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L 3 COMMUNICATIONS HOLDINGS INC
Form 424B3
March 29, 2002

Filed Pursuant to Rule 424(b)(3)
Registration File No.: 333-75558

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.

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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.

March 29, 2002

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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 March 28, 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

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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 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 |
|---|--|---|
| AIG/National Union Fire Insurance | \$ 750,000 | 0.18% |
| 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% |
| Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd. | \$ 2,000,000 | 0.48% |
| Argent LowLev Convertible Arbitrage Fund Ltd. | \$ 1,000,000 | 0.24% |
| Arkansas PERS | \$ 650,000 | 0.15% |
| Attorney's Title Insurance Fund Inc. | \$ 200,000 | 0.05% |
| BMO Nesbitt Burns Inc. | \$ 5,500,000 | 1.31% |
| 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% |
| Bancroft Convertible Fund, Inc. | \$ 1,000,000 | 0.24% |
| Bay County PERS | \$ 165,000 | 0.04% |
| Black Diamond Capital I, Ltd. | \$ 537,000 | 0.13% |
| Black Diamond Convertible Offshore LDC | \$ 908,000 | 0.22% |
| Black Diamond Offshore Ltd. | \$ 1,640,000 | 0.39% |
| Boilermakers Blacksmith Pension Trust | \$ 800,000 | 0.19% |
| CALAMOS (Registered Trademark) Market Neutral Fund CALAMOS (Registered Trademark) Investment Trust | \$10,000,000 | 2.38% |
| CFFX, LLC | \$ 2,500,000 | 0.60% |
| 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% |
| Convertible Securities Fund | \$ 200,000 | 0.05% |
| D.F. Shaw Investments, L.P. | \$ 500,000 | 0.12% |
| D.F. Shaw Valence, L.P. | \$ 2,000,000 | 0.48% |
| Daimler Chrysler Corp Emp #1 Pension Plan DTO 4/1/89 | \$ 3,140,000 | 0.75% |
| Deephaven Domestic Convertible Trading, Ltd..... | \$ 5,500,000 | 1.31% |
| Deeprook & Co. | \$ 2,300,000 | 0.55% |
| Delaware PERS | \$ 925,000 | 0.22% |
| Delta Air Lines Master Trust | \$ 1,465,000 | 0.35% |
| Delta Pilots D&S Trust | \$ 740,000 | 0.18% |
| Deutsche Banc Alex. Brown Inc. | \$51,250,000 | 12.20% |
| Deutsche Bank AG London | \$ 5,000,000 | 1.19% |

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| NAME | PRINCIPAL AMOUNT OF CODES BENEFICIALLY OWNED | PERCENTAGE OF OUTSTANDING CODES OWNED |
|---|--|---|
| Double Black Diamond Offshore LDC | \$ 8,447,000 | 2.01% |
| Duke Endowment | \$ 325,000 | 0.08% |
| Ellsworth Convertible Growth and Income Fund, Inc. | \$ 1,000,000 | 0.24% |
| Equity & Convertibles Fund | \$ 1,500,000 | 0.36% |
| Equity Income Fund | \$ 200,000 | 0.05% |
| The Estate of James Campbell | \$ 160,000 | 0.04% |
| F.R. Convt. Sec. Fn. | \$ 70,000 | 0.02% |
| Family Service Life Insurance Co. | \$ 200,000 | 0.05% |
| 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% |
| 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% |
| Franklin and Marshall College | \$ 180,000 | 0.04% |
| GDO Equity Arbitrage Master Fund | \$ 5,000,000 | 1.19% |
| 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% |
| Guardian Life Insurance Co. | \$ 9,200,000 | 2.19% |
| Guardian Pension Trust | \$ 500,000 | 0.12% |
| 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% |
| ICI American Holdings Trust | \$ 275,000 | 0.07% |
| JWF High Yield Fund | \$ 3,750,000 | 0.89% |
| James Campbell Corporation | \$ 210,000 | 0.05% |
| Janus High Yield | \$ 5,000,000 | 1.19% |
| Jeffries & Company Inc. | \$ 6,000 | -- |
| Julius Baer Multibond Convertbond | \$ 500,000 | 0.12% |
| LLT Limited | \$ 430,000 | 0.10% |
| Lehman Brothers Inc. | \$ 6,000,000 | 1.42% |
| Lipper Convertibles, L.P. | \$17,750,000 | 4.23% |
| Lipper Offshore Convertibles, L.P. | \$17,750,000 | 4.23% |
| 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% |

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| Motion Picture Industry Health Plan -- Retiree | | |
| Member Fund | \$ 215,000 | 0.05% |
| Nations Convertible Securities Fund | \$ 6,500,000 | 1.55% |
| Nations Equity Income Fund | \$ 2,040,000 | 0.49% |
| OCM Convertible Trust | \$ 3,330,000 | 0.79% |
| OXA Trade & Finance Inc. | \$ 200,000 | 0.05% |
| Ondeo Nalco | \$ 170,000 | 0.04% |
| Onex Industrial Partners Limited | \$ 3,770,000 | 0.90% |
| Paloma Securities LLC | \$42,500,000 | 10.12% |
| Park Avenue Life Insurance Co. | \$ 100,000 | 0.02% |

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| NAME | PRINCIPAL AMOUNT OF CODES BENEFICIALLY OWNED | PERCENTAGE OF OUTSTANDING CODES OWNED | S COM ISS CON T |
|---|--|---|-----------------------------|
| 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% | |
| Royal Bank of Canada | \$ 2,000,000 | 0.48% | |
| SG Hambros Trust Company (Jersey) Ltd. as Trustee of the Lyxor Master Fund | \$ 500,000 | 0.12% | |
| Sage Capital | \$ 2,000,000 | 0.48% | |
| St. Albans Partners Ltd. | \$ 6,900,000 | 1.64% | |
| Salomon Brothers Asset Management | \$13,000,000 | 3.10% | |
| Silverado Arbitrage Trading, LTD | \$ 1,000,000 | 0.24% | |
| Silvercreek II Limited | \$ 7,570,000 | 1.80% | |
| Silvercreek Limited Partnership | \$ 2,600,000 | 0.62% | |
| Starvest Combined Portfolio | \$ 475,000 | 0.11% | |
| 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% | |
| State of Oregon -- Equity | \$ 2,925,000 | 0.70% | |
| State Street Custodian for GE Pension Trust | \$ 1,440,000 | 0.34% | |
| Sylvan (IMA) Ltd. c/o Forest Investment Management L.L.C. | \$ 610,000 | 0.15% | |
| Syngenta AG | \$ 150,000 | 0.04% | |
| Transamerica Insurance Co. of Iowa | \$ 5,000,000 | 1.19% | |
| Transamerica Occidental Life | \$ 5,000,000 | 1.19% | |
| UBS O'Connor LLC F/B/O UBS Global Convertible Fund | \$ 250,000 | 0.06% | |
| Viacom Inc. Pension Plan Master Trust | \$ 24,000 | -- | |
| Worldwide Transactions Ltd. | \$ 468,000 | 0.11% | |
| WPG Convertible Arbitrage Overseas Master Fund, L.P. | \$ 750,000 | 0.18% | |
| Wells Fargo & Company | \$ 2,000,000 | 0.48% | |

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| Zeneca Holdings Trust | \$ 225,000 | 0.05% |
| Zurich Institutional Benchmarks | \$ 281,000 | 0.07% |
| Zurich Master Hedge Fund c/o Forest Investment Management L.L.C. | \$ 270,000 | 0.06% |

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