
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of The
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 3, 2010

TransDigm Group Incorporated

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-32833

(Commission File Number)

41-2101738

(IRS Employer Identification No.)

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

44114
(Zip Code)

(216) 706-2960

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants' under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 7.01 Regulation FD Disclosure

TransDigm Group Inc. (the “Company”) has prepared presentation materials (the “Presentation Materials”) that it intends to use on or after November 3, 2010 in presentations to potential lenders in connection with certain planned financing transactions, as described in the Company’s Current Report on Form 8-K, furnished to the Securities and Exchange Commission on October 29, 2010. The Presentation Materials are furnished as Exhibit 99.1 to this Current Report on Form 8-K and are incorporated herein by reference. The Presentation Materials are also posted in the Investor Relations section of the Company’s website, www.transdigm.com.

The information in this Current Report on Form 8-K and in the Presentation Materials shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in filings under the Securities Act of 1933, as amended.

The Presentation Materials contain certain non-GAAP financial information. The reconciliation of such non-GAAP financial information to GAAP financial measures is included in the Presentation Materials. Further, the Presentation Materials contain statements intended as “forward-looking statements,” all of which are subject to the cautionary statement about forward-looking statements set forth therein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Presentation to Public Lenders by TransDigm Group Inc.

SIGNATURES

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 hereunto duly authorized.

TRANSDIGM GROUP INCORPORATED

By: /s/ Gregory Rufus

Gregory Rufus
Executive Vice President, Chief
Financial Officer and Secretary

Date: November 3, 2010

Exhibit Index

**Exhibit
Number**

Description

99.1

Presentation to Public Lenders by TransDigm Group Inc.



\$1,200,000,000

Senior Secured Credit Facilities

Presentation to Public Lenders

November 3, 2010



INNOVATIVE AEROSPACE SOLUTIONS

TRANSDIGM
GROUP INC.

Safe Harbor Statement

This presentation contains forward-looking statements that involve substantial risks and uncertainties. You can identify forward-looking statements by words such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “should,” “will,” “would” or similar words. You should consider these statements carefully because they discuss our plans, targets, strategies, prospects and expectations concerning our business, operating results, financial condition and similar matters. We believe that it is important to communicate our future expectations to our current and potential investors. There will be events in the future, however, that we are not able to predict accurately or control. Our actual results may differ materially from the expectations we describe in our forward-looking statements. Factors or events that could cause our actual results to materially differ may emerge from time to time, and it is not possible for us to accurately predict all of them. You should be aware that the occurrence of any such event could have a material adverse effect on our business, results of operation and financial position. Any forward-looking statement in this presentation speaks only as of the date on which we make it. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Special Notice

This presentation contains certain financial and other information regarding McKechnie Aerospace Holdings, Inc. ("McKechnie"), which TransDigm has agreed to acquire, as discussed in further detail below and in the Company's filings with the SEC. The interim unaudited and year-end audited financial information relating to McKechnie has been prepared without the Company's participation. Further, the other disclosure related to McKechnie contained in this presentation is based on preliminary information, as the acquisition of McKechnie has not yet been consummated. As such, TransDigm can provide you with no assurances as to the accuracy of such financial and other disclosure regarding McKechnie contained in this presentation.

This presentation also sets forth certain pro forma financial information. This pro forma financial information gives effect to the acquisition of McKechnie as well as certain other recently completed acquisitions. Such pro forma information is based on certain assumptions and adjustments and does not purport to present TransDigm's actual results of operations or financial condition had the transactions reflected in such pro forma financial information occurred at the beginning of the relevant period, in the case of income statement information, or at the end of such period, in the case of balance sheet information, nor is it necessarily indicative of the results of operations that may be achieved in the future. In addition, the assumptions underlying certain pro forma financial information related to the acquisition of McKechnie reflects projected cost savings. However, our ability to achieve these cost savings will depend upon the success we have in integrating McKechnie into our business, and we cannot assure you that these cost savings will be realized within the time frames we expect, or at all and we may incur unexpected costs in integrating McKechnie that offset these expected cost savings.

Definitions

- TransDigm EBITDA As Defined – excludes inventory purchase adjustments, non-cash compensation and deferred compensation charges, acquisition integration costs and one-time IPO related costs as defined in TransDigm’s existing credit agreement.
- McKechnie EBITDA - excludes management fees and expenses, unrealized gains and losses on interest rate swaps, foreign exchange gains and losses, and expenses incurred in connection with the sale of the business.
- Pro forma EBITDA As Defined – reflects full year impact of recent TransDigm acquisitions.

Agenda

- Transaction Overview
- TransDigm & McKechnie Overview
- Key Credit Considerations
- Pro Forma Financial Overview
- TransDigm Financial Overview
- McKechnie Financial Overview
- Syndication Overview & Timetable
- Public Q&A

Credit Suisse

TransDigm

Nick Howley, Chief Executive Officer

TransDigm

Nick Howley, Chief Executive Officer

TransDigm

Greg Rufus, Chief Financial Officer

TransDigm

Greg Rufus, Chief Financial Officer

TransDigm

Greg Rufus, Chief Financial Officer

Credit Suisse



Transaction Overview



INNOVATIVE AEROSPACE SOLUTIONS

TRANSDIGM
GROUP INC.

Executive Summary

- TransDigm Inc. (“TransDigm” or the “Company”) intends to raise \$1,980 million in financing (\$1,680 million funded) to support its acquisition of McKechnie Aerospace Holdings, Inc. (“McKechnie” or the “Target”) and refinance a portion of existing debt.

The new financing will consist of:

- \$300 million Revolving Credit Facility
 - \$900 million Term Loan B
 - \$780 million Senior Subordinated Notes
- On September 27th, TransDigm announced its acquisition of McKechnie for \$1,265 million, approximately 12.9x 6/30/10 LTM EBITDA of \$98 million.
 - Proceeds will be used to fund the acquisition, pay associated fees and expenses, refinance a portion of existing debt and to add cash to the balance sheet.
 - TransDigm (NYSE: TDG) is a leading supplier of highly engineered aircraft components for use on nearly all commercial and military aircraft in service today.
 - For the LTM period ended July 3, 2010, the Company generated pro forma Revenue and Pro forma EBITDA As Defined of \$855 million and \$402 million (47.0% EBITDA margin), respectively.
 - McKechnie is a leading supplier of innovative aerospace products for use primarily on commercial transport aircraft.
 - For the LTM period ended June 30, 2010, McKechnie generated Revenues and EBITDA of \$299 million and \$98 million⁽¹⁾ (32.8% EBITDA margin), respectively.
 - TransDigm currently has the following debt outstanding:
 - Existing Term Loan of \$780 million (~1.9x LTM 7/3/10 Pro forma EBITDA As Defined)
 - \$1,000 million of 7.75% Senior Subordinated Notes (total leverage of ~ 4.4x Pro forma LTM EBITDA As Defined)
 - The transaction is expected to close in December 2010.

(1) Before cost synergies of \$4 million.

Sources & Uses and Pro Forma Capitalization

Sources and Uses (As of July 3, 2010)

(\$ in millions)

Sources		Uses	
Revolver ⁽¹⁾	–	McKechnie Purchase Price	\$1,265.0
New Term Loan	900.0	Refinance First Lien Term Loan	280.0
New Senior Sub Notes	780.0	Excess cash to Balance Sheet	84.4
		Transaction expenses ⁽²⁾	50.7
Total sources	\$1,680.0	Total uses	\$1,680.0

(1) New \$300 million Revolving Credit Facility.

(2) Includes OID on New Term Loan and New Revolving Credit Facility.

Pro Forma Capitalization (As of July 3, 2010)

(\$ in millions)

	Actual 7/3/2010	Cum. EBITDA multiple	Pro forma 7/3/2010	Cum. EBITDA multiple	% of Capitalization	Maturity
Cash	\$258.4		\$272.1 ⁽²⁾			
Revolver ⁽¹⁾	–	–	–	–	–	November 2015
First Lien Term Loan	780.0	2.0x	500.0	1.0x	15.7%	June 2013
New Term Loan	–	2.0x	900.0	2.8x	28.3%	November 2016
Total senior secured debt	\$780.0	2.0x	\$1,400.0	2.8x	44.0%	
Senior Sub Notes	1,000.0	4.6x	1,000.0	4.8x	31.4%	July 2014
New Senior Sub Notes	–	4.6x	780.0	6.3x	24.5%	November 2018
Total debt	\$1,780.0	4.6x	\$3,180.0	6.3x	100.0%	
Net Debt to EBITDA		3.9x		5.8x		
LTM Pro forma EBITDA	\$390.0		\$504.2 ⁽³⁾			

(1) Replace existing \$200 million Revolver with new \$300 million Revolving Credit Facility.

(2) Cash balance is net of \$70.6 million consideration for Semco Instruments acquisition.

(3) Pro forma for the Semco Instruments, Dukes Aerospace, McKechnie and other recent acquisitions.



TransDigm & McKechnie Overview



INNOVATIVE AEROSPACE SOLUTIONS

TRANSDIGM
GROUP INC.

Business Overview

BUSINESS 7/3/10⁽¹⁾

(\$ in millions)

	Pro forma TransDigm Standalone	Pro forma TransDigm with McKechnie
Revenue ⁽²⁾ :	\$855	\$1,154
EBITDA As Defined ⁽³⁾ :	\$402	\$504
EBITDA As Defined Margin:	47.0%	43.7%
Formed:	1993	

DISTINGUISHING CHARACTERISTICS

- Highly engineered aerospace components
- Proprietary and sole source products
- Significant aftermarket content
- High free cash flow conversion

(1) Revenue and EBITDA information for pro forma TransDigm Standalone is for the LTM period ending 7/3/10 and includes the full year impact of recent completed acquisitions. EBITDA in this presentation for pro forma TransDigm standalone refers to EBITDA As Defined which excludes inventory purchase adjustments, non-cash compensation and deferred compensation charges, acquisition integration costs and one-time IPO related costs.

(2) Based on TransDigm's pro forma revenue, including the full year impact of recent completed acquisitions, of \$855 million and for Pro forma TransDigm with McKechnie, McKechnie's LTM 6/30/10 revenue of \$299 million.

(3) Based on TransDigm's pro forma standalone EBITDA As Defined (including recently completed acquisitions) of \$402 million and, for Pro forma TransDigm with McKechnie, McKechnie's LTM 6/30/10 EBITDA of \$98 million and \$4 million of projected first year cost savings associated with the McKechnie acquisition.

TransDigm – Diverse Products, Platforms and Markets



Ignition Systems



Pumps



Valves



Motors, Actuators & Controls



Water Faucets & Systems



Quick Disconnects & Couplings



Batteries, Chargers & Power Conditioning



Aircraft Cockpit Security Systems



Composites & Elastomers



Audio Systems



Lighting & Displays



McKechnie – Diverse Products, Platforms and Markets



Approximately 80% of revenue

Approximately 20% of revenue

Latches

- Leading market position in proprietary latches
- Produces over 20,000 types of latches for engine cowlings, nacelles and thrust reversers, as well as interior and exterior access panels, cargo doors and interior stowage bins



Rods

- Leading market position in custom engineered control rods
- Source for high quality, custom engineered, control, structural and system rods



Electromechanical

- Designs and manufactures various electromechanical components, including
 - Blowers
 - Motors
 - Actuators
 - Valves
 - Generators
 - Liquid level sensors
 - Smart systems



Fasteners

- First-choice supplier of specialized engineered fasteners for aircraft airframe and engine applications. Provides
 - Specialty engine fasteners
 - High strength, high temperature nickel alloy specialty engine fasteners
 - Airframe bolts
 - Slotted entry bearings



Brands



Brands



Brands



Brands



McKechnie – Deep Relationships with Premier Blue-Chip Aerospace Customers

- Long-standing relationships with all major aerospace players
 - Routinely selected to serve as design partner for development of new products, creating entrenched positions
 - Balanced portfolio of Airbus and Boeing platforms
 - Well-positioned on new platforms, including Boeing 787 and 747-8 and Airbus A350 and A380

Selected Customers

Commercial	Length of Relationship
 AIRBUS	Over 20 years
 BOEING	Over 40 years
	15 years
 Airbus	Over 15 years
 EUROCOPTER	Over 15 years
	Over 40 years
	~25 years
 Raytheon	~40 years
 Sikorsky	30 years
	Over 25 years

Presence on Key Platforms Across All Market Segments

Commercial	Military	Rotorcraft	Regional jet	Business jet
Narrow-body	Fighter aircraft	Light	ERJ 145	G150 - G650
737	F-35 JSF	Bell 407 / 412	ERJ 170	Challenger 300
A320 Family	F/A-18	Bell 206	ERJ 190	Challenger 600
Wide-body	F-15	Eurocopter	CRJ700	Challenger 850
747	F-16	Medium lift	CRJ900	Falcon 7X
767	Hawk	MH / UH-60	CRJ1000	Falcon 900
777	Transport aircraft	Eurocopter	DHC-8-400	Falcon 2000
787	A400M	UH-1Y	ATR42 / 72	Global Express
A330	C-17	S-92	ARJ21	Learjet Family
A340	C-27J	Heavy lift		Phenom 100 / 300
A350	C-130J	V-22 Osprey		
A380	CN-295	CH-47 / 53		
		Eurocopter		

Based on Management estimates as of 12/31/09.

McKechnie – Latches Overview

Description

- Headquartered in Placentia, CA
- Mission is to remain the industry's first choice in the design and manufacture of quick access latching systems for aircraft
- Utilized for both interior and exterior applications on almost every commercial platform flying today
- Robust and expanding aftermarket business supported by high level of proprietary products and rapid delivery capability
- Provide industry's most rapid response for prototypes and "first to market" concepts
- Offers a portfolio of products to operators and MROs that help reduce stocking and infrastructure requirements, lower costs, as well as simplify logistics

Representative Products



Latches



Hinges



Doors



Safety Security Latch

Selected Platforms



NH90-TTH



Bell 407



B777



B747-8



A320



V-22



Challenger 850



F-35



B787

McKechnie – Rods Overview

Description

- Headquartered in Everett, WA
- Premier supplier of highly engineered solutions and manufacturer of structural components, assemblies of close tolerance metal components and systems, including
 - Rods, struts and tubular components
 - Custom mechanical controls and structural assemblies
- Recognized as a fast source for high quality, custom engineered, control, structural and system rods
- Supplies products on almost every commercial aircraft, regional and business jet, helicopter, military and space program
- Used in various applications including securing engines, floor beams and kitchen galleys, and transferring pilot inputs to control surfaces

Representative Products



Selected Platforms



McKechnie – Electromechanical Overview

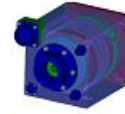
Description

- Headquartered in Wichita, KS
- Efficiently designs and develops custom, high performance rotating equipment and tools
- Premier supplier of custom-engineered AC electrical motors, with over 100 years serving the industrial, commercial and OEM markets
- Patented motor designs are renowned for their high-reliability and resistance to harsh environments
- Unique position as the only battery dedicated distributor and servicing company in the world
- Utilizes numerous strategic locations worldwide to supply batteries and spares, battery servicing equipment, battery-shop training and AOG support

Representative Products



Blowers



Motors



Actuators



Partial Motors



AC Induction Motors

Selected Platforms



Sikorsky UH-60
Blackhawk



Piaggio Avanti



USAF E-4B



C-17



Quest Kodiak RQ



Cessna Citation X



RQ-4B Global



Hawker Beechcraft
King Air

McKechnie – Fasteners Overview

Description

- Headquartered in Sylmar, CA
- Offers a broad line of engine fasteners, airframe bolts, slotted entry bearings used by both major domestic and international airframe companies and military aircraft manufacturers
- Mission is to be the first-choice supplier of specialized and engineered fasteners for airframe applications
- Recognized for its 100% on-time delivery to commit dates
- Renowned for low lead times and low acquisition costs created by its tailored customer service programs
- Strong relationships with more than 100 customers worldwide and well positioned for growth

Representative Products

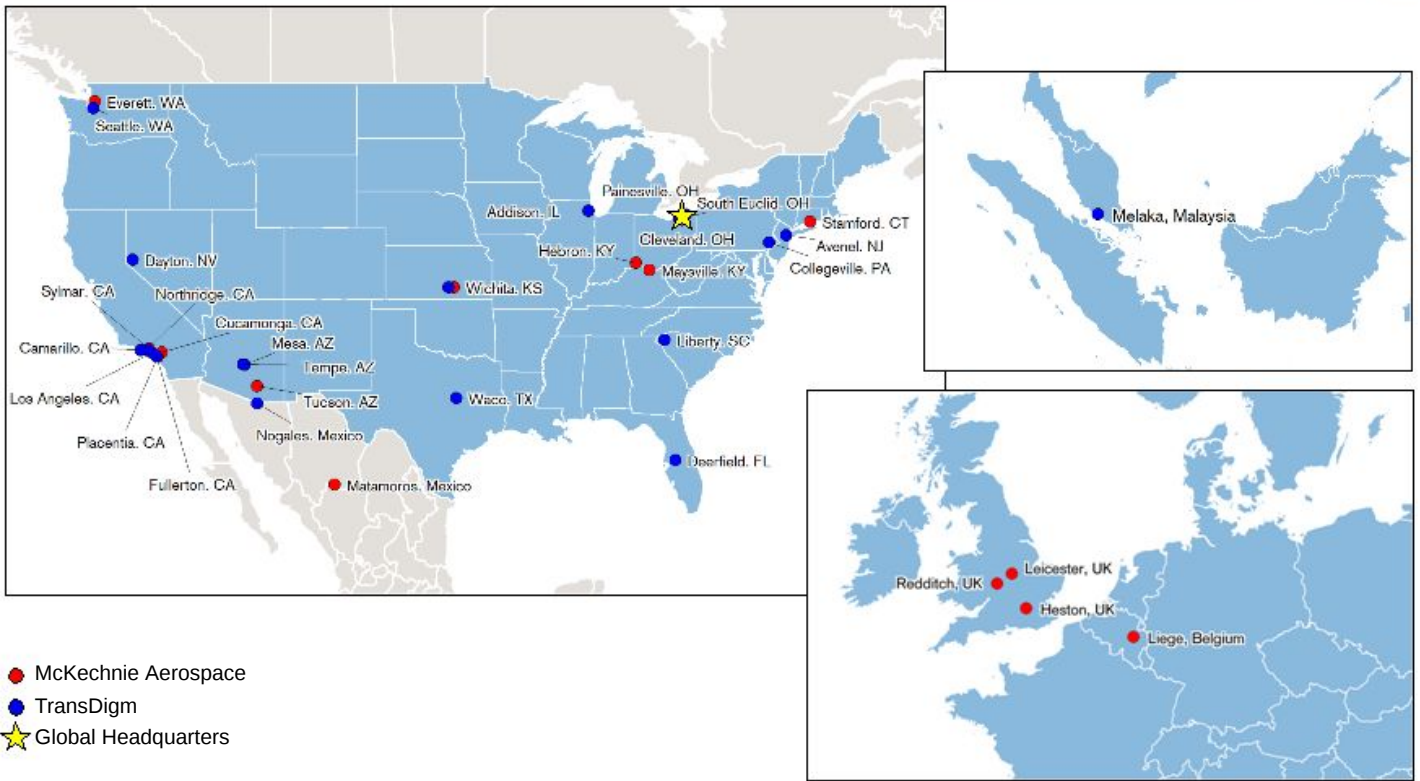
- Airframe fasteners
- Engine fasteners
- Slotted bearings
- Steel bolts and screws, including stainless
- Lockbolts
- Titanium bolts and screws



Selected Platforms



TransDigm & McKechnie – Major Locations





Key Credit Highlights



INNOVATIVE AEROSPACE SOLUTIONS

TRANSDIGM
GROUP INC.

Key Credit Considerations

ATTRACTIVE MARKET POSITION

- Niche market positions
- High margin aftermarket
- Diverse mix
- Favorable long-term industry dynamics

PROVEN OPERATING STRATEGY

- Experienced management team
- Demonstrated value generation
- Proven acquisition / integration

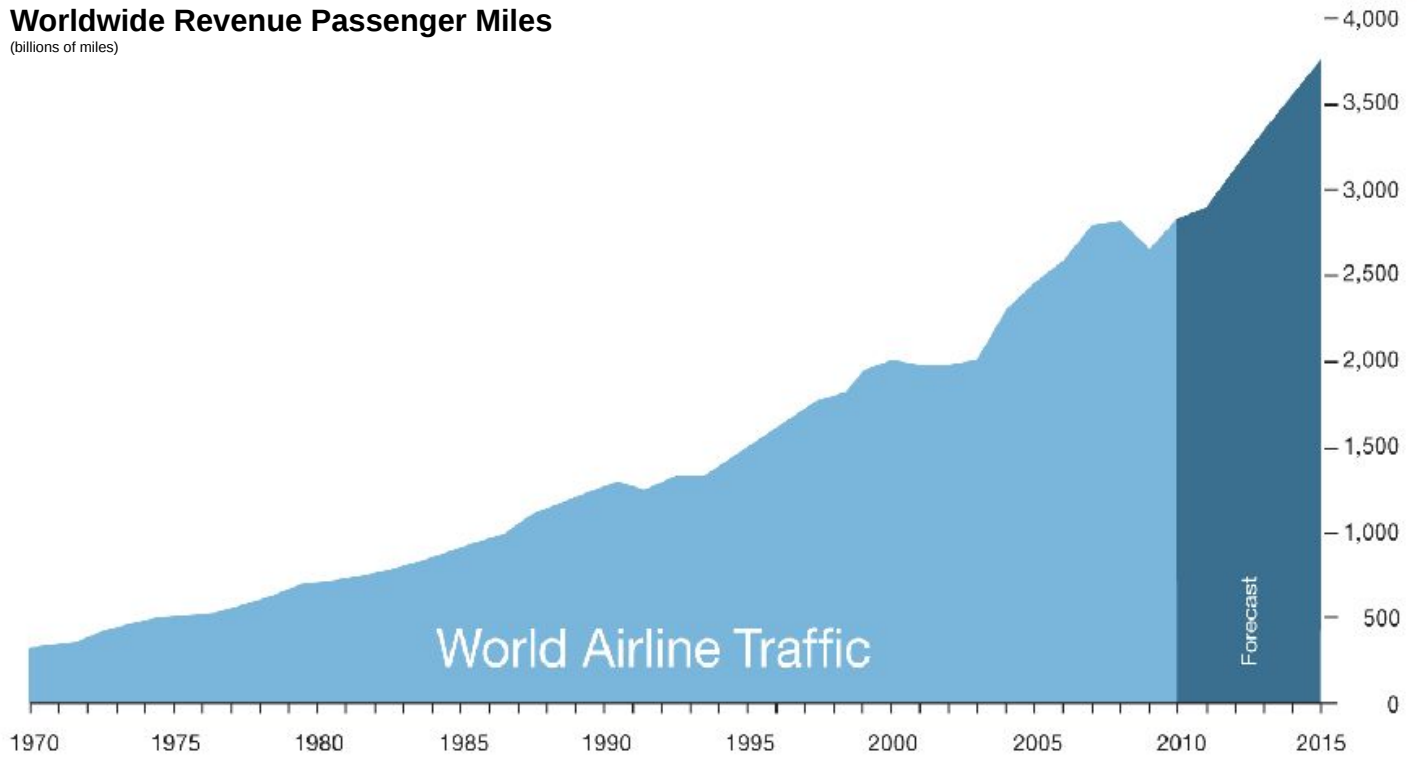
MULTIPLE GROWTH PATHS

- Market growth
- High margins
- Acquisitions
- Low Capex
- Strong free cash flow

Consistent Cash Generation and Long-Term Performance

Steady Growth in Passenger Traffic Drives Stable Aftermarket Sales...

Worldwide Revenue Passenger Miles
(billions of miles)

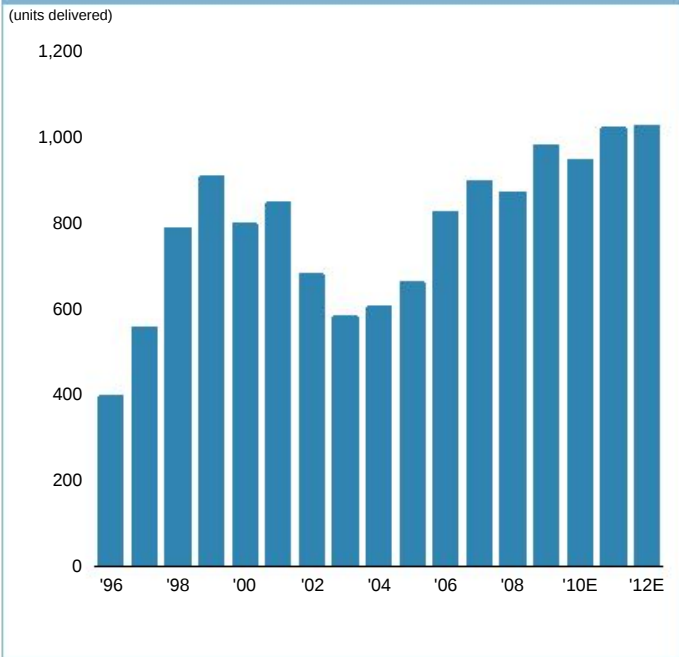


Revenue passenger miles (Billions)

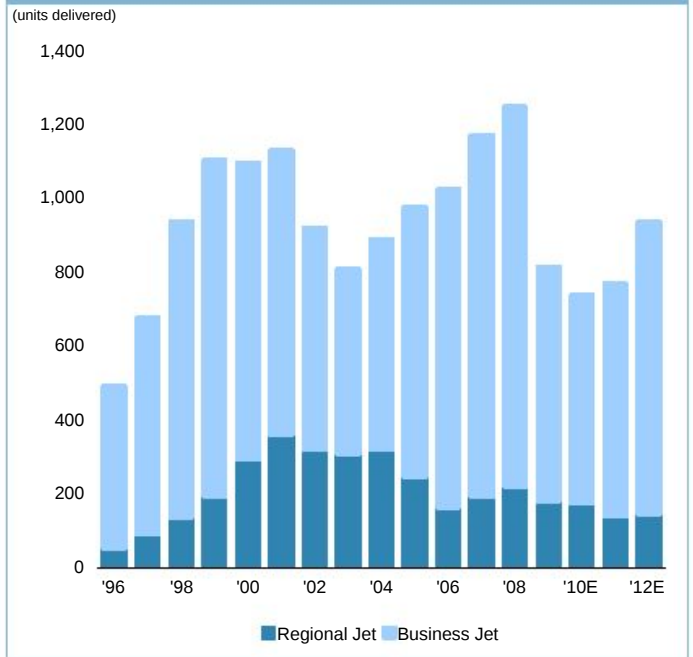
Source: The Airline Monitor

...With OEM Production Rebounding

Commercial Transports



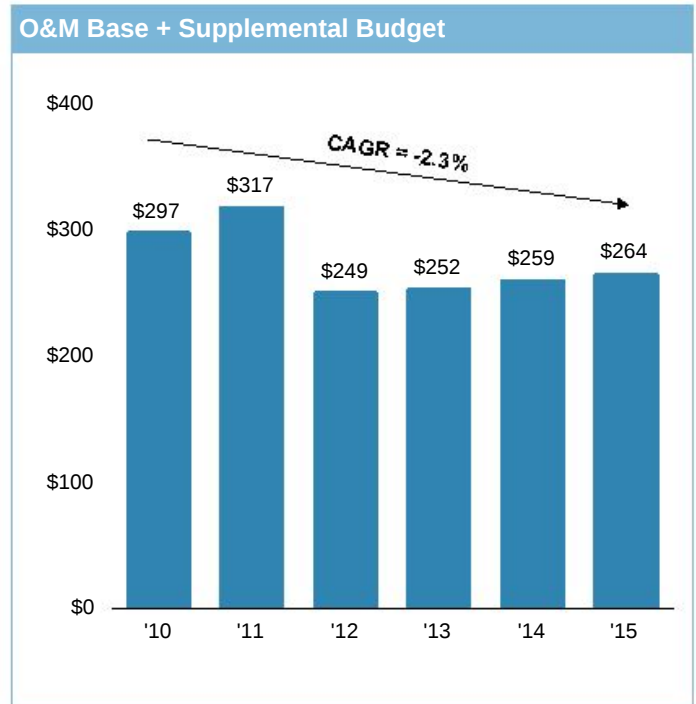
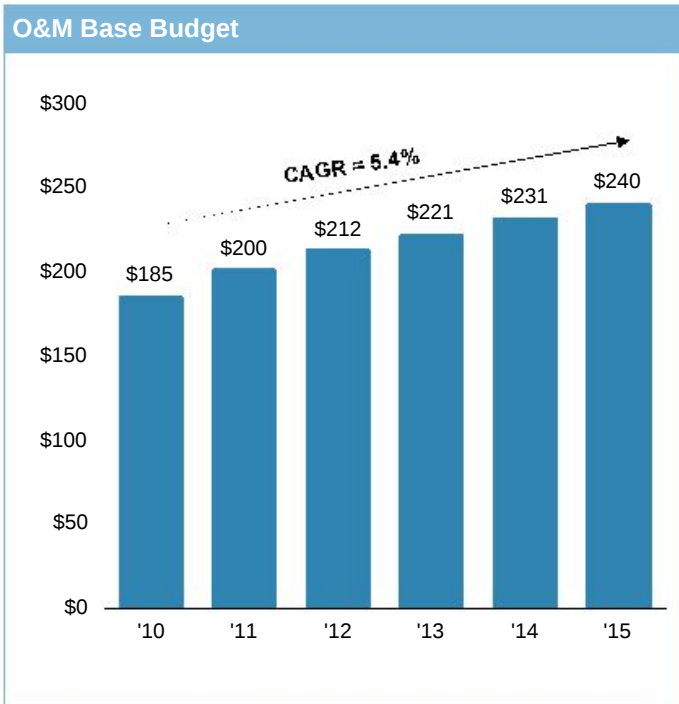
Regional & Business Jets



Source: Wall Street Research / Airline Monitor / Management estimates.

Stable Outlook for Military Spending

(\$ in billions)



Source: U.S. Department of Defense, Wall Street research and Management estimates.

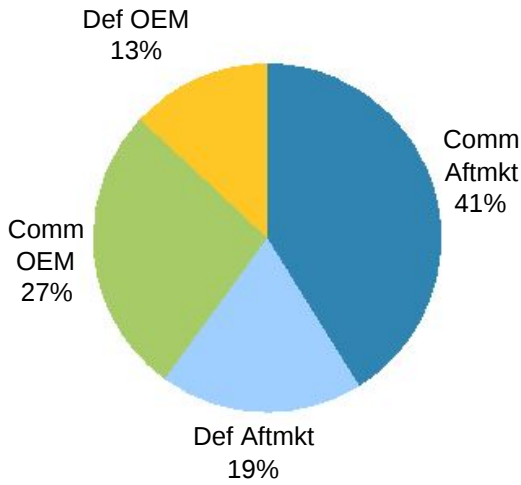
Significant Barriers to Entry



- Selection / Qualification Process
- FAA Certification
- Niche Markets
- Risk / Reward Trade-Off

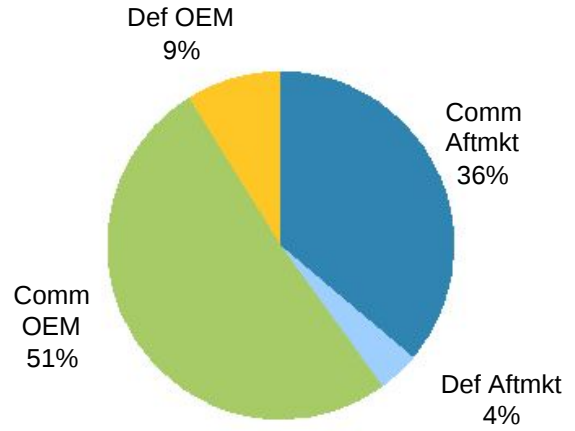
TransDigm and McKechnie – Strong Focus on High-Margin Aftermarket

**TransDigm
NET SALES**



Aftermarket ~60%
OEM ~40%

**McKechnie
NET SALES**



Aftermarket ~40%
OEM ~60%

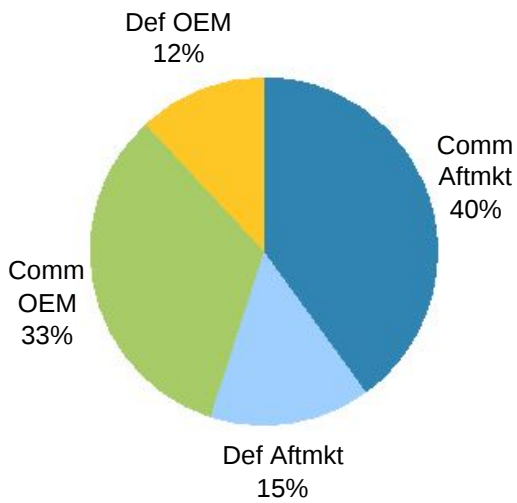
New OEM business and strong aftermarket presence give the Pro forma Company steady revenues from new and existing platforms.

TransDigm: Based on Management estimates for the fiscal year ended 9/30/09.

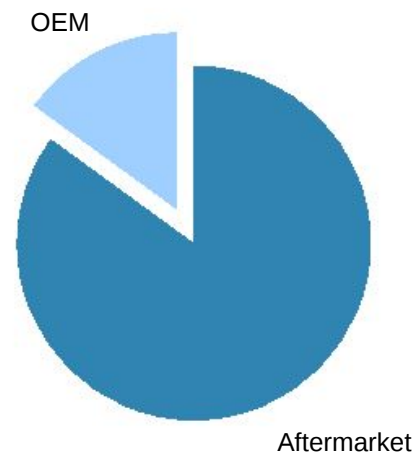
McKechnie: Based on McKechnie financials and TransDigm Management estimates for the fiscal year ended 12/31/09.

Combined Strong Focus on High-Margin Aftermarket

Combined Pro Forma NET SALES



Pro Forma EBITDA As Defined



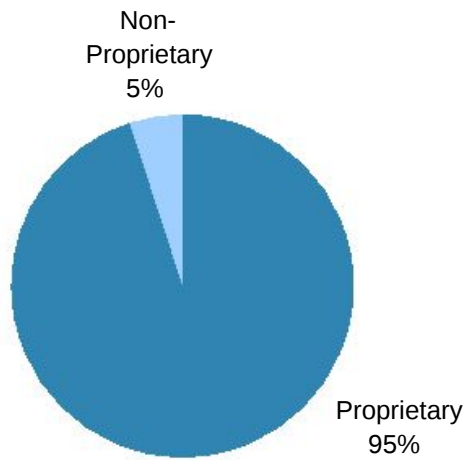
Approximately 55% of pro forma net sales and a much higher percentage of EBITDA As Defined are from the stable, high-margin aftermarket.

TransDigm: Based on Management estimates for the fiscal year ended 9/30/09.

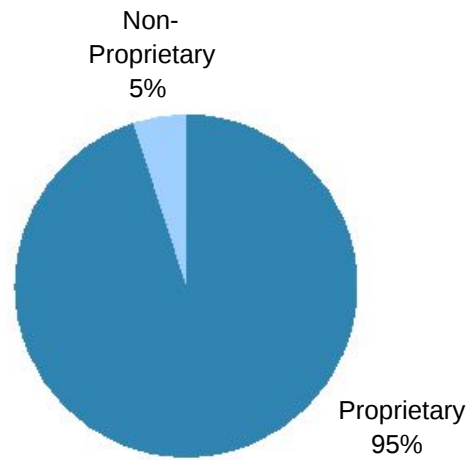
McKechnie: Based on McKechnie financials and TransDigm Management estimates for the fiscal year ended 12/31/09.

Significant Proprietary and Sole Source Revenue Base

**TransDigm
PROPRIETARY SALES**



**McKechnie (w/o Fasteners)
PROPRIETARY SALES**



Proprietary and sole source products represent a significant barrier to entry and a stable, recurring revenue stream.

Based on TransDigm Management estimates of pro forma sales for the fiscal year ended 9/30/09 and McKechnie financials for the fiscal year ended 12/31/09.

Top 10 Platforms – Strong Positions on Diverse and Growing Platforms

TransDigm

B737

C130

B777

A320 Family

B747

CRJ Family

Black Hawk Helicopter

B767

A330/A340

Gulfstream Family



BRITISH AIRWAYS



BOMBARDIER



McKechnie

B737

A320 Family

B777

A330/A340

B747

Gulfstream Family

Black Hawk Helicopter

Raytheon BizJet Family

A380

CRJ Family

TransDigm: Two year average based on Management estimates of pro forma sales for the fiscal years ending 9/30/08 and 9/30/09.

McKechnie: TransDigm Management estimates of pro forma sales for the fiscal year ending 12/31/09.

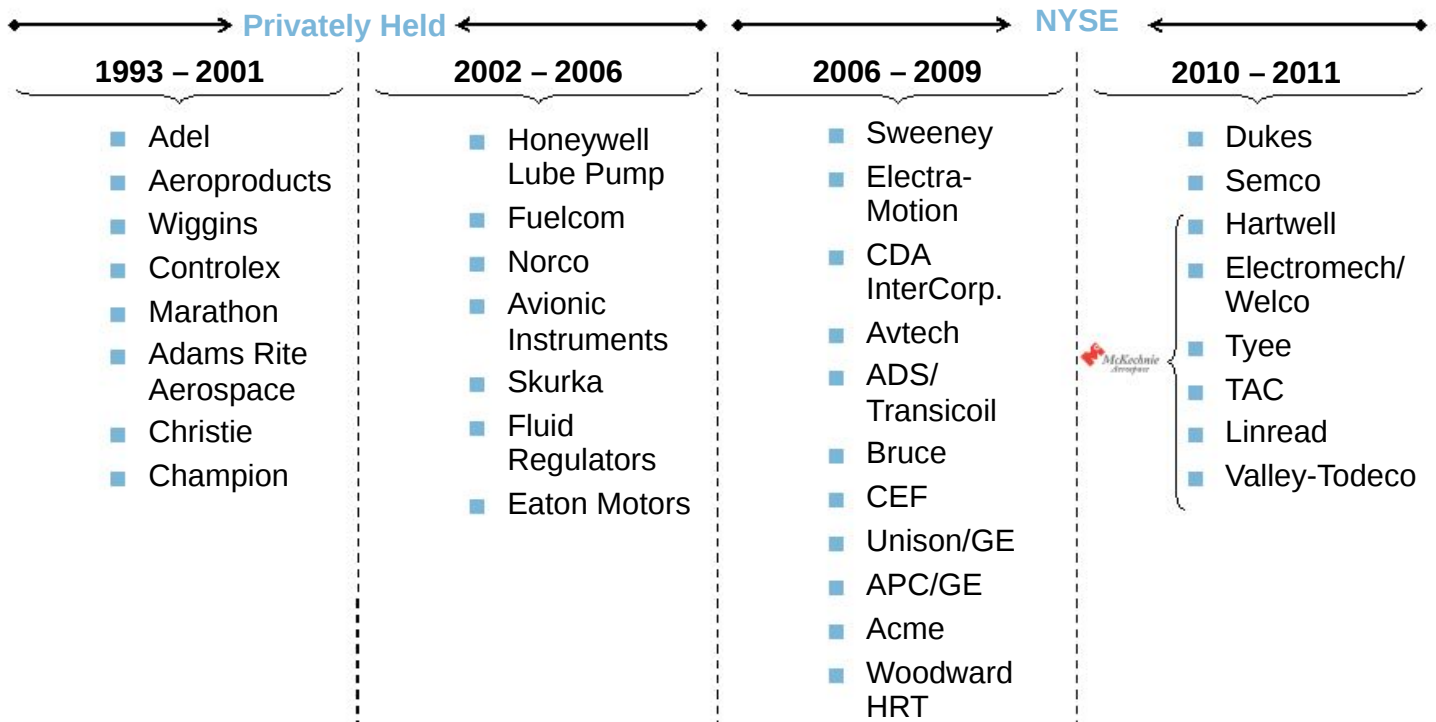
Proven Operating Strategy



3 VALUE DRIVERS

- Profitable new business
- Productivity and cost improvement
- Value-based pricing

Proven Record of Acquisition & Integration



With McKechnie, TransDigm has acquired 34 businesses since 1993, including 19 since its IPO.



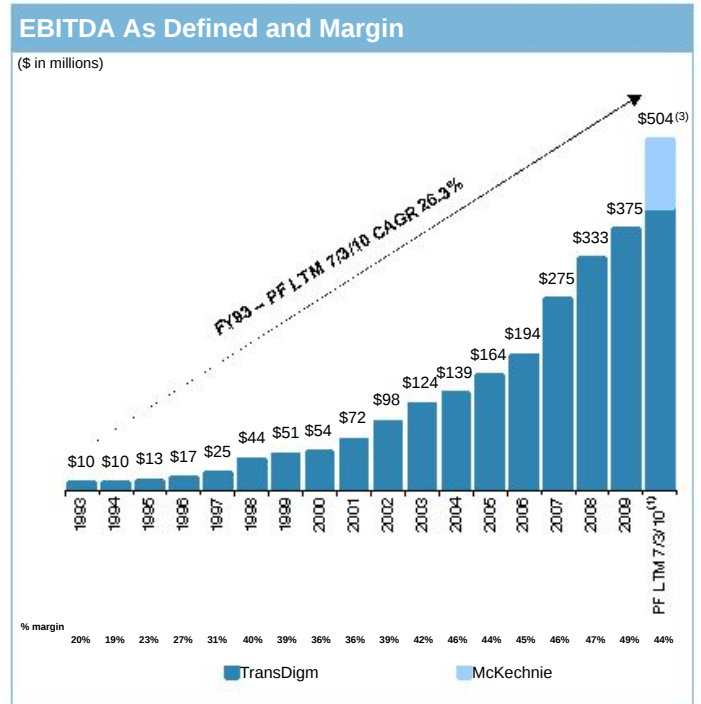
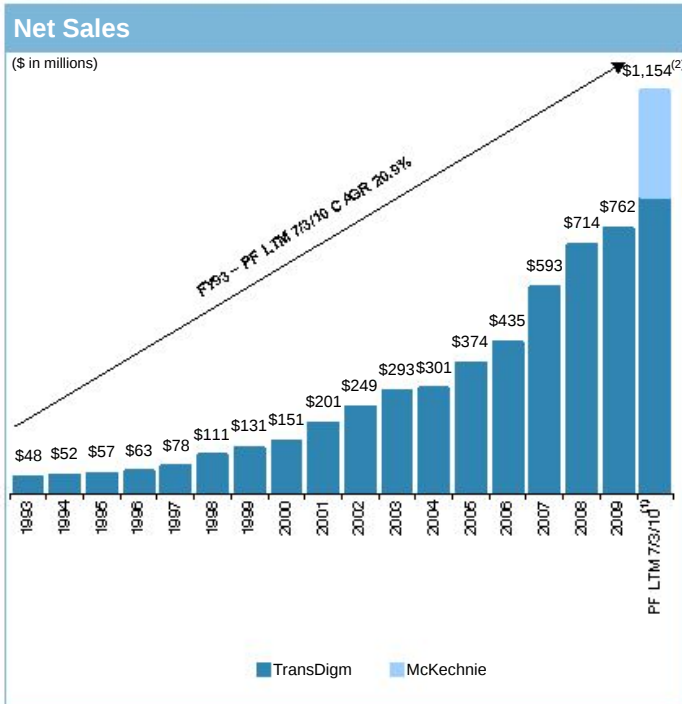
Pro Forma Financial Overview



INNOVATIVE AEROSPACE SOLUTIONS

TRANSDIGM
GROUP INC.

Consistent Historical Growth and Performance

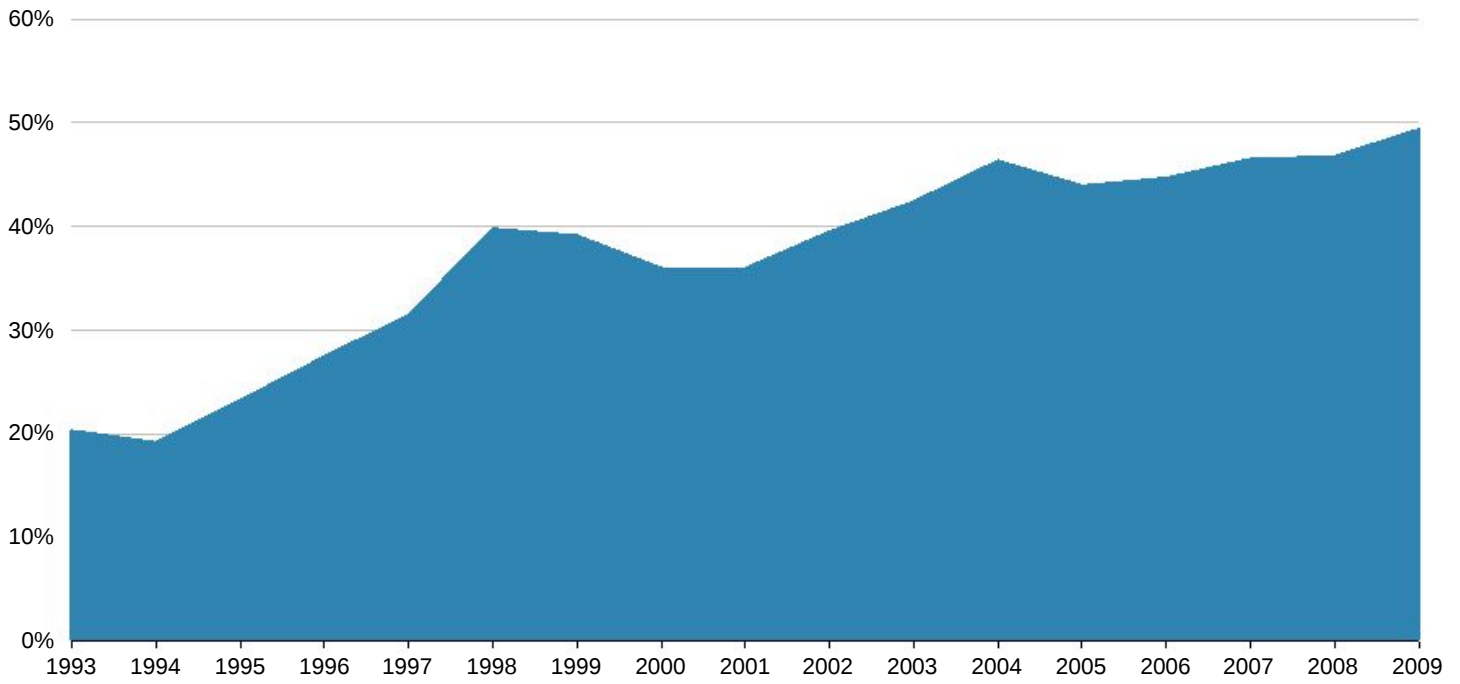


- (1) TransDigm's and McKechnie's fiscal year ends are September 30 and December 31, respectively. FY10 numbers for TransDigm are for the LTM period ending 07/03/10 and McKechnie's are for the LTM period ending 6/30/10.
- (2) Based on TransDigm's pro forma estimated revenue, including the full year impact of recent completed acquisitions of \$855 million and McKechnie's LTM 6/30/10 revenue of \$299 million.
- (3) Based on TransDigm's estimated Pro forma EBITDA As Defined of \$402 million, adjusted for the full year impact of recent completed acquisitions, McKechnie's LTM 6/30/10 EBITDA of \$94 million and \$4 million of projected cost savings associated with the acquisition.

Source: Company materials.

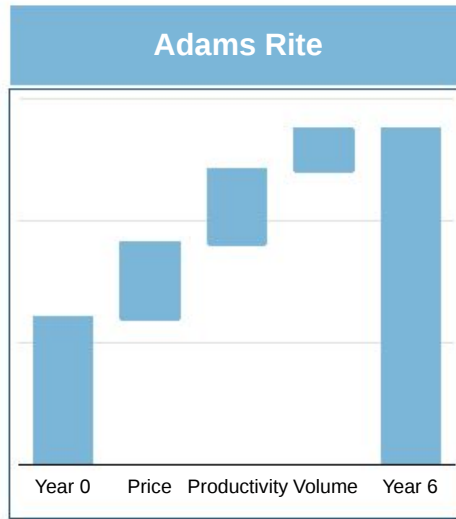
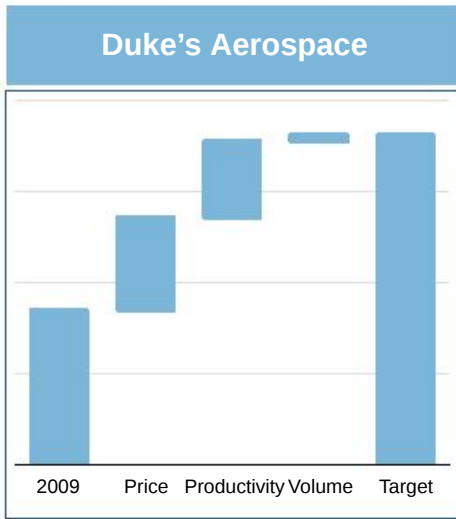
Proven Performance

EBITDA As Defined Margin



Source: Company materials.

Proven Ability to Realize Value

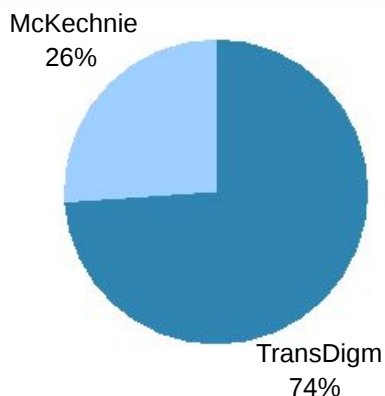


TransDigm has been very successful in realizing EBITDA growth in each of its acquisitions.

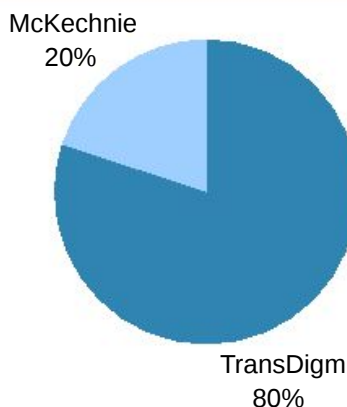
Source: Company materials.

TransDigm & McKechnie – Combined as of LTM 7/3/2010

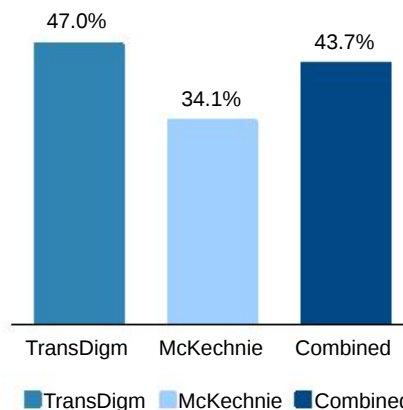
Pro Forma Revenue ⁽¹⁾



Pro Forma EBITDA ⁽²⁾



Pro Forma EBITDA Margin



(\$ in millions)

\$855
\$299

\$1,154

TransDigm
McKechnie
Combined

\$402
\$102

\$504

- (1) Based on TransDigm's 7/3/10 pro forma revenue, including the full year impact of recent completed acquisitions, of \$855 million and McKechnie's LTM 6/30/10 revenue of \$299 million.
- (2) Based on TransDigm's LTM 7/3/10 Pro forma EBITDA As Defined of \$402 million, adjusted for the full year impact of recent completed acquisitions, McKechnie's LTM 6/30/10 EBITDA of \$98 million, including \$4 million of projected first year cost savings associated with the acquisition.

Combined financial metrics continue to be very attractive.

Source: Company materials.

Pro Forma Financial Highlights

(\$ in millions)

	LTM Period Ended July 3, 2010		
	TransDigm Pro forma	McKechnie	Pro forma Combined
Sales	\$855	\$299	\$1,154
Gross Profit Percentage	54.2%	36.8%	51.9%
Income From Operations	\$348	\$61	\$409
Operating Margin	40.7%	20.4%	35.4%
EBITDA As Defined⁽¹⁾	\$402	\$102⁽²⁾	\$504
EBITDA As Defined Margin	47.0%	34.1%	43.7%

Balance Sheet

Total Assets	\$2,628	\$1,095	\$4,209
Total Debt	\$1,780	\$458	\$3,180

(1) EBITDA As Defined is a non-GAAP financial measure presented here as supplemental disclosures to net income and reported results. For a presentation of the most directly comparable GAAP measure and a reconciliation of EBITDA As Defined, please see Pg. 43 and Pg. 46.

(2) Includes \$4 million of projected first year cost savings associated with the acquisition.

Source: Company materials.

Free Cash Flow

(\$ in millions)

	LTM 7/3/10
	Pro forma Combined
EBITDA	\$504.2
Capital Expenditures	(19.5)
Cash Interest Expense	(204.2)
Cash Taxes	(56.5)
Free Cash Flow Before WC	\$224.0
<i>% of EBITDA</i>	<i>44.4%</i>

Source: Company materials.

The Pro forma Company is expected to generate significant free cash flow.



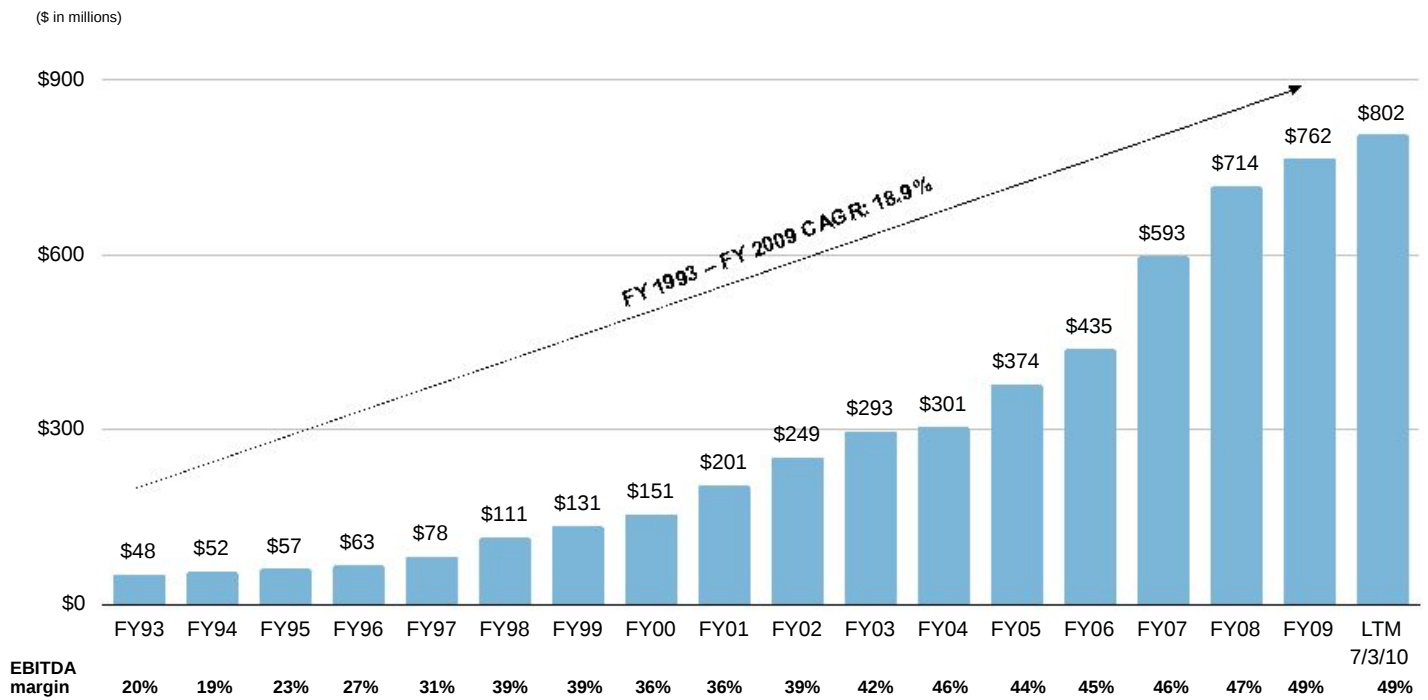
TransDigm Financial Overview



INNOVATIVE AEROSPACE SOLUTIONS

TRANSDIGM
GROUP INC.

Consistent Track Record of Financial Success

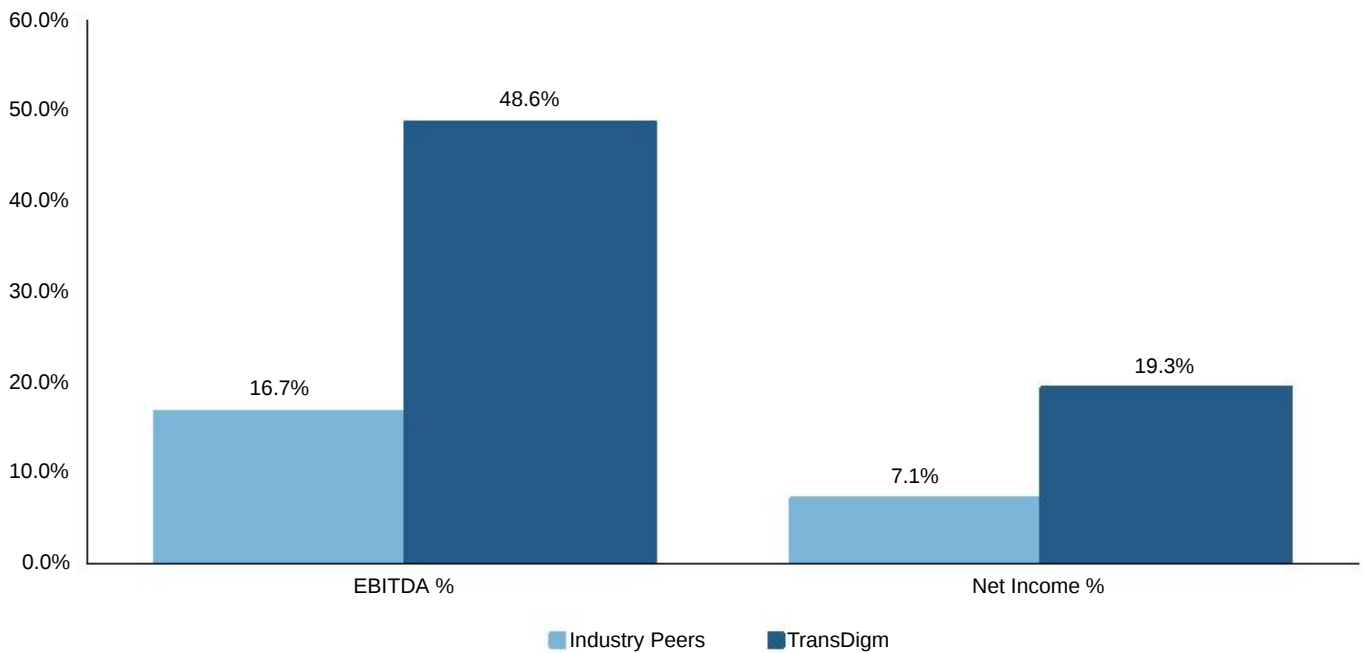


TransDigm's sales have grown every year since its founding.

Source: Company materials.

Industry-Leading Financial Performance

TransDigm's EBITDA and net income margins are at the top of the aerospace sector.



Source: Factset and Company financials.

Note: TransDigm margins as of LTM 7/3/10. Industry Peers average margins as of LTM 6/30/10.

Industry Peers include: AAR, B/E Aerospace, Barnes Group, Curtiss-Wright, Ducommun, Esterline, Goodrich, Heico, Hexcel, Meggitt, Moog, Precision Castparts, Rockwell Collins, Spirit AeroSystems, Triumph Group, and Woodward Governor.

TransDigm Financial Highlights

(\$ in millions)

	Fiscal Year Ended September 30,					LTM 7/3/2010	CAGR 2005-2009
	2005	2006	2007	2008	2009		
Income statement information:							
Net sales	\$374.3	\$435.2	\$592.8	\$713.7	\$761.5	\$801.9	19.4%
Gross profit	\$184.3	\$221.3	\$309.0	\$385.9	\$429.3	\$449.1	23.5%
% Sales	49.2%	50.9%	52.1%	54.1%	56.4%	56.0%	
Selling and administrative expenses	38.9	48.3	62.9	74.6	80.0	91.5	
Amortization of intangibles	7.8	6.2	12.3	12.0	13.9	15.3	
Refinancing costs	–	48.6	–	–	–	–	
Income from operations	\$137.6	\$118.2	\$233.8	\$299.3	\$335.4	\$342.4	24.9%
% Sales	36.8%	27.2%	39.4%	41.9%	44.0%	42.7%	
Net interest expense	80.3	76.8	91.7	92.7	84.4	\$104.7	
Income before income taxes	\$57.3	\$41.4	\$142.1	\$206.6	\$251.0	\$237.6	
Income tax provision	22.6	16.3	53.5	73.5	88.1	83.2	
Net income	\$34.7	\$25.1	\$88.6	\$133.1	\$162.9	\$154.4	47.2%
% Sales	9.3%	5.8%	14.9%	18.6%	21.4%	19.3%	
Other financial information:							
EBITDA As Defined	\$164.2	\$194.4	\$274.7	\$333.1	\$374.7	\$390.0	22.9%
As % of sales	43.9%	44.7%	46.3%	46.7%	49.2%	48.6%	
Capital expenditures	8.0	8.4	10.3	10.9	13.2	13.9	
EBITDA As Defined - CapEx	156.2	186.0	264.4	322.2	361.5	376.1	23.3%
As % of sales	41.7%	42.7%	44.6%	45.1%	47.5%	46.9%	
Balance sheet information:							
Total assets	\$1,427.7	\$1,416.7	\$2,061.1	\$2,255.8	\$2,454.4	\$2,616.0	
Total debt	889.8	925.0	1,357.9	1,357.2	1,356.8	1,780.0	

Source: Company materials.

TransDigm Free Cash Flow

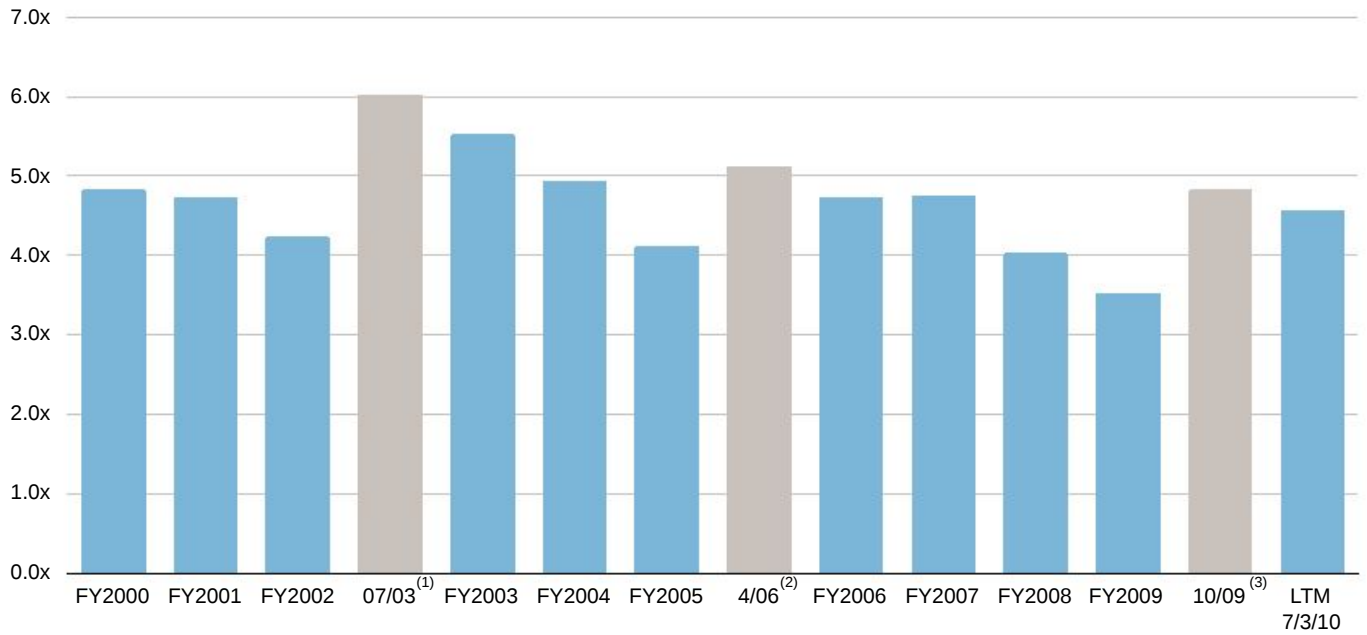
TransDigm standalone generates significant free cash flow.

(\$ in millions)

	Fiscal Year Ending September 30,					LTM
	2005	2006	2007	2008	2009	7/3/2010
EBITDA	\$164.2	\$194.4	\$274.7	\$333.1	\$374.7	\$390.0
CapEx	(8.0)	(8.4)	(10.3)	(10.9)	(13.2)	(13.9)
Cash Interest Expense	(46.0)	(74.9)	(90.7)	(95.1)	(82.2)	(81.1)
Cash Taxes	(19.2)	(8.3)	(18.6)	(39.9)	(75.3)	(59.7)
Free Cash Flow Before WC	\$91.0	\$102.8	\$155.1	\$187.2	\$204.0	\$235.3
<i>% of EBITDA</i>	55.4%	52.9%	56.5%	56.2%	54.4%	60.3%

Source: Company materials.

TransDigm Deleveraging Profile (Total Debt / EBITDA)



Source: Company materials.

- (1) Change of ownership to Warburg Pincus on 7/23/03.
- (2) LTM leverage at recapitalization.
- (3) Recapitalization October 2009.

TransDigm EBITDA As Defined Reconciliation

(\$ in millions)

	Fiscal year ended September 30,					LTM
	2005	2006	2007	2008	2009	7/3/2010
Net income	\$34.7	\$25.1	\$88.6	\$133.1	\$162.9	\$154.4
Add:						
Depreciation and amortization	17.0	16.1	24.0	25.3	27.5	29.7
Interest expense, net	80.3	76.8	91.7	92.7	84.4	104.7
Provision for income taxes	22.6	16.3	53.4	73.5	88.1	83.2
Inv. purchase accounting adjustments ⁽¹⁾	1.5	0.2	6.4	1.9	2.3	5.6
Acquisition integration costs ⁽²⁾	1.3	1.0	2.0	0.4	3.4	4.3
Non-cash comp and deferred comp costs ⁽³⁾	6.7	1.0	5.5	6.2	6.1	6.6
Acquisition transaction related expenses	—	—	—	—	—	1.5
One-time special payments ⁽⁴⁾	—	6.2	—	—	—	—
Acquisition earnout costs ⁽⁵⁾	0.1	0.5	0.8	—	—	—
Refinancing costs ⁽⁶⁾	—	48.6	—	—	—	—
Public offering costs ⁽⁷⁾	—	2.6	1.8	—	—	—
Writedown of certain property for sale	—	—	0.5	—	—	—
EBITDA As Defined	\$164.2	\$194.4	\$274.7	\$333.1	\$374.7	\$390.0

Source: Company materials.

- (1) Represents purchase accounting adjustments to inventory associated with the acquisitions of various businesses and product lines that were charged to cost of sales when the inventory was sold.
- (2) Represents costs incurred to integrate acquired businesses and product lines into TD Group's operations, facility relocation costs and other acquisition-related costs.
- (3) Represents the expenses recognized by the Company under their stock option plans and their deferred compensation plans. The amount reflected above for the fiscal year ended September 30, 2006 includes (i) a reversal of previously recorded amounts charged to expense of \$3.8 million resulting from the termination of two of their deferred compensation plans during such period and (ii) expense recognized by us under a new deferred compensation plan adopted by us during such period.
- (4) Represents the aggregate amount of one-time special bonuses paid on November 10, 2005 to members of management. On November 10, 2005, the Company entered into an amendment to their former senior secured credit facility pursuant to which the lenders thereunder agreed to exclude these one-time special bonus payments from the calculation of EBITDA As Defined.
- (5) Represents the amount recognized for an earnout payment pursuant to the terms of the retention agreement entered into in connection with the acquisition of substantially all of the assets of Skurka Engineering Company in December 2004. Pursuant to the November 10, 2005 amendment to the Company's former senior secured credit facility described above, the lenders thereunder agreed to exclude earnout payments and deferred purchase price payments made in connection with certain permitted acquisitions from the calculation of EBITDA As Defined.
- (6) Represents costs incurred in connection with the refinancing in June 2006, including the premium paid to redeem the Company's 8 3/8% senior subordinated notes of \$25.6 million, the write off of debt issue costs of \$22.9 million, and other expenses of \$0.1 million.
- (7) Represents costs and expenses incurred by TD Group related to the initial public offering in March 2006 or the secondary offering in May 2007.



McKechnie Financial Overview



INNOVATIVE AEROSPACE SOLUTIONS

TRANSDIGM
GROUP INC.

McKechnie Financial Highlights

(\$ in millions)

	Fiscal Year Ended December 31,			LTM 06/30/10	CAGR 2007-2009
	2007	2008	2009		
Income statement information:					
Net sales	\$332.2	\$354.2	\$317.4	\$298.8	(2.3%)
Cost of sales	283.8	228.7	194.4	180.8	
Gross profit	\$48.4	\$125.6	\$123.0	\$118.0	<i>NM</i>
% sales	14.6%	35.5%	38.7%	39.5%	
Selling and administrative expenses	45.4	50.4	47.4	43.2	
Operating income	3.0	75.2	75.6	74.8	
Other income	–	6.4	–	–	
Net interest expense	(53.3)	(70.9)	(24.9)	(39.0)	
Foreign exchange (loss) gain	3.0	12.6	(2.7)	(1.0)	
Income before income taxes	(\$47.3)	\$23.4	\$48.0	\$34.7	<i>NM</i>
% sales	(14.2%)	6.6%	15.1%	11.6%	
Income tax provision	(17.3)	4.0	12.3	8.9	
(Loss) income from discontinued operations	0.3	(0.8)	–	–	
Net income	(\$29.6)	\$18.7	\$35.6	\$25.8	<i>NM</i>
% sales	(8.9%)	5.3%	11.2%	8.6%	
Other financial information:					
EBITDA	\$83.0	\$98.0	\$99.0	\$97.9	9.2%
As % of Sales	25.0%	27.7%	31.2%	32.8%	
Capital expenditures	8.7	5.2	4.9	5.2	
EBITDA - CapEx	74.3	92.8	94.1	92.7	
As % of Sales	22.4%	26.2%	29.7%	31.0%	
Balance sheet information:					
Total assets	\$1,094.5	\$1,084.9	\$1,086.6	\$1,094.8	
Total debt	505.6	478.3	477.1	457.6	

Source: McKechnie financials and Company estimates.

McKechnie EBITDA Reconciliation

(\$ in millions)

	Fiscal Year Ended December 31,			LTM
	2007	2008	2009	6/30/2010
Net Income (loss)	(\$29.6)	\$18.7	\$35.6	\$25.8
Add:				
Loss (income) from discontinued operations	(0.3)	0.8	–	–
Interest expense, net	53.3	70.9	24.9	39.0
Provision for income taxes (benefit)	(17.3)	4.0	12.3	8.9
Less:				
Foreign exchange gain (loss)	3.0	12.6	(2.7)	(1.0)
Other income	–	6.4	–	–
Operating Profit/(Loss)	\$3.0	\$75.2	\$75.6	\$74.8
Add:				
Depreciation and amortization	35.2 ⁽¹⁾	18.3	18.2	18.5
Inv. Purchase accounting adjustments ⁽²⁾	39.8	–	–	–
Acquisition integration costs ⁽³⁾	2.9	–	–	–
Management Service Fee ⁽⁴⁾	1.8	3.0	3.1	2.9
Non-cash comp ⁽⁵⁾	0.3	1.7	1.8	1.7
First year cost synergies				4.4
EBITDA	\$83.0	\$98.2	\$98.6	\$102.3

(1) Includes \$27K of Amortized Intangible Assets

(2) Represents purchase accounting adjustments to inventory associated with the acquisition of McKechnie from Melrose PLC.

(3) Represents costs incurred to integrate McKechnie.

(4) Represents the expenses recognized by McKechnie under the agreement with JLL Partners.

(5) Represents the expenses recognized by McKechnie under their stock option plan.

Source: McKechnie financials and Company estimates.



Syndication Overview & Timetable



INNOVATIVE AEROSPACE SOLUTIONS

TRANSDIGM
GROUP INC.

Preliminary Transaction Timeline

October 2010							November 2010						
Su	Mo	Tu	We	Th	Fr	Sa	Su	Mo	Tu	We	Th	Fr	Sa
					1	2		1	2	3	4	5	6
3	4	5	6	7	8	9	7	8	9	10	11	12	13
10	11	12	13	14	15	16	14	15	16	17	18	19	20
17	18	19	20	21	22	23	21	22	23	24	25	26	27
24	25	26	27	28	29	30	28	29	30				
31													

Key date Holiday

Date	Event
November 3 rd	<ul style="list-style-type: none"> ■ Lenders' Presentation
November 10 th	<ul style="list-style-type: none"> ■ Bank Documentation Distribution
November 19 th	<ul style="list-style-type: none"> ■ Commitments Due from Lenders ■ Comments Due from Lenders on Documentation
November 24 th	<ul style="list-style-type: none"> ■ Closing and Funding

Summary Terms

Borrower:	TransDigm Inc. (the "Company" or the "Borrower", and together with all subsidiaries, the "Credit Group")
Arrangers:	Credit Suisse and UBS (collectively the "Arrangers" and each an "Arranger")
Administrative agent:	Credit Suisse (the "Administrative Agent")
Facilities:	\$300 million Revolving Facility (the "Revolver") ⁽¹⁾ and \$900 million Term Loan (the "Term Loan")
Ratings:	S&P (B+ (Corporate) and BB- (Facility)) and Moody's (B1 (Corporate) and Ba2 (Facility))
Maturities:	2015 (Revolver) and 2016 (Term loan); springing maturity of April 2014 if existing 7.75% Senior Subordinated Notes not refinanced
Interest rate:	L + 375-400 on Revolver and Term Loan
Upfront fee / issue price:	1.0 point on Revolver and 99 on Term Loan
Unused commitment fee :	50 bps (on Revolver); subject to one leveraged based step-down to 37.5 bps
LIBOR floor:	1.5%
Incremental facility:	\$500 million subject to pro forma senior secured leverage of 4.0x and 50 bps of MFN
Term loan amortization:	1% per annum with bullet in final year of maturity
Security and guarantees:	All of the obligations of the Borrower under the Senior Secured Credit Facilities will be unconditionally guaranteed by TransDigm Group Inc. (the "Parent Company"), the Company and by each existing and subsequently acquired or organized material domestic subsidiary of the Company, subject to limited exceptions (the "Subsidiary Guarantors"). The Senior Secured Credit Facilities will be secured by a first priority perfected lien on substantially all of the property and assets (tangible and intangible) of the Parent Company, the Borrower and the Subsidiary Guarantors, including a pledge of 100% of the capital stock of the Borrower and each domestic subsidiary of the Parent Company and the Borrower, and 65% of the stock of each 1st tier material non-U.S. subsidiary of the Parent Company, the Borrower and each Subsidiary Guarantor.
Mandatory prepayments:	50% excess cash flow (subject to leveraged based step-downs); 100% net proceeds of asset sales and insurance and condemnation events; and 100% from the issuance of debt
Affirmative covenants:	Substantially the same as existing facilities
Negative covenants:	Usual for facilities of this type, including limitations on indebtedness, liens, guarantees, mergers and acquisitions (subject to leverage condition TBD), asset sales, restricted payments, transactions with affiliates, and investments
Financial covenants:	(i) Maximum total leverage ratio (ii) Minimum interest coverage ratio

(1) Up to \$125 million will be available in a Letter of Credit Sub Facility.



Public Q&A



INNOVATIVE AEROSPACE SOLUTIONS

TRANSDIGM
GROUP INC.