

L 3 COMMUNICATIONS HOLDINGS INC
Form 424B2
July 10, 2001

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Registration File No.: 333-58328

PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED APRIL 12, 2001)

Dated July 10, 2001

\$300,000,000

[L-3 COMMUNICATIONS HOLDINGS, INC. LOGO]

L-3 COMMUNICATIONS HOLDINGS, INC.
5.25% CONVERTIBLE SENIOR SUBORDINATED NOTES DUE 2009
AND 3,680,982 SHARES OF COMMON STOCK ISSUABLE
UPON CONVERSION OF THE NOTES

Guaranteed by

L-3 Communications Corporation
Electrodynamics, Inc.
Henschel, Inc.
Hygienetics Environmental Services, Inc.
Interstate Electronics Corporation
L-3 Communications DBS Microwave, Inc.
L-3 Communications ESSCO, Inc.
L-3 Communications ILEX Systems, Inc.
L-3 Communications Aydin Corporation
L-3 Communications SPD Technologies, Inc.

L-3 Communications Storm Control Systems, Inc.
Microdyne Corporation
MPRI, Inc.
Pac Ord, Inc.
Power Paragon, Inc.
Southern California Microwave, Inc.
SPD Holdings, Inc.
SPD Electrical Systems, Inc.
SPD Switchgear, Inc.

This prospectus supplement relates to:

- \$300,000,000 principal amount of 5.25% convertible senior subordinated notes due 2009;
- The shares of our common stock issuable upon conversion of the notes; and
- The subsidiary guarantees of the notes on behalf of each of our subsidiary guarantors.

This prospectus supplement, which supplements our prospectus dated April 12, 2001, 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.

July 10, 2001

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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.

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SELLING SECURITY HOLDERS

The following table sets forth information, as of July 9, 2001, with respect to the selling holders and the principal amounts of notes 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 notes or common stock into which the notes are convertible. Because the selling holders may offer all or some portion of the notes or the common stock, no estimate can be

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given as to the amount of the notes 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 notes in transactions exempt from the registration requirements of the Securities Act. 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 notes and common stock into which the notes are convertible.

NAME -----	PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED -----
ABN Amro Securities LLC	\$4,250,000
ACM Offshore Fund	\$ 850,000
AIG/National Union Fire Insurance	\$ 785,000
Alexandra Global Investment Fund 1 Ltd	\$6,500,000
Aloha Airlines Non-Pilots Pension Trust	\$ 175,000
Aloha Pilots Retirement Trust	\$ 100,000
Alpine Associates	\$4,000,000
Alpine Partners, L.P.	\$ 650,000
Allstate Insurance Company	\$1,000,000
Allstate Life Insurance Company	\$ 400,000
Amaranth Securities L.L.C.	\$5,000,000
American Motorist Insurance Corporation	\$ 585,000
Arapahoe County, Colorado	\$ 57,000
Arbitex Master Fund, L.P.	\$6,400,000
Arkansas PERS	\$ 950,000
Arkansas Teachers Retirement	\$3,885,000
Associated Electric & Gas Insurance Services Limited	\$ 500,000
Bancroft Convertible Fund, Inc.	\$1,000,000
BP Amoco Corporation Master Trust for Employee Pension Plans	\$7,700,000
BP Amoco PLC, Master Trust	\$ 410,000
BT Equity Opportunities	\$2,000,000
BT Strategy	\$1,000,000
Baptist Health of South Florida	\$ 386,000
Black Diamond Offshore, Ltd.	\$ 753,000
Boilermakers Blacksmith Pension Trust	\$1,300,000
Boston Museum of Fine Art	\$ 115,000
Brazos Small Cap Portfolio	\$ 127,000
British Virgin Islands Social Security Board	\$ 42,000
C&H Sugar Company Inc.	\$ 265,000
CALAMOS (Registered Trademark) Convertible Fund -- CALAMOS (Registered Trademark) Investment Trust	\$2,920,000
CALAMOS (Registered Trademark) Convertible Growth and Income Fund -- CALAMOS (Registered Trademark) Investment Trust	\$1,500,000

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NAME	AMOUNT	NOT BENEFCIARY OWNERS
CALAMOS (Registered Trademark) Convertible Portfolio -- CALAMOS (Registered Trademark) Advisors Trust	\$ 200	
CALAMOS (Registered Trademark) Convertible Technology Fund -- CALAMOS (Registered Trademark) Investment Trust	\$ 60	
CALAMOS (Registered Trademark) Global Convertible Fund -- CALAMOS (Registered Trademark) Investment Trust	\$ 320	
Chrysler Corporation Master Retirement Trust	\$ 4,960	
City of New Orleans	\$ 239	
City University of New York	\$ 142	
The Class IC Company Ltd.	\$ 2,750	
Continental Assurance Company	\$ 2,400	
Deephaven Domestic Convertible Trading Ltd.	\$ 8,100	
Deeprock & Co.	\$ 1,000	
Delaware PERS	\$ 1,400	
Delta Air Lines Master Trust (c/o Oaktree Capital Management LLC)	\$ 1,705	
Delta Pilots D&S Trust	\$ 605	
Double Black Diamond Offshore, LDC	\$ 3,113	
Drury University	\$ 80	
Dylan (IMA) Limited	\$ 2,000	
Ellsworth Convertible Growth and Income Fund, Inc.	\$ 1,000	
Employee Benefit Convertible Securities Fund	\$ 240	
Engineers Joint Pension Fund	\$ 469	
Enterprise Convertible Securities Fund	\$ 95	
F. R. Conv. Sec. Fn.	\$ 95	
First Union Securities Inc.	\$ 450	
Froley Investment Company, Inc.	\$ 235	
The Grable Foundation	\$ 111	
Grady Hospital Foundation	\$ 122	
Hawaiian Airlines Employees Pension Plan--IAM	\$ 80	
Hawaiian Airlines Pension Plan for Salaried Employees	\$ 20	
Hawaiian Airlines Pilots Retirement Plan	\$ 160	
HFR Convertible Arbitrage Fund	\$ 200	
Highbridge International LLC	\$15,000	
ICI American Holdings Trust	\$ 750	
Independence Blue Cross	\$ 116	
Innovest Finanzoienstleistungen	\$ 394	
Island Holdings	\$ 45	
JMG Capital Partners, LP	\$ 4,000	
JMG Triton Offshore Fund, Ltd.	\$ 4,000	
KBC Financial Products USA	\$ 1,000	
Lehman Brothers Inc.	\$ 9,000	
Lipper Convertibles, L.P.	\$ 9,000	
Lipper Offshore Convertibles, L.P.	\$ 2,000	
Local Initiatives Support Corporation	\$ 64	
Lumbermens Mutual Casualty	\$ 486	
K.D. Offshore Fund C.V.	\$ 750	
Kellner, DiLeo & Co.	\$ 750	

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NAME	PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED	PERCENT OF THE NOTES OWNED
Kentfield Trading Ltd.	\$ 9,975,000	3.33%
Lydian Overseas Master Fund	\$10,000,000	3.33%
Maryland Retirement Agency	\$ 2,980,000	0.99%
McMahan Securities Co. L.P.	\$ 1,600,000	0.53%
McMahan Securities Co. L.P.	\$ 1,000,000	0.33%
Merrill Lynch Insurance Group	\$ 284,000	0.09%
Motion Picture Industry Health Plan -- Active Member Fund	\$ 580,000	0.19%
Motion Picture Industry Health Plan -- Retiree Member Fund	\$ 290,000	0.10%
Municipal Employees	\$ 125,000	0.04%
Nabisco	\$ 34,000	0.01%
Nations Convertible Securities Fund	\$ 6,160,000	2.05%
New Orleans Firefighters Pension/Relief Fund	\$ 125,000	0.04%
New York Life Insurance and Annuity Corporation	\$ 900,000	0.30%
New York Life Insurance Company	\$ 9,500,000	3.17%
Nicholas Applegate Convertible Fund	\$ 1,609,000	0.54%
Nicholas Applegate Global Holdings	\$ 30,000	0.01%
Occidental Petroleum Corporation	\$ 232,000	0.08%
OCM Convertible Trust	\$ 2,875,000	0.96%
Ohio Bureau of Workers Compensation	\$ 150,000	0.05%
Onex Industrial Partners Limited	\$ 7,220,000	2.40%
Oxford, Lord Abbott & Co.	\$ 1,750,000	0.58%
Ondeo Nalco	\$ 255,000	0.09%
Partner Reinsurance Company, Ltd.	\$ 995,000	0.33%
People's Benefit Life Insurance Company (Teamsters Separate Account)	\$ 4,000,000	1.33%
Pebble Capital Inc.	\$ 2,899,000	0.96%
Physicians Life	\$ 370,000	0.12%
Policemen and Retirement System of the City of Detroit	\$ 635,000	0.21%
Pro Mutual	\$ 664,000	0.22%
Queen's Health Plan	\$ 60,000	0.02%
Raytheon Master Pension Trust	\$ 640,000	0.21%
RJR Reynolds	\$ 107,000	0.04%
Rockhaven Fund	\$ 90,000	0.03%
SG Cowen Securities Inc.	\$ 5,250,000	1.75%
Sage Capital	\$ 75,000	0.02%
San Diego City Retirement	\$ 899,000	0.30%
San Diego County Convertible	\$ 1,968,000	0.66%
Screen Actors Guild Pension Convertible	\$ 502,000	0.17%
Shell Pension Trust	\$ 498,000	0.17%
Silvercreek II Limited	\$12,788,000	4.26%
Silvercreek Limited Partnership	\$ 5,533,000	1.84%
Southern Farm Bureau Life Insurance	\$ 675,000	0.23%
St. Albans Partners Ltd.	\$ 4,000,000	1.33%
Starvest Combined Portfolio	\$ 850,000	0.28%
State Employees' Retirement Fund of the State of Delaware	\$ 2,505,000	0.84%

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NAME	PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED	PERCENT OF THE NOTES OWNED	C STOCK UPON OF 1
State of Connecticut Combined Investment Funds	\$ 5,470,000	1.82%	
State of Oregon/SAIF Corporation	\$ 6,850,000	2.28%	
State of Oregon--Equity	\$ 4,550,000	1.52%	
Syngenta AG	\$ 235,000	0.08%	
Total Fina Elf Finance U.S.A. Inc.	\$ 250,000	0.08%	
UBS AG London Branch	\$19,725,000	6.58%	2
Value Line Convertible Fund, Inc.	\$ 1,000,000	0.33%	
Van Kampen Harbor Fund	\$ 5,000,000	1.67%	
Vanguard Convertible Securities Fund, Inc.	\$ 5,915,000	1.97%	
Wake Forest University	\$ 861,000	0.29%	
Worldwide Transactions, Ltd.	\$ 134,000	0.04%	
Writers Guild Convertible	\$ 294,000	0.10%	
Wyoming State Treasurer	\$ 1,002,000	0.33%	
Zeneca AG Products Inc.	\$ 135,000	0.05%	
Zeneca Holdings Trust	\$ 350,000	0.12%	
1976 Distribution Trust FBO			
A. R. Lauder Zinterhofer	\$ 8,000	--	
1976 Distribution Trust FBO Jane A. Lauder	\$ 16,000	0.01%	
2000 Revocable Trust FBO			
A. R. Lauder Zinterhofer	\$ 8,000	--	

None of the selling holders nor any of their affiliates, officers, directors or principal equity holders has held any position or office or has had any material relationship with us within the past three years.

Information concerning the selling holders may change from time to time and any changed information will be set forth in supplements to this prospectus if and when necessary. In addition, the conversion rate and therefore, the number of shares of common stock issuable upon conversion of the notes, is subject to adjustment under certain circumstances. Accordingly, the aggregate principal amount of notes and the number of shares of common stock into which the notes are convertible may increase or decrease.