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L 3 COMMUNICATIONS HOLDINGS INC
Form 424B3
January 17, 2002

Filed Pursuant to Rule 424(b)(3)
Registration File No.: 33-75558

PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED JANUARY 4, 2002)

\$420,000,000

[L-3 COMMUNICATIONS GRAPHIC OMITTED]

L-3 COMMUNICATIONS HOLDINGS, INC.

4.00% SENIOR SUBORDINATED CONVERTIBLE CONTINGENT DEBT SECURITIESSM (CODESSM)
DUE 2011 AND 3,902,439 SHARES OF COMMON STOCK
ISSUABLE UPON CONVERSION OF THE CODES

GUARANTEED BY

| | |
|--|--|
| L-3 Communications Corporation | L-3 Communications SPD Technologies, Inc. |
| Coleman Research Corporation | L-3 Communications Storm Control Systems, Inc. |
| EER Systems, Inc. | KDI Precision Products, Inc. |
| Electrodynamics, Inc. | Microdyne Corporation |
| Henschel, Inc. | MPRI, Inc. |
| Hygienetics Environmental Services, Inc. | Pac Ord, Inc. |
| Interstate Electronics Corporation | Power Paragon, Inc. |
| L-3 Communications Aydin Corporation | Southern California Microwave, Inc. |
| L-3 Communications DBS Microwave, Inc. | SPD Holdings, Inc. |
| L-3 Communications ESSCO, Inc. | SPD Electrical Systems, Inc. |
| L-3 Communications ILEX Systems, Inc. | SPD Switchgear, Inc. |

This prospectus supplement relates to:

- \$420,000,000 in aggregate principal amount of 4.00% Senior Subordinated Convertible Contingent Debt SecuritiesSM (CODESSM) due 2011;
- 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 January 4, 2002, 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.

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

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 October 24, 2001 among L-3 Holdings, the Guarantors named therein and Lehman Brothers Inc., Bear, Stearns & Co., Inc. and Credit Suisse First Boston Corporation, as initial purchasers. The following table sets forth information, as of January 17, 2002, 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. 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

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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 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.

| NAME | PRINCIPAL AMOUNT OF CODES BENEFICIALLY OWNED | PERCENTAGE OF OUTSTANDING CODES OWNED |
|---|--|---|
| Akela Capital Master Fund, Ltd. | \$ 1,000,000 | 0.24% |
| Allstate Insurance Company | \$ 1,850,000 | 0.44% |
| Allstate Life Insurance Company | \$ 650,000 | 0.15% |
| Amaranth LLC | \$ 1,500,000 | 0.36% |
| American Samoa Government | \$ 51,000 | 0.01% |
| Attorney's Title Insurance Fund Inc. | \$ 200,000 | 0.05% |
| Bancroft Convertible Fund, Inc. | \$ 1,000,000 | 0.24% |
| Black Diamond Capital I, Ltd. | \$ 537,000 | 0.13% |
| Black Diamond Offshore LDC | \$ 908,000 | 0.22% |
| Black Diamond Offshore Ltd. | \$ 1,640,000 | 0.39% |
| BP Amoco PLC Master Trust | \$ 1,498,000 | 0.36% |
| BT Equity Opportunity | \$ 750,000 | 0.18% |
| BTES--Convertible ARB | \$ 750,000 | 0.18% |
| BTPO Growth vs. Value | \$ 2,000,000 | 0.48% |
| CALAMOS (Registered Trademark) Market Neutral Fund | | |
| CALAMOS (Registered Trademark) Investment Trust | \$10,000,000 | 2.38% |
| Chrysler Corporation Master Retirement Trust | \$ 5,490,000 | 1.31% |
| Clinton Multistrategy Master Fund, Ltd. | \$ 6,500,000 | 1.55% |
| Clinton Riverside Convertible Portfolio Limited | \$ 9,500,000 | 2.26% |
| Consulting Group Capital Markets Funds | \$ 500,000 | 0.12% |
| Delta Air Lines Master Trust | \$ 1,465,000 | 0.35% |
| Delta Pilots D&S Trust | \$ 740,000 | 0.18% |
| D.F. Shaw Investments, L.P. | \$ 500,000 | 0.12% |
| D.F. Shaw Valence, L.P. | \$ 2,000,000 | 0.48% |
| Deeprock & Co. | \$ 2,300,000 | 0.55% |
| Double Black Diamond Offshore LDC | \$ 8,447,000 | 2.01% |
| Ellsworth Convertible Growth and Income Fund, Inc. | \$ 1,000,000 | 0.24% |
| The Estate of James Campbell | \$ 160,000 | 0.04% |
| Fidelity Financial Trust: Fidelity Convertible Securities Fund | \$ 2,000,000 | 0.48% |
| Fidelity Commonwealth Trust: Fidelity Mid-Cap Stock Fund | \$30,000,000 | 7.14% |

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| NAME | PRINCIPAL AMOUNT OF CODES BENEFICIALLY OWNED | PERCENTAGE OF OUTSTANDING CODES OWNED | ISS CON T |
|---|--|---|-----------------|
| First Union International Capital Markets Inc. | \$12,500,000 | 2.98% | |
| First Union National Bank | \$42,500,000 | 10.12% | |
| First Union Securities Inc. | \$ 750,000 | 0.18% | |
| Forest Alternative Strategies II | \$ 105,000 | 0.03% | |
| Forest Fulcrum Fund L.L.P. | \$ 1,470,000 | 0.35% | |
| Forest Global Convertible Fund Series A5 | \$ 6,272,000 | 1.49% | |
| GLG Global Convertible Fund | \$ 7,100,000 | 1.69% | |
| GLG Global Convertible UCITS Fund | \$ 400,000 | 0.10% | |
| GLG Market Neutral Fund | \$ 7,500,000 | 1.79% | |
| GM Employees Global GRP Pen Tr. (ABS Return Portfolio) | \$ 1,600,000 | 0.38% | |
| Goldman Sachs & Company | \$ 250,000 | 0.06% | |
| Granville Capital Corporation | \$ 8,000,000 | 1.90% | |
| HBK Master Fund L.P. | \$ 7,500,000 | 1.79% | |
| HFR Master Fund | \$ 50,000 | 0.01% | |
| Highbridge International LLC | \$20,000,000 | 4.76% | |
| Hotel Union & Hotel Industry of Hawaii | \$ 270,000 | 0.06% | |
| James Campbell Corporation | \$ 210,000 | 0.05% | |
| Jeffries & Company Inc. | \$ 6,000 | -- | |
| Julius Baer Multibond Convertbond | \$ 500,000 | 0.12% | |
| Lipper Convertibles, L.P. | \$17,750,000 | 4.23% | |
| Lipper Offshore Convertibles, L.P. | \$17,500,000 | 4.17% | |
| LLT Limited | \$ 430,000 | 0.10% | |
| Lyxor Master Fund c/o Forest Investment Management L.L.C. | \$ 800,000 | 0.19% | |
| Microsoft Corporation | \$ 1,795,000 | 0.43% | |
| Motion Picture Industry Health Plan -- Active Member Fund | \$ 505,000 | 0.12% | |
| Motion Picture Industry Health Plan -- Retiree Member Fund | \$ 215,000 | 0.05% | |
| OCM Convertible Trust | \$ 3,330,000 | 0.79% | |
| Onex Industrial Partners Limited | \$ 3,770,000 | 0.90% | |
| OXA Trade & Finance Inc. | \$ 200,000 | 0.05% | |
| Paloma Securities LLC | \$42,500,000 | 10.12% | |
| Partner Reinsurance Company Ltd. | \$ 880,000 | 0.21% | |
| Pebble Capital Inc. | \$ 2,060,000 | 0.49% | |
| Peoples Benefit Life Insurance Company TEAMSTERS | \$ 6,900,000 | 1.64% | |
| PIMCO Convertible Fund | \$ 800,000 | 0.19% | |
| Pogue Capital International Ltd. | \$ 300,000 | 0.07% | |
| Qwest Occupational Health Trust | \$ 200,000 | 0.05% | |
| RBC Capital Services Inc. c/o Forest Investment Management L.L.C. | \$ 43,000 | 0.01% | |
| Retail Clerks Pension #2 | \$ 2,300,000 | 0.55% | |
| Silverado Arbitrage Trading, LTD | \$ 1,000 | | |
| Silvercreek II Limited | \$ 7,570,000 | 1.80% | |
| Silvercreek Limited Partnership | \$ 2,600,000 | 0.62% | |
| St. Albans Partners Ltd. | \$ 6,900,000 | 1.64% | |
| State Employees' Retirement Fund of the State of Delaware | \$ 2,185,000 | 0.52% | |
| State of Connecticut Combined Investment Funds..... | \$ 4,595,000 | 1.09% | |
| Sylvan (IMA) Ltd. c/o Forest Investment Management L.L.C. | \$ 610,000 | 0.15% | |
| Viacom Inc. Pension Plan Master Trust | \$ 24,000 | -- | |
| Worldwide Transactions Ltd. | \$ 468,000 | 0.11% | |
| Zurich Institutional Benchmarks | \$ 281,000 | 0.07% | |
| Zurich Master Hedge Fund c/o Forest Investment | | | |

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|------------------------|------------|-------|
| Management L.L.C. | \$ 270,000 | 0.06% |
|------------------------|------------|-------|

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