UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

for the quarterly period ended December 27, 2008.

☐ **Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from ______ to ______

Commission File Number 001-32833

TransDigm Group Incorporated
(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction of incorporation or organization)

51-0484716
(I.R.S. Employer Identification No.)

1301 East 9th Street, Suite 3710, Cleveland, Ohio	**44114**
(Address of principal executive offices)	**(Zip Code)**

(216) 706-2939
(Registrants' telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark whether the registrant is a large accelerated filer, accelerated filer, non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

LARGE ACCELERATED FILER	☒	NON-ACCELERATED FILER	☐
ACCELERATED FILER	☐	SMALLER REPORTING COMPANY	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES ☐ NO ☒

The number of shares outstanding of TransDigm Group Incorporated's common stock, par value $.01 per share, was 48,194,179 as of January 23, 2009.

INDEX

Table of Contents

TRANSDIGM GROUP INCORPORATED
CONDENSED CONSOLIDATED BALANCE SHEETS
(Amounts in thousands, except share amounts)
(Unaudited)

	December 27, 2008	September 30, 2008
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 149,309	$ 159,062
Trade accounts receivable - Net	103,128	96,196
Inventories	154,536	144,114
Deferred income taxes	19,478	19,902
Prepaid expenses and other	3,545	4,160
Total current assets	429,996	423,434
PROPERTY, PLANT AND EQUIPMENT - Net	97,406	96,241
GOODWILL	1,405,464	1,354,774
TRADEMARKS AND TRADE NAMES	173,706	167,626
OTHER INTANGIBLE ASSETS - Net	191,283	188,568
DEBT ISSUE COSTS - Net	18,379	19,309
OTHER	3,577	5,869
TOTAL ASSETS	$2,319,811	$ 2,255,821
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 26,067	$ 25,140
Accrued liabilities	93,290	63,362
Total current liabilities	119,357	88,502
LONG-TERM DEBT	1,357,113	1,357,230
DEFERRED INCOME TAXES	154,031	151,672
OTHER NON-CURRENT LIABILITIES	13,489	4,517
Total liabilities	1,643,990	1,601,921
STOCKHOLDERS' EQUITY:		
Common stock - $.01 par value; authorized 224,400,000 shares; issued 48,685,463 and 48,600,848 shares at December 27, 2008 and September 30, 2008, respectively	487	486
Additional paid-in capital	367,305	365,224
Retained earnings	327,344	287,745
Accumulated other comprehensive income/(loss)	(7,487)	445
Treasury stock, at cost - 383,600 and -0- shares at December 27, 2008 and September 30, 2008, respectively	(11,828)	—
Total stockholders' equity	675,821	653,900
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$2,319,811	$ 2,255,821

See notes to condensed consolidated financial statements.

Table of Contents

TRANSDIGM GROUP INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
FOR THE THIRTEEN WEEK PERIODS ENDED
DECEMBER 27, 2008 AND DECEMBER 29, 2007
(Amounts in thousands, except per share amounts)
(Unaudited)

	Thirteen Week Periods Ended	
	December 27, 2008	December 29, 2007
NET SALES	$ 181,276	$ 163,136
COST OF SALES	76,988	75,044
GROSS PROFIT	104,288	88,092
OPERATING EXPENSES:		
Selling and administrative	18,176	17,872
Amortization of intangibles	3,224	3,311
Total operating expenses	21,400	21,183
INCOME FROM OPERATIONS	82,888	66,909
INTEREST EXPENSE - Net	21,982	24,507
INCOME BEFORE INCOME TAXES	60,906	42,402
INCOME TAX PROVISION	21,307	15,434
NET INCOME	$ 39,599	$ 26,968
Net earnings per share:		
Basic	$ 0.81	$ 0.57
Diluted	$ 0.78	$ 0.54
Weighted-average shares outstanding:		
Basic	48,603	47,223
Diluted	50,537	49,862

See notes to condensed consolidated financial statements.

[Table of Contents](#)

TRANSDIGM GROUP INCORPORATED
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE THIRTEEN WEEK PERIOD ENDED DECEMBER 27, 2008
(Amounts in thousands, except share amounts)
(Unaudited)

	Common Stock		Additional		Accumulated Other	Treasury Stock		
	Number of Shares	Par Value	Paid-In Capital	Retained Earnings	Comprehensive Income/(Loss)	Number of Shares	Value	Total
BALANCE, OCTOBER 1, 2008	48,600,848	$486	$365,224	$287,745	$ 445	—	$ —	$653,900
Purchase of common shares	—	—	—	—	—	(383,600)	(11,828)	(11,828)
Compensation expense recognized for stock options	—	—	795	—	—	—	—	795
Excess tax benefit from exercise of stock options	—	—	714	—	—	—	—	714
Exercise of stock options	84,615	1	559	—	—	—	—	560
Restricted stock compensation	—	—	13	—	—	—	—	13
Comprehensive income:								
Net income	—	—	—	39,599	—	—	—	39,599
Interest rate swap	—	—	—	—	(7,905)	—	—	(7,905)
Other comprehensive loss	—	—	—	—	(27)	—	—	(27)
Comprehensive income								31,667
BALANCE, DECEMBER 27, 2008	48,685,463	$487	$367,305	$327,344	$ (7,487)	(383,600)	$(11,828)	$675,821

See notes to condensed consolidated financial statements.

TRANSDIGM GROUP INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in thousands)
(Unaudited)

	Thirteen Weeks Ended	
	December 27, 2008	December 29, 2007
OPERATING ACTIVITIES:		
Net income	$ 39,599	$ 26,968
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	3,489	3,182
Amortization of intangibles	3,224	3,311
Amortization of debt issue costs and note premium	813	930
Non-cash equity compensation	808	1,217
Deferred income taxes	2,006	1,088
Changes in assets/liabilities, net of effects from acquisition of businesses:		
Trade accounts receivable	(2,964)	7,815
Inventories	(6,173)	(1,366)
Income taxes receivable/payable	16,259	14,362
Excess tax benefit from exercise of stock options	(714)	(5,017)
Other assets	(787)	1,310
Accounts payable	269	(2,072)
Accrued and other liabilities	10,391	8,500
Net cash provided by operating activities	66,220	60,228
INVESTING ACTIVITIES:		
Capital expenditures	(1,733)	(2,401)
Acquisition of businesses	(66,419)	—
Net cash used in investing activities	(68,152)	(2,401)
FINANCING ACTIVITIES:		
Excess tax benefit from exercise of stock options	714	5,017
Proceeds from exercise of stock options	560	1,525
Purchase of treasury stock	(9,095)	—
Net cash (used in) provided by financing activities	(7,821)	6,542
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(9,753)	64,369
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	159,062	105,946
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 149,309	$ 170,315
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the period for interest	$ 11,193	$ 14,390
Cash paid (received) during the period for income taxes	$ 2,920	$ (780)

See notes to condensed consolidated financial statements.

TRANSDIGM GROUP INCORPORATED
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
THIRTEEN WEEK PERIODS ENDED DECEMBER 27, 2008 AND DECEMBER 29, 2007
(UNAUDITED)

1. DESCRIPTION OF THE BUSINESS

Description of the Business – TransDigm Group Incorporated ("TD Group"), through its wholly-owned subsidiary, TransDigm Inc., is a leading global designer, producer and supplier of highly engineered aircraft components for use on nearly all commercial and military aircraft in service today. TransDigm Inc. (which includes the Adel Wiggins Group), along with TransDigm Inc.'s direct and indirect wholly-owned operating subsidiaries, AeroControlex Group, Inc., MarathonNorco Aerospace, Inc., Adams Rite Aerospace, Inc., Champion Aerospace LLC, Avionic Instruments LLC, Skurka Aerospace Inc., CDA InterCorp LLC, Avtech Corporation, Transicoil LLC, Transicoil (Malaysia) Sendirian Berhad, Bruce Aerospace, Inc., CEF Industries, Inc. and Aircraft Parts Corporation (collectively, with TD Group, the "Company" or "TransDigm") offers a broad range of proprietary aerospace components. Major product offerings, substantially all of which are ultimately provided to end-users in the aerospace industry, include mechanical/electromechanical actuators and controls, ignition systems and components, gear pumps, specialized valves, engineered connectors, power conditioning devices, specialized fluorescent lighting and AC/DC electric motors, aircraft audio systems, engineered latches and cockpit security devices, lavatory hardware and components, hold open rods and locking devices, specialized cockpit displays, elastomers, NiCad batteries/chargers, and starter generators and related components.

Separate Financial Statements – Separate financial statements of TransDigm Inc. are not presented since TransDigm Inc.'s 7 3/4% senior subordinated notes are fully and unconditionally guaranteed on a senior subordinated basis by TD Group and all existing domestic subsidiaries of TransDigm Inc. and since TD Group has no significant operations or assets separate from its investment in TransDigm Inc.

2. UNAUDITED INTERIM FINANCIAL INFORMATION

The financial information included herein is unaudited; however, the information reflects all adjustments (consisting solely of normal recurring adjustments) that are, in the opinion of management, necessary for a fair presentation of the Company's financial position and results of operations and cash flows for the interim periods presented. These financial statements and notes should be read in conjunction with the financial statements and related notes for the year ended September 30, 2008 included in its Form 10-K dated November 25, 2008. The September 30, 2008 condensed consolidated balance sheet was derived from the TD Group's audited financial statements. The results of operations for the thirteen week period ended December 27, 2008 are not necessarily indicative of the results to be expected for the full year.

3. NEW ACCOUNTING STANDARDS

In February 2007, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115" ("SFAS 159"). SFAS 159 provides companies with an option to report selected financial assets and liabilities at fair value. SFAS 159's objective is to reduce both complexity in accounting for financial instruments and the volatility in earnings caused by measuring related assets and liabilities differently. SFAS 159 is effective as of the beginning of an entity's first fiscal year beginning after November 15, 2007. The adoption of SFAS 159 did not have a material impact on the Company's consolidated financial position or results of operations.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" ("SFAS 157"), which is effective for fiscal years beginning after November 15, 2007 and for interim periods within those years. SFAS 157 defines fair value, establishes a framework for measuring fair value and expands the related disclosure requirements. In February 2008, the FASB issued FASB Staff Position No. FAS 157-2 ("FSP 157-2"), "Effective Date of FASB Statement No. 157," which allows for the deferral of the adoption date of SFAS 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or presented at fair value in the financial statements on a recurring basis to fiscal years beginning after November 15, 2008. The adoption of SFAS 157 for those assets and liabilities within the scope of FSP 157-2 is not expected to have a material impact on our financial position, results of operations or cash flows. The effective provisions of SFAS 157 are included in Note 10, "Fair Value of Financial Instruments." In October 2008, the FASB issued FASB Staff Position FAS 157-3 ("FSP 157-3"), "Determining the Fair Value of a Financial Asset When the Market for

That Asset Is Not Active," which clarifies the application of SFAS 157 when the market for a financial asset is not active and provides an example to illustrate key considerations in determining the fair value of a financial asset when the market for that financial asset is not active. FSP 157-3 became effective immediately upon adoption of SFAS 157. The adoption of SFAS 157 did not have a material impact on the Company's consolidated financial position or results of operations. See Note 10.

4. ACQUISITIONS

APC **–** On December 16, 2008, TransDigm Inc. acquired all of the outstanding capital stock of Aircraft Parts Corporation ("APC") for approximately $67.4 million in cash, subject to adjustment based on the level of working capital as of the closing date of the acquisition. APC is a designer and manufacturer of starter generators, generator control units and related components for turbine engines, all of which fit well with TransDigm's overall business direction. The Company expects that the $49.0 million of estimated goodwill recognized for the acquisition will not be deductible for tax purposes.

Unison Product Line **–** On September 26, 2008, TransDigm Inc., through its wholly-owned Champion Aerospace, LLC subsidiary, acquired certain assets related to the magneto and harness product line business of Unison Industries, LLC ("Unison product line") for approximately $68.3 million in cash, net of a purchase price adjustment of $1.1 million received in November 2008. The acquired product line includes the highly engineered SLICK™ magnetos, harnesses and components, which are used on substantially all of the world's general aviation piston aircraft. These products fit well with Champion's existing product offerings and TransDigm's overall business direction. The Company expects that the $58.4 million of estimated goodwill recognized for the acquisition will be deductible for tax purposes.

CEF **–** On May 7, 2008, TransDigm Inc. acquired all of the outstanding capital stock of CEF Industries, Inc. ("CEF") for approximately $84.4 million in cash, net of a purchase price adjustment of $0.5 million received in January 2009. CEF is a designer and manufacturer of specialized and highly engineered actuators, compressors, pumps and related components for the aerospace market, all of which fit well with TransDigm's overall business direction. The Company expects that the $52.3 million of estimated goodwill recognized for the acquisition will not be deductible for tax purposes.

The Company accounted for the acquisitions of APC, Unison product line, and CEF (collectively, the "Acquisitions") as purchases and included the results of operations of the Acquisitions in its consolidated financials statements from the effective date of each acquisition. The Company is in the process of obtaining third-party valuations of certain tangible and intangible assets of the Acquisitions; thus, the values attributed to acquired assets in the consolidated financial statements are subject to adjustment. Pro forma net sales and results of operations for the Acquisitions, had they occurred at the beginning of the thirteen week periods ended December 27, 2008 and December 29, 2007, respectively, are not significant and, accordingly, are not provided.

5. INVENTORIES

Inventories are stated at the lower of cost or market. Cost of inventories is determined by the average cost and the first-in, first-out (FIFO) methods for all locations except CEF, which determines the cost of inventories using the last-in, first-out (LIFO) method. Net inventory for CEF at December 27, 2008 was approximately $15.0 million. Inventories consist of the following (in thousands):

	December 27, 2008	September 30, 2008
Work-in-progress and finished goods	$ 80,602	$ 78,467
Raw materials and purchased component parts	90,563	81,750
Total	171,165	160,217
Reserve for excess and obsolete inventory	(16,388)	(15,862)
LIFO Reserve	(241)	(241)
Inventories - net	$ 154,536	$ 144,114

6. INTANGIBLE ASSETS

Intangible assets subject to amortization consist of the following (in thousands):

	December 27, 2008		
	Gross Carrying Amount	Accumulated Amortization	Net
Unpatented technology	$ 195,089	$ 29,336	$165,753
License agreement	9,373	2,874	6,499
Trade secrets	18,462	3,476	14,986
Patented technology	1,693	939	754
Order backlog	18,840	16,350	2,490
Other	1,600	799	801
Total	$ 245,057	$ 53,774	$191,283

	September 30, 2008		
	Gross Carrying Amount	Accumulated Amortization	Net
Unpatented technology	$ 190,493	$ 27,180	$163,313
License agreement	9,373	2,741	6,632
Trade secrets	18,462	3,267	15,195
Patented technology	1,670	922	748
Order backlog	17,520	15,698	1,822
Other	1,600	742	858
Total	$ 239,118	$ 50,550	$188,568

The total carrying amount of identifiable intangible assets not subject to amortization consists of $173.7 million and $167.6 million of trademarks and trade names at December 27, 2008 and September 30, 2008, respectively.

Intangible assets acquired during the thirteen week period ended December 27, 2008 were as follows (in thousands):

	Cost	Amortization Period
Intangible assets not subject to amortization:		
Goodwill	$48,956	
Trademarks and trade names	6,080	
	55,036	
Intangible assets subject to amortization:		
Unpatented technology	4,590	18 years
Order backlog	1,300	1 year
	5,890	14 years
Total	$60,926	

The aggregate amortization expense on identifiable intangible assets for the thirteen week periods ended December 27, 2008 and December 29, 2007 was approximately $3.2 million and $3.3 million, respectively. The estimated amortization expense for fiscal 2009 is $13.4 million and for each of the five succeeding years 2010 through 2014 is $10.9 million, $10.5 million, $10.4 million, $10.3 million and $10.3 million, respectively.

The following is a summary of changes in the carrying value of goodwill from September 30, 2008 through December 27, 2008 (in thousands):

Balance, September 30, 2008	$ 1,354,774
Goodwill acquired during the year	48,956
Other	1,734
Balance, December 27, 2008	$ 1,405,464

7. PRODUCT WARRANTY

The Company provides limited warranties in connection with the sale of its products. The warranty period for products sold varies among the Company's operations, ranging generally from 90 days to six years. A provision for the estimated cost to repair or replace the products is recorded at the time of sale and periodically adjusted to reflect actual experience.

The following table presents a reconciliation of changes in the product warranty liability for the periods indicated below (in thousands):

	Thirteen Week Periods Ended	
	December 27, 2008	December 29, 2007
Liability balance at beginning of period	$ 6,255	$ 4,624
Accruals for warranties issued	838	623
Warranty costs incurred	(583)	(431)
Acquisitions	681	—
Liability balance at end of period	$ 7,191	$ 4,816

8. INCOME TAXES

At the end of each reporting period, the Company makes an estimate of its annual effective income tax rate. The estimate used in the year-to-date period may change in subsequent periods. The Company recorded an income tax provision of $21.3 million in the thirteen week period ended December 27, 2008 compared to $15.4 million in the prior year period. The effective tax rate for the thirteen week period ended December 27, 2008 was 35.0% compared to 36.4% for the comparable period in the prior year. The lower effective tax rate was primarily due to the retroactive reinstatement of the research and development tax credit. The retroactive benefit for the previously expired period from January 1, 2008 to September 30, 2008 is reflected as a discrete item which lowered the Company's effective tax rate by approximately 1.0%.

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction as well as in various state jurisdictions. Effective October 1, 2007, the Company adopted the provisions of FIN 48. In accordance with FIN 48, the Company recognized a cumulative-effect adjustment of $1.7 million increasing its liability for unrecognized tax benefits, interest, and penalties and reducing the October 1, 2007 balance of retained earnings.

At September 30, 2008, the Company had $2.8 million in unrecognized tax benefits, the recognition of which would have an effect of $1.9 million on the effective tax rate. The Company does not believe that the tax positions that comprise the unrecognized tax benefit amount will change significantly over the next 12 months.

The Company recognizes accrued interest and penalties related to unrecognized tax benefits in income tax expense. At September 30, 2008, the Company had accrued $0.9 million for the potential payment of interest and penalties.

There were no significant changes to any of these amounts during the first quarter of fiscal 2009.

As of December 27, 2008, the Company is subject to a U.S. Federal income tax examination for fiscal years 2007 and 2008. In addition, the Company is subject to state and local income tax examinations for fiscal years 2004 through 2008.

9. EARNINGS PER SHARE CALCULATION

The following table sets forth the computation of basic and diluted earnings per share:

(in thousands, except per share data)	Thirteen Week Periods Ended December 27, 2008	Thirteen Week Periods Ended December 29, 2007
Basic Earnings Per Share Computation:		
Net income	$ 39,599	$ 26,968
Weighted-average shares outstanding	48,603	47,223
Basic earnings per share	$ 0.81	$ 0.57
Diluted Earnings Per Share Computation:		
Net income	$ 39,599	$ 26,968
Weighted-average shares outstanding	48,603	47,223
Effect of dilutive options outstanding (1)	1,934	2,639
Total weighted-average shares outstanding	50,537	49,862
Diluted earnings per share	$ 0.78	$ 0.54

(1) Stock options totaling 0.3 million outstanding at December 27, 2008 were excluded from the diluted earnings per share computation for the thirteen weeks ended December 27, 2008, due to the anti-dilutive effect of such options. There were no stock options excluded from the diluted earnings per share calculation in the prior year period.

10. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company has various financial instruments, including cash and cash equivalents, accounts receivable and payable, accrued liabilities, interest rate swaps and long-term debt. SFAS 157 (See Note 3) establishes a valuation hierarchy for disclosure of the inputs to valuation used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs (other than quoted prices) that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for the asset or liability. A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The following table provides the liabilities carried at fair value measured on a recurring basis as of December 27, 2008 (in thousands):

	Fair Value at December 27, 2008	Fair Value Measurements Using Inputs Considered as		
		Level 1	Level 2	Level 3
Interest Rate Swaps (1)	11,702	—	11,702	—

(1) Included in Accrued liabilities and Other non-current liabilities on the Condensed Consolidated Balance Sheets.

Interest rate swaps are measured at fair value using quoted market prices for the swap interest rate indexes over the term of the swap discounted to present value versus the fixed rate of the contract. They are classified within Level 2 of the valuation hierarchy.

The carrying value of the Company's cash and cash equivalents, accounts receivable and payable, and accrued liabilities approximates their fair value due to the short-term maturities of these assets and liabilities. The estimated fair value of the Company's term loans approximated $624 million at December 27, 2008 based on information provided by the agent under the Company's Senior Secured Credit Facility. The estimated fair value of the Company's 7 3/4% Senior Subordinated Notes approximated $463 million at December 27, 2008 based upon quoted market prices.

11. SUPPLEMENTAL GUARANTOR INFORMATION

TransDigm's 7 3/4 % senior subordinated notes are jointly and severally guaranteed, on a senior subordinated basis, by TD Group and TransDigm Inc.'s Domestic Restricted Subsidiaries, as defined therein. The following supplemental consolidating condensed financial information presents the balance sheets of the Company as of December 27, 2008 and September 30, 2008 and its statements of income and cash flows for the thirteen week periods ended December 27, 2008 and December 29, 2007.

Table of Contents

TRANSDIGM GROUP INCORPORATED
CONDENSED CONSOLIDATING BALANCE SHEET
AS OF DECEMBER 27, 2008
(Amounts in thousands)

	TransDigm Group	TransDigm Inc.	Subsidiary Guarantors	Eliminations	Total Consolidated
ASSETS					
CURRENT ASSETS:					
Cash and cash equivalents	$ 1,381	$ 152,754	$ (4,826)	$ —	$ 149,309
Trade accounts receivable - Net	—	9,802	93,541	(215)	103,128
Inventories	—	20,554	134,204	(222)	154,536
Deferred income taxes	—	19,478	—	—	19,478
Prepaid expenses and other	—	1,382	2,163	—	3,545
Total current assets	1,381	203,970	225,082	(437)	429,996
INVESTMENT IN SUBSIDIARIES AND INTERCOMPANY BALANCES	675,072	2,070,343	473,741	(3,219,156)	—
PROPERTY, PLANT AND EQUIPMENT - Net	—	14,403	83,003	—	97,406
GOODWILL	—	40,240	1,365,224	—	1,405,464
TRADEMARKS AND TRADE NAMES	—	19,376	154,330	—	173,706
OTHER INTANGIBLE ASSETS - Net	—	10,432	180,851	—	191,283
DEBT ISSUE COSTS - Net	—	18,379	—	—	18,379
OTHER	—	2,203	1,374	—	3,577
TOTAL ASSETS	$676,453	$2,379,346	$2,483,605	$(3,219,593)	$2,319,811
LIABILITIES AND STOCKHOLDERS' EQUITY					
CURRENT LIABILITIES:					
Accounts payable	$ —	$ 6,608	$ 19,674	$ (215)	$ 26,067
Accrued liabilities	6,238	50,869	36,183	—	93,290
Total current liabilities	6,238	57,477	55,857	(215)	119,357
LONG-TERM DEBT	—	1,357,113	—	—	1,357,113
DEFERRED INCOME TAXES	(5,606)	159,637	—	—	154,031
OTHER NON-CURRENT LIABILITIES	—	12,045	1,444	—	13,489
Total liabilities	632	1,586,272	57,301	(215)	1,643,990
STOCKHOLDERS' EQUITY	675,821	793,074	2,426,304	(3,219,378)	675,821
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$676,453	$2,379,346	$2,483,605	$(3,219,593)	$2,319,811

TRANSDIGM GROUP INCORPORATED
CONDENSED CONSOLIDATING BALANCE SHEET
AS OF SEPTEMBER 30, 2008
(Amounts in thousands)

	TransDigm Group	TransDigm Inc.	Subsidiary Guarantors	Eliminations	Total Consolidated
ASSETS					
CURRENT ASSETS:					
Cash and cash equivalents	$ 1,552	$ 160,680	$ (3,170)	$ —	$ 159,062
Trade accounts receivable - Net	—	11,668	84,753	(225)	96,196
Inventories	—	19,028	125,290	(204)	144,114
Deferred income taxes	—	19,902	—	—	19,902
Prepaid expenses and other	—	2,680	1,480	—	4,160
Total current assets	1,552	213,958	208,353	(429)	423,434
INVESTMENTS IN SUBSIDIARIES AND INTERCOMPANY BALANCES	652,681	1,993,525	430,757	(3,076,963)	—
PROPERTY, PLANT AND EQUIPMENT - Net	—	14,495	81,746	—	96,241
GOODWILL	—	40,320	1,314,454	—	1,354,774
TRADEMARKS AND TRADE NAMES	—	19,376	148,250	—	167,626
OTHER INTANGIBLE ASSETS - Net	—	10,565	178,003	—	188,568
DEBT ISSUE COSTS - Net	—	19,309	—	—	19,309
OTHER	—	5,517	352	—	5,869
TOTAL ASSETS	$654,233	$2,317,065	$2,361,915	$(3,077,392)	$2,255,821
LIABILITIES AND STOCKHOLDERS' EQUITY					
CURRENT LIABILITIES:					
Accounts payable	$ —	$ 6,546	$ 18,817	$ (223)	$ 25,140
Accrued liabilities	5,939	22,255	35,168	—	63,362
Total current liabilities	5,939	28,801	53,985	(223)	88,502
LONG-TERM DEBT	—	1,357,230	—	—	1,357,230
DEFERRED INCOME TAXES	(5,606)	157,278	—	—	151,672
OTHER NON-CURRENT LIABILITIES	—	3,073	1,444	—	4,517
Total liabilities	333	1,546,382	55,429	(223)	1,601,921
STOCKHOLDERS' EQUITY	653,900	770,683	2,306,486	(3,077,169)	653,900
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$654,233	$2,317,065	$2,361,915	$(3,077,392)	$2,255,821

Table of Contents

TRANSDIGM GROUP INCORPORATED
CONDENSED CONSOLIDATING STATEMENT OF INCOME
FOR THE THIRTEEN WEEK PERIOD ENDED DECEMBER 27, 2008
(Amounts in thousands)

	TransDigm Group	TransDigm Inc.	Subsidiary Guarantors	Eliminations	Total Consolidated
NET SALES	$ —	$ 16,206	$165,443	$ (373)	$ 181,276
COST OF SALES	—	9,427	67,918	(357)	76,988
GROSS PROFIT	—	6,779	97,525	(16)	104,288
OPERATING EXPENSES:					
Selling and administrative	—	6,007	12,169	—	18,176
Amortization of intangibles	—	156	3,068	—	3,224
Total operating expenses	—	6,163	15,237	—	21,400
INCOME FROM OPERATIONS	—	616	82,288	(16)	82,888
OTHER INCOME (EXPENSES):					
Interest expense - net	—	(20,851)	(1,131)	—	(21,982)
Equity in income of subsidiaries	39,599	52,736	—	(92,335)	—
INCOME BEFORE INCOME TAXES	39,599	32,501	81,157	(92,351)	60,906
INCOME TAX PROVISION (BENEFIT)	—	(7,098)	28,405	—	21,307
NET INCOME	$ 39,599	$ 39,599	$ 52,752	$ (92,351)	$ 39,599

Table of Contents

TRANSDIGM GROUP INCORPORATED
CONDENSED CONSOLIDATING STATEMENT OF INCOME
FOR THE THIRTEEN WEEK PERIOD ENDED DECEMBER 29, 2007
(Amounts in thousands)

	TransDigm Group	TransDigm Inc.	Subsidiary Guarantors	Eliminations	Total Consolidated
NET SALES	$ —	$ 16,604	$146,967	$ (435)	$ 163,136
COST OF SALES	—	10,558	64,753	(267)	75,044
GROSS PROFIT	—	6,046	82,214	(168)	88,092
OPERATING EXPENSES:					
Selling and administrative	—	5,843	12,029	—	17,872
Amortization of intangibles	—	156	3,155	—	3,311
Total operating expenses	—	5,999	15,184	—	21,183
INCOME FROM OPERATIONS	—	47	67,030	(168)	66,909
OTHER INCOME (EXPENSES):					
Interest expense - net	—	(17,220)	(7,287)	—	(24,507)
Equity in income of subsidiaries	26,968	37,828	—	(64,796)	—
INCOME BEFORE INCOME TAXES	26,968	20,655	59,743	(64,964)	42,402
INCOME TAX PROVISION (BENEFIT)	—	(6,313)	21,747	—	15,434
NET INCOME	$ 26,968	$ 26,968	$ 37,996	$ (64,964)	$ 26,968

TRANSDIGM GROUP INCORPORATED
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
FOR THE THIRTEEN WEEK PERIOD ENDED DECEMBER 27, 2008
(Amounts in thousands)

	TransDigm Group	TransDigm Inc.	Subsidiary Guarantors	Eliminations	Total Consolidated
OPERATING ACTIVITIES:					
Net income	$ 39,599	$ 39,599	$ 52,752	$ (92,351)	$ 39,599
Adjustments to reconcile net income to net cash provided by (used in) operating activities	(46,821)	(15,664)	(3,245)	92,351	26,621
Net cash provided by (used in) operating activities	(7,222)	23,935	49,507	—	66,220
INVESTING ACTIVITIES:					
Capital expenditures	—	(267)	(1,466)	—	(1,733)
Acquisition of businesses	—	(66,419)	—	—	(66,419)
Net cash used in investing activities	—	(66,686)	(1,466)	—	(68,152)
FINANCING ACTIVITIES:					
Changes in intercompany activities	14,872	34,825	(49,697)	—	—
Excess tax benefit from exercise of stock options	714	—	—	—	714
Proceeds from exercise of stock options	560	—	—	—	560
Purchase of treasury stock	(9,095)	—	—	—	(9,095)
Net cash provided by (used in) financing activities	7,051	34,825	(49,697)	—	(7,821)
DECREASE IN CASH AND CASH EQUIVALENTS	(171)	(7,926)	(1,656)	—	(9,753)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	1,552	160,680	(3,170)	—	159,062
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 1,381	$152,754	$ (4,826)	$ —	$ 149,309

Table of Contents

TRANSDIGM GROUP INCORPORATED
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
FOR THE THIRTEEN WEEK PERIOD ENDED DECEMBER 29, 2007
(Amounts in thousands)

	TransDigm Group	TransDigm Inc.	Subsidiary Guarantors	Eliminations	Total Consolidated
OPERATING ACTIVITIES:					
Net income	$ 26,968	$ 26,968	$ 37,996	$ (64,964)	$ 26,968
Adjustments to reconcile net income to net cash provided by (used in) operating activities	(26,453)	(12,118)	6,867	64,964	33,260
Net cash provided by (used in) operating activities	515	14,850	44,863	—	60,228
INVESTING ACTIVITIES:					
Capital expenditures	—	(197)	(2,204)	—	(2,401)
Net cash used in investing activities	—	(197)	(2,204)	—	(2,401)
FINANCING ACTIVITIES:					
Changes in intercompany activities	(3,807)	47,508	(43,701)	—	—
Excess tax benefit from exercise of stock options	5,017	—	—	—	5,017
Proceeds from exercise of stock options	1,525	—	—	—	1,525
Net cash provided by (used in) financing activities	2,735	47,508	(43,701)	—	6,542
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	3,250	62,161	(1,042)	—	64,369
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	11,117	97,780	(2,951)	—	105,946
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 14,367	$159,941	$ (3,993)	$ —	$ 170,315

* * * * *

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of the Company's financial condition and results of operations should be read together with TD Group's consolidated financial statements and the related notes included elsewhere in this Quarterly Report on Form 10-Q. References in this section to "TransDigm," "the Company," "we," "us," "our," and similar references refer to TD Group, TransDigm Inc. and TransDigm Inc.'s subsidiaries, unless the context otherwise indicates. The following discussion may contain predictions, estimates and other forward-looking statements that involve a number of risks and uncertainties, including those discussed in this report. These risks could cause our actual results to differ materially from any future performance suggested below.

This Quarterly Report on Form 10-Q includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including, in particular, the statements about the Company's plans, strategies and prospects under this section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations." Although the Company believes that its plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, the Company can give no assurance that such plans, intentions or expectations will be achieved. Many of the factors affecting these forward-looking statements are outside the control of the Company. Consequently, such forward-looking statements should be regarded solely as the Company's current plans, estimates and beliefs. The Company does not undertake and specifically declines any obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect any future events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events, except as required by applicable law. All forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by the foregoing cautionary statements.

Important factors that could cause actual results to differ materially from the forward-looking statements made in this Quarterly Report on Form 10-Q include but are not limited to: a decrease in flight hours and our customers' profitability, both of which are affected by general economic conditions; future terrorist attacks; our substantial indebtedness; our reliance on certain customers; the U.S. defense budget and risks associated with being a government supplier; failure to maintain government or industry approvals; the pricing review by the Department of Defense Office of Inspector General to which certain of our divisions and subsidiaries have been subject; failure to complete or successfully integrate acquisitions; future sales of our common stock in the public market caused by the substantial amount of stock held by our affiliates; and other factors. Please refer to the other information included in this Quarterly Report on Form 10-Q and to the Annual Report on Form 10-K for additional information regarding the foregoing factors that may affect our business.

Overview

We believe we are a leading global designer, producer, and supplier of highly engineered aircraft components for use on nearly all commercial and military aircraft in service today. Our business is well diversified due to the broad range of products we offer to our customers. Some of our more significant product offerings, substantially all of which are ultimately provided to end-users in the aerospace industry, include mechanical/electromechanical actuators and controls, ignition systems and components, gear pumps, specialized valves, engineered connectors, power conditioning devices, specialized fluorescent lighting and AC/DC electric motors, aircraft audio systems, engineered latches and cockpit security devices, lavatory hardware and components, hold open rods and locking devices, specialized cockpit displays, elastomers, NiCad batteries/chargers, and starter generators and related components. Each of these product offerings consists of many individual products that are typically customized to meet the needs of a particular aircraft platform or customer.

For the first quarter of fiscal 2009, we generated net sales of $181.3 million and net income of $39.6 million. EBITDA As Defined was $91.5 million, or 50.5% of net sales. See below for certain information regarding EBITDA and EBITDA As Defined, including a reconciliation of EBITDA and EBITDA As Defined to net income.

Certain Acquisitions

APC Acquisition

On December 16, 2008, TransDigm Inc. acquired all of the outstanding capital stock of Aircraft Parts Corporation ("APC") for approximately $67.4 million in cash, subject to adjustment based on the level of working capital as of the closing date of the acquisition. APC is a designer and manufacturer of starter generators, generator control units and related components for turbine engines, all of which fit well with TransDigm's overall business direction.

Unison Product Line Acquisition

On September 26, 2008, TransDigm Inc., through its wholly-owned Champion Aerospace, LLC subsidiary, acquired certain assets related to the magneto and harness product line business of Unison Industries, LLC ("Unison product line") for approximately $68.3 million in cash, net of purchase price adjustment of $1.1 million received in November 2008. The acquired product line includes the highly engineered SLICK™ magnetos, harnesses and components, which are used on substantially all of the world's general aviation piston aircraft. These products fit well with Champion's existing product offerings and TransDigm's overall business direction.

CEF Acquisition

On May 7, 2008, TransDigm Inc. acquired all of the outstanding capital stock of CEF Industries, Inc. ("CEF") for approximately $84.4 million in cash, net of a purchase price adjustment of $0.5 million received in January 2009. CEF is a designer and manufacturer of specialized and highly engineered actuators, pumps and related components for the aerospace market, all of which fit well with TransDigm's overall business direction.

EBITDA and EBITDA As Defined

The following table sets forth a reconciliation of net income to EBITDA and EBITDA As Defined (in millions):

	Thirteen Week Periods Ended	
	December 27, 2008	December 29, 2007
Net Income	$ 39.6	$ 27.0
Adjustments:		
Depreciation and amortization expense	6.7	6.5
Interest expense, net	22.0	24.5
Income tax provision	21.3	15.4
EBITDA(1)	89.6	73.4
Adjustments:		
Acquisition-related costs(2)	0.8	0.8
Non-cash compensation and deferred compensation costs(3)	1.1	1.7
EBITDA As Defined (1)	$ 91.5	$ 75.9

(1) EBITDA represents earnings before interest, taxes, depreciation and amortization. EBITDA As Defined represents EBITDA plus, as applicable for the relevant period, inventory purchase accounting adjustments, acquisition integration costs, and non-cash compensation and deferred compensation charges.

We present EBITDA because we believe that it is a useful indicator of our operating performance. Our management believes that EBITDA is useful to investors because it is frequently used by securities analysts, investors and other interested parties to measure a company's operating performance without regard to items such as interest expense, income tax expense and depreciation and amortization, which may vary substantially from company to company depending upon, among other things, accounting methods, book value of assets, capital structure and the method by which assets are acquired. We also believe

EBITDA is useful to our management and investors as a measure of comparative operating performance between time periods and among companies as it is reflective of changes in pricing decisions, cost controls and other factors that affect operating performance.

Our management uses EBITDA As Defined to review and assess our operating performance and management team in connection with our employee incentive programs, the preparation of our annual budget and financial projections. Our management also believes that EBITDA As Defined is useful to investors because our revolving credit facility under our senior secured credit facility requires compliance, on a pro forma basis, with a first lien leverage ratio, which is measured based on our "Consolidated EBITDA." Our senior secured credit facility defines Consolidated EBITDA in the same manner as we define EBITDA As Defined. This financial covenant is a material term of our senior secured credit facility as the failure to comply with such financial covenant could result in an event of default in respect of the revolving credit facility thereunder (and, in turn, an event of default under our senior secured credit facility could result in an event of default under the indenture governing our 7 3/4% senior subordinated notes).

Although we use EBITDA and EBITDA As Defined as measures to assess the performance of our business and for the other purposes set forth above, the use of EBITDA and EBITDA As Defined as an analytical tool has limitations, and you should not consider either of them in isolation, or as a substitute for analysis of our results of operations as reported in accordance with GAAP. Some of these limitations are:

- neither EBITDA nor EBITDA As Defined reflects the significant interest expense, or the cash requirements necessary to service interest payments, on our indebtedness;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and neither EBITDA nor EBITDA As Defined reflects any cash requirements for such replacements;
- the omission of the substantial amortization expense associated with our intangible assets further limits the usefulness of EBITDA and EBITDA As Defined;
- neither EBITDA nor EBITDA As Defined includes the payment of taxes, which is a necessary element of our operations; and
- EBITDA As Defined excludes the cash expense we have incurred to integrate acquired businesses into our operations, which is a necessary element of certain of our acquisitions.

Because of these limitations, EBITDA and EBITDA As Defined should not be considered as measures of discretionary cash available to us to invest in the growth of our business. Management compensates for these limitations by not viewing EBITDA or EBITDA As Defined in isolation, and specifically by using other GAAP measures, such as net income, net sales and operating profit, to measure our operating performance. Neither EBITDA nor EBITDA As Defined is a measurement of financial performance under GAAP and neither should be considered as an alternative to net income or cash flow from operations determined in accordance with GAAP, and our calculation of EBITDA and EBITDA As Defined may not be comparable to the calculation of similarly titled measures reported by other companies.

(2) Represents costs incurred to integrate acquired businesses into TD Group's operations and purchase accounting adjustments to inventory that were charged to cost of sales when inventory was sold.

(3) Represents the expenses recognized by the Company under our stock option and deferred compensation plans.

Critical Accounting Policies

Our consolidated financial statements have been prepared in accordance with GAAP, which often requires the judgment of management in the selection and application of certain accounting principles and methods. Management believes that the quality and reasonableness of our most critical policies enable the fair presentation of our financial position and results of operations. However, investors are cautioned that the sensitivity of financial statements to these methods, assumptions and estimates could create materially different results under different conditions or using different assumptions.

A summary of our significant accounting policies and estimates is included in the Annual Report on Form 10-K for the year ended September 30, 2008. There has been no significant change to our critical accounting policies during the thirteen week period ended December 27, 2008.

Results of Operations

The following table sets forth, for the periods indicated, certain operating data of the Company as a percentage of net sales:

	Thirteen Week Periods Ended	
	December 27, 2008	December 29, 2007
Net sales	100%	100%
Cost of Sales	42	46
Selling and administrative expenses	10	11
Amortization of intangibles	2	2
Income from operations	46	41
Interest expense - net	12	15
Income tax provision	12	9
Net income	22%	17%

Changes in Results of Operations

Thirteen week period ended December 27, 2008 compared with the thirteen week period ended December 29, 2007.

- **Net Sales.** Net sales increased by $18.2 million, or 11.1%, to $181.3 million for the quarter ended December 27, 2008, from $163.1 million for the comparable quarter last year. Sales growth excluding acquisitions was $4.5 million and represented a 2.7% increase over the prior year. The organic sales growth was primarily due to (i) an increase of $7.3 million in defense sales due to increased demand for both OEM and aftermarket spare parts across most of our product lines, (ii) an increase of $2.2 in commercial OEM sales due primarily to increases in regional and business jet sales, partially offset by a decrease in sales to The Boeing Company due to a decrease in production from Boeing's employee strike, and (iii) decrease of $4.7 million of commercial aftermarket sales due to the impact of the global economic downturn resulting in a decrease in worldwide airline traffic. Management also believes there may have been some reduction in end-user inventories that contributed to the decline in commercial aftermarket sales.

  The remaining $13.7 million of the increase resulted primarily from the acquisitions of CEF and Unison product line which were not owned in the comparable quarter last year.

- **Cost of Sales.** Cost of sales increased by $2.0 million, or 2.6%, to $77.0 million for the quarter ended December 27, 2008 from $75.0 million for the comparable quarter last year. Cost of sales as a percentage of sales decreased to 42.5% for the thirteen week period ended December 27, 2008 from 46.0% for the thirteen week period ended December 29, 2007. Cost of sales as a percentage of net sales decreased by approximately three and a half percentage points due to the strength of our proprietary products, productivity improvements especially from the cost reduction initiatives implemented during the fourth quarter of fiscal 2008 and favorable product mix partially offset by the dilutive impact from recent acquisitions.

- **Selling and Administrative Expenses.** Selling and administrative expenses increased by $0.3 million to $18.2 million, or 10.0% of sales, for the quarter ended December 27, 2008 from $17.9 million, or 11.0% of sales, for the comparable quarter last year. This increase was primarily due to the higher sales discussed above partially offset by a decrease in research and development expenses relating to lower spending on the Boeing 787 program of $1.0 million, or 0.7% of net sales.

- **Amortization of Intangibles.** Amortization of intangibles decreased slightly by $0.1 million to $3.2 million for the quarter ended December 27, 2008 from $3.3 million for the comparable quarter last year.
- **Interest Expense-net.** Interest expense decreased $2.5 million, or 10.3%, to $22.0 million for the quarter ended December 27, 2008 from $24.5 million for the comparable quarter last year as a result of lower interest rates and partially offset by lower interest income of $1.0 million. The Company's weighted average level of outstanding borrowings was approximately $1.36 billion for both the quarter ended December 27, 2008 and the comparable quarter last year. The average interest rate decreased to 6.4% for the quarter ended December 27, 2008 from 7.5% during the comparable quarter last year.
- **Income Taxes.** Income tax expense as a percentage of income before income taxes was approximately 35.0% for the quarter ended December 27, 2008 compared to 36.4% for the quarter ended December 29, 2007. The lower effective tax rate was primarily due to the retroactive reinstatement of the research and development tax credit. The retroactive benefit for the previously expired period from January 1, 2008 to September 30, 2008 is reflected as a discrete item which lowered the Company's effective tax rate by approximately 1.0%.
- **Net Income.** Net income increased $12.6 million, or 46.8%, to $39.6 million for the first quarter of fiscal 2009 compared to $27.0 million for the first quarter of fiscal 2008, primarily as a result of the factors referred to above.

Backlog

As of December 27, 2008, the Company estimated its sales order backlog at $428.7 million compared to an estimated $374.8 million as of December 29, 2007. This increase in backlog of $53.9 million is mainly due to the purchase orders acquired in connection with the acquisitions of CEF, Unison product line and APC, discussed above, totaling approximately $50.4 million. The majority of the purchase orders outstanding as of December 27, 2008 are scheduled for delivery within the next twelve months. Purchase orders may be subject to cancellation by the customer prior to shipment. The level of unfilled purchase orders at any given date during the year will be materially affected by the timing of the Company's receipt of purchase orders and the speed with which those orders are filled. Accordingly, the Company's backlog as of December 27, 2008 may not necessarily represent the actual amount of shipments or sales for any future period.

Foreign Operations

Although we manufacture substantially all of our products in the United States, we manufacture some products in Malaysia through our wholly owned Malaysian subsidiary. We sell our products in the United States, as well as in foreign countries. Substantially all of our foreign sales are transacted in U.S. dollars and, therefore, we have no material exposure to fluctuations in the rate of exchange between foreign currencies and the U.S. dollar as a result of foreign sales. In addition, the amount of components or other raw materials or supplies that we purchase from foreign suppliers, including our Malaysian manufacturing subsidiary, are not material, with substantially all such transactions being made in U.S. dollars. Accordingly, we have no material exposure to currency fluctuations in the rate of exchange between foreign currencies and the U.S. dollar arising from these transactions.

Sales to foreign customers are subject to numerous additional risks, including the impact of foreign government regulations, political uncertainties and differences in business practices. There can be no assurance that foreign governments will not adopt regulations or take other action that would have a direct or indirect adverse impact on the business or market opportunities of the Company within such governments' countries. Furthermore, there can be no assurance that the political, cultural and economic climate outside the United States will be favorable to our operations and growth strategy.

Liquidity and Capital Resources

Operating Activities. The Company generated $66.2 million of cash from operating activities during the thirteen week period ended December 27, 2008 compared to $60.2 million during the thirteen week period ended December 29, 2007. The increase of $6.0 million was primarily due to higher net income partially offset by unfavorable changes in working capital for the thirteen week period ended December 27, 2008.

Investing Activities. Cash used in investing activities was $68.2 million during thirteen week period ended December 27, 2008 consisting primarily of the acquisition of APC and capital expenditures of $1.7 million. Cash used in investing activities was $2.4 million during thirteen week period ended December 29, 2007 consisting of capital expenditures.

Financing Activities. Cash used in financing activities during the thirteen week period ended December 27, 2008 was $7.8 million compared to cash provided by financing activities of $6.5 million during the thirteen week period ended December 29, 2007. Cash used in financing activities during the thirteen week period ended December 27, 2008 related to the purchase of treasury stock of $9.1 million partially offset by the exercise of stock options of $1.3 million. Cash provided by financing activities during the thirteen week period ended December 29, 2007 related to the exercise of stock options of $6.5 million.

Description of Current Senior Secured Credit Facility and Indenture

The senior secured credit facility ("Senior Secured Credit Facility") consists of a $780 million term loan facility, which is fully drawn, and a $200 million revolving loan facility. At December 27, 2008, $198.5 million of the revolving credit facility was available. The term loan facility will mature in June 2013 and is not subject to interim scheduled amortization, but is subject to certain prepayment requirements.

TransDigm Inc. entered into a three year interest rate swap in June 2006 with Credit Suisse for an initial notional amount of $187 million at a fixed rate of 7.6%. The notional amount decreased to $150 million on September 23, 2008. TransDigm Inc. entered into an additional three year interest rate swap in January 2008 with Credit Suisse for a notional amount of $300 million at a fixed rate of 5.0%.

TransDigm Inc. issued $575 million aggregate principal amount of 7 3/4% senior subordinated notes ("7 3/4% Senior Subordinated Notes"). Such notes do not require principal payments prior to their maturity in July 2014.

Stock Repurchase

In October 2008, we announced a program permitting us to repurchase a portion of our outstanding shares not to exceed $50 million in the aggregate. From October 2008 to December 27, 2008, we have repurchased a total of 383,600 shares at an aggregate cost of $11.8 million.

New Accounting Standards

In February 2007, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115" ("SFAS 159"). SFAS 159 provides companies with an option to report selected financial assets and liabilities at fair value. SFAS 159's objective is to reduce both complexity in accounting for financial instruments and the volatility in earnings caused by measuring related assets and liabilities differently. SFAS 159 is effective as of the beginning of an entity's first fiscal year beginning after November 15, 2007. The adoption of SFAS 159 did not have a material impact on the Company's consolidated financial position or results of operations.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" ("SFAS 157"), which is effective for fiscal years beginning after November 15, 2007 and for interim periods within those years. SFAS 157 defines fair value, establishes a framework for measuring fair value and expands the related disclosure requirements. In February 2008, the FASB issued FASB Staff Position No. FAS 157-2 ("FSP 157-2"), "Effective Date of FASB Statement No. 157," which allows for the deferral of the adoption date of SFAS 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or presented at fair value in the financial statements on a recurring basis to fiscal years beginning after November 15, 2008. The adoption of SFAS 157 for those assets and liabilities within the scope of FSP 157-2 is not expected to have a material impact on our financial position, results of operations or cash flows. The effective provisions of SFAS 157 are included in Note 10, "Fair Value of Financial Instruments" in Notes to Condensed Consolidated Financial Statements. In October 2008, the FASB issued FASB Staff Position FAS 157-3 ("FSP 157-3"), "Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active," which clarifies the application of SFAS 157 when the market for a financial asset is not active and provides an example to illustrate key considerations in determining the fair value of a financial asset when the market for that financial asset is not active. FSP 157-3 became effective immediately upon adoption of SFAS 157. The adoption of SFAS 157 did not have a material impact on the Company's consolidated financial position or results of operations. See Note 10 in Notes to Condensed Consolidated Financial Statements.

ITEM 3. Quantitative and Qualitative Disclosure About Market Risk

Our main exposure to market risk relates to interest rates. Our financial instruments that are subject to interest rate risk principally include fixed-rate and floating-rate long-term debt. At December 27, 2008, we had borrowings under our Senior Secured Credit Facility of $780 million that were subject to interest rate risk. Borrowings under our Senior Secured Credit Facility bear interest, at our option, at a rate equal to either an alternate base rate or an adjusted LIBO rate for a one-, two-, three- or six-month (or to the extent available to each lender, nine- or twelve-month) interest period chosen by us, in each case, plus an applicable margin percentage. Accordingly, the Company's cash flows and earnings will be exposed to the market risk of interest rate changes resulting from variable rate borrowings under our Senior Secured Credit Facility. The effect of a hypothetical one percentage point increase in interest rates would increase the annual interest costs under our Senior Secured Credit Facility by approximately $7.8 million based on the amount of outstanding borrowings at December 27, 2008. The weighted average interest rate on the $780 million of borrowings under our Senior Secured Credit Facility on December 27, 2008 was 3.50%.

At December 27, 2008, we had an agreement in place to swap variable interest rates on our Senior Secured Credit Facility for fixed interest rates through June 23, 2009 for the notional amount of $150 million. The fair value of the interest rate swap agreement is adjusted at each balance sheet date, with a corresponding adjustment to other comprehensive income. At December 27, 2008, the fair value of the interest rate swap agreement was a liability of $2.8 million.

At December 27, 2008, we had an agreement in place to swap variable interest rates on our Senior Secured Credit Facility for fixed interest rates through March 23, 2011 for the notional amount of $300 million. The fair value of the interest rate swap agreement is adjusted at each balance sheet date, with a corresponding adjustment to other comprehensive income. At December 27, 2008, the fair value of the interest rate swap agreement was a liability of $8.9 million.

The fair value of the $780 million aggregate principal amount of borrowings under the Senior Secured Credit Facility is exposed to the market risk of interest rates. The estimated fair value of such term loan approximated $624 million at December 27, 2008 based upon information provided to the Company from its agent under the credit facility. The fair value of the $575 million aggregate principal amount of our 7 3/4% Senior Subordinated Notes is exposed to the market risk of interest rate changes. The estimated fair value of such notes approximated $463 million at December 27, 2008 based upon quoted market rates.

ITEM 4. CONTROLS AND PROCEDURES

As of December 27, 2008, TD Group carried out an evaluation, under the supervision and with the participation of TD Group's management, including its Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer), of the effectiveness of the design and operation of TD Group's disclosure controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that TD Group's disclosure controls and procedures are effective to ensure that information required to be disclosed by TD Group in the reports it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported, within the time periods specified by the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to TD Group's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, TD Group's management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in designing and evaluating the controls and procedures. There have been no significant changes in TD Group's internal controls or other factors that could significantly affect the internal controls subsequent to the date of TD Group's evaluations.

Changes in Internal Control over Financial Reporting

There have been no changes in TD Group's internal control over financial reporting that occurred during the thirteen week period ending December 27, 2008 that have materially affected, or are reasonably likely to materially affect, TD Group's internal control over financial reporting.

Table of Contents

PART II: OTHER INFORMATION

ITEM 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the risk factors disclosed in Item A of our Annual Report on Form 10-K for the fiscal year ended September 30, 2008. There have been no material changes to the risk factors set forth therein.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

On October 23, 2008, the Board of Directors authorized a common share repurchase program, which was announced on October 27, 2008. Under the terms of the program, the Company may purchase up to a maximum aggregate value of $50 million of its shares of common stock. At December 27, 2008, the Company had repurchased under this program 383,600 of its shares of common stock at a gross cost of approximately $11.8 million at a weighted-average price per share of $30.83.

ISSUER PURCHASES OF EQUITY SECURITIES

	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs (in millions)
October 1 - 31, 2008	—	$ —	—	$ 50.0
November 1 - 30, 2008	66,400	29.83	66,400	48.0
December 1-27, 2008	317,200	31.04	383,600	38.2

ITEM 6. Exhibits

3.1 Certificate of Incorporation, filed September 20, 1960, of Aircraft Parts Corporation

3.2 Certificate of Amendment to Certificate of Incorporation, filed November 28, 2001, of Aircraft Parts Corporation

3.3 Certificate of Change, filed March 25, 2005, of Aircraft Parts Corporation

3.4 Bylaws of Aircraft Parts Corporation

10.1 Amended and Restated Employment Agreement, dated October 29, 2008, between Raymond Laubenthal and TransDigm Group Incorporated * (Incorporated by reference to Form 8-K filed October 30, 2008)

10.2 Amended and Restated Employment Agreement, dated October 29, 2008, between Gregory Rufus and TransDigm Group Incorporated * (Incorporated by reference to Form 8-K filed October 30, 2008)

10.3 Form of Option Agreement under 2008 stock incentive program under TransDigm Group Incorporated 2006 Stock Incentive Plan* (Incorporated by reference to TransDigm Group Incorporated’s Form 8-K filed November 21, 2008)

10.4 Sixth Supplemental Indenture, dated as of December 16, 2008, among TransDigm Inc., TransDigm Group Incorporated, the guarantors listed on the signature pages thereto and The Bank of New York Trust Company, N.A., as trustee (Incorporated by reference to Form 8-K filed December 18, 2008).

10.5 Supplement No. 6, dated as of December 16, 2008, between Aircraft Parts Corporation and Credit Suisse, as collateral agent and administrative agent, to the Guarantee and Collateral Agreement, dated as of June 23, 2006, among TransDigm Inc., TransDigm Group Incorporated, the subsidiaries of TransDigm Inc. named therein and Credit Suisse, as administrative agent and collateral agent (Incorporated by reference to Form 8-K filed December 18, 2008).

10.6 Joinder Agreement, dated as of December 16, 2008, between Aircraft Parts Corporation and Credit Suisse, as agent (incorporated by reference to Form 8-K filed December 18, 2008).

10.7	Amendment to Employment Agreement dated December 31, 2008 between Christopher Anderson and Avtech Corporation (Incorporated by reference to Form 8-K filed January 2, 2009)
31.1	Certification by Principal Executive Officer of TransDigm Group Incorporated pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification by Principal Financial Officer of TransDigm Group Incorporated pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification by Principal Executive Officer of TransDigm Group Incorporated pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification by Principal Financial Officer of TransDigm Group Incorporated pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Indicates management contract or compensatory plan contract or arrangement

Table of Contents

SIGNATURES

TRANSDIGM GROUP INCORPORATED

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly assigned.

SIGNATURE	TITLE	DATE
/s/ W. Nicholas Howley W. Nicholas Howley	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	February 4, 2009
/s/ Gregory Rufus Gregory Rufus	Chief Financial Officer and Executive Vice President (Principal Financial and Accounting Officer)	February 4, 2009

Table of Contents

EXHIBIT INDEX
TO FORM 10-Q FOR THE PERIOD ENDED DECEMBER 27, 2008

EXHIBIT NO.	DESCRIPTION
3.1	Certificate of Incorporation, filed September 20, 1960, of Aircraft Parts Corporation
3.2	Certificate of Amendment to Certificate of Incorporation, filed November 28, 2001, of Aircraft Parts Corporation
3.3	Certificate of Change, filed March 25, 2005, of Aircraft Parts Corporation
3.4	Bylaws of Aircraft Parts Corporation
10.1	Amended and Restated Employment Agreement, dated October 29, 2008, between Raymond Laubenthal and TransDigm Group Incorporated * (Incorporated by reference to Form 8-K filed October 30, 2008)
10.2	Amended and Restated Employment Agreement, dated October 29, 2008, between Gregory Rufus and TransDigm Group Incorporated * (Incorporated by reference to Form 8-K filed October 30, 2008)
10.3	Form of Option Agreement under 2008 stock incentive program under TransDigm Group Incorporated 2006 Stock Incentive Plan* (Incorporated by reference to TransDigm Group Incorporated's Form 8-K filed November 21, 2008)
10.4	Sixth Supplemental Indenture, dated as of December 16, 2008, among TransDigm Inc., TransDigm Group Incorporated, the guarantors listed on the signature pages thereto and The Bank of New York Trust Company, N.A., as trustee (Incorporated by reference to Form 8-K filed December 18, 2008).
10.5	Supplement No. 6, dated as of December 16, 2008, between Aircraft Parts Corporation and Credit Suisse, as collateral agent and administrative agent, to the Guarantee and Collateral Agreement, dated as of June 23, 2006, among TransDigm Inc., TransDigm Group Incorporated, the subsidiaries of TransDigm Inc. named therein and Credit Suisse, as administrative agent and collateral agent (Incorporated by reference to Form 8-K filed December 18, 2008).
10.6	Joinder Agreement, dated as of December 16, 2008, between Aircraft Parts Corporation and Credit Suisse, as agent (Incorporated by reference to Form 8-K filed December 18, 2008).
10.7	Amendment to Employment Agreement dated December 31, 2008 between Christopher Anderson and Avtech Corporation (Incorporated by reference to Form 8-K filed January 2, 2009)
31.1	Certification by Principal Executive Officer of TransDigm Group Incorporated pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification by Principal Financial Officer of TransDigm Group Incorporated pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification by Principal Executive Officer of TransDigm Group Incorporated pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification by Principal Financial Officer of TransDigm Group Incorporated pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Indicates management contract or compensatory plan contract or arrangement

Certificate of Incorporation of
AIRCRAFT PARTS CORPORATION

(Pursuant to Article Two of the Stock Corporation Law)

We, the undersigned, *desiring to form a corporation pursuant to Article Two of the Stock Corporation Law of the State of New York, do hereby make, subscribe and acknowledge this certificate for that purpose, as follows:—*

FIRST:—The name of the proposed corporation is

AIRCRAFT PARTS CORPORATION

SECOND:—The purposes for which this corporation is formed, are as follows, to wit:—

To buy, sell, exchange and generally to deal in aircraft parts of every nature and description whatsoever.

To take, buy, exchange, lease or otherwise acquire real estate and any interest or right therein, and to hold, own, operate, control, maintain, manage and develop the same and to construct, maintain, alter, manage and control directly or through ownership of stock in any other corporation any and all kinds of buildings, stores, offices, warehouses, mills, shops, factories, machinery and plants, and any and all other structures and erections which may at any time be necessary, useful or advantageous for the purposes of this corporation.

To sell, assign and transfer, convey, lease, or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real and personal property of the corporation wherever situated, and any and all legal and equitable interests therein.

To purchase, sell, lease, manufacture, deal in and deal with every kind of goods, wares and merchandise, and every kind of personal property, including patents and patent rights, chattels, easements, privileges and franchises which may lawfully be purchased, sold, produced or dealt in by corporations formed under Article Two of the Stock Corporation Law of the State of New York.

To purchase, acquire, hold and dispose of the stocks, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor its stocks, bonds or other obligations, and to exercise in respect thereof all the rights, powers and privileges of individual owners, including the right to vote thereon; and to aid in any manner permitted by law any corporation of which any bonds or other securities or evidences of indebtedness or stocks are held by this corporation, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such bonds or other securities or evidence of indebtedness or stock.

The foregoing and following clauses shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred by the laws of the State of New York; and it is hereby expressly provided that the foregoing and following enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation, and that this corporation may do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or objects hereinabove enumerated either alone or in association with other corporations, firms or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

Nothing in this certificate contained, however, shall authorize the corporation to carry on any business or exercise any powers in any state or country which a similar corporation organized under the laws of such state or country could not carry on or exercise, or to engage within or without the State of New York, in the business of a lighting or a transportation corporation, or in the common carrier business or to issue bills, notes or other evidence of debt for circulation as money.

THIRD:—The total number of shares which may be issued by the corporation is Two Hundred (200) all of which shall be without par value.

The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus the aggregate amount of consideration received by the corporation for the issuance of shares without par value, plus such amounts as, from time to time by resolution of the Board of Directors, may be transferred thereto.

FOURTH:—The office of the corporation is to be located in the City of New York, County of Queens, State of New York. The address to which the Secretary of State shall mail a copy of any process against the corporation which may be served upon him pursuant to law is

c/o Topkis & Povman
116-55 Queens Boulevard
Forest Hills 75, New York

FIFTH:—The duration of said corporation shall be perpetual.

SIXTH:—The number of directors shall be not less than three (3) nor more than seven (7).

SEVENTH:—The names and post-office addresses of the directors until the first annual meeting of the stockholders, are as follows:—

Names	***Post Office Addresses***
Sheila Kalmore	116-55 Queens Boulevard Forest Hills 75, New York
Harrison Topkis	116-55 Queens Boulevard Forest Hills 75, New York
Harold M. Hecht	116-55 Queens Boulevard Forest Hills 75, New York

EIGHTH:—The names and post-office addresses of the subscribers of this certificate of incorporation and a statement of the number of shares which each agrees to take in the corporation, are as follows:

Names	***Post Office Addresses***	***Number of Shares***
Sheila Kalmore	116-55 Queens Boulevard Forest Hills 75, New York	(1)
Harrison Topkis	116-55 Queens Boulevard Forest Hills 75, New York	(1)
Harold Hecht	116-55 Queens Boulevard Forest Hills 75, New York	(1)

NINTH:—The Secretary of State is designated as the agent of the corporation upon whom process in any action or proceeding against it may be served.

TENTH:—All of the subscribers of this certificate are of full age, and that at least two-thirds of them are citizens of the United States, and that at least one of them is a resident of the State of New York and at least one of the persons named as a director is a citizen of the United States and a resident of the State of New York.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate this 16th day of September, 1960.

/s/ SHEILA KALMORE *(L. S.)*
SHEILA KALMORE

/s/ HARRISON TOPKIS *(L. S.)*
HARRISON TOPKIS

/s/ HAROLD HECHT *(L. S.)*
HAROLD HECHT

STATE OF NEW YORK,
COUNTY OF QUEENS } *ss.:*

On this 16th day of September 1960, before me personally came Sheila Kalmore, Harrison Topkis and Harold Hecht,

to me known to be the persons described in and who executed the foregoing certificate of incorporation and they thereupon severally duly acknowledged to me that they executed the same.

/s/ MORTON POVMAN
MORTON POVMAN
NOTARY PUBLIC, State of New York
No. 41-8422450
Qualified in Queens County
Term Expires March 30, 1962

Certificate of Incorporation of

AIRCRAFT PARTS CORPORATION

(Pursuant to article 2 of the Stock Corporation Law.)

TOPKIS & POVMAN

Office and Post Office Address
116-55 Queens Boulevard
Forest Hills 75, New York

Exhibit 3.2

Certificate of Amendment of the Certificate of Incorporation of

AIRCRAFT PARTS CORPORATION

under Section 805 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) *The name of the corporation is* AIRCRAFT PARTS CORPORATION

(2) *The certificate of incorporation was filed by the department of state on the 20th day of September 1960.*

(3) *The certificate of incorporation of this corporation is hereby amended to effect the following change*

To increase the capitalization of this corporation from the presently authorized Two Hundred (200) shares without par value to Five Thousand (5000) shares without par value by adding an additional Fourty-Eight Hundred (4800) shares without par value.

Paragraph FOURTH of the certificate which sets forth the capitalization of this corporation is hereby amended to read as follows:

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is Five Thousand (5000) shares without par value.

(4) The amendment to the certificate of incorporation was authorized:

first, by vote of the board of directors,

and then at a meeting of shareholders by vote of a majority of all the outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, *this certificate has been subscribed this day of 19 by the undersigned who affirm(s) that the statements made herein are true under the penalties of perjury.*

Type name	***Capacity in which signed***	***Signature***
ELSIE SHERMAN	Treasurer	/s/ Elsie Sherman

Certificate of Amendment of the Certificate of Incorporation of

AIRCRAFT PARTS CORPORATION

Under Section 805 of the Business Corporation Law

Filed By: Susan A. Flanagan, Esq.

Address: 99 Powerhouse Road
Suite 208
Roslyn Heights, N.Y. 11577

CERTIFICATE OF CHANGE

OF

AIRCRAFT PARTS CORPORATION

UNDER SECTION 805-A OF THE BUSINESS CORPORATION LAW

GE AIRCRAFT ENGINES
ONE NEUMANN WAY
CINCINNATI, OH 45215

CERTIFICATE OF CHANGE
OF
Aircraft Parts Corporation

UNDER SECTION 805-A OF THE BUSINESS CORPORATION LAW

1. The name of the corporation is Aircraft Parts Corporation. It was incorporated under the name Aircraft Parts Corporation.

2. The Certificate of Incorporation of said corporation was filed by the Department of State on the 20th day of September, 1960.

3. The following was authorized by the Board of Directors:

To change the post office address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served on him to: c/o C T Corporation System, 111 Eighth Avenue, New York, N.Y. 10011.

To designate C T CORPORATION SYSTEM, 111 Eighth Avenue, New York, N.Y. 10011 as its registered agent in New York upon whom all process against the corporation may be served.

/s/ James L. Winget
James L. Winget, Secretary
Aircraft Parts Corporation

BY - LAWS

OF

Aircraft Parts Corporation

OFFICES.

1. The principal office of the corporation shall be in the City of New York, County of Queens State of New York.

2. The corporation may also have offices at such other places as the board of directors may from time to time determine or the business of the corporation may require.

MEETINGS OF STOCKHOLDERS.

3. All meetings of the stockholders shall be held at the principal office of the corporation or at such place within the State of New York as the board of directors shall authorize.

4. The annual meeting of the stockholders of the corporation, shall be held on the 3rd day of January at 2:00 o’clock P.M. in each year if not a legal holiday, and, if a legal holiday, then on the next business day following at the same hour, when they shall elect a board of directors and transact such other business as may properly come before the meeting.

5. Written notice of every meeting of stockholders, stating the purpose or purposes for which the meeting is called, the time when and the place within the State of New York where is to be held, shall be served, either personally or by mail, upon each stockholder entitled to vote at

such meeting and upon each stockholder of record who, by reason of any action proposed at such meeting, would be entitled to have his stock appraised if such action were taken, not less than ten nor more than forty days before the meeting. If mailed, such notice shall be directed to a stockholder at his address as it shall appear on the books of the corporation unless he shall have filed with the secretary of the corporation a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request. Notice of all meetings any be waived by any stockholder by written waiver or by personal attendance thereat.

6. Special meetings of the stockholders for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by resolution of the board of directors or by the president; and shall be called by the president or secretary at the request in writing of a majority of the board of directors or at the request in writing by stockholders owning a majority in amount of the capital stock of the corporation issued and outstanding. Such request shall state the purpose or purposes of the proposed meeting. The president may, in his discretion, call a special meeting of stockholders upon ten days' notice.

7. Business transacted at all special meetings shall be confined to the purposes stated in the notice of meeting.

8. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation or by these by-laws.

9. If a quorum shall not be present or represented, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified.

10. When a quorum is present or represented at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the certificate of incorporation or of these by-laws, a different vote is required in which case such express provision shall govern and control the decision of such question.

11. Each stockholder of record having the right to vote shall be entitled at every meeting of the stockholders of the corporation to one vote for each share of stock having voting power standing in the name of such stockholder on the books of the corporation, and such votes may be cast either in person or by written proxy.

12. Every proxy must be executed in writing by the stockholder or by his duly authorized attorney. No proxy shall be valid after the expiration of eleven months from the date of its execution unless it shall have specified therein its duration. Every proxy shall be revocable at the pleasure of the person executing it or of his personal representatives or assigns.

DIRECTORS

13. The board of directors shall consist of not less than 3 nor more than 7 directors, who need not be stockholders of the corporation, all of whom shall be of full age and at least one of whom shall be a citizen of the United States and a resident of the State of New York. They shall be elected at the annual meeting of the stockholders and each director shall be elected to serve for one year and until his successor shall be elected and shall qualify.

14. If the office of any director or directors becomes vacant for any reason, the directors in office may choose a successor or successors who shall hold office for the unexpired term in respect to which such vacancy occurred or until the next election of directors, or any vacancy may be filled by the stockholders at any meeting thereof. Any director may be removed either with or without cause, at any time, by vote of the stockholders at any meeting called for the purpose.

15. The business of this corporation shall be managed by its board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these by-laws required to be exercised or done by the stockholders.

MEETINGS OF THE BOARD

16. The directors may hold their meetings at the office of the corporation, or at such other places, either within or without the State of New York, as they may from time to time determine.

17. Regular meetings of the board may be held without notice at such time and place as shall from time to time be determined by resolution of the board.

18. Special meetings of the board may be called by the president on five days’ notice to each director either personally or by mail or by wire; special meetings shall be called by the president or secretary in a like manner on the written request of two directors. Notice of meeting may be waived by any director by written waiver or by personal attendance thereat.

19. At any meeting at which every member of the board of directors shall be present, though held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

20. At all meetings of the board the presence of a majority of the entire number of directors shall be necessary to constitute a quorum and sufficient for the transaction of business.

21. Any act of a majority present at a meeting, at which there is a quorum, shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation or by these by-laws.

22. If a quorum shall not be present at any meeting of directors the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

WAIVER OF NOTICE.

23. Whenever by statute, the provisions of the certificate of incorporation or these by-laws, the stockholders or the board of directors are authorized to take any action after notice, such notice may be waived, in writing, before or after the holding of the meeting, by the person or persons entitled to such notice, or, in the case of a stockholder, by his attorney thereunto authorized.

24. The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer. Any officer may hold more than one office.

25. The directors, immediately after each annual meeting of stockholders, shall elect from their number a president and shall also choose a vice-president, a secretary and a treasurer who need not be members of the board.

26. The board may appoint such other officers, agents and employees as it shall deem necessary who shall have such authority and shall perform such duties as from time to time shall be prescribed by the board.

27. The salaries of all officers of the corporation shall be fixed by the board of directors.

28. The officers of the corporation shall hold office for one year and until their successors are chosen and qualify in their stead. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the directors. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the board of directors.

THE PRESIDENT.

29. The president shall be the executive officer of the corporation; he shall preside at all meetings of the stockholders and directors; he shall have the management of the business of the corporation and shall see that all orders and resolutions of the board are carried into effect.

VICE-PRESIDENT.

30. The vice-president in the absence or disability of the president shall perform the duties and exercise the powers of the president and shall perform such other duties as the board of directors shall prescribe.

THE SECRETARY.

31. The secretary shall attend all sessions of the board and all meetings of the stockholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall give or cause to be given notice of all meetings of stockholders and special meetings of the board of directors and shall perform such other duties as may be prescribed by the board of directors. He shall keep in safe custody the seal of the corporation and affix it to any instrument when authorized by the board of directors.

THE TREASURER.

32. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. He shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meetings of the board, or whenever they may

require it, an account of all his transactions as treasurer and of the financial condition of the corporation.

33. He shall, if required by the board, give the corporation a bond in such sum or sums and with such surety or sureties as shall be satisfactory to the board, conditioned upon the faithful performance of his duties and for the restoration to the corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession, or under his control belonging to the corporation.

CERTIFICATES OF STOCK.

34. The certificates of stock of the corporation shall be numbered and entered in the books of the corporation as they are issued. They shall exhibit the holder's name and the number of shares and shall be signed by the president or a vice-president and the treasurer or the secretary and shall bear the corporate seal.

LOST CERTIFICATES.

35. The board of directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation, alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the board of directors may, in its discretion and as a condition precedent to the issuance

thereof, require the owner of such lost or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or give the corporation a bond in such sum and with such surety or sureties as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost or destroyed.

TRANSFERS OF STOCK.

36. Upon surrender to the corporation or the transfer agent of the corporation of a certificate of stock duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, and cancel the old certificate; every such transfer of stock shall be entered on the stock book of the corporation which shall be kept at its principal office. No transfer of stock shall be made within ten days next preceding the annual meeting of stockholders.

37. The corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person whether or not it shall have express or other notice thereof, except as expressly provided by the laws of New York.

DIVIDENDS.

38. Dividends upon the capital stock of the corporation, subject to any provisions of the certificate of incorporation relating thereto may be declared by the board of directors at any regular or special meeting, pursuant to law.

39. Before payment of any dividend, there may be set aside out of the net profits of the corporation available for dividends such sum or sums as the directors from time to time in their absolute discretion think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interests of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

SEAL

40. The seal of the corporation shall be as follows: the name of the corporation, the year of its organization and the words “Corporate Seal, New York.” The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto. The seal on any corporate obligation for the payment of money may be a facsimile, engraved or printed.

CHECKS

41. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

FISCAL YEAR

42. The fiscal year shall begin the first day of in each year.

AMENDMENTS

43. These by-laws may be amended, altered or added to by the vote of the Board of Directors of this corporation at any regular meeting of said Board, or at a special meeting of Directors called for that purpose provided a quorum of the Directors as provided by law and by the Certificate of Incorporation, are present at such regular or special meeting. These by-laws, and any amendments thereto and new by-laws added by the directors may be amended, altered or replaced by the stockholders at any annual or special meeting of the stockholders.

Exhibit 31.1

CERTIFICATION

I, W. Nicholas Howley, certify that:

1. I have reviewed this quarterly report on Form 10-Q of TransDigm Group Incorporated;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of TransDigm Group Incorporated's board of directors:

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 4, 2009

/s/ W. Nicholas Howley

Name: W. Nicholas Howley
Title: Chairman of the Board of Directors and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Gregory Rufus, certify that:

1. I have reviewed this quarterly report on Form 10-Q of TransDigm Group Incorporated;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation.

   (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of TransDigm Group Incorporated's board of directors:

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 4, 2009

/s/ Gregory Rufus

Name: Gregory Rufus
Title: Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of TransDigm Group Incorporated (the "Company") for the period ended December 27, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, W. Nicholas Howley, Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer), certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities and Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition of the Company.

Date: February 4, 2009

	/s/ W. Nicholas Howley
Name:	W. Nicholas Howley
Title:	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of TransDigm Group Incorporated (the “Company”) for the period ended December 27, 2008 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Gregory Rufus, Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities and Exchange Act of 1934; and

2. The information contained in the Report fairly presents in all material respects, the financial condition of the Company.

Date: February 4, 2009

	/s/ Gregory Rufus
Name:	Gregory Rufus
Title:	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)