

WESCAM AIR OPS LLC
Form 424B3
February 06, 2007

Filed Pursuant to Rule 424(b)(3)
Registration File No.: 333-129949

PROSPECTUS SUPPLEMENT NO. 22
(TO PROSPECTUS DATED DECEMBER 9, 2005)

\$700,000,000

L-3 COMMUNICATIONS HOLDINGS, INC.

3.00% Convertible Contingent Debt SecuritiesSM (CODESSM) due 2035
and 6,841,884 Shares of Common Stock
Issuable Upon Conversion of the CODES

This prospectus supplement relates to:

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

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

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

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

February 6, 2007

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

prospectus supplement and the prospectus to which it refers is accurate only as of their respective dates.

TABLE OF CONTENTS

<u>Selling Securityholders</u>	Page <u>S-1</u>
i	

SELLING SECURITYHOLDERS

The selling holders are offering CODES and shares of common stock issuable upon conversion of the CODES under this prospectus supplement pursuant to existing registration rights conferred by the Registration Rights Agreement dated as of July 29, 2005 among L-3 Holdings, the Guarantors named therein and Lehman Brothers Inc., Bear, Stearns & Co., Inc., Credit Suisse First Boston LLC and Banc of America Securities LLC, as initial purchasers. The following table sets forth information, as of February 6, 2007, with respect to the selling holders and the principal amounts of CODES and number of shares of common stock into which the CODES are convertible beneficially owned by each selling holder that may be offered under this prospectus supplement and related prospectus. The information is based on information provided by or on behalf of the selling holders.

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

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

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

While we can elect, upon conversion of each CODES, to deliver to the converting holder cash or cash and shares of our common stock, the number of shares of common stock shown in the table below assumes conversion of the full amount of CODES held by such holder at the initial conversion rate of 9.7741 shares per \$1,000 principal amount of CODES. This conversion rate is subject to certain adjustments. Accordingly, the number of shares of common stock

Edgar Filing: WESCAM AIR OPS LLC - Form 424B3

issuable upon conversion of the securities may increase or decrease from time to time. Under the terms of the indenture, fractional shares will not be issued upon conversion of the CODES. Cash will be paid instead of fractional shares, if any.

Name	Principal Amount of CODES Beneficially Owned	Percentage of Outstanding CODES Owned ⁽¹⁾	Shares of Common Stock Issuable upon Conversion of the CODES ⁽²⁾	Percentage of Shares of Common Stock Outstanding After Issuance ⁽²⁾
Abbott Laboratories Annuity Retirement Plan ⁽¹¹⁾⁽⁴⁷⁾	160,000	*	1,563.86	*
Alabama Children's Hospital Foundation ⁽³⁾	100,000	*	977.41	*
Alcon Laboratories ⁽⁴⁹⁾	406,000	*	3,968.28	*
Aloha Airlines Non-Pilots Pension Trust ⁽³⁾	55,000	*	537.58	*
ALTMA Fund Sicav plc in respect of Trinity Sub-Fund ⁽²⁸⁾	1,048,000	*	10,243.26	*
AM International E Mac 63 Ltd. ⁽²⁸⁾	1,181,000	*	11,543.21	*
AM Master Fund I LP ⁽²⁸⁾	5,048,000	*	49,339.66	*
American Investors Life Insurance Company ⁽⁵⁾	700,000	*	6,841.87	*

S-1

Name	Principal Amount of CODES Beneficially Owned	Percentage of Outstanding CODES Owned ⁽¹⁾	Shares of Common Stock Issuable upon Conversion of the CODES ⁽²⁾	Percentage of Shares of Common Stock Outstanding After Issuance ⁽²⁾
Arkansas PERS ⁽³⁾	1,865,000	*	18,228.70	*
Arkansas Teacher Retirement ⁽⁶⁾	3,045,000	*	29,762.13	*
Asante Health Systems ⁽⁴⁹⁾	167,000	*	1,632.27	*
AstraZeneca Holdings Pension ⁽³⁾	225,000	*	2,199.17	*
Attorney's Title Insurance Fund ⁽³⁾	130,000	*	1,270.63	*
AT&T Long Term Investment Trust ⁽³³⁾	280,000	*	2,736.75	*
Aventis Pension Master Trust ⁽⁴⁾	635,000	*	6,206.55	*
B.C. McCabe Foundation of California No. 2145 ⁽⁷⁾	125,000	*	733.06	*

Edgar Filing: WESCAM AIR OPS LLC - Form 424B3

Baptist Health of South Florida ⁽⁶⁾	830,000	*	8,112.50	*
Bill & Melinda Gates Foundation ⁽³¹⁾	750,000	*	7,330.58	*
Black & Decker Defined Benefit ⁽³³⁾	65,000	*	635.32	*
Boilermakers – Blacksmith Pension Trust ⁽⁴⁾	4,610,000	*	45,058.60	*
Boilermakers Blacksmith Pension Trust ⁽³⁾	1,920,000	*	18,766.27	*
Boston Income Portfolio ⁽³⁴⁾	5,745,000	*	56,152.20	*
British Virgin Islands Social Security Board ⁽⁴⁹⁾	138,000	*	1,348.83	*
C&H Sugar Company Inc. ⁽³⁾	125,000	*	1,221.76	*
CALAMOS [®] Growth & Income Fund – CALAMOS [®] Investment Trust ⁽⁴⁾	72,000,000	10.3%	703,735.20	*
CALAMOS [®] Growth & Income Portfolio – CALAMOS [®] Advisors Trust ⁽⁴⁾	445,000	*	4,349.47	*
California Correctional Peace Officers Assoc (CAL) ⁽³⁴⁾	25,000	*	244.35	*
CF Core Plus F.I. ⁽³³⁾	15,000	*	146.61	*
CGNU Life Fund ⁽¹²⁾	1,300,000	*	12,706.33	*
Children’s Hospital Fixed ⁽³³⁾	80,000	*	781.93	*
Chrysler Corporation Master Retirement Trust ⁽⁴⁵⁾	4,970,000	*	48,577.28	*
Citigroup Global Markets Inc. ⁽¹¹⁾	5,000	*	48.87	*
City and County of San Francisco Retirement System ⁽⁴⁹⁾	1,171,000	*	11,445.47	*
City of Cincinnati Retirement System ⁽³¹⁾	500,000	*	4,887.05	*
City of Shreveport (LA) Employees Retirement System ⁽⁷⁾	175,000	*	977.41	*
City University of New York ⁽⁴⁹⁾	119,000	*	1,163.12	*
CMH Strategies ⁽¹⁴⁾	53,000	*	518.03	*
CNH Master Account LP ⁽¹⁰⁾	500,000	*	4,887.05	*
Coda Capital Management, LLC ⁽¹⁵⁾⁽³²⁾	730,000	*	7,135.09	*
Coda Capital ND Portfolio ⁽¹⁵⁾⁽³²⁾	205,000	*	2,003.69	*
The Colonial Williamsburg Endowment ⁽³³⁾	45,000	*	439.83	*

S-2

Name	Principal Amount of CODES Beneficially Owned	Percentage of Outstanding CODES Owned ⁽¹⁾	Shares of Common Stock Issuable upon Conversion	Percentage of Shares of Common Stock Outstanding
------	--	--	---	--

Edgar Filing: WESCAM AIR OPS LLC - Form 424B3

			of the CODES ⁽²⁾	After Issuance ⁽²⁾
Columbia Convertible Securities Fund ⁽²²⁾	5,312,000	*	51,920.02	*
Commercial Union Life Fund ⁽¹²⁾				