

STRENGTH THROUGH AGILITY



2012 ANNUAL REPORT





**ADAPTING TO
THE CHANGING
ENVIRONMENT**



**DRIVING TO
ENHANCE VALUE**



**BUILDING ON
OUR STRENGTHS**

L-3 demonstrated strong performance in 2012, notwithstanding the challenging environment, by reshaping our business, winning key competitions and remaining focused on customers and shareholder value. Throughout the year, we delivered highly competitive, innovative solutions while shaping our business to strengthen our positions, broaden our customer base and expand our market share. L-3 is strong, and we continue to execute our strategy to make the company stronger.

SELECT FINANCIAL HIGHLIGHTS

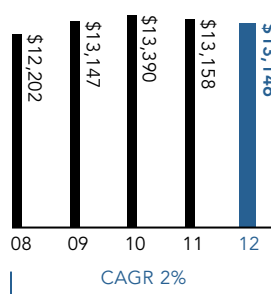
In millions, except per share amounts

For the year ended December 31, ^(a)	2012	2011 ^(b)	2010	2009	2008 ^(c)
Net sales	\$13,146	\$13,158	\$13,390	\$13,147	\$12,202
Operating income	1,351	1,399	1,485	1,367	1,384
2011 and 2008 Items	—	43	—	—	(110)
Operating income before Items	1,351	1,442	1,485	1,367	1,274
Income from continuing operations attributable to L-3	782	855	815	748	756
2011 and 2008 Items	—	(28)	—	—	(71)
Income from continuing operations attributable to L-3 before Items	782	827	815	748	685
Net income attributable to L-3 ^(d)	810	956	955	901	938
Diluted earnings per share from continuing operations	8.01	8.08	7.04	6.30	6.10
2011 and 2008 Items	—	(0.26)	—	—	(0.58)
Diluted earnings per share from continuing operations before Items	8.01	7.82	7.04	6.30	5.52
Diluted earnings per share ^(d)	8.30	9.03	8.25	7.61	7.59
Net cash provided by operating activities from continuing operations	1,231	1,231	1,270	1,147	1,115
Less: Capital expenditures, net of dispositions	205	181	168	176	198
Plus: Income tax payments attributable to discontinued operations	24	63	21	72	79
Free cash flow ^(e)	1,050	1,113	1,123	1,043	996
Equity	5,539	6,724	6,855	6,660	5,941

- (a) The select financial highlights have been adjusted to reflect the spin-off of Engility Holdings, Inc., which was completed on July 17, 2012, as discontinued operations.
- (b) The year ended December 31, 2011, includes: (1) a tax benefit of \$78 million, or \$0.74 per diluted share, (2) a non-cash goodwill impairment charge of \$43 million (\$42 million after income taxes, or \$0.40 per diluted share), and (3) a long-lived asset impairment charge at an equity method investment of \$14 million (\$8 million after income taxes, or \$0.08 per diluted share) (collectively the "2011 Items").
- (c) The year ended December 31, 2008 includes: (1) a pre-tax gain of \$133 million (\$81 million after income taxes, or \$0.66 per diluted share) related to the reversal of a \$126 million current liability for pending and threatened litigation and \$7 million of related accrued interest, (2) a gain of \$12 million (\$7 million after income taxes, or \$0.06 per diluted share) related to the sale of a product line, and (3) a non-cash impairment charge of \$28 million (\$17 million after income taxes, or \$0.14 per diluted share) related to a write-down of capitalized software development costs for a general aviation product (collectively the "2008 Items").
- (d) Net income attributable to L-3 and diluted earnings per share for the year ended December 31, 2008 includes an after-tax gain of \$20 million, or \$0.16 per diluted share, related to the divestiture of our 85% ownership interest in Medical Education Technologies, Inc.
- (e) We define "free cash flow" as net cash from operating activities, less capital expenditures, net of dispositions, plus income tax payments attributable to discontinued operations.

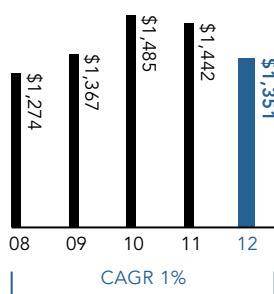
Sales

(In millions)



Operating Income

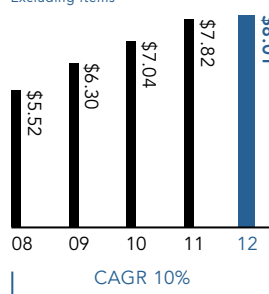
Excluding items* (In millions)



Diluted EPS

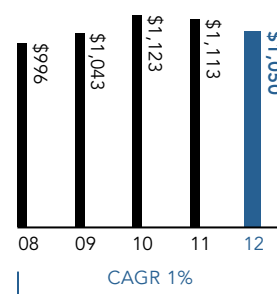
from continuing operations

Excluding items*



Free Cash Flow

(In millions)



*Operating income and diluted EPS for 2011 and 2008 exclude the 2011 and 2008 items, respectively, described above.

This Summary Annual Report should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2012, included in this book.

DEAR FELLOW SHAREHOLDERS:



For L-3, 2012 was a year of excellent performance on our key programs, sharp strategic focus on the changing environment, important business wins and market share gains. We significantly transformed the company to better address today's realities and emerge better positioned for the future.

STRONG PERFORMANCE IN A TOUGH INDUSTRY CYCLE

L-3 posted solid financial results in 2012, despite the current defense industry environment. We delivered consolidated net sales of \$13.1 billion, which was unchanged compared to 2011. This reflects a 15 percent increase in commercial and international sales, offsetting lower sales to DoD and U.S. government customers. We grew diluted earnings per share (EPS) by 2 percent to \$8.01 compared with 2011's \$7.82, before 2011 items of \$0.26, and generated very strong free cash flow of \$1,050 million for the year.

Despite fiscal uncertainties, L-3's business expanded in several key areas. Orders increased by 7 percent year-over-year, resulting in a funded backlog of \$10.9 billion—a 10 percent increase over 2011. Similarly, our book-to-bill ratio of 1.05 compares favorably with last year's 0.98.

BALANCED ALLOCATION OF CAPITAL TO DELIVER VALUE

L-3's disciplined cash deployment throughout 2012 underscores our continuing commitment to enhancing shareholder value. Our approach balances strategic investment in research and development with key acquisitions, modest debt reduction and meaningful returns for our investors through increased dividends and share repurchases.

In 2012, L-3 paid \$195 million in dividends—reflecting our eighth consecutive annual per share dividend increase. We repurchased \$872 million of L-3 common stock, underscoring our confidence in the company's future and contributing to our EPS performance. In early 2013, L-3's board approved a sixth share repurchase program, authorizing the purchase of up to an additional \$1.5 billion of the company's common stock through June 30, 2015.

Together, dividends and stock repurchases totaled more than \$1 billion, exceeding the free cash flow we generated in 2012.

We also strengthened our balance sheet by reducing our outstanding long-term debt by \$500 million.

A DISCIPLINED APPROACH TO RESHAPING OUR BUSINESS

In 2012, L-3 successfully completed the spin-off of Engility Holdings, Inc. to L-3's shareholders. This transaction was completed on schedule. The spin-off enabled L-3 to strengthen our competitive position and improve our financial performance. It also reduced L-3's exposure to the troop drawdowns in Iraq and Afghanistan and eliminated organizational conflict of interest issues. We also continued to aggressively reduce operating costs and increase our cost competitiveness.

L-3 maintained its disciplined and highly discriminating approach to acquisitions, focusing exclusively on businesses that align with our growth strategies, add new products or technologies, deliver attractive returns on investment, or increase our commercial and international sales.

In the first quarter of 2012, we completed the acquisition of the Kollmorgen Electro-Optical (KEO) unit of Danaher Corporation. KEO's advanced electro-optical/infrared (EO/IR) submarine photonics and periscope systems increase our presence on strategically important DoD programs, such as the Virginia-class submarine, expand our international business and provide growth opportunities in an area that we expect will remain a funding priority in the years ahead. We also acquired the commercial aircraft simulation business of Thales Group. This transaction

created a new entity, Link UK, that complements our existing world-class military simulation and training capabilities with an established commercial aircraft simulation business and elevates L-3's standing among global training providers.

In addition to reshaping our business and winning key competitions, we also enhanced our board of directors by welcoming General (Ret.) Lloyd W. Newton. General Newton brings broad experience that includes a distinguished 34-year military career and 13 years as an accomplished executive in the private sector. With his extraordinary leadership skills and industry knowledge, he is a valuable addition to our board.

WELL-BALANCED BUSINESS DRIVING OUR RESULTS

The diversity of L-3's business mix is a key driver of our success. Our footprint is broad, diverse and focused on the areas of highest customer priority. This enables us to occupy leading positions in the majority of our markets, providing a strong foundation for future growth.

Our most diverse business segment, Electronic Systems, had a number of key wins in 2012. The U.S. Special Operations Command (USSOCOM) awarded L-3 a contract for its next-generation Binocular Night Vision Device, the smallest, lightest and best-performing product of its kind. We are also a leading supplier of SATCOM terminals for military and international customers, and our Very Small Aperture Terminals (VSATs) were selected by USSOCOM to provide Special Operations Forces with worldwide communications connectivity. In addition, our production contract for modems and SATCOM technology on the U.S. Army's Warfighter Information Network-Tactical (WIN-T) program

keeps soldiers connected in-theater. To date, L-3 has received orders for more than 1,500 ruggedized modems and over 600 SATCOM antennas in support of WIN-T.

L-3's U.S. Navy business is equally diverse. In 2012, we were selected to provide hybrid-electric drives for the Navy's Arleigh Burke-class destroyer, representing a strategic win that has potential application across a variety of military and commercial vessels, and our EO/IR systems and sensors continue to be in strong demand for air, ground and maritime applications.

The diversity of L-3's business mix is a key driver of our success. Our footprint is broad, diverse and focused on the areas of highest customer priority.

L-3's Electronic Systems figures prominently in our commercial growth strategy. China's fast-growing Spring Airlines selected L-3's flight simulators for pilot training, an important step in establishing our presence in the global civil aircraft simulation and training marketplace. We were also awarded a contract to supply displays, processors and software for the Honeywell Multifunction Control Display Unit Redesign. This program will upgrade technology on Boeing, Airbus, Gulfstream and Cessna aircraft platforms, reflecting L-3's strategic expansion into commercial cockpit displays.

Additionally, L-3 holds a leading market position in scanning equipment for cargo, baggage, personnel and airport checkpoints in the United States and overseas. Our ProVision® Automatic Target Detection (ATD) image-free threat detection system continued to gain international market share in 2012, receiving

European certification and orders from Canada, the U.K., Italy, Australia, and several nations in the Middle East and South America. L-3's newly introduced ProVision 2 offers the same safe, efficient and effective detection capabilities in a reduced footprint, making it ideal for smaller airports and other public safety applications worldwide.

With 2012 sales up 3 percent year-over-year, L-3's C³ISR business grew steadily on continued demand for airborne ISR, network communications, and specialized security and encryption products. During the year, we continued to see order activity for communications and data link systems for Predator, Global Hawk and Gray Eagle unmanned platforms, as well as for our ROVER full-motion video receivers and support services.

L-3's specialized ISR aircraft integration capabilities earned us important new and follow-on contract awards from the U.S. and foreign militaries. The modification of the first of three AIRSEEKER aircraft for the U.K. Ministry of Defence's Rivet Joint air surveillance fleet is on track for completion in 2013, ahead of schedule and on budget. In 2012, we began work on the second AIRSEEKER aircraft. Throughout the year, L-3 conducted successful demonstrations of SPYDR, our next-generation small, manned airborne ISR platform. SPYDR's technologies are generating strong interest from our domestic and international customers, and we have already begun to sell these capabilities as enhancements to existing fleets. We see sales continuing over the coming years as the demand for our advanced, proven SPYDR technologies increases.

L-3's largest 2012 contract award came in our AM&M segment. We won an important recompetition to

provide maintenance and logistics support for more than 600 rotary-wing aircraft for the U.S. Army at Fort Rucker, Alabama. This key win occurred in a highly competitive marketplace and represents approximately \$2 billion in revenue over the next five years. L-3 further increased its market share and leadership in systems sustainment with a number of contractor logistics support wins, including sustainment support for the Navy EA-18G, as well as P-3C upgrades and maintenance. We also improved our processes in support of the Navy's fleet of P-3, EP-3 and NP-3 aircraft, returning aircraft to service 43 percent faster than ever before. In 2012, L-3 expanded into the DoD ground equipment maintenance market with a new Logistics Support Services contract for the U.S. Army at Fort Bragg, North Carolina, and an Enhanced Army Global Logistics Enterprise basic ordering agreement award.

The current geopolitical landscape reflects continued instability around the world.

As these global threats escalate and change, L-3 is strategically well-positioned to support our nation.

L-3 is regarded as a leader in the VIP aircraft sector. We are continuing our customization of a Boeing 747-8 for a Head of State and will be among the first modification centers in the world to deliver this aircraft in a VIP configuration. In 2012, we received a second 747-8 modification contract for another customer. L-3's unique capabilities and reputation in this niche market position us well for new business pursuits.

L-3's National Security Solutions (NSS) segment provides a diverse set of skills and capabilities to meet

the growing demand for cyber operations, enterprise and mission IT, intelligence operations support and operational infrastructure solutions for federal and international customers. Throughout 2012, in an environment defined by competitive multi-award contracts, L-3 strategically positioned itself to win a number of large contract vehicles with long-term significance, such as a cybersecurity development contract for the Air Force, an Army contract for tactical advanced communications systems and an intelligence analysis contract for the U.S. government. L-3 was also selected to perform a two-year intelligence support contract for U.S. forces in Afghanistan and won an important recompetition of an integration contract to provide communications and public safety wireless radios to the Metropolitan Washington Airports Authority. In addition, L-3 partnered with the British government on Project SKYSIREN, an award-winning integrated broadcast service connecting all branches of the U.K. military.

L-3 continued its long-standing relationship with academic institutions by establishing the NSS Solutions Center in conjunction with Virginia Tech. This center will foster innovation and technical excellence in the development of leading-edge cyber solutions. L-3's partnership with several leading universities, including the Massachusetts Institute of Technology, the University of Maryland and the Polytechnic Institute of New York University, will speed the development and delivery of innovative national security technologies and solutions for our customers.

DEDICATED TO OUR COMMUNITIES

Our commitment to operating with integrity and accountability includes supporting the communities where we live and work. As a top contractor in the aerospace and defense sector, L-3 is proud to

be part of an industry that represents more than two million jobs in our local communities and is a major employer of former military personnel.

Veterans' issues have always been important at L-3, evidenced by our membership in the Employer Partnership of the Armed Forces and our ongoing support of Homes for Our Troops and the Wounded Warrior Project. We also work to promote education and diversity in science, technology, engineering and math (STEM) through board participation and research partnerships with other interested organizations. L-3's employees also participate in volunteer programs around the world. We are committed to making a positive impact in many diverse communities.

L-3 was proud to be selected as one of 15 recipients of the 2012 Secretary of Defense Employer Support Freedom Award, recognizing "exceptional support of the U.S. National Guard and their families, and steadfast dedication to national defense." Honors such as these reflect L-3's dedication to supporting those who defend our nation and keep us safe.

PREPARED TO MEET THE CHALLENGE

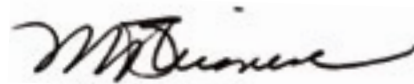
The current geopolitical landscape reflects continued instability around the world. As these global threats escalate and change, L-3 is strategically well-positioned to support our nation. We continue to manage the defense down cycle by focusing on DoD high-priority initiatives, expanding our prime contractor positions and increasing our commercial and international business. We are deploying capital effectively to generate returns for our shareholders and capitalize on emerging opportunities. We will also continue to proactively manage our costs and make the investments necessary to deliver affordable and innovative solutions for our customers. L-3's strengths include

our agility, our balanced business mix, our flexible cost structure and our ability to generate significant free cash flow—all of which make us well-prepared to perform in any environment.

Our commitment to operating with integrity and accountability includes supporting the communities where we live and work.

At the end of the day, our strength comes from our people. We are an organization of innovators, with an experienced management team and dedicated employees who take pride in our reputation for superior program execution. We are focused on our customers' needs and committed to the highest ethical standards. By continuing to work together and adhering to our strategy, I am confident that L-3 will emerge from today's challenges stronger and ready to take advantage of the future's opportunities.

Sincerely,



Michael T. Strianese
Chairman, President and
Chief Executive Officer

ELECTRONIC SYSTEMS



The Hawkeye™ family of flyaway VSAT terminals has long been a staple of the U.S. Army's technology arsenal. The next generation of specialized Hawkeye terminals was recently selected by USSOCOM for the Special Operations Forces Deployable Node-Family of Terminals (SDN-FoT) program.

LEVERAGING OUR BREADTH OF TECHNOLOGY

Electronic Systems is L-3's largest and broadest segment. With strong market share across a balanced defense, commercial and international customer base, Electronic Systems' opportunities to grow are as diverse as its capabilities.

L-3 differentiates itself in this segment with innovative solutions that span a very wide range of needs. Leading EO/IR products and integrated sensor systems are integral to current and next-generation technologies. Advanced, increasingly compact VSAT systems and microwave solutions are meeting a growing demand for mobile, secure communications, while L-3 precision engagement and night vision products protect ground forces and support mission success.

In commercial aviation, L-3's groundbreaking safe and effective millimeter wave screening technology with ATD has emerged as the preferred choice at airports worldwide. In 2012, the TSA awarded L-3 contracts for the screening of checked luggage, as well as for checkpoint screening systems for carry-on baggage. L-3 also offers TSA-certified systems for air cargo and break-bulk screening. In addition, L-3 supplies advanced

avionics and display products for passenger and freight carriers and is equipping aircraft with ADS-B In systems, such as SafeRoute™, and other solutions that meet the FAA's upcoming mandates. L-3's Marine & Power Systems businesses provide fully integrated solutions across a broad spectrum of platforms aboard U.S. Navy, U.S. Coast Guard, commercial and international navy vessels.

L-3 has a strong presence on high-priority naval programs, including the U.S. Navy's Virginia-class submarine, and the acquisition of KEO in 2012 further bolsters that presence. KEO is a leading designer and manufacturer of photonic masts, in addition to other specialized equipment for submarines.

L-3 is the premier provider of sophisticated, high-fidelity training and simulation systems for a wide variety of platforms, from advanced jet fighters to transport aircraft. In 2012, we significantly expanded our world-class capabilities and growth opportunities to include commercial and civil aviation with the acquisition of Link UK.



Top left: In 2012, China's Spring Airlines awarded L-3 a contract to deliver its RealitySeven™ next-generation flight simulation and training systems for the airline's A320 aircraft.

Top right: The new ProVision® 2 provides image-free threat detection and millimeter wave passenger screening capabilities in a smaller footprint.



Middle left: The Australian government chose L-3's MX-10MS sensor technology to provide stabilized imagery capabilities on its new Cape Class Patrol Boat.

Middle right: In 2012, after winning a new multi-year contract, L-3 began the design sequence for the installation of a 200-square-nautical mile (nm²) Undersea Warfare Training Range for the U.S. Navy, with options for an additional 300 nm².



Bottom left: L-3's O•N•E 360™ is a real-time 360° situational awareness system for combat vehicle self-protection that provides instantaneous and continuous coverage of the entire battlefield—day and night.

Bottom right: L-3 won a major contract to provide advanced night vision binoculars to the U.S. Special Operations Command.

C³ISR

COMMAND CONTROL COMMUNICATIONS INTELLIGENCE SURVEILLANCE RECONNAISSANCE



L-3 is on track to deliver the U.K. Royal Air Force's first RC-135W AIRSEEKER electronic surveillance aircraft in 2013.

LEADERSHIP IN A CRITICAL AREA OF NEED

The demand for ISR solutions continues to grow, both domestically and internationally. Even as current conflicts wind down, situational awareness is a persistent requirement. In the current geopolitical climate, reliable ISR is critical to defending our nation and our allies.

L-3 is a global market leader in ISR. We design, develop and support the upgrade of highly complex ISR systems on the ground, in the air and at sea. L-3's solutions provide customers with the ability to detect and locate specific targets, track their movement and determine their intent to decide the best strategic response.

Today, L-3 products and systems are in use on virtually every airborne ISR platform. This is a testament to our unrivaled technical expertise and our proven ability to deliver advanced technologies that meet each customer's requirements on highly accelerated delivery schedules.

L-3 is a key secure communications and ISR integrator on several new, long-term maritime platforms, including the National Security Cutter, Fast Response Cutter and an Australian naval program. Our expertise in complex encryption and data security projects has been sought after for new aircraft programs as well as specialized agency initiatives. In 2012, L-3 delivered more than 3,500 Battlefield Anti-Intrusion Systems for a critical U.S. Army infrastructure program ahead of schedule.

A deep understanding of how platforms operate in the field and our keen awareness of the evolving threat environment provide L-3 with a unique ability to anticipate customer needs. L-3 personnel leverage their operational experience to refine our systems and respond to challenges. This firsthand knowledge guides our investments in the next generation of products and technologies and speeds our response when new requirements emerge.



L-3's SPYDR is an end-to-end airborne ISR solution that offers flexibility and performance at a disruptive price point for government, commercial and international customers alike.



Middle images: L-3's Hawklink system is a high-speed digital data link that transmits tactical video, radar and acoustic sensor data from the U.S. Navy's MH-60R Light Airborne Multi-Purpose System helicopter to its host surface ships.



Bottom left: L-3 provides advanced data link systems for Gray Eagle, an innovative and technologically advanced next-generation tactical UAS solution.



Bottom right: The success of L-3 technologies onboard the U.S. Coast Guard's Fast Response Cutter positions the company to equip future Coast Guard platforms.

AM&M

AIRCRAFT MODERNIZATION AND MAINTENANCE



L-3 and a partner company were selected by the Commonwealth of Australia to provide C-27J Spartan aircraft for its Battlefield Airlifter program.

SUPPORTING READINESS IN THESE TIMES

These are uniquely challenging times for defense and commercial aviation customers alike. In the defense arena, the demand for a high degree of readiness and presence in multiple regions continues. Budget constraints are causing the delay, extension or cancellation of new programs, making the sustainment of existing equipment more critical than ever. Commercial aviation customers, also under economic pressures, have many of the same requirements as their counterparts in defense—they need maximum equipment availability at minimum cost, without compromising performance or safety.

L-3 has established itself as a trusted, proven partner that enables defense, commercial and international customers to keep their fielded assets not just operational, but operationally relevant. L-3 provides a wide array of services in systems sustainment, from field maintenance, structural repair, modification and upgrades, to fleet management and logistics support. These services optimize the performance of many key rotary- and fixed-wing aircraft platforms in use today.

L-3 is also the first choice of a growing number of nations for VIP/Head-of-State aircraft. We are one of a select few companies that can perform this level of customized, high-end modernization. In this specialized area, we are a leader with deep and broad experience that includes being among the first to modify the new 747-8 platform.

Across its entire business, L-3 is more than a Maintenance, Repair and Overhaul (MRO) provider. Our ability to draw expertise and technologies from other L-3 businesses and industry partners allows us to deliver customized solutions that are collaboratively tailored to the requirements of each customer—rapidly and cost-effectively.



L-3 is a leader in aircraft modifications and systems sustainment for a wide range of rotary- and fixed-wing platforms, including the P-3, EP-3, NP-3 and C-130 to include Compass Call.

L-3's completion center is the first in the world to modify two 747-8 aircraft simultaneously, customizing interiors on the new aircraft type for two Head-of-State customers.



In 2012, L-3 won the recompetition for aircraft maintenance and logistics support on more than 600 rotary-wing aircraft at Fort Rucker, Alabama.

NATIONAL SECURITY SOLUTIONS



L-3 continues its strategy to obtain prime positions on key strategic multi-award contracts, including the U.S. Air Force's Agile Cyber Technology (ACT) program, the U.S. Army's Global Tactical Advanced Communications Systems (GTACS) contract and many others. In addition, L-3 won a large number of task order competitions on existing multi-award contracts.

DELIVERING SPECIALIZED SOLUTIONS AND EXPERTISE

Our world relies on wireless and networked communications to function. Governments, businesses and individuals generate, transmit and store massive amounts of data, much of it critical, sensitive or classified. With technology evolving at blinding speeds, securing networks and data has never been more important, or more challenging.

The U.S. DoD views the protection of cyberspace as critical to its mission. Domestic and international corporations also place the highest priority on safeguarding their information and intellectual assets against increasingly sophisticated cyber attacks.

Information security is fundamental to every technology, product and system L-3 designs. With our product leadership and expertise in C³ISR and Electronic Systems, our culture of rapid development and agility, and our partnerships with leading institutions, L-3 is developing solutions for customers facing malicious, constantly evolving threats to their systems and sensitive information.

L-3's NSS segment has four business areas: cyber, information technology (IT), intelligence and infrastructure. Our cyber business defends networks and equipment from attack, and we play an important role in deterrence by developing forensics that identify and trace attempted incursions. Mission and enterprise IT ranges from designing, building and maintaining large global networks, to developing mission-specific applications, systems and solutions. Intelligence focuses on sense-making tools, systems and mission-essential specialists for analysis and conversion of large amounts of data and actionable information. Operational infrastructure spans a variety of projects, including complex architectures and solutions that support critical missions or needs.

A key element of L-3's strategy for NSS is research partnerships. We are working with leading institutions, such as Virginia Tech, the Massachusetts Institute of Technology, the University of Maryland and the Polytechnic Institute of New York University, to drive advancements in real-time solutions, mobile and cloud security, artificial intelligence, complex computing, and other focus areas critical to meeting tomorrow's cybersecurity challenges.

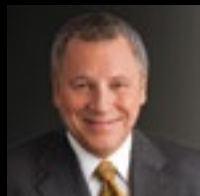


Top and bottom: L-3's cooperative partnership in cybersecurity research and development with Virginia Tech's Hume Center for National Security and Technology enhances our ability to deliver innovative national security solutions that secure our customers' critical networks and information.



MANAGEMENT

BOARD OF DIRECTORS



Michael T. Strianese



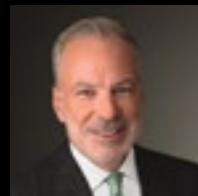
Claude R. Canizares



Thomas A. Corcoran



Lewis Kramer



Robert B. Millard



General (Ret.) Lloyd W. Newton



General (Ret.) H. Hugh Shelton



Arthur L. Simon



Alan H. Washkowitz



John P. White

EXECUTIVE MANAGEMENT



Curtis Brunson
Executive Vice President, Corporate
Strategy and Development



Ralph G. D'Ambrosio
Senior Vice President and
Chief Financial Officer



Steven M. Post
Senior Vice President,
General Counsel and
Corporate Secretary



Richard A. Cody
Senior Vice President,
Washington Operations

GROUP PRESIDENTS



Steve Kantor
Senior Vice President and President,
Electronic Systems Group



John C. McNellis
Senior Vice President and President,
Integrated Systems Group



John S. Mega
Senior Vice President and President,
Microwave Group



Susan D. Opp
Senior Vice President and President,
Communication Systems Group



Robert E. Leskow
Vice President and President,
Marine & Power Systems Group



Les A. Rose
Vice President and President,
National Security Solutions Group

CORPORATE INFORMATION

CORPORATE HEADQUARTERS

You can contact the corporate headquarters by writing to:
L-3 Communications
600 Third Avenue
New York, NY 10016
or by calling 212-697-1111. To send a fax, dial 212-867-5249.

CORPORATE INFORMATION

News media, analysts, shareholders and others seeking corporate information about L-3 Communications should contact corporate communications at 212-697-1111.

PRINTED MATERIALS

Printed financial and governance materials may be obtained without charge by calling (866) INFO-LLL (866-463-6555).

INTERNET

You can access quarterly and annual financial information, news releases and an overview of the company's products and services through the L-3 Communications website at www.L3com.com

STOCK EXCHANGE LISTING

The common stock of L-3 Communications Holdings, Inc. is traded on the New York Stock Exchange (NYSE) under the symbol LLL.

ANNUAL MEETING

The annual meeting of shareholders will be held at 2:30 p.m. on Tuesday, April 30, 2013, at The Ritz-Carlton New York, Battery Park, Two West Street, New York, NY.

SHAREHOLDER ASSISTANCE

If you have questions concerning your shareholder account, please contact the stock transfer agent:

REGULAR MAIL

Computershare Trust Company, N.A.
P.O. Box 43078
Providence, RI 02940-3078

OVERNIGHT DELIVERIES

250 Royall Street
Canton, MA 02021

or call 877-282-1168 (781-575-2879 from outside the United States).
For the hearing impaired, the phone number is TDD: 800-952-9245.

You can also contact the stock transfer agent at its website at:
www.computershare.com

EQUAL OPPORTUNITY EMPLOYER

L-3 Communications is an equal opportunity employer and does not discriminate on the basis of age, race, sex, sexual orientation, creed, color, national origin, ancestry, marital status, disability or any other characteristic protected by law. All employment-related decisions are based solely on business needs and relevant requisite skills related to the position.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

Except for historical information contained herein, the matters set forth in this Annual Report are forward-looking statements. Statements that are predictive in nature, that depend upon or refer to events or conditions or that include words such as "expects," "anticipates," "intends," "plans," "believes," "estimates" and similar expressions are forward-looking statements. The forward-looking statements set forth herein involve a number of risks and uncertainties that could cause actual results to differ materially from any such statement, including the risks and uncertainties discussed in the Company's "Forward-looking Statements" included in the Company's recent filings, including Forms 10-K and 10-Q, with the Securities and Exchange Commission. The forward-looking statements speak only as of the date made, and the Company undertakes no obligation to update these forward-looking statements. For a discussion of other risks and uncertainties that could impair our results of operations or financial condition, see Part I - Item 1A - "Risk Factors" and Note 19 to our audited consolidated financial statements, included in our Annual Report on Form 10-K for the year ended December 31, 2012.

CREDITS

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