

L 3 COMMUNICATIONS HOLDINGS INC
Form 11-K
June 25, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 11-K

(Mark one)

ANNUAL REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 001-14141

**AVIATION COMMUNICATION &
SURVEILLANCE SYSTEMS 401(K) PLAN**

(Full title of the plan and the address of the plan,

if different from that of the issuer named below)

L-3 COMMUNICATIONS HOLDINGS, INC.

600 Third Ave

New York, NY 10016

(Name of issuer of the securities held pursuant to the plan and
the address of its principal executive office)

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AVIATION COMMUNICATION & SURVEILLANCE SYSTEMS 401(K) PLAN

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* Refers to item number in Form 5500 (Annual Return/Report of Employee Benefit Plan) filed with the Department of Labor for the plan year ended December 31, 2012.

Other schedules required by 29 CFR 2520.103-10 of the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted as the conditions under which they are required are not present.

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Report of Independent Registered Public Accounting Firm

To the Participants and Plan Administrator of

the Aviation Communication & Surveillance Systems 401(k) Plan:

In our opinion, the accompanying Statements of Net Assets Available for Benefits and the related Statement of Changes in Net Assets Available for Benefits present fairly, in all material respects, the net assets available for benefits of the Aviation Communication & Surveillance Systems 401(k) Plan (the Plan) at December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended December 31, 2012 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 the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

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

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
New York, New York
June 25, 2013

Table of Contents**AVIATION COMMUNICATION & SURVEILLANCE SYSTEMS 401(K) PLAN****STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS****AS OF DECEMBER 31, 2012 AND 2011****(in thousands)**

	2012	2011
Assets:		
Investment in Master Trust, at fair value	\$ 28,635	\$ 23,845
Receivables:		
Employer contribution	106	46
Participant contributions	124	55
Notes receivable from participants	765	581
Trade settlement receivable	28	
Total receivables	1,023	682
Total assets	29,658	24,527
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(123)	(110)
Net assets available for benefits	\$ 29,535	\$ 24,417

See accompanying notes to financial statements.

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AVIATION COMMUNICATION & SURVEILLANCE SYSTEMS 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2012

(in thousands)

Additions:	
Contributions:	
Employer	\$ 1,568
Participant	1,937
Rollover	116
Total contributions	3,621
Interest income on notes receivables from participants	25
Plan interest in the Master Trust net investment gain	3,423
Total additions	7,069
Deductions:	
Benefit payments	1,936
Administrative expenses	15
Total deductions	1,951
Net increase	5,118
Net assets available for benefits, beginning of year	24,417
Net assets available for benefits, end of year	\$ 29,535

See accompanying notes to financial statements.

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AVIATION COMMUNICATION & SURVEILLANCE SYSTEMS 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

1. Plan Description

General

The Aviation Communication & Surveillance Systems 401(k) Plan (the Plan) was established effective June 1, 2001. Aviation Communication & Surveillance Systems, LLC (the Company) maintains the Plan for its eligible employees. The following description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan s provisions.

The Plan is a defined contribution 401(k) plan and is administered by the Benefit Plan Committee (Plan Administrator) appointed by L-3 Communications Corporation. The Plan is designed to provide eligible employees with tax advantaged long-term savings for retirement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. Participants may direct their investment to a combination of different funds, which are held in the L-3 Communications Master Savings Plan Trust (the Master Trust), managed by Fidelity Management Trust Company (FMTC), as Trustee.

Contributions

Full time employees are eligible to participate in the Plan as of their date of hire. Part time employees must complete at least 1,000 hours of service, from the date of hire, before being eligible to participate in the Plan. Participants may contribute from 1% to 25% of total compensation, as defined in the plan document. The Company has authority to limit certain highly compensated employees to contributions from 1% to 8% of total compensation, if needed to help the Plan pass discrimination testing. A participant may elect to increase, decrease, suspend or resume contributions at any time. The election will become effective as soon as administratively possible as of the first day of the payroll period elected. The Internal Revenue Code (IRC) limited the maximum amount an employee may contribute on a pre-tax basis in 2012 to \$17,000 for participants under 50 years of age and \$22,500 for participants 50 years of age and over. Participants are 100% vested in their individual contributions and earnings thereon. Participants have the option of investing employee contributions in the L-3 Stock Fund, as well as other available investment options offered by the Master Trust.

Each newly hired employee of the Company will be deemed to have elected to contribute 3% per pay period to the Plan. The contribution will commence on or after the 60th day following the employee s date of hire. An employee may elect to opt out of the automatic enrollment before the 60th day after the employee s date of hire or change the contribution amount.

An employee who is automatically enrolled in the Plan will have his or her pre-tax contributions invested in an investment fund designated by the Plan Administrator as the qualified default investment alternative (QDIA). The QDIA for the Plan is the appropriate age-based Fidelity Freedom K Fund.

The Company matches 50% (75% for employees hired on or after July 1, 2007) of participants contributions up to a maximum participant elected contribution percentage of 8% of total compensation, which increases to 100% of participants contributions, up to 8% of total compensation after five years of service. All Company matching contributions are made in the L-3 Stock Fund with L-3 Holdings common stock. A participant has the right to transfer his or her employer matching contribution into one or more of the available investment funds immediately after deposit to their account.

Vesting

Company contributions for Plan participants hired before July 1, 2007 vested at 20% per year over the first five years of employment. Employees hired on or after July 1, 2007 are 100% vested in Company contributions immediately. Participants will also become fully vested in Company contributions and net earnings thereon upon 1) disability, 2) death or 3) the participants 65 birthday if the participant is actively employed by the Company.

Participant Accounts

Each participant s account is credited with the participant s contribution and allocations of (a) the Company s contribution and (b) the Plan s interest in the Master Trust net investment gain (loss), and may be charged with certain administrative expenses. Allocations are based on

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participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Master Trust Investments

Generally, employer contributions are initially invested in the L-3 Stock Fund, as described below under Note 2. A participant may make an investment election to transfer employer contributions to other investment options.

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2. Summary of Significant Accounting Policies

Investment in Master Trust

Investment assets of the Plan are maintained in the Master Trust administered by FMTC, as Trustee. The Plan participates in the Master Trust along with the L-3 Communications Master Savings Plan, and these plans together are collectively referred to as the Participating Plans.

The investment in the Master Trust represents the Plan's specific interest in the assets of the Master Trust. The assets consist of units of funds that are maintained by FMTC. Refer to Note 3 for a list of funds and the Plan's investment in each fund as of December 31, 2012 and 2011. Contributions, benefit payments and certain administrative expenses are specifically identified and charged to the Plan.

Valuation of Investments

The investment in the Master Trust is stated at fair value. Investments in mutual funds are valued at quoted market prices, which represent the net asset value per share as reported by Fidelity Management and Research Company. The money market fund is valued at cost plus accrued interest, which approximates fair value. Refer to Note 4 for additional information and disclosure provided for the fair value of the Plan's investments.

As of June 20, 2012 and July 18, 2012, the L-3 Stock Fund and Engility Stock Fund, respectively, began trading as real time traded stock funds whose value is determined by its underlying assets consisting of shares of L-3 Communications Holdings, Inc. (L-3 Holdings) or Engility Holdings, Inc. common stock, respectively. Prior to June 20, 2012, the L-3 Stock Fund was a unitized fund whose value was determined by its underlying assets consisting of shares of L-3 Holdings common stock and the Fidelity Institutional Money Market Fund, sufficient to meet the Fund's daily cash requirements. The L-3 Stock Fund's unit price was computed by the Trustee daily. Shares in both funds at December 31, 2012 and 2011 are valued at the last reported quoted market price of a share on the last trading day of the year.

The Fidelity Managed Income Portfolio II Class 3 (MIP), a common/collective trust fund investment, is stated at fair value with the related adjustment to contract value for fully benefit-responsive investment contracts (see Basis of Accounting below). The beneficial interest in the net assets of the MIP is represented by units. The fair values of investments in the MIP are determined using Net Asset Value (NAV) provided by the administrator of the fund, which is determined daily. Issues and redemptions of units are recorded upon receipt of unit holder's instructions based on the determined NAV per unit. Refer to Note 5 for the valuation techniques used by FMTC to measure fair value of the MIP's investment in fully benefit-responsive investment contracts.

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting, except for the recording of benefit payments, as discussed below.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results will differ from these estimates. The most significant estimate relates to valuations of investments in the Master Trust.

The Plan's investments are stated at fair value. Refer to Note 3 for additional information and disclosures provided for the fair value of the Plan's investments.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in fully benefit-responsive investment contracts through the MIP Fund. The Statements of Net Assets Available for Benefits include the MIP Fund at fair value. The portion of the MIP Fund's related investment in fully benefit-responsive investment contracts is adjusted to contract value from fair value on the Statements of Net Assets Available for Benefits. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

New Accounting Standard Implemented

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In May 2011, the FASB issued a revised accounting standard for fair value measurement and disclosure. The revisions clarify how to measure fair value and require additional disclosures as follows: 1) transfers between Level 1 and Level 2 of the fair value hierarchy, 2) the valuation process used and the sensitivity of a fair value measurement categorized within Level 3 of the fair value hierarchy to changes in unobservable inputs, and 3) the categorization by level of the fair value hierarchy for items that are not measured at fair value in the Statement of Net Assets Available for Benefits, but for which the fair value of such items is required to be disclosed. The revised accounting standard became effective for the Plan on January 1, 2012 and required additional disclosures for transfers between Level 1 and Level 2, and did not have an impact on the Plan's Net Assets Available for Benefits. The additional disclosures have been included in Note 4.

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Investment Transactions and Investment Income/Loss

Investment transactions by the Master Trust are accounted for on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on an accrual basis. Gains and losses on sales of investment securities are determined based on the average cost method. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Forfeited Contributions

Non-vested Company contributions are forfeited upon a participant's five year break in service or withdrawal of a participant's vested balance, if earlier. Forfeited contributions are used to reduce future Company contributions and to pay plan expenses. Forfeited contributions utilized during 2012 were \$11,967. Forfeited contributions available for future use were \$9,316 and \$5,361 at December 31, 2012 and 2011, respectively.

Benefit Payments

Benefit payments are recorded when paid.

Plan Expenses

The Plan provides for the payment of all administrative expenses including trustee, record keeping, consulting, audit and legal from available forfeited contributions. Loan administration fees are charged to participants. In the event that forfeited contributions are not available, the Company pays for administrative expenses. Taxes and investment fees related to the stock or mutual funds are paid from the net assets of such funds.

Risks and Uncertainties

The Plan provides for various investment fund options, which in turn invest in a combination of stocks, bonds and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

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The fair value of the investments of the Master Trust held by the Trustee and the Plan's portion of the fair value at December 31, 2012 and 2011 are presented in the table below. The Master Trust represents 5% or more of the Plan's net assets available for benefits at December 31, 2012 and 2011. The Plan's percentage interest in the Master Trust was less than one percent at December 31, 2012 and 2011.

Fund	Master Trust		Plan's Portion	
	2012	2011	2012	2011
(in thousands)				
Investments at Fair Value as Determined by Quoted Market Prices				
American Funds Growth Fund of America Class R6*	\$ 152,109	\$ 149,108	\$ 805	\$ 561
BlackRock High Yield Bond Portfolio BlackRock Shares *	85,960	64,219	740	501
Calamos Growth Fund Institutional Class*	120,260	144,480	1,283	1,005
Davis New York Venture Fund, Inc. Class Y*	93,716	97,571	396	327
Dodge & Cox Income Fund*	152,434	168,181	1,700	1,233
Dodge & Cox Stock Fund*	178,961	188,336	1,350	1,047
Fidelity Balanced Fund Class K*	39,793	33,712	157	98
Fidelity Diversified International Fund Class K*	158,679	172,323	1,209	1,042
Fidelity Freedom K 2000 Fund*	11,661	14,706	66	61
Fidelity Freedom K 2005 Fund*	2,179	2,401	7	6
Fidelity Freedom K 2010 Fund*	68,630	83,514	246	222
Fidelity Freedom K 2015 Fund*	29,873	26,996	156	136
Fidelity Freedom K 2020 Fund*	153,911	154,857	1,058	921
Fidelity Freedom K 2025 Fund*	42,954	34,597	311	113
Fidelity Freedom K 2030 Fund*	111,638	110,370	1,143	1,212
Fidelity Freedom K 2035 Fund*	22,746	17,969	288	216
Fidelity Freedom K 2040 Fund*	31,789	28,025	187	123
Fidelity Freedom K 2045 Fund*	19,799	15,526	18	17
Fidelity Freedom K 2050 Fund*	25,891	20,886	134	77
Fidelity Ginnie Mae Fund*	111,157	125,316	693	684
Fidelity Magellan Fund Class K*	112,308	127,022	677	736
Spartan 500 Index Fund - Institutional Class *	157,373	151,420	1,665	1,133
T. Rowe Price Small Cap Stock Fund*	209,164	218,420	1,647	1,178
Victory Special Value Fund Class I*	14,419	18,519	115	110
Vanguard Inflation Protected Securities Fund Investor Shares *	62,959	44,805	650	212
Spartan Global US Index*	4,354	110	40	
Spartan Mid Cap Index*	5,970	187	52	
Spartan Small Cap Index*	3,907	323	110	
L-3 Stock Fund	666,002		6,922	
Engility Stock Fund	25,274		261	
	\$ 2,875,870	\$ 2,213,899	\$ 24,086	\$ 12,971
Investments at Fair Value				
L-3 Stock Fund		645,965		6,355
Fidelity Managed Income Portfolio II Class 3**	568,694	659,072	4,549	4,519
	568,694	1,305,037	4,549	10,874
	\$ 3,444,564	\$ 3,518,936	\$ 28,635	\$ 23,845

* Mutual Fund

** Common/Collective Trust Fund

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The investment gain of the Master Trust and the Plan's portion of the investment gain for the year ended December 31, 2012 is presented in the table below.

	Master Trust (in thousands)	Plan's Portion (in thousands)
Investment gain:		
Net appreciation in investments	\$ 330,470	\$ 2,565
Interest and dividend income	107,754	858
Net investment gain	\$ 438,224	\$ 3,423

Net appreciation in the fair value of investments in the Master Trust includes approximately \$118,251,077 of net appreciation related to the L-3 and Engility Stock Funds and \$212,218,513 of net appreciation related to mutual funds.

Net appreciation in the fair value of the Plan's investment, consists of the Plan's proportionate share of realized gains or losses and unrealized appreciation or depreciation on those investments. The net appreciation and interest and dividends are allocated to the Participating Plans based upon the relationship of each Participating Plan's respective monthly balances in the investment pool to the total investment pool of the Master Trust, as determined at the beginning of each month.

4. Fair Value Measurements

The Plan applies the accounting standards for fair value measurements to all of the Plan's investments that are measured and recorded at fair value. Fair value is defined as the price that would be received for an asset or the exit price that would be paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants. The three levels of the fair value hierarchy defined by the standard 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 mutual funds, whose fair values are derived from quoted market prices, and the L-3 and Engility Stock Funds as of December 31, 2012, whose fair values are based on quoted market prices of the underlying assets.

Level 2: Pricing inputs, other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable. The Plan's Level 2 assets include the L-3 Stock Fund as of December 31, 2011 and the MIP Fund at December 31, 2012 and 2011. Refer to Note 5 for the valuation techniques used by FMTC to measure the fair value of the MIP Fund's investment in fully benefit-responsive investment contracts.

Level 3: Pricing inputs that are generally unobservable and not corroborated by market data. The Plan does not have any Level 3 investments. Investments measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2012 and 2011.

	Fair Value Measurements Using Input Type							
	2012				2011			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
	(in thousands)							
Mutual funds	\$ 16,903	\$	\$	\$ 16,903	\$ 12,971	\$	\$	\$ 12,971
L-3 Stock Fund ⁽¹⁾	6,922			6,922		6,355		6,355
Engility Stock Fund	261			261				
Common/collective trust fund		4,549		4,549		4,519		4,519
Total investments measured at fair value	\$ 24,086	\$ 4,549	\$	\$ 28,635	\$ 12,971	\$ 10,874	\$	\$ 23,845

- (1) Prior to June 20, 2012, the L-3 Stock Fund was a unitized stock fund, whose value was determined by its underlying assets that consisted of shares of L-3 Holdings common stock and cash held in the Fidelity Institutional Money Market Fund to meet daily cash requirements, and was categorized as Level 2. On June 20, 2012, the L-3 Stock Fund was converted to a real time traded stock fund whose value is determined by quoted market prices of its underlying assets, which consists only of shares of L-3 Holdings common stock and is categorized as Level 1.

5. Benefit-Responsive Investment Contracts

The Plan, through its Master Trust, holds investments in the MIP. All investment contracts held by the MIP are held directly between the MIP and the issuer of the contract and are nontransferable. The MIP is designed to invest in investment contracts offered by major insurance companies and in fixed income securities. The MIP's investment objective is to seek preservation of capital and a competitive level of income over time. To achieve its investment objective, the MIP invests in underlying assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements) and enters

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into wrap contracts issued by third parties, and invests in cash equivalents represented by shares in a money market fund. FMTC seeks to minimize the exposure of the MIP to credit risk through, among other things, diversification of the wrap contracts across an approved group of issuers. The MIP's ability to receive amounts due pursuant to these contracts is dependent upon the issuers' ability to meet their financial obligations.

Wrap Contracts. Investments in wrap contracts are measured at fair value using a discounted cash flow model which considers recent fee bids as determined by recognized dealers, discount rate and the duration of the underlying portfolio of securities. The dealers may consider the following in the bid process: size of the portfolio, performance of the underlying portfolio, and the fair value to contract value ratio. For purposes of benefit-responsive withdrawals, investments in wrap contracts are valued at contract value, which could be more or less than fair value. These investment contracts provide for benefit-responsive withdrawals at contract value including those instances when, in connection with wrap contracts, underlying investment securities are sold to fund normal benefit payments prior to the maturity of such contracts.

An investment contract is generally permitted to be valued at contract value, rather than fair value, to the extent it is fully benefit-responsive and held by a trust offered only to qualified employer-sponsored defined contribution plans. An investment contract is considered fully benefit-responsive if: 1) it is effected directly between the portfolio and the issuer and may not be transferred without the consent of the issuer, 2) the issuer of the wrap contract provides assurance that the contract crediting rate will not be adjusted to less than zero, 3) the contract requires all permitted participant-initiated transactions with the portfolio to occur at contract value without limitation, 4) it is improbable that an event will occur that would limit the ability of the portfolio to transact at contract value with both the issuer and unitholders, and 5) the portfolio allows unitholders reasonable access to their funds. Investment contracts that do not meet the criteria for valuation at contract value will be valued at fair value as determined by the trustee.

FMTC purchases wrap contracts for the MIP with the aim of maintaining the contract value of the MIP's bond investments. In selecting wrap issuers, FMTC analyzes the proposed terms of the wrap contract and the credit quality of the wrap issuer. Other factors, including the availability of wrap contracts under certain market or competitive conditions, may affect the number of wrap issuers and the terms of the wrap contracts held by the MIP. The MIP may agree to additional limitations on its investments as a condition of the wrap contracts. These may include maximum duration limits, minimum credit standards, and diversification requirements. In addition, a wrap issuer may also require that the MIP invest entirely in cash or cash equivalents under certain conditions. Generally, as long as the MIP is in compliance with the conditions of its wrap contracts, it may buy and sell underlying assets without impacting the contract value of the underlying assets. FMTC may terminate and replace wrap contracts under various circumstances, including when there is a default by the wrap issuer.

Wrap contracts accrue interest using a formula called the crediting rate. Wrap contracts use the crediting rate formula to convert market value changes in the underlying assets into income distributions in order to minimize the difference between the market and contract value of the underlying assets over time. Using the crediting rate formula, an estimated future market value is calculated by compounding a portfolio's current market value at a portfolio's current yield to maturity for a period equal to a portfolio's duration. The crediting rate is the discount rate that equates that estimated future market value with a portfolio's current contract value. Crediting rates are reset quarterly. The wrap contracts provide a guarantee that the crediting rate will not fall below 0%.

The crediting rate, and hence a portfolio's return, may be affected by many factors, including purchases and redemptions by unitholders. The impact depends on whether the market value of the underlying assets is higher or lower than the contract value of those assets at the time of those transactions. If the market value of underlying assets is higher than their contract value, the crediting rate will ordinarily be higher than the yield of the underlying assets. Under these circumstances, cash from new investors will tend to lower the crediting rate and a portfolio's return, and redemptions by existing unitholders will tend to increase the crediting rate and a portfolio's return.

Wrap contracts limit the ability of the MIP to transact at contract value upon the occurrence of certain events not probable of occurring. These events include, but are not limited to, tax disqualification, certain MIP amendments if the issuers' consent is not obtained, complete or partial termination of the MIP, any legal changes applicable to the plan that could have a material adverse effect on the portfolio's cash flow, merger or consolidation of the MIP with another plan, exclusion of a previously eligible group, early retirement/ termination programs and transfer of assets from a portfolio to a competing option. In addition, the issuers of wrap contracts have certain rights to terminate a contract at any time and settle at an amount which differs from contract value. In the event that the market value of the portfolio's covered assets is below its contract value at the time of such termination, FMTC may elect to keep the wrap contract in place until such time as the market value of the portfolio's covered assets is equal to its contract value, normally over the duration of the portfolio measured at notification date. A wrap issuer may also terminate a wrap contract if FMTC's investment management authority over the portfolio is limited or terminated as well as if all of the terms of the wrap contract fail to be met.

The average yield earned by the MIP Fund for all fully benefit-responsive investment contracts for the years ended December 31, 2012 and 2011 was 1.73% and 1.92%, respectively, based on actual earnings (calculated by dividing annualized earnings by the fair value of all fully benefit-responsive investment contracts), and 1.28% and 1.60%, respectively, based on interest rate credited to participants (calculated by

dividing annualized earnings credited to participants by the fair value of all fully benefit-responsive investment contracts).

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6. Benefit Payments

Upon termination, participants may receive the vested portion of their account balance as soon as practicable, in either a lump sum or in periodic installments as provided for in the Plan document at the participants' option. Terminated participants who have an account balance in excess of \$1,000 may elect to leave their account balance in the Plan and withdraw it at any time up to age 65, but not later than age 70 1/2.

Generally, a penalty will be imposed on participant withdrawals made before the participant reaches age 59 1/2. Participant withdrawals may be made prior to reaching age 59 1/2 without incurring a penalty in the event of financial hardship as determined pursuant to provisions of the Plan and the IRC. In the event of retirement or termination of employment prior to age 59 1/2, funds may be rolled over to another qualified plan or individual retirement account without being subject to income tax or a penalty.

7. Loans

The Plan provides for loans to active participants. Participants may not have more than one loan outstanding at any time and the maximum loan allowed to each participant is the lesser of (1) \$50,000 less the highest outstanding loan balance over the prior 12 months or (2) 50% of the vested value of the participant's account in the Plan. The minimum loan amount is \$1,000. The interest rate is based on the prime interest rate plus one percent, and the maximum term of a loan is five years, or thirty years if used to purchase a principal residence.

Loan repayments are made through payroll deductions, with principal and interest credited to the participants' fund accounts. Repayment of the entire balance is permitted at any time. Participants who terminate employment may continue to repay their outstanding loans as permitted by the Plan document. Participant loans are collateralized by the participant's vested account balance.

8. Tax Status

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated April 4, 2011, that the Plan is designed in accordance with applicable sections of the IRC, and thus is exempt from federal income taxes. The Plan Administrator and the Plan's counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Based on U.S. GAAP requirements, management evaluates tax positions taken by the Plan and recognizes a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions by the Plan, and has concluded that as of December 31, 2012, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

The Plan recognizes accrued interest and penalties related to unrecognized tax benefits in tax expense. There were no interest and penalties included in the Plan's financial statements.

9. Related-Party Transactions

Certain Plan investments are shares of mutual funds managed by FMTC and therefore these transactions qualify as party-in-interest. Fees paid by the Company to Fidelity Investments Institutional Operations Company, Inc. for record keeping services were \$6,531 for the year ended December 31, 2012.

The Plan's proportionate interest in the L-3 Stock Fund includes 90,339 shares of L-3 Holdings' common stock valued at \$6,921,743 at December 31, 2012 and 93,237 shares of L-3 Holdings' common stock valued at \$6,217,054 at December 31, 2011. The Plan's proportionate interest in the Engility Stock Fund includes 13,553 shares of Engility common stock valued at \$261,033 at December 31, 2012. The Plan received aggregate dividends on the L-3 and Engility Stock Funds in the amount of \$190,283 for the year ended December 31, 2012.

10. Termination Priorities

Although the Company has not expressed intent to do so, the Company can discontinue its contributions and/or terminate the Plan at any time, subject to the provisions of ERISA. In the event of a discontinuance and/or termination of the Plan, plan participants will become 100% vested in Company contributions and the net assets of the Plan will be allocated among the participants and their beneficiaries in accordance with the provisions of ERISA.

Table of Contents**11. Reconciliation of Financial Statements to Form 5500**

The following tables provide a reconciliation of net assets available for benefits per the financial statements and net investment gain per the financial statements to the Form 5500:

	December 31,	
	2012	2011
	(in thousands)	
Net assets available for benefits per the financial statements	\$ 29,535	\$ 24,417
Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts	123	110
Net assets available for benefits per the Form 5500	\$ 29,658	\$ 24,527

	December 31,	
	2012	
	(in thousands)	
Total net investment gain per the financial statements	\$	3,423
Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts		13
Total net investment gain per the Form 5500	\$	3,436

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AVIATION COMMUNICATION & SURVEILLANCE SYSTEMS 401(K) PLAN

SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(in thousands)

Description of Investment	Cost	Current Value
Participant loans*		\$ 763
Total		\$ 763

* Consists of participant loans with interest rates ranging from 4.25% to 8.50%, maturing through January 2042.

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

Aviation Communication & Surveillance Systems

401(k) Plan

Date: June 25, 2013

/s/ Ralph G. D Ambrosio

Name: Ralph G. D Ambrosio

Title: Authorized Signatory,
L-3 Benefit Plan Committee