A handwritten signature in black ink that reads "PricewaterhouseCoopers LLP". The signature is written in a cursive, flowing style.

New York, New York
September 15, 2011

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	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 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **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 L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES RETIREMENT PLAN FOR BARGAINED EMPLOYEES	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:60%;">B Three-digit plan number (PN) ▶</td> <td style="width:40%; text-align: center;">025</td> </tr> </table>	B Three-digit plan number (PN) ▶	025
B Three-digit plan number (PN) ▶	025		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF L-3 ELECTRON TECHNOLOGIES, INC.	D Employer Identification Number (EIN) 91-2046609		
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B			
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500			

Part I Basic Information			
1	Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2010</u>		
2	Assets:		
	a Market value	2a	43564704
	b Actuarial value	2b	46670134
3	Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	12566579
	b For terminated vested participants	3b	2383470
	c For active participants:		
	(1) Non-vested benefits	3c(1)	1504307
	(2) Vested benefits	3c(2)	35339054
	(3) Total active	3c(3)	36843361
	d Total	3d	51793410
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	6.71%
6	Target normal cost	6	2740134

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	JIMMY MAK Signature of actuary	<div style="text-align: right; font-size: 1.2em;">9/12/2011</div> Date 11-05788
JIMMY MAK, ASA, MAAA Type or print name of actuary		Most recent enrollment number 212-251-5000
SIBSON CONSULTING Firm name		Telephone number (including area code)
333 W 34TH STREET NEW YORK NY 10001-2402 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
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100	100

	(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	90.10%
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:

[illegible]

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
35 Balances used to offset funding requirement		Total balance
		0
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 2010 Schedule SB of Form 5500

2010 Schedule SB, Line 27 – Actuarial Information Based on Pre-PPA Funding Rules

**The L-3 Communications Electron Technologies Retirement Plan for Bargained Employees
EIN 91-2046609 PN 025**

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 1/1/2010 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 01/01/2010 and ending 12/31/2010

▶ **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 L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES RETIREMEN		B Three-digit plan number ... ▶ 025
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-EZ. L-3 ELECTRON TECHNOLOGIES, INC.		D Employer Identification Number 91-2046609
E Type of plan: (1) ☐ Multiemployer (2) ☒ 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 2010

b Assets:

(1) Current value of assets	b(1)	43685072
(2) Actuarial value of assets for funding standard account	b(2)	46562966
c (1) Accrued liability for plans using immediate gain methods	c(1)	62172914
(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**

JIMMY MAK

Signature of actuary

JIMMY MAK, ASA, MAAA

Type or print name of actuary

SIBSON CONSULTING

Firm name

333 W 34TH STREET

NEW YORK

NY 10001-2402

Address of the firm

9/12/2011

Date

G 11-05788

Most recent enrollment number

212-251-5000

Telephone number (including area code)

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 ☐

**For Paperwork Reduction Act Notice and OMB Control Numbers,
see the instructions for Form 5500 or 5500-EZ.**

v10.1

Schedule B (Form 5500) 2007

0 8 0 7 3 5 0 1 0 0



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)	53252600
(b) Expected increase in current liability due to benefits accruing during the plan year	d(2)(b)	2965322
(c) Current liability computed at highest allowable interest rate (see instructions)	d(2)(c)	53252600
(d) Expected release from "RPA '94" current liability for the plan year	d(2)(d)	
(3) Expected plan disbursements for the plan year	d(3)	5192241

2 Operational information as of beginning of this plan year:

a Current value of the assets (see instructions)		2a	43597413
b "RPA '94" current liability:			
	(1) No. of Persons	(2) Vested Benefits	(3) Total Benefits
(1) For retired participants and beneficiaries receiving payments	75	12340571	12340571
(2) For terminated vested participants	85	3512303	3512303
(3) For active participants	226	36379062	37399726
(4) Total	386	52231936	53252600
c If the percentage resulting from dividing line 2a by line 2b(4), column (3) is less than 70%, enter such percentage		2c	%

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
10/15/2010	194000		02/12/2010		11860
01/15/2011	194000		03/02/2010		13548
04/15/2011	837000		03/16/2010		11758
07/15/2011	837000		03/30/2010		11959
09/09/2011	6123000		04/13/2010		12109
01/11/2010		12679	04/28/2010		11574
01/19/2010		12643	05/12/2010		12021
02/02/2010		11860			
3 Totals ▶ (b)				8185000	(c)
					122011

4 Quarterly contributions and liquidity shortfall(s):

a Plans other than multiemployer plans, enter funded current liability percentage for preceding year (see instructions)	4a	88.7%
--	-----------	-------

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

0 8 0 7 3 5 0 2 0 P



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** 6.76% ☐ N/A

b Weighted average retirement age **6b** 60 ☐ N/A

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** 15.9% % ☒ N/A

g Annual withdrawal rates:

(1) Age 25 **g(1)** U 7.20% U 19.40%

(2) Age 40 **g(2)** U 4.40% U 6.20%

(3) Age 55 **g(3)** U 0.00% U 0.00%

h Salary scale ☐ N/A **6h** 5.50% 5.50% ☐ N/A

i Estimated investment return on actuarial value of assets for year ending on the valuation date . . . **6i** 7.2%

j Estimated investment return on current value of assets for year ending on the valuation date . . . **6j** 21.1%

7 New amortization bases established in the current plan year:

(1) Type of Base

(2) Initial Balance

(3) Amortization Charge/Credit

1 1846532 424556

3 3256890 256525

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

0 8 0 7 3 5 0 3 0 0



- 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 accordance 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 1349083
c Amortization charges as of valuation date:	Outstanding Balance	
(1) All bases except funding waivers	▶ (\$ 26343407)	c(1) 6387089
(2) Funding waivers	▶ (\$ 0)	c(2) 0
d Interest as applicable on lines 9a, 9b, and 9c		9d 580213
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 0
g Total charges. Add lines 9a through 9f		9g 8316385
Credits to funding standard account:		
h Prior year credit balance, if any		9h 10062008
i Employer contributions. Total from column (b) of line 3		9i 8185000
j Amortization credits as of valuation date	Outstanding Balance	
	▶ (\$ 671451)	9j 222645
k Interest as applicable to end of plan year on lines 9h, 9i, and 9j		9k 774418
l Full funding limitation (FFL) and credits		
(1) ERISA FFL (accrued liability FFL)	l(1) 32152343	
(2) "RPA '94" override (90% current liability FFL)	l(2) 4416457	
(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 19244071
o Credit balance: If line 9n is greater than line 9g, enter the difference		9o 10927686
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

0 8 0 7 3 5 0 4 0 R



Part II Additional Information for Certain Plans Other Than Multiemployer PlansPlease 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

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

(1) Benefits paid during year attributable to unpredictable contingent event

(2) Unfunded current liability percentage. Subtract the percentage on line 12d from 100%

(3) Enter the product of lines 12m(1) and 12m(2)

(4) Amortization of all unpredictable contingent event liabilities

(5) "RPA '94" additional amount (see instructions)

(6) Enter the greatest of lines 12m(3), 12m(4), or 12m(5)

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**o** Contributions needed to increase current liability percentage to 100% (see instructions)**p** Additional funding charge prior to adjustment: Enter the lesser of line 12n or 12o**q** Adjusted additional funding charge. (

.0% of line 12p)

12a	87.4%
12b	
12c	
12d	%
12e	
12f	
12g	
12h	
12i	
12j	
12k	
12l	
12m(1)	
12m(2)	%
12m(3)	
12m(4)	
12m(5)	
12m(6)	
12n	
12o	
12p	
12q	0

0 8 0 7 3 5 0 5 0 S



Attachment to 2010 Schedule B of Form 5500
Schedule B, Line 3 – Additional Contributions
The L-3 Communications Electron Technologies Retirement Plan for Bargained Employees
EIN 91-2046609 PN 025

The following employee contributions were made to the plan for the 2010 Plan Year, in addition to those already listed.

05/27/2010	11,788.54
06/24/2010	10,918.80
06/24/2010	11,398.91
07/09/2010	11,849.00
07/21/2010	12,232.34
08/04/2010	11,841.68
08/18/2010	11,251.04
08/31/2010	11,718.79
09/16/2010	11,514.75
09/28/2010	10,499.69
10/15/2010	10,431.80
10/27/2010	10,087.85
11/09/2010	10,250.80
11/24/2010	10,236.85
12/08/2010	10,314.08
12/22/2010	11,567.33

Attachment to 2010 Schedule B of Form 5500
Schedule B, Line 6 – Actuarial Assumptions/Methods
The L-3 Communications Electron Technologies Retirement Plan for Bargained Employees
EIN 91-2046609 PN 025

ACTUARIAL ASSUMPTIONS AND ACTUARIAL COST METHOD

Net investment return:	7.5%
Interest rate for determination of current liability, maximum deductible contribution and PBGC:	
<i>Current Liability:</i>	6.76% (previously, 6.69%) 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.
<i>Maximum Deductible and PBGC Variable Rate Premium:</i>	As mandated by the Pension Protection Act of 2006, the interest rates used are the September 2009 segmented rates (5.03% for payments in the first 5 years, 6.73% for payments in years 6 – 20, and 6.82% for payments thereafter). The effective interest rate is 6.71%. This market-based assumption is mandated by law. (Prior year's rates were the October 2008 full spot yield curve, the effective interest rate was 8.20%.)
Interest on Employee Contribution:	7.0% annually
Mortality rates:	
<i>Healthy:</i>	RP-2000 Combined Healthy Mortality Table, sex distinct
<i>Current Liability, Maximum and PBGC Variable Rate Premium:</i>	The RP2000 separate annuitant and non-annuitant tables 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:	5.50%
Cost of living increases:	3.00% for Social Security COLA and post retirement benefit adjustments
	4.00% for Social Security Wage Base

Attachment to 2010 Schedule B of Form 5500
Schedule B, Line 6 – Actuarial Assumptions/Methods
The L-3 Communications Electron Technologies Retirement Plan for Bargained Employees
EIN 91-2046609 PN 025

Termination rates before retirement:

Age	Male	Female
20	10.0%	25.0%
25	7.2%	19.4%
30	6.4%	14.0%
35	5.4%	9.4%
40	4.4%	6.2%
45	3.5%	4.5%
50	2.5%	3.5%
55	0%	0%

Retirement Rates:

Age	Benefit Structure	
	Contributory	Noncontributory
55	20%	10%
56-59	11%	5%
60-61	15%	5%
62	22%	25%
63-64	22%	15%
65	40%	50%
66-68	30%	20%
69	100%	100%
		R75 Contributory*
		25%
		16%
		20%
		27%
		27%
		45%
		35%
		100%

** For contributory participants who are eligible for the Rule of 75 unreduced early retirement benefits*

Attachment to 2010 Schedule B of Form 5500
Schedule B, Line 6 – Actuarial Assumptions/Methods
The L-3 Communications Electron Technologies Retirement Plan for Bargained Employees
EIN 91-2046609 PN 025

Retirement age for terminated vested: 65
Average retirement age for Schedule B: 59.98

Percent married: 70% male and 55% female

Spouse age: For active participants, it was assumed that husbands were 3 years older than their wives.

Administrative expenses: \$185,000

Form of payment: Contributory
 75% are assumed to elect a five-year certain annuity and 25% are assumed to elect a single life annuity.

Non-contributory
 33% are assumed to elect a ten-year certain annuity and 67% are assumed to elect a single life annuity.

Actuarial Equivalence for the five-year and the ten-year certain payment options is based on the current lump sum statutory mortality table and an interest rate of 6.00%. A post-retirement cost-of-living assumption of 4.00% (previously, 3.00%) is applied when converting to alternative benefit payment options for *Contributory* participants only.

Actuarial Value of Assets: The expected value of assets is calculated based on the actuarial value as of the prior valuation date, contributions and benefit payments for the period since the prior valuation and the assumed rate of investment return. If the expected value is between 90% and 110% of market value, the actuarial value is set equal to the expected value. If the expected value is less than 90% of the market value, then the actuarial value is the expected value plus half of the difference between 90% of the market value and the expected value. If the expected value is more than 110% of market value, then the actuarial value is then expected value minus half of the difference between expected value and 110% of market value. In either case, the actuarial value is bounded so that it is not less than 80% nor more than 120% of the market value. If the resulting

Attachment to 2010 Schedule B of Form 5500
Schedule B, Line 6 – Actuarial Assumptions/Methods
The L-3 Communications Electron Technologies Retirement Plan for Bargained Employees
EIN 91-2046609 PN 025

actuarial value is within 3% of the market value of assets, the actuarial value is set equal to market value.

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.

Actuarial Cost Method:

Entry Age Normal Actuarial Cost Method

This cost method develops the annual cost or expense of the Plan in two parts: that allocated in the current year, known as the normal or service cost, and that allocated prior to the current year, known as the actuarial accrued or past service liability. Each of these components is calculated individually for each active employee.

The normal cost is the level annual contribution as a percentage of pay, required to be made from the employee's date of hire until his termination or retirement, so that sufficient assets will be accumulated to provide his benefit. The unfunded actuarial liability reflects the difference between the portion of projected benefits allocated to the period prior to the valuation date and assets already accumulated. The unfunded actuarial liability is paid off in accordance with a specified amortization procedure.

Under the entry age normal cost method, if actual plan experience is close to the assumptions, the normal cost will remain constant as a percentage of payroll for each employee as he or she approaches retirement age. The total contribution is made up of the sum of the individual normal costs and the amortization payment on the unfunded actuarial liability.

**Attachment to 2010 Schedule B of Form 5500
Schedule B, Line 6 – Summary of Plan Provisions
The L-3 Communications Electron Technologies Retirement Plan for Bargained Employees
EIN 91-2046609 PN 025**

SUMMARY OF PLAN PROVISIONS

Plan Status: The plan is closed to employees hired on or after June 1, 2007. Employees hired prior to June 1, 2007 will receive ongoing accruals. The plan is also closed to Employees who are (a) members of Electronic and Space Technicians Local 1553 and were hired on or after January 1, 2007, or (b) members of IBEW Local 2995 and were hired on or after June 1, 2007.

Normal retirement:

Age Requirement: 65

Service Requirement: 0

Amount:

Contributory Benefit Structure:

Greatest of the following, including COLA:

- i. Final Average Monthly Compensation Benefit:
 - a. $1\frac{3}{4}\%$ of Final Average Earnings per year of Benefit Accrual Service, less
 - b. Social Security Primary Insurance Amount at the Normal Retirement age times a factor of: $1\frac{1}{2}\%$ of Total Accrued Service (up to 33-1/3 years), times the ratio of Benefit Accrual Service over Total Accrued Service. For retirements prior to age 62, the factors is not greater than

Age at Separation	Maximum Factor
55	.37
56	.39
57	.42
58	.44
59	.47
60	.49
61	.50

- ii. Career Average Benefit:

- a. 1/24 of total Participant contributions through 12/1/1985 (net of unpaid withdrawals), *plus*

Attachment to 2010 Schedule B of Form 5500
Schedule B, Line 6 – Summary of Plan Provisions
The L-3 Communications Electron Technologies Retirement Plan for Bargained Employees
EIN 91-2046609 PN 025

- b. Accrued Benefit as of 12/31/75 less 1/24th of Participant contributions as of 12/31/75, *plus*
- c. 1/12th of first \$3,600 of annual pay plus 2% of annual pay over \$3,600,] for all Benefit Accrual Service years after 1985.
- iii. Minimum Benefit:
\$20 + 1/2% of Final Average Earnings, per year of Benefit Accrual Service.
- iv. Equivalent Mandatory Contributions:
Actuarial equivalent of mandatory employee contributions with interest.

Non-Contributory Benefit Structure:

Monthly benefit equal to i. plus ii. less iii., reduced per Early Retirement reductions if Normal Retirement is before Social Security Normal Retirement:

- i. 1 1/2% of Final Average Earnings per year of Benefit Accrual Service included in the first 35 years of Total Accrual Service, *plus*
- ii. 1/2% of Final Average Earnings per year of Benefit Accrual Service included in the Total Benefit Accrual Service in excess of 35 years, *less*
- iii. 0.6% of Final Average Earnings not in excess of Social Security Covered Compensation per year of Benefit Accrual Service included in the first 35 years of Total Accrual Service.

Regular Early Retirement Benefit:

Benefit determined as for normal retirement, based on credited service to early retirement date.

Vested Accrued Benefit payable immediately with a reduction equal to 6% for each year (and a proportional reduction for partial years) that the participant's early retirement date precedes age 65. COLA applies for Contributory benefit structure participants.

Early Retirement Date:

Age 55 with at least 5 years of vesting service

Attachment to 2010 Schedule B of Form 5500
Schedule B, Line 6 – Summary of Plan Provisions
The L-3 Communications Electron Technologies Retirement Plan for Bargained Employees
EIN 91-2046609 PN 025

50/15 Early Retirement Benefit
(Contributory benefit structure;
applicable post-1990 layoffs only):

Benefit determined as for normal retirement, based on credited service to early retirement date, payable immediately, with reduction of 1½% for each month from the date benefits commence to age when they would have fulfilled the rule of 75, but no less than Actuarial Equivalent, including COLA.

62/10 Early Retirement Benefit
(Non-contributory benefit structure
only):

Benefit determined as for normal retirement, based on credited service to early retirement date, payable immediately without reduction as long as the Participant has reached age 62.

Rule of 75 Early Retirement Benefit
(Contributory benefit structure
only):

Benefit determined as for normal retirement, based on credited service to early retirement date, payable immediately without reduction, including COLA.

Deferred retirement:

Contributory Benefit Structure:

Benefit determined as for normal retirement, based on employee's credited service to actual retirement date with an actuarial equivalent adjustment for the accrued benefit derived from participant contributions, including COLA.

Non-Contributory Benefit Structure:

Normal Retirement Benefit payable immediately with Benefit Accrual Service, Social Security Covered Compensation and Final Average Compensation determined as of the Late Retirement Date.

Disability:

None

Vesting:

The earlier of five years of vesting service and age 65

Attachment to 2010 Schedule B of Form 5500
Schedule B, Line 6 – Summary of Plan Provisions
The L-3 Communications Electron Technologies Retirement Plan for Bargained Employees
EIN 91-2046609 PN 025

Pre-retirement death benefits:

Contributory Benefit Structure:

- i. If not vested, a lump sum of the Participant Contributions Account is paid to the beneficiary.
- ii. If vested, but not eligible for retirement, the surviving spouse of a married Participant is entitled to a choice of a lifetime benefit of a 50% Survivor Annuity, without COLA, or a lump sum of the Participant Contributions Account and 50% Survivor Annuity of Employer paid benefit, without COLA. Payments commence on the first day of the month following death or, if later, the earliest date on which the employee would have been eligible to retire based on service at death.
- iii. If vested, and eligible for retirement, the surviving spouse of a married Participant is entitled to a choice of a lifetime benefit of a 100% Survivor Annuity, with COLA, or a lump sum of the Participant Contributions Account and 100% Survivor Annuity of Employer paid benefit, with COLA. Payments commence on the first day of the month following death or, if later, the earliest date on which the employee would have been eligible to retire based on service at death.
- iv. If a former Participant dies before age 55, the surviving spouse is entitled to a choice of a lifetime benefit of 50% survivor annuity, without COLA, or a lump sum of the Participant Contributions Account and 50% Survivor Annuity of Employer paid benefit, without COLA.
- v. If a former Participant dies after age 55, the surviving spouse is entitled to a choice of a lifetime benefit of 100% survivor annuity, without COLA, or a lump sum of the Participant Contributions Account and 100% Survivor Annuity of Employer paid benefit, without COLA.

Non-Contributory Benefit Structure:

The surviving spouse of a married vested Participant is entitled to a lifetime benefit of a 50% survivor annuity, payable at what would have been the Participant's Early Retirement Date.

Normal Form of Payment:

Single life annuity, if single; 50% joint and survivor, if married.

Attachment to 2010 Schedule B of Form 5500
Schedule B, Line 6 – Summary of Plan Provisions
The L-3 Communications Electron Technologies Retirement Plan for Bargained Employees
EIN 91-2046609 PN 025

Optional Form of Payment:

Contributory Benefit Structure:

Joint and 66 2/3% survivor annuity.

Joint and 75% survivor annuity.

Joint and 100% survivor annuity.

A certain only annuity with guarantees of 5, 10, or 15 years. Benefits are converted to a certain only form of payment based on factors that assume 4% COLA.

Life annuity with period certain guarantees of 10 years. Benefits are converted to a certain and life form of payment based on factors that assume 4% COLA.

Accelerated income option

Non-Contributory Benefit Structure:

Joint and 75% survivor annuity.

Joint and 100% survivor annuity.

A certain only annuity with guarantees of 10 years.

Life annuity with period certain guarantees of 10 years.

Lump Sum Benefit:

Benefits with a present value less than or equal to \$1,000 are automatically cashed out. Benefits with a present value greater than \$1,000 but less than or equal to \$5,000 are eligible for a lump sum distribution but it will not be paid to the participant prior to his Normal Retirement Age without the participant's consent. If the present value is over \$5,000 but less than or equal to \$15,000, the participant can elect the lump sum with the spouse's consent.

Actuarial Equivalence:

Joint and survivor: GA71(80/20) Male with 4% interest rate

Other Forms: GAR94 (50/50) projected to 2002 with 6% interest rate

Participation:

An Employee who is 1) represented by a collective bargaining agent, and 2) covered by the terms of a collective bargaining agreement that specifically provide coverage for the Employee is eligible to participate in this Plan. An Employee covered by any other defined benefit plan maintained by a member of the Controller Group is not eligible to participate in this Plan.

Attachment to 2010 Schedule B of Form 5500
Schedule B, Line 6 – Summary of Plan Provisions
The L-3 Communications Electron Technologies Retirement Plan for Bargained Employees
EIN 91-2046609 PN 025

Eligibility for the contributory benefit structure was a closed group when L-3 purchased the plan.

Benefit Accrual Service:	<u>Contributory Benefit Structure:</u> Months of service when Employee contributions were made by the participant, or as a participant in the Income Insurance Plan. <u>Non-Contributory Benefit Structure:</u> Months of service while employed by the Company plus applicable service while employed by appropriate Hughes divisions prior to February 28, 2005.
Total Accrual Service:	Benefit Accrual Service in this Plan, plus the appropriate Benefit Accrual Service pursuant to the Boeing Satellite Systems Retirement Plan.
Final Average Compensation:	Average Monthly Compensation for five highest consecutive years out of the final 10 consecutive years while an Eligible Employee.
Cost of Living Adjustment (COLA):	<u>Contributory Benefit Structure:</u> Annual cost of living adjustments from .96 up to 1.04 based on the annual change in CPI, Urban consumers, U.S. cities, as of the September before the applicable calendar year. <u>Non-Contributory Benefit Structure:</u> None
Employee Contributions:	<u>Contributory Benefit Structure:</u> An active Participant contributes 3% of Compensation earned in a Plan Year. <u>Non-Contributory Benefit Structure:</u> None
Section 415 limit:	\$195,000
Section 401(a)(17) limit:	\$245,000

Attachment to 2010 Schedule B of Form 5500
Schedule B, Line 6 – Summary of Plan Provisions
The L-3 Communications Electron Technologies Retirement Plan for Bargained Employees
EIN 91-2046609 PN 025

Recent Plan Amendment:

Plan Amendment#1:

Effective June 1, 2007, the plan is closed to new hires.

Effective June 1, 2007, the minimum benefit under the non-contributory benefit structure has been increased to \$20 (previously, \$13) + 1/2% of Final Average Earnings, per year of Benefit Accrual Service. This is for the contributory benefit structure only.

Has no effect on valuation.

Plan Amendment #2:

Has no effect on valuation.

Plan Amendment #3:

The plan was amended to use a 4% COLA for the actuarial equivalence calculation on optional forms of benefits.

Plan Amendment#4:

Attachment to 2010 Schedule B of Form 5500
Schedule B, line 6b – Description of Weighted Average Retirement Age
The L-3 Communications Electron Technologies Retirement Plan for Bargained Employees
EIN 91-2046609 PN 025

Non-Contributory				Contributory				R75 Contributory			
<u>Age</u>	<u>Rate</u>	<u>Probability of Retiring</u>	<u>Age x Probability</u>	<u>Age</u>	<u>Rate</u>	<u>Probability of Retiring</u>	<u>Age x Probability</u>	<u>Age</u>	<u>Rate</u>	<u>Probability of Retiring</u>	<u>Age x Probability</u>
55	10.00%	10.00%	5.50	55	20.00%	20.00%	11.00	55	25.00%	25.00%	13.75
56	5.00%	4.50%	2.52	56	11.00%	8.80%	4.93	56	16.00%	12.00%	6.72
57	5.00%	4.28%	2.44	57	11.00%	7.83%	4.46	57	16.00%	10.08%	5.75
58	5.00%	4.06%	2.36	58	11.00%	6.97%	4.04	58	16.00%	8.47%	4.91
59	5.00%	3.86%	2.28	59	11.00%	6.20%	3.66	59	16.00%	7.11%	4.20
60	5.00%	3.67%	2.20	60	15.00%	7.53%	4.52	60	20.00%	7.47%	4.48
61	5.00%	3.48%	2.12	61	15.00%	6.40%	3.90	61	20.00%	5.97%	3.64
62	25.00%	16.54%	10.25	62	22.00%	7.98%	4.95	62	27.00%	6.45%	4.00
63	15.00%	7.44%	4.69	63	22.00%	6.22%	3.92	63	27.00%	4.71%	2.97
64	15.00%	6.33%	4.05	64	22.00%	4.85%	3.11	64	27.00%	3.44%	2.20
65	50.00%	17.92%	11.65	65	40.00%	6.88%	4.47	65	45.00%	4.18%	2.72
66	20.00%	3.58%	2.37	66	30.00%	3.10%	2.04	66	35.00%	1.79%	1.18
67	20.00%	2.87%	1.92	67	30.00%	2.17%	1.45	67	35.00%	1.16%	0.78
68	20.00%	2.29%	1.56	68	30.00%	1.52%	1.03	68	35.00%	0.76%	0.51
69	99.00%	9.09%	6.27	69	99.00%	3.51%	2.42	69	99.00%	1.39%	0.96
70	100.00%	0.09%	0.06	70	100.00%	0.04%	0.02	70	100.00%	0.01%	0.01
			62.24				59.94				58.78

<u>Headcount</u>	
Non-Contributory	67
Contributory	34
R-75 Contributory	125
	226
<u>Weighted Average</u>	
(62.24*67+59.94*34+58.78*125)/226	59.98

Attachment to 2010 Schedule B of Form 5500
Schedule B, Line 8c - Schedule of Active Participant Data
The L-3 Communications Electron Technologies Retirement Plan for Bargained Employees
EIN 91-2046609 PN 025

Age	Years of Service									
	Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
Under 25	--	--	--	--	--	--	--	--	--	--
25 - 29	--	--	--	--	--	--	--	--	--	--
30 - 34	--	1	--	2	--	--	--	--	--	--
35 - 39	--	2	2	2	--	--	--	--	--	--
40 - 44	--	--	3	5	2	--	--	--	--	--
45 - 49	--	2	8	4	8	3	8	1	--	--
50 - 54	--	5	8	8	20	15	18	4	--	--
55 - 59	--	3	5	7	9	16	17	2	--	--
60 - 64	--	1	3	7	4	5	5	1	--	1
65 - 69	--	--	--	2	2	1	1	--	--	--
70 & over	--	--	--	--	1	--	2	--	--	--
Total	--	14	29	37	46	40	51	8	--	1

Attachment to 2010 Schedule B of Form 5500
Schedule B, Line 9c - Schedule of Funding Standard Account Charge Bases
The L-3 Communications Electron Technologies Retirement Plan for Bargained Employees
EIN 91-2046609 PN 025
FUNDING STANDARD ACCOUNT AMORTIZATION CHARGE BASES

Type of Base	Date Established	Original Base	Outstanding Balance	Years Remaining	Amortization Amount
Plan amendment	01/01/2003	\$3,376,751	\$2,968,137	23	\$255,495
Plan amendment	01/01/2004	559,200	494,233	24	41,860
Actuarial loss	01/01/2008	11,000,394	6,638,770	3	2,374,750
Change in assumptions	01/01/2008	498,789	399,636	8	63,468
Plan amendment	01/01/2008	50,619	46,573	28	3,743
Actuarial loss	01/01/2009	12,897,790	10,677,246	4	2,965,468
Plan amendment	01/01/2009	15,540	15,390	29	1,224
Actuarial loss	01/01/2010	1,846,532	1,846,532	5	424,556
Plan amendment	01/01/2010	3,256,890	<u>3,256,890</u>	30	<u>256,525</u>
			\$26,343,407		\$6,387,089

Attachment to 2010 Schedule B of Form 5500
Schedule B, Line 9j - Schedule of Funding Standard Account Credit Bases
The L-3 Communications Electron Technologies Retirement Plan for Bargained Employees
EIN 91-2046609 PN 025
FUNDING STANDARD ACCOUNT AMORTIZATION CREDIT BASES

Type of Base	Date Established	Original Base	Outstanding Balance	Years Remaining	Amortization Amount
Change in assumptions	01/01/2003	\$1,388,738	\$588,673	3	\$210,574
Change in assumptions	01/01/2009	89,074	<u>82,778</u>	9	<u>12,071</u>
			\$671,451		\$222,645

L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES
RETIREMENT PLAN FOR BARGAINED EMPLOYEES

Financial Statements as of
and for the Years Ended
December 31, 2010 and 2009

**L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES RETIREMENT PLAN
FOR BARGAINED EMPLOYEES
INDEX TO FINANCIAL STATEMENTS**

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Note: Supplemental 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.



Report of Independent Auditors

To the Participants and Administrator of the
L-3 Communications Electron Technologies Retirement Plan for Bargained Employees:

In our opinion, the accompanying Statements of Net Assets Available for Benefits as of December 31, 2010 and 2009 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, 2010 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 L-3 Communications Electron Technologies Retirement Plan for Bargained Employees (the "Plan") at December 31, 2010 and changes therein for the year then ended and its financial status as of January 1, 2010, 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.

PricewaterhouseCoopers LLP

New York, New York
September 15, 2011

**L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES RETIREMENT PLAN
FOR BARGAINED EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2010 AND 2009
(Dollars in thousands)**

	<u>2010</u>	<u>2009</u>
Assets:		
Investment in Master Trust, at fair value	\$ 44,746	\$ 40,757
Employer contribution receivable	<u>7,991</u>	<u>2,928</u>
Total assets	<u>52,737</u>	<u>43,685</u>
Liabilities:		
Accrued expenses	<u>96</u>	<u>88</u>
Net assets available for benefits	<u>\$ 52,641</u>	<u>\$ 43,597</u>

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

**L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES RETIREMENT PLAN
FOR BARGAINED EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009
(Dollars in thousands)**

Additions:	<u>2010</u>	<u>2009</u>
Net investment gain from Master Trust	\$ 5,492	\$ 7,824
Employer contributions	8,185	3,226
Employee contributions.....	<u>300</u>	<u>305</u>
Total additions.....	<u>13,977</u>	<u>11,355</u>
 Deductions:		
Benefit payments	4,536	4,359
Plan expenses	<u>397</u>	<u>343</u>
Total deductions	<u>4,933</u>	<u>4,702</u>
Net increase	9,044	6,653
Net assets available for benefits, Beginning of year	<u>43,597</u>	<u>36,944</u>
Net assets available for benefits, End of year	<u>\$ 52,641</u>	<u>\$ 43,597</u>

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

**L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES RETIREMENT PLAN
FOR BARGAINED EMPLOYEES
STATEMENTS OF ACCUMULATED PLAN BENEFITS AND
CHANGES IN ACCUMULATED PLAN BENEFITS
AS OF AND FOR THE YEAR ENDED JANUARY 1, 2010
(Dollars in thousands)**

Statement of Accumulated Plan Benefits:	January 1, 2010
Actuarial present value of accumulated plan benefits	
Vested benefits:	
Participants currently receiving benefits.....	\$11,865
Other participants.....	37,127
Total vested benefits	48,992
Non-vested benefits	835
Total actuarial present value of accumulated plan benefits.....	<u>\$49,827</u>

Statement of Changes in Accumulated Plan Benefits:	Year Ended January 1, 2010
Actuarial present value of accumulated	
Plan benefits as of January 1, 2009	<u>\$45,927</u>
Increase (decrease) during the year attributable to:	
Plan amendment ⁽¹⁾	2,497
Benefits accumulated and actuarial experience	2,269
Increase for interest due to decrease in discount period.....	3,493
Benefits paid.....	<u>(4,359)</u>
Net increase	3,900
Actuarial present value of accumulated	
plan benefits as of January 1, 2010	<u>\$49,827</u>

- (1) Effective January 1, 2010, the Plan was amended to change the cost of living adjustment from 3% to 4% for participants whose benefit provides for such an adjustment.

**L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES RETIREMENT PLAN
FOR BARGAINED EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
(Dollars in thousands)**

1. Plan Description

The following brief description of the L-3 Communications Electron Technologies Retirement Plan for Bargained Employees (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

The Plan was established effective February 28, 2005 in connection with the acquisition of Boeing Satellite Systems, Inc. by L-3 Communications Corporation (the "Company"), a wholly owned subsidiary of L-3 Communications Holdings, Inc., from the Boeing Company. On that date, the Plan accepted a transfer of assets and liabilities attributable to certain employees of Boeing Satellite Systems, Inc. who participated in The Boeing Satellite Systems Retirement Plan for Bargained Employees (the "Prior Plan").

The Plan is a defined benefit plan covering bargaining unit employees, who are eligible to participate in the non-contributory and/or contributory benefit. Participation in the Plan commenced as of the effective date when an employee was represented by a collective bargaining agreement that specifically provided for coverage under the Plan.

Under the contributory benefit participation, the Plan requires employee contributions for eligible employees under the Prior Plan with active or rehired status as of February 27, 2005. Participation in the contributory benefit requires employees' contribution of 3% of pay, as defined under the Plan. Active employees' accumulated contributions with interest for the years ended December 31, 2010 and 2009 were \$9,010 and \$8,940, respectively. Employee contributions were credited interest at a rate of 2.95% and 2.48% per annum for the years ended December 31, 2010 and 2009.

The contributory portion of the Plan is frozen to any employee hired after the effective date of the Plan. The Plan is frozen for all portions as of January 1, 2007 with respect to new hires who are represented by the Electronic and Space Technicians Local 1533 ("EAST"). As such, employees hired on or after January 1, 2007, who are represented by EAST are not eligible to participate in the Plan. The Plan is frozen for all portions as of May 31, 2007 with respect to new hires who are hired on or after June 1, 2007 and are represented by the International Brotherhood of Electrical Workers Local 2995 ("IBEW 2995").

The Plan is subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

2. Summary of Significant Accounting Policies

Basis of Accounting

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

**L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES RETIREMENT PLAN
FOR BARGAINED EMPLOYEES
NOTES TO FINANCIAL STATEMENTS – continued
(Dollars in thousands)**

Investment in Master Trust

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 only investment of the Plan is its interest in the net assets of the Master Trust. 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 mortgage-backed securities. See Note 6 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 allocated 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

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

**L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES RETIREMENT PLAN
FOR BARGAINED EMPLOYEES
NOTES TO FINANCIAL STATEMENTS – continued
(Dollars in thousands)**

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 are exposed to various risks, such as interest rate, market and credit. 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 continued to evaluate events after the Statement of Net Assets Available for Benefits date through September 15, 2011, 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. No contributions from the Company were required in 2010 and 2009 under the minimum funding requirements of ERISA. Contributions are calculated using the Entry Age Normal 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 remain as a percentage of payroll 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.

Each active participant may elect to contribute to their participant contribution account for each payroll period prior to their retirement date 3% of compensation earned during the plan year.

**L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES RETIREMENT PLAN
FOR BARGAINED EMPLOYEES
NOTES TO FINANCIAL STATEMENTS – continued
(Dollars in thousands)**

4. Plan Benefits

Participants are entitled to receive pension benefits beginning at the normal retirement age of 65 equal to the greatest of the following:

- (i) Final Average Monthly Compensation benefit:
1 $\frac{3}{4}$ % of final average earnings per year of benefit accrual service, less social security primary insurance amount times 1 $\frac{1}{2}$ % of total accrued service (up to 33 $\frac{1}{3}$ years) times benefit accrued service over total accrued service.

Final Average Monthly Compensation means $\frac{1}{12}^{\text{th}}$ of the amount derived by dividing the participant's aggregate compensation paid within 30 days following his or her separation from service attributed to the lesser of the 5 highest of his or her last 10 qualifying 12 accounting month periods.

- (ii) Career average benefit:
 $\frac{1}{24}^{\text{th}}$ of total participant contributions through December 1, 1985, plus accrued benefit as of December 31, 1975 less $\frac{1}{24}^{\text{th}}$ of participant contributions as of December 31, 1975, plus $\frac{1}{12}^{\text{th}}$ of the sum of 1% of annual pay up to \$3.6 and 2% of annual pay over \$3.6.
- (iii) Minimum benefit:
Thirteen dollars (increased to twenty dollars effective June 1, 2007) plus 1/2 % of Final Average Monthly Compensation.

The Plan permits early retirement at age 55 for participants. The benefit may begin at the date of early retirement and is the greater of the Actuarial Equivalent using an interest rate of 4.0% and the applicable mortality table of the accrued benefit as of April 30, 2003 or the total vested accrued benefit reduced by 6% for each year by which commencement of benefits precedes the retiree's 65th birthday. Actuarial Equivalent is the equivalent of a given benefit or its optional form as described 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 50% of the amount which would have been payable to the retiree under the applicable joint and survivor annuity. Under the life annuity, there are no continuing payments after the death of the retiree. If participants are terminated before completing 5 years of service, they forfeit the right to receive their accumulated benefits.

**L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES RETIREMENT PLAN
FOR BARGAINED EMPLOYEES
NOTES TO FINANCIAL STATEMENTS – continued
(Dollars in thousands)**

The following presents the more significant assumptions underlying the actuarial computations as of January 1, 2010 and 2009.

Mortality basis	RP-2000 Combined Healthy Table
Retirement	Retirement starting at 55, with 100% by age 69 in 2010 and 70 in 2009
Discount rate for the determination of the present value of accumulated plan benefits	2010 and 2009 – 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.

**L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES RETIREMENT PLAN
FOR BARGAINED EMPLOYEES
NOTES TO FINANCIAL STATEMENTS – continued
(Dollars in thousands)**

5. Master Trust Investments

The fair value of the assets and liabilities of the Master Trust at December 31, 2010 and 2009 is presented in the table below. The Plan's percentage interest in the Master Trust was 3.3% at December 31, 2010 and 3.7% at December 31, 2009.

	<u>2010</u>	<u>2009</u>
Corporate equity securities	\$ 778,788	\$ 607,388
Commingled trust funds and mutual funds.....	486,329	416,646
Corporate bonds	78,815	66,470
Government and mortgage-backed securities.....	—	366
Forward contracts.....	35	292
Accrued income	3,175	2,195
Receivable for unsettled trades	808	1,301
Payable for unsettled trades	(2,225)	(1,667)
	<u>\$ 1,345,725</u>	<u>\$ 1,092,991</u>

The following presents the investment gain of the Master Trust for the years ended December 31, 2010 and 2009.

	<u>2010</u>	<u>2009</u>
Net appreciation of investments.....	\$ 130,842	\$ 180,985
Interest.....	6,191	6,010
Dividends	21,668	19,690
Other	123	188
	<u>\$ 158,824</u>	<u>\$ 206,873</u>

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, 2010 and 2009.

	<u>2010</u>	<u>2009</u>
Corporate equity securities	\$ 104,585	\$ 121,766
Commingled trust funds and mutual funds.....	20,585	39,365
Corporate bonds	5,045	20,449
Forward contracts.....	627	(595)
	<u>\$ 130,842</u>	<u>\$ 180,985</u>

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

**L-3 COMMUNICATIONS ELECTRON TECHNOLOGIES RETIREMENT PLAN
FOR BARGAINED EMPLOYEES
NOTES TO FINANCIAL STATEMENTS - continued
(Dollars in thousands)**

6. Fair Value Measurements

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. It establishes 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 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 table below reports by level, within the fair value hierarchy, the assets held in the Master Trust at fair value as of December 31, 2010 and 2009, including a description of the valuation methodologies. As required by the standards, each asset is classified based on the lowest level of input that is significant to the fair value measurement.

<u>Asset Category</u>	<u>Fair Value Measured at</u> <u>December 31, 2010</u>				<u>Fair Value Measured at</u> <u>December 31, 2009</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Equity securities ⁽¹⁾ :								
U.S. Equity.....	608,771	—	—	608,771	468,831	—	—	468,831
International Equity	98,282	114,632	—	212,914	86,365	103,788	—	190,153
Fixed Income —								
Investment Grade.....	155,351 ⁽²⁾	155,040 ⁽³⁾	—	310,391	126,094 ⁽²⁾	110,086 ⁽³⁾	—	236,180
Fixed Income —								
High Yield ⁽⁴⁾	—	82,477	—	82,477	—	68,905	—	68,905
Real Estate Investment								
Trusts ⁽⁵⁾	70,044	—	—	70,044	55,181	—	—	55,181
Other ⁽⁶⁾	—	61,128	—	61,128	—	73,741	—	73,741
Total.....	<u>\$ 932,448</u>	<u>\$ 413,277</u>	<u>\$ —</u>	<u>\$1,345,725</u>	<u>\$ 736,471</u>	<u>\$356,520</u>	<u>\$ —</u>	<u>\$ 1,092,991</u>

⁽¹⁾ Equity securities consist of investments in common stock of U.S. and foreign companies. The fair value of equity securities is based on quoted market prices available in active markets at the close of a trading day, primarily the New York Stock Exchange (NYSE), National Association of Securities Dealers Automated Quotations (NASDAQ), and various foreign exchanges. The Level 2 investment balance is derived from a pooled equity fund offered by a registered investment company, which fair value is based on net asset value (NAV). NAV is calculated by the fund manager based on the fair value of the fund's holdings, primarily equity securities traded in active markets, determined as of the end of each month. Withdrawals are permitted monthly based on NAV.