L-3 Communications Holdings, Inc.

Audit Committee Charter

PURPOSE

The Audit Committee is established for the primary purpose of assisting the Board of Directors in oversight of the:

1. Quality and integrity of the Company’s financial statements, reports, and the Company’s related internal control over financial reporting,

2. Company’s compliance with legal and regulatory requirements,

3. Qualifications and independence of the independent auditors, and

4. Performance of the Company’s internal audit function and independent auditors.

In addition, the Audit Committee shall prepare the Audit Committee report that SEC rules require to be included in the Company's annual proxy statement.

In fulfilling its duties and responsibilities, the Audit Committee shall be given full access to the Company's internal audit group, Board of Directors, corporate executives and independent auditors and shall have the authority to obtain advice and assistance from outside legal, accounting, financial, or other advisors.

The Company shall provide appropriate funding, as determined by the Audit Committee, for compensation to the independent auditor and to any advisors that the Audit Committee chooses to engage. In addition to any funding necessary to compensate the independent auditors and outside advisors, the Company shall provide the Audit Committee with such funding as the Committee determines is appropriate to fund any ordinary administrative expenses incurred by the Committee in carrying out its duties.

ORGANIZATION

Members:

The Audit Committee shall consist of at least three directors, all of whom are determined by the Board of Directors to meet the independence, financial literacy and expertise requirements required by the New York Stock Exchange (NYSE) and the Securities and Exchange Commission (SEC).

The chairperson and members of the Committee shall be appointed by the Board of Directors.

All members of the Committee shall be financially literate (as such qualification is interpreted by the Board in its business judgment) and at least one member of the Committee shall be an "audit committee financial expert" as determined by the Board, in compliance with the criteria established by the SEC and the NYSE.

If an Audit Committee member simultaneously serves on the audit committee of more than three public companies (including the Company), the Board must determine that such service will not impair such member's ability to effectively serve on the Audit Committee and disclose such determination in the Company's annual proxy statement.

No member of the Audit Committee shall receive compensation other than (i) director's fees for service as a director of the Company, including reasonable compensation for serving on the Audit Committee or any other committees of the Board and regular benefits that other directors receive and (ii) fixed amounts of compensation under a retirement plan (including deferred compensation) for past performance, provided that such compensation is not contingent in any way on continued or future service to the Company.

Meetings:

The Audit Committee shall meet at least five times a year, or more often if circumstances so require.

The Audit Committee shall act only on the affirmative vote of at least a simple majority of its members.

Responsibilities:

The Audit Committee's policies and procedures should remain flexible, in order to best react to changing conditions and help ensure that the Company's accounting and reporting practices accord with all requirements and are of the highest quality. The Audit Committee shall:

1. Be directly responsible for the selection, appointment, compensation, retention, oversight and termination of the Company's independent auditors.

2. Inform each independent auditor hired by the Company for the purpose of preparing or issuing an audit report or performing other audit, review or attest services that such firm shall report directly to the Audit Committee.

3. Be directly responsible for the oversight of the auditing work of any independent auditor employed by the Company (including the resolution of any disagreement between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services.

4. Pre-approve audit, other audit, audit related and permitted non-audit services to be performed by the independent auditors and related fees. The Audit Committee may (i) delegate to one or more of its members the ability to pre-approve such services and fees, provided that any such pre-approval is presented to the full Committee at its next scheduled meeting and/or (ii) pre-approve audit, other audit, audit related and permitted non-audit services and fees based on policies and procedures adopted

by the Committee, provided (a) the policies and procedures are detailed as to the particular service, (b) the Committee is informed of each service on a timely basis, (c) such policies and procedures do not include delegation of the Committee's responsibilities to management and (d) such policies and procedures are disclosed in the Company's annual reports.

5. Meet with the independent auditors and the financial management to review the scope of the audit proposed for the current year and the audit procedures to be utilized and any subsequent changes to such scope and/or procedures.

6. Discuss with the independent auditors and with management, as appropriate, the following:

    (a) The matters required to be discussed by Statement on Auditing Standards No. 61 and the Sarbanes-Oxley Act of 2002 relating to the conduct of the audit or quarterly reviews;

    (b) Independent auditors' responsibilities under auditing standards generally accepted in the United States of America, and under applicable rules and regulations of any exchange on which the Company lists its securities;

    (c) Management judgment and accounting estimates;

    (d) Audit adjustments, both those reflected in the Company's financial statements and those waived by the independent auditor;

    (e) Disagreements between management and the independent auditors, if any, and management's response to such disagreements:

    (f) Consultations with other accountants, if any;

    (g) Major issues, if any, regarding accounting principles and financial statement presentation, including any analysis prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements; and

    (h) Problems or difficulties encountered in performing the audit, if any, including restrictions on the scope or access to information and management's response.

7. Discuss with the independent auditors prior to the filing by the Company of its annual report and at such other times as the Committee deems appropriate:

    (a) All critical accounting policies and practices of the Company;

    (b) All alternative treatments of financial information under generally accepted accounting principles (GAAP) related to material items that have been discussed with management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors; and

(c) Other material written communications between the independent auditors and management of the Company.

8. At least annually, discuss with the independent auditors the following: the auditing firm's internal quality-control procedures; any material issues raised by the most recent internal quality control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditing firm, and any steps taken to deal with any such issues; and all relationships between the independent auditor and the Company in order to assess the auditor's independence.

9. Ensure that all auditing personnel are rotated in accordance with, and to the extent required by, applicable laws and regulations.

10. Confirm with the independent auditors that none of their auditing personnel assigned to the audit of the Company's financial statements earns or receives any compensation based on selling engagements to the Company to provide any services, other than audit, review or attest services, to the extent such compensation would compromise the independence of such auditing personnel or the auditor under the rules promulgated by the SEC, PCAOB and NYSE.

11. Review with the independent auditors, the internal auditor, and the financial and accounting management, the adequacy and effectiveness of the Company's internal control over financial reporting, financial reporting procedures and disclosure controls and procedures, and elicit any recommendations for improvement or particular areas where augmented controls are desirable. Particular emphasis should be given to the adequacy of such controls to provide that information required to be disclosed by the Company in its periodic reports is recorded, processed, summarized, and reported in an appropriate and timely manner.

12. Review the internal audit function, including the independence and authority of its reporting obligations, the audit plans proposed for the coming year, and the coordination of such plans with the work of the independent auditors.

13. Review periodically a summary of findings from completed internal audits and a progress report on the proposed internal audit plan, with explanations for any deviations from the original plan and review such summary and plan with the internal audit department.

14. Review the adequacy of the internal audit staff and review and concur in the appointment, replacement or dismissal of the Vice President of Internal Audit .

15. Provide input into the annual evaluation of the performance of the Vice President of Internal Audit. Review the Vice President of Internal Audit's annual goals and self-assessment along with management's assessment of the performance of the Vice President of Internal Audit.

16. Review annually with management and the independent auditors the effect of regulatory and accounting initiatives, as well as review and approve any off- balance sheet structures on the Company's financial statements.

17. Meet to review and discuss the annual audited financial statements and quarterly financial statements with management and the independent auditors, including reviewing the Company's specific disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations." Determine that the independent auditors are satisfied with the disclosure and content of the financial statements. Any year-to-year changes in accounting principles or practices should be reviewed.

18. Recommend to the Board of Directors as to whether the annual financial statements of the Company should be included in the Annual Report on Form 10-K to be filed with the SEC.

19. Discuss with management, in general terms, the Company's earnings press releases (paying particular attention to the use of any "pro forma" or "adjusted" non-GAAP information or measures), as well as financial information and financial and earnings guidance provided to analysts and rating agencies.

20. Discuss with management guidelines and policies with respect to risk assessment and risk management including major financial risk exposure and the steps taken to monitor and control such risks.

21. Set clear hiring policies for employees or former employees of the independent auditors in accordance with applicable laws and regulations.

22. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing matters, or violations of the Company's Code of Ethics and Business Conduct, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

23. Review annually the status of the corporation's Ethics and Business Conduct Program, including its training program, the corporation's Code of Ethics and Business Conduct, and the L-3 Titan Code of Ethics. Report on any amendments that may be needed to that program or to the Codes.

24. Act as the steering committee for the Company's Ethics and Business Conduct Program. Meet periodically with the Corporate Ethics Officer; review the status of any ethics matters brought to the attention of the Corporate Ethics Officer and/or to the attention of the Audit Committee and their resolution; periodically oversee the

operation of the Corporate Compliance and Ethics Council, including meeting (in person or teleconference) at least quarterly with the Corporate Ethics Officer and with the Titan Vice President of Ethics & Compliance.

25. Periodically meet separately in executive session with each of management, the Vice President of Internal Audit , and the independent auditors to discuss any appropriate matters.

26. Review with the Company's General Counsel litigation and other legal matters that may have a material impact on the financial statements, including in the Company's periodic reports to the SEC.

27. Periodically inquire of the Company's General Counsel, as to the Company's compliance with relevant legal and regulatory requirements, and as to the adequacy of control systems in place to assure such compliance.

28. Annually review and evaluate the performance of the Committee relative to the Audit Committee’s purpose, duties and responsibilities outlined herein.

29. Annually review and assess the adequacy of this charter and recommend any changes to the Board of Directors for approval.

30. Annually report to the Board of Directors regarding the execution of the Committee’s duties and responsibilities.

31. Report to the Board of Directors the matters discussed at each Audit Committee meeting. A copy of the minutes shall be placed with the Company’s minute books.

32. Investigate any matter brought to the attention of the Audit Committee that is considered appropriate and is within the scope of its responsibilities, including any matters required by the rules of the SEC, PCAOB and NYSE to be reported to the Committee by management.

33. Prepare an Audit Committee report required to be included in the Company’s annual proxy statement. The report will include at least the following:

    (a) A statement that the Audit Committee has reviewed and discussed the annual audited financial statements and audit of internal control over financial reporting with management;

    (b) A statement that the Audit Committee has discussed with the independent auditors the matters required by Statement on Auditing Standards No. 61, Required Communications with Audit Committees;

    (c) A statement that the Audit Committee has received written disclosures from, and held discussions with, the independent auditors on matters required by Independence Standards Board Statement No. 1, Independence Discussions with Audit Committees; and

(d) A conclusion as to the Audit Committee's recommendation to the Board of Directors; as to the filing of the Annual Report on Form 10-K with the SEC.

34. Unless otherwise approved or ratified pursuant to the “Related Person Transaction Policy,” the Audit Committee shall review and approve or ratify all transactions between the Company and any related person that are required to be disclosed pursuant to Item 404(a) of Securities and Exchange Regulation (“Item 404”). “Related Person” shall have the meaning given to such term in Item 404, as amended from time to time.

35. The Audit Committee shall perform such other functions and exercise such other powers as may be delegated to it by the Board of Directors from time to time.