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

FORM 10-Q

(X)QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED JULY 31, 2000

OR

( )TRANSACTION REPORT PURSUANT TO SECTION 13 OR 15(d) OF

THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ___________ to ___________

Commission file number 1-4604

HEICO CORPORATION
(Exact name of registrant as specified in its charter)

FLORIDA	65-0341002
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
3000 TAFT STREET, HOLLYWOOD, FLORIDA	33021
(Address of principal executive offices)	(Zip Code)

(954) 987-6101
(Registrant's telephone number, including area code)

NOT APPLICABLE
(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 (X)   No ( )

The number of shares outstanding of each of the Registrant's classes of common stock as of August 31, 2000:

Title of Class	Shares Outstanding
Common Stock, $.01 par value	8,472,108
Class A Common Stock, $.01 par value	8,950,754

HEICO CORPORATION

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PART I. Item 1. FINANCIAL INFORMATION
HEICO CORPORATION AND SUBSIDIARIES
CONSOLIDATED CONDENSED BALANCE SHEETS

ASSETS

	July 31, 2000 (Unaudited)	October 31, 1999
Current assets:		
Cash and cash equivalents	$ 2,304,000	$ 6,031,000
Accounts receivable, net	52,241,000	35,326,000
Inventories	51,564,000	45,172,000
Prepaid expenses and other current assets	4,517,000	2,527,000
Deferred income taxes	1,594,000	1,534,000
Total current assets	112,220,000	90,590,000
Property, plant and equipment less accumulated depreciation of $20,095,000 and $18,588,000, respectively	33,824,000	28,336,000
Intangible assets less accumulated amortization of $11,116,000 and $5,911,000, respectively	157,533,000	143,557,000
Unexpended bond proceeds	--	280,000
Long-term investments	4,532,000	3,231,000
Deferred income taxes	--	1,366,000
Other assets	9,232,000	5,803,000
Total assets	$ 317,341,000	$ 273,163,000

LIABILITIES AND SHAREHOLDERS' EQUITY

	July 31, 2000	October 31, 1999
Current liabilities:		
Current maturities of long-term debt	$ 483,000	$ 551,000
Trade accounts payable	10,312,000	11,070,000
Accrued expenses and other current liabilities	18,101,000	15,299,000
Income taxes payable	--	392,000
Total current liabilities	28,896,000	27,312,000
Long-term debt, net of current maturities	96,274,000	72,950,000
Other non-current liabilities	3,894,000	3,590,000
Total liabilities	129,064,000	103,852,000
Minority interest in consolidated subsidiary	32,718,000	30,022,000
Commitments and contingencies (Notes 4, 12 and 14)		
Shareholders' equity:		
Preferred Stock, par value $.01 per share; Authorized - 10,000,000 shares issuable in series; 200,000 designated as Series A Junior Participating Preferred Stock, none issued	--	--
Common Stock, $.01 par value; Authorized - 30,000,000 shares; Issued and outstanding - 8,454,164 and 8,408,821 shares, respectively	85,000	84,000
Class A Common Stock, $.01 par value; Authorized - 30,000,000 shares; Issued and outstanding - 8,948,300 and 8,909,107 shares, respectively (as restated - Note 2)	89,000	73,000
Capital in excess of par value	110,449,000	91,094,000
Accumulated other comprehensive loss	(1,433,000)	(2,235,000)
Retained earnings	47,820,000	52,280,000
	157,010,000	141,296,000
Less: Note receivable from employee savings and investment plan	(1,451,000)	(2,007,000)
Total shareholders' equity	155,559,000	139,289,000
Total liabilities and shareholders' equity	$ 317,341,000	$ 273,163,000

SEE NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS.

HEICO CORPORATION AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS - UNAUDITED

	Nine months ended July 31,		Three months ended July 31,	
	2000	1999	2000	1999
Net sales	$ 155,400,000	$ 96,535,000	$ 53,912,000	$ 35,593,000
Operating costs and expenses:				
Cost of sales	98,184,000	56,944,000	34,233,000	21,114,000
Selling, general and administrative expenses	27,242,000	16,608,000	9,346,000	6,045,000
Total operating costs and expenses	125,426,000	73,552,000	43,579,000	27,159,000
Operating income	29,974,000	22,983,000	10,333,000	8,434,000
Interest expense	(4,272,000)	(1,072,000)	(1,675,000)	(251,000)
Interest and other income	609,000	727,000	274,000	180,000
Income before income taxes and minority interest	26,311,000	22,638,000	8,932,000	8,363,000
Income tax expense	10,130,000	8,263,000	3,383,000	3,112,000
Income before minority interest	16,181,000	14,375,000	5,549,000	5,251,000
Minority interest	2,656,000	2,731,000	828,000	900,000
Net income	$ 13,525,000	$ 11,644,000	$ 4,721,000	$ 4,351,000
Net income per share:				
Basic	$ .78	$ .73	$ .27	$ .25
Diluted	$ .68	$ .61	$ .24	$ .21
Weighted average number of common shares outstanding:				
Basic	17,351,608	15,960,472	17,374,764	17,275,875
Diluted	19,904,387	19,138,627	19,832,663	20,356,266
Cash dividends per share	$ .045	$ .045		

SEE NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS.

HEICO CORPORATION AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS - UNAUDITED

	Nine months ended July 31, 2000	1999
Cash flows from operating activities:		
Net income	$ 13,525,000	$ 11,644,000
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization	6,887,000	4,057,000
Deferred income taxes	1,219,000	(564,000)
Minority interest in consolidated subsidiary	2,656,000	2,731,000
Tax benefit on stock option exercises	1,729,000	1,622,000
Change in assets and liabilities, net of acquisitions:		
(Increase) in accounts receivable	(15,342,000)	(1,063,000)
(Increase) in inventories	(4,594,000)	(8,753,000)
(Increase) in prepaid expenses and other assets	(2,527,000)	(508,000)
(Increase) in unexpended bond proceeds	(102,000)	(118,000)
Increase in trade payables, accrued expenses and other current liabilities	1,823,000	72,000
(Decrease) in income taxes payable	(483,000)	(252,000)
Other	612,000	290,000
Net cash provided by operating activities	5,403,000	9,158,000
Cash flows from investing activities:		
Acquisitions and related costs, net of cash acquired	(23,905,000)	(83,523,000)
Capital expenditures	(7,858,000)	(10,034,000)
Net purchases of available-for-sale investments	--	(2,441,000)
Payment received from employee savings and investment plan note receivable	556,000	491,000
Other	(827,000)	(1,842,000)
Net cash (used in) investing activities	(32,034,000)	(97,349,000)
Cash flows from financing activities:		
Proceeds from Class A Common Stock offering	--	56,187,000
Proceeds from the issuance of long-term debt:		
Proceeds from revolving credit facility	28,000,000	70,500,000
Bond reimbursement proceeds	287,000	513,000
Other	--	836,000
Principal payments on long-term debt	(4,932,000)	(44,017,000)
Proceeds from the exercise of stock options	459,000	530,000
Repurchases of common stock	(105,000)	(105,000)
Cash dividends paid	(846,000)	(708,000)
Additional minority interest investment	40,000	2,827,000
Other	1,000	(247,000)
Net cash provided by financing activities	22,904,000	86,316,000
Net (decrease) in cash and cash equivalents	(3,727,000)	(1,875,000)
Cash and cash equivalents at beginning of year	6,031,000	8,609,000
Cash and cash equivalents at end of period	$ 2,304,000	$ 6,734,000

SEE NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS.

1. The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with the instructions to Form 10-Q and therefore do not include all information and footnotes normally included in annual consolidated financial statements and should be read in conjunction with the financial statements and notes thereto included in the Company's latest Annual Report on Form 10-K for the year ended October 31, 1999. In the opinion of management, the unaudited consolidated condensed financial statements contain all adjustments (consisting of only normal recurring accruals) necessary for a fair presentation of the consolidated condensed balance sheets, statements of operations and cash flows for such interim periods presented. The results of operations for the nine months ended July 31, 2000 are not necessarily indicative of the results which may be expected for the entire fiscal year.

2. In June 2000 the Board of Directors declared a 10% stock dividend on all shares outstanding payable in Class A Common shares. The dividends were paid on July 21, 2000 to shareholders of record July 10, 2000. The 10% dividends were valued based on the closing market price of the Company's Class A stock as of the day prior to the declaration date. All income per share, dividend per share and shares outstanding information has been retroactively restated to reflect the stock dividend.

3. Effective June 1, 2000, the Company, through a subsidiary, acquired substantially all of the assets and certain liabilities of Future Aviation, Inc. (Future) for $14 million in cash paid at closing. The source of the purchase price was proceeds from the Company's Credit Facility. This acquisition has been accounted for using the purchase method of accounting and the results of operations at Future were included in the Company's results effective June 1, 2000. The excess of the purchase price over the fair value of the identifiable net assets acquired was approximately $12 million and is being amortized over 20 years. Had Future been acquired as of the beginning of fiscal 2000, the pro forma consolidated results would not have been materially different from the reported results. Future is engaged in the repair and overhaul of aircraft accessory components principally serving the regional and commuter aircraft market.

In February 2000, the Company, through a subsidiary, acquired selected assets of the former Air-A-Plane Corporation for cash. The purchase price was not significant to the Company's consolidated financial statements.

4. Accounts receivable are composed of the following:

	July 31, 2000	October 31, 1999
Accounts receivable	$ 52,766,000	$ 36,047,000
Less allowance for doubtful accounts	(525,000)	(721,000)
Accounts receivable, net	$ 52,241,000	$ 35,326,000

In May 2000, one of the Company's customers filed for bankruptcy. The bankruptcy proceedings are in the early stages and the ultimate outcome is not certain at this time. The Company is unable to determine what amount, if any, will be uncollectible. Accordingly, no specific provision for loss has been made in the consolidated condensed financial statements. A full loss of the Company's outstanding receivable from this customer would result in a charge of approximately $700,000 to net income.

Accounts receivable and accrued expenses and current liabilities include amounts related to the production of products under fixed-price contracts exceeding terms of one year. Certain of these contracts recognize revenues on the percentage-of-completion method, measured by the percentage of costs incurred to date to estimated total costs for each contract. This method is used because management considers costs incurred to be the best available measure of progress on these contracts. Certain other contracts have revenues recognized on the completed-contract method. This method is used where the Company does not have adequate historical data to ensure that estimates are reasonably dependable.

Contract costs include all direct material and labor costs and those indirect costs related to contract performance, such as indirect labor, supplies, tools, repairs, and depreciation costs. Selling, general, and administrative costs are charged to expense as incurred. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in job performance, job conditions, and estimated profitability, including those arising from contract penalty provisions, and final contract settlements may result in revisions to costs and income and are recognized in the period in which the revisions are determined.

The asset, "Costs and estimated earnings in excess of billings on uncompleted percentage of completion contracts," included in accounts receivable, represents revenues recognized in excess of amounts billed. The liability, "Billings in excess of costs and estimated earnings on uncompleted percentage of completion contracts," included in accrued expenses and other current liabilities, represents billings in excess of revenues recognized. Billings are made based on the completion of certain milestones as provided for in the contracts.

Costs and estimated earnings on uncompleted percentage of completion contracts are as follows:

	July 31, 2000
Costs incurred on uncompleted contracts	$ 4,375,000
Estimated earnings	5,941,000
	10,316,000
Less: Billings to date	(7,911,000)
	$ 2,405,000
Included in accompanying balance sheets under the following captions:	
Accounts receivable	$ 2,539,000
Accrued expensed and other current liabilities	(134,000)
	$ 2,405,000

Costs and estimated earnings in excess of billings and billings in excess of costs and estimated earnings on percentage of completion contracts were not material in fiscal 1999.

5. Inventories are comprised of the following:

	July 31, 2000	October 31, 1999
Finished products	$ 17,073,000	$ 15,401,000
Work in process	12,642,000	12,801,000
Materials, parts, assemblies and supplies	21,849,000	16,970,000
Total inventories	$ 51,564,000	$ 45,172,000

Inventories related to long-term contracts were not significant as of July 31, 2000 and October 31, 1999.

6. Long-term debt consists of:

	July 31, 2000	October 31, 1999
Borrowings under revolving credit facility	$ 90,000,000	$ 66,000,000
Industrial Development Revenue Bonds - Series 1997A	3,000,000	3,000,000
Industrial Development Revenue Bonds - Series 1997C	635,000	995,000
Industrial Development Revenue Refunding Bonds - Series 1988	1,980,000	1,980,000
Equipment loans	1,142,000	1,526,000
	96,757,000	73,501,000
Less current maturities	(483,000)	(551,000)
	$ 96,274,000	$ 72,950,000

Pursuant to the Company's $120 million revolving credit facility, as amended (Credit Facility), funds are available for funding acquisitions, working capital and general corporate requirements on a revolving basis through July 2003. The weighted average interest rate was approximately 7.6% and 6.4% at July 31, 2000 and October 31, 1999, respectively.

In February 2000, the Company entered into an interest rate swap with a bank pursuant to which it exchanged floating rate interest based on three-month LIBOR on a notional principal amount of $30 million for a fixed rate payment obligation of 6.59% for a two-year period ending February 1, 2002. The fixing of the interest rate for this period offsets the Company's exposure to the uncertainty of floating interest rates on a portion of indebtedness under the Credit Facility. The differential paid or received on the interest rate swap will be recognized as an adjustment to interest expense. The bank has the option to call the swap one year after the effective date.

The industrial development revenue bonds represent bonds issued by Broward County, Florida in 1988 (Series 1988 bonds), and bonds issued by Manatee County, Florida in 1997 (Series 1997A and Series 1997C bonds). The Series 1997A and 1997C bonds interest rates were 4.45% and 3.8% at July 31, 2000 and October 31, 1999, respectively. The Series 1988 bonds interest rates were 4.3% and 3.4% at July 31, 2000 and October 31, 1999, respectively.

Equipment loans had interest rates ranging from 9.5% to 10.0% at July 31, 2000 and 8.5% to 9.0% at October 31, 1999.

7. Long-term investments consist of equity securities with an aggregate cost of $6,858,000 as of July 31, 2000 and October 31, 1999. These investments are classified as available-for-sale and stated at a fair value of $4,532,000 and $3,231,000 as of July 31, 2000 and October 31, 1999, respectively. The gross unrealized losses were $2,326,000 and $3,627,000 as of July 31, 2000 and October 31, 1999, respectively. Unrealized gains and losses, net of deferred taxes, are reflected as a component of comprehensive income (see Note 11). There were no realized gains or losses during fiscal 1999 and through the first nine months of fiscal 2000. The investments are classified as long-term to correspond with management's intentions to hold the investments a minimum of one year.

8. New product research and development expenses for the first nine months of fiscal 2000 and 1999, which are included as a component of cost of sales, totaled approximately $1.9 million and $850,000, respectively, in each of the nine-month periods. The expenses for the first nine months of 2000 and 1999 are net of $4.7 million and $5.0 million, respectively, received from Lufthansa pursuant to a research and development cooperation agreement entered into on October 30, 1997. Amounts received from Lufthansa and not used as of July 31, 2000 and 1999 were $1.5 million and $3.1 million, respectively, and are recorded as a component of accrued expenses and other current liabilities in the consolidated condensed balance sheets.

9. The Company's effective tax rate increased from 36.5% in the third quarter 1999 to 38.5% in the third quarter 2000 primarily due to increased state taxes and non-deductible goodwill resulting from acquisitions.

10. Information on operating segments for the nine months and quarter ended July 31, 2000 and 1999, respectively, for the Flight Support Group (FSG) and the Electronics and Ground Support Group (EGSG) are as follows:

	Segments			
	FSG	EGSG	Other, Primarily Corporate	Consolidated Totals
For the nine months ended July 31, 2000:				
Net sales	$ 87,120,000	$ 68,280,000	$ --	$155,400,000
Depreciation and amortization	4,941,000	1,792,000	154,000	6,887,000
Operating income	23,426,000	9,574,000	(3,026,000)	29,974,000
Capital expenditures	6,612,000	1,240,000	6,000	7,858,000
For the nine months ended July 31, 1999:				
Net sales	$ 66,447,000	$ 30,088,000	$ --	$ 96,535,000
Depreciation and amortization	3,257,000	663,000	137,000	4,057,000
Operating income	23,234,000	3,226,000	(3,477,000)	22,983,000
Capital expenditures	9,286,000	731,000	17,000	10,034,000
For the quarter ended July 31, 2000:				
Net sales	$ 29,580,000	$ 24,332,000	$ --	$ 53,912,000
Depreciation and amortization	1,797,000	625,000	52,000	2,474,000
Operating income	7,442,000	3,512,000	(621,000)	10,333,000
Capital expenditures	2,603,000	610,000	5,000	3,218,000
For the quarter ended July 31, 1999:				
Net sales	$ 23,429,000	$ 12,164,000	$ --	$ 35,593,000
Depreciation and amortization	1,266,000	322,000	58,000	1,646,000
Operating income	7,807,000	1,510,000	(883,000)	8,434,000
Capital expenditures	2,925,000	130,000	2,000	3,057,000

Total assets held by the operating segments as of July 31, 2000 and October 31, 1999 are as follows:

	Segments: FSG	Segments: EGSG	Other, Primarily Corporate	Consolidated Totals
As of July 31, 2000	$199,365,000	$108,018,000	$ 9,958,000	$317,341,000
As of October 31, 1999	173,635,000	89,486,000	10,042,000	273,163,000

11. The Company's comprehensive income consists of:

	Nine months ended July 31, 2000	Nine months ended July 31, 1999	Three months ended July 31, 2000	Three months ended July 31, 1999
Net income	$ 13,525,000	$ 11,644,000	$ 4,721,000	$ 4,351,000
Other comprehensive income (loss):				
Unrealized holding gain (loss) on investments	1,300,000	(229,000)	1,442,000	(731,000)
Tax (expense) benefit	(498,000)	104,000	(553,000)	280,000
Comprehensive income	$ 14,327,000	$ 11,519,000	$ 5,610,000	$ 3,900,000

Accumulated other comprehensive loss as of July 31, 2000 and October 31, 1999 includes unrealized (loss) on investments as follows:

	Accumulated Other Comprehensive Loss
Balance, October 31, 1998	$(1,142,000)
Unrealized holding (loss) on investments, net of tax benefit of $721,000	(1,093,000)
Balance, October 31, 1999	(2,235,000)
Unrealized holding gain on investments, net of tax expense of $498,000	802,000
Balance, July 31, 2000	$(1,433,000)

12. In November 1989, HEICO Aerospace Corporation and Jet Avion were named defendants in a complaint filed by United Technologies Corporation (UTC) in the United States District Court for the Southern District of Florida. The complaint, as amended in fiscal 1995, alleged infringement of a patent, misappropriation of trade secrets and unfair competition relating to certain jet engine parts and coatings sold by Jet Avion in competition with Pratt & Whitney, a division of UTC. The Company filed counterclaims against UTC. UTC filed an answer denying the counterclaims.

In March 2000, the Company settled the litigation with UTC. As part of the settlement, the Company received a permanent license to make and sell parts which were the subject of the litigation, and UTC was paid a pre-paid sum for such license. The settlement is not expected to materially affect the Company's earnings or financial condition.

In May 1998, the Company and its HEICO Aerospace Corporation and Jet Avion Corporation subsidiaries were served with a lawsuit by Travelers Casualty & Surety Co., f/k/a the Aetna Casualty and Surety Co. (Travelers). In June 1999, the Travelers lawsuit was dismissed by the federal court based on a lack of jurisdiction. Travelers has appealed the dismissal. The complaint sought reimbursement of legal fees and costs totaling in excess of $15 million paid by Travelers in defending the Company in the above referenced litigation with UTC. In addition, Travelers sought a declaratory judgment that the Company did not and does not have insurance coverage under certain insurance policies with Travelers and accordingly, that Travelers did not have and does not have a duty to defend or indemnify the Company under such policies. Also named as defendants in Travelers' lawsuit are UTC and one of the law firms representing the Company in the UTC litigation.

The Company believes that it has significant counterclaims against Travelers for damages. After taking into consideration legal counsel's evaluation of Travelers' claim, management is of the opinion that the outcome of the Travelers litigation will not have a significant adverse effect on the Company's consolidated financial statements. No provision for gain or loss, if any, has been made in the consolidated condensed financial statements.

The Company is involved in various other legal actions arising in the normal course of business. Based upon the amounts sought by the plaintiffs in these actions, management is of the opinion that the outcome of these other matters will not have a significant effect on the Company's consolidated condensed financial statements.

In January 1999, the Company received notice of a proposed adjustment pursuant to an examination by the Internal Revenue Service of the Company's fiscal 1995 and 1996 tax returns, disallowing the utilization of a $4.6 million capital loss carryforward to offset the gain recognized by the Company in connection with the sale of its health care operations in July 1996. The Company has filed a protest requesting an appeal of such proposed adjustment, which would result in additional taxes of approximately $1.8 million on the gain on the sale of the discontinued health care operations. The outcome of this matter is uncertain; accordingly, no provision for additional taxes, if any, has been made in the consolidated condensed financial statements.

13. In June 1999, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 137, "Accounting for Derivative Instruments and Hedging Activities - Deferral of the Effective Date of FASB Statement No. 133" ("SFAS 137"). SFAS 137 amends FASB Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities" ("SFAS 133") by deferring the effective date of SFAS 133 to fiscal years beginning after June 15, 2000. SFAS 133 establishes accounting and reporting standards requiring that every derivative instrument (including certain derivative instruments embedded in other contracts) be recorded in the balance sheet as either an asset or liability measured at its fair value. SFAS 133 requires that changes in the derivative's fair value be recognized currently in earnings unless specific hedge accounting criteria are met. The Company will adopt SFAS 133 beginning November 1, 2000. The Company has not yet quantified the impact of adopting SFAS 133 on the Company's consolidated financial statements.

In July 2000, the Emerging Issues Task Force ("EITF") issued "Classification in the Statement of Cash Flows of the Income Tax Benefit Realized by a Company upon Employee Exercise of a Non-qualified Stock Option" ("EITF 00-15"). This Issue addresses the cash flow statement presentation of the windfall tax benefit associated with nonqualified stock options. Companies receive an income tax deduction for the difference between the exercise price and the market price of a nonqualified stock option upon exercise by the employee. EITF 00-15 concludes that the income tax benefit realized by the Company upon employee exercise should be classified in the operating section of the cash flow statement. The EITF is effective for all quarters ending after July 20, 2000. The Company adopted EITF 00-15 as of July 31, 2000 and as such has reclassified the income tax benefit realized on stock options into the cash provided by operating activities for both periods presented.

In July 2000, the EITF issued "Recognition and Measurement of Employer Payroll Taxes on Employee Stock-Based Compensation" ("EITF 00-16"). This issue addresses how an entity should account for employer payroll taxes on stock-based compensation under Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and SFAS No. 123, "Accounting for Stock-Based Compensation." That stock-based compensation may be in the form of options to buy the employer entity's stock, restricted stock awards, stock appreciation rights, or other arrangements covered by that literature. This Issue addresses the timing of the recognition by the Company of the employer payroll tax liability and requires that this liability be recognized when the tax obligation is triggered. The Company adopted EITF 00-16 effective July 31, 2000, however, such adoption did not have an effect on the Company's financial position or results of operations.

14. In August 2000, the Company entered into a definitive agreement to sell its Trilectron Industries, Inc. subsidiary to a subsidiary of Illinois Tool Works Inc. for $52,500,000 in cash payable at closing plus assumption of approximately $4.3 million of long-term debt. The transaction, which is subject to customary closing conditions, is expected to be completed within 90 days of the signing of the agreement. The Company anticipates that it will report a net gain of $9 to $11 million after taxes from the transaction.

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

Overview

Our results of operations during the current period and the same period in the prior fiscal year have been affected by a number of significant transactions. This discussion of our financial condition and results of operations should be read in conjunction with our Consolidated Condensed Financial Statements and Notes thereto included herein.

Our Flight Support Group (FSG) consists of HEICO Aerospace Holdings Corp. and its subsidiaries; HEICO Aerospace Corporation, Jet Avion Corporation (Jet Avion), LPI Industries Corporation (LPI), Aircraft Technology, Inc. (ATI), Northwings Accessories Corp. (Northwings), McClain International, Inc. (McClain), Associated Composite, Inc. (ACI), Rogers-Dierks, Inc. (Rogers-Dierks) acquired December 1998, Air Radio & Instruments Corp. (Air Radio) acquired May 1999, Turbine Kinetics, Inc. (Turbine) acquired June 1999, Thermal Structures, Inc. (Thermal) acquired June 1999 and Future Aviation, Inc. (Future) acquired June 2000.

Our Electronics & Ground Support Group (EGSG) consists of HEICO Aviation Products Corp. and its subsidiaries; Trilectron Industries, Inc. (Trilectron), Radiant Power Corp. (Radiant) acquired January 1999, Leader Tech, Inc. (Leader Tech) acquired May 1999, and Santa Barbara Infrared, Inc. (SBIR) acquired September 1999.

In February 2000, the Company, through Trilectron, acquired selected assets of the former Air-A-Plane Corporation for cash. The purchase price was not significant to the Company's consolidated financial statements.

Effective June 1, 2000, the Company, through a subsidiary, acquired substantially all of the assets and certain liabilities of Future for $14 million in cash paid at closing. The source of the purchase price was proceeds from the Company's Credit Facility. This acquisition has been accounted for using the purchase method of accounting and the results of operations of Future were included in the Company's results effective June 1, 2000. Had Future been acquired as of the beginning of fiscal 2000, the pro forma consolidated results would not have been materially different from the reported results.

In February 2000, the Company entered into an interest rate swap with a bank pursuant to which it exchanged floating rate interest based on three-month LIBOR on a notional principal amount of $30 million for a fixed rate payment obligation of 6.59% for a two-year period ending February 1, 2002. The fixing of the interest rate for this period offsets the Company's exposure to the uncertainty of floating interest rates on a portion of indebtedness under the Credit Facility. The differential paid or received on the interest rate swap will be recognized as an adjustment to interest expense. The bank has the option to call the swap one year after the effective date.

In March 2000, the Company settled its litigation with United Technologies Corporation (UTC) discussed in Note 12 to the consolidated financial statements. As part of the settlement, the Company received a permanent license to make and sell parts which were the subject of the litigation, and UTC was paid a pre-paid sum for such license. The settlement is not expected to materially affect the Company's earnings or financial condition.

In May 2000, one of our customers filed for bankruptcy. This customer contributed sales of approximately $2 million in the first nine months of fiscal year 2000, substantially all occurring prior to the bankruptcy filing. The ultimate outcome of the bankruptcy proceedings is not certain at this time and the Company is unable to determine what amount, if any, will be uncollectible. Accordingly, no specific provision for loss has been made in the consolidated condensed financial statements. A full loss of the Company's outstanding receivable from this customer would result in a charge of approximately $700,000 to net income.

In June 2000, the Board of Directors declared a 10% stock dividend on all shares outstanding payable in Class A Common shares. The dividends were paid on July 21, 2000 to shareholders of record July 10, 2000. The 10% dividends were valued based on the closing market price of the Company's Class A stock as of the day prior to the declaration date. All income per share, dividend per share and shares outstanding information has been retroactively restated to reflect the stock dividend.

Results of Operations

For the periods indicated, the following table sets forth net sales by operating segment and the percentage of net sales represented by the respective items in the Company's Consolidated Condensed Statements of Operations.

	Nine months ended July 31,		Three months ended July 31,	
	2000	1999	2000	1999
	(Dollar amounts in thousands)			
Net sales				
FSG	$ 87,120	$ 66,447	$ 29,580	$ 23,429
EGSG	68,280	30,088	24,332	12,164
	$ 155,400	$ 96,535	$ 53,912	$ 35,593
Net sales	100.0%	100.0%	100.0%	100.0%
Gross profit	36.8%	41.0%	36.5%	40.7%
Selling, general and administrative expenses	17.5%	17.2%	17.3%	17.0%
Operating income	19.3%	23.8%	19.2%	23.7%
Interest expense	2.7%	1.1%	3.1%	0.7%
Interest and other income	0.4%	0.8%	0.5%	0.5%
Income tax expense	6.5%	8.6%	6.3%	8.7%
Minority interest	1.7%	2.8%	1.5%	2.5%
Net income	8.7%	12.1%	8.8%	12.2%

Comparison of First Nine Months of 2000 to First Nine Months of 1999

Net Sales

Net sales for the first nine months of 2000 totaled $155.4 million, up 61% when compared to the first nine months of 1999 net sales of $96.5 million.

The increase in sales for the first nine months of 2000 reflects an increase of $20.7 million (a 31% increase) to $87.1 million in revenues from the FSG and an increase of $38.2 million (a 127% increase) to $68.3 million in revenues from the EGSG. The FSG sales increase represents revenues of $14.3 million from newly-acquired businesses (Air Radio, Thermal and Future). The balance of $6.4 million reflects increases in sales of new products and services, including newly developed and acquired FAA-approved jet engine replacement parts. The EGSG sales increase reflects $23.2 million from internal growth and $15.0 from acquired businesses (Radiant, Leader Tech and SBIR). The internal growth in the EGSG is primarily attributed to sales of new products and increased market penetration.

Gross Profits and Operating Expenses

The Company's gross profit margins averaged 36.8% for the first nine months of 2000 as compared to 41.0% for the first nine months of 1999. This decrease reflects lower margins within the FSG contributed by certain acquired businesses, softness in demand for our higher margin replacement parts, less favorable product mix, higher new product research and development expenses, and the benefit realized in fiscal 1999 from favorable pricing under certain contracts. Lower gross margins in the FSG were partially offset by increased margins in the EGSG resulting primarily from higher gross profit margins contributed by the acquired businesses. Cost of sales amounts for the first nine months of 2000 and first nine months of 1999 include approximately $1,900,000 and $850,000 of new product research and development expenses, respectively. These amounts are net of $4.7 million and $5.0 million received from Lufthansa in the first nine months of 2000 and 1999, respectively. Pursuant to the research and development agreement with Lufthansa, a total of $1.5 million remained available to reimburse new product research and development expenses at July 31, 2000. Accordingly, total new product research and development expense is likely to increase by approximately $1.3 million for the full fiscal 2000.

Selling, general and administrative (SG&A) expenses increased $10.6 million to $27.2 million for the first nine months of 2000 from $16.6 million for the first nine months of 1999. The increase results primarily from the inclusion of SG&A expenses of acquired companies, including additional goodwill amortization, and increases in both operating segments related to internal sales growth. As a percentage of net sales, SG&A expenses increased to 17.5% for the first nine months of 2000 compared to 17.2% for the first nine months of 1999 primarily resulting from higher selling costs in the FSG associated with expanding product lines and higher goodwill amortization resulting from acquired businesses partially offset by lower corporate expenses.

Operating Income

Operating income increased $7.0 million to $30.0 million (a 30% increase) for the first nine months of 2000 from $23.0 million for the first nine months of 1999. The increase in operating income reflects an increase of $6.4 million from $3.2 million to $9.6 million in the Company's EGSG and an increase of $200,000 from $23.2 million to $23.4 million in the Company's FSG. The increases in operating income were due primarily to increases in sales in the EGSG and FSG, and higher gross profit margins in the EGSG offset by lower margins and higher selling costs in the FSG discussed above.

As a percentage of net sales, operating income decreased from 23.8% in the first nine months of 1999 to 19.3% in the first nine months of 2000 primarily reflecting lower gross profit margins within the FSG and the increase in SG&A expenses as a percentage of net sales discussed above. The FSG's operating income as a percentage of net sales declined from 35.0% in the first nine months of 1999 to 26.9% in the first nine months of 2000 due to lower gross profit margins, higher selling costs and higher goodwill amortization discussed above. The EGSG's operating income as a percentage of net sales improved from 10.7% in the first nine months of 1999 to 14.0% in the first nine months of 2000. This improvement reflects higher gross margins contributed by acquired businesses.

Interest Expense

Interest expense increased $3,200,000 to $4,272,000 from the first nine months of 1999 to the first nine months of 2000. The increase was principally due to increased outstanding debt balances during the period related to borrowings under the Company's Credit Facility used principally to finance the Company's acquisitions in the second half of fiscal 1999 and during fiscal 2000.

Interest and Other Income

Interest and other income decreased $118,000 to $609,000 from the first nine months of 1999 to the first nine months of 2000. The decrease in invested funds is principally caused by cash that was used for acquisitions.

Minority Interest

Minority interest represents the 20% minority interest held by Lufthansa.

Net income

The Company's net income totaled $13.5 million, or $.68 per diluted share, in the first nine months of 2000, improving 16% from net income of $11.6 million, or $.61 per diluted share, in the first nine months of 1999.

The improvement in net income for the first nine months of 2000 over the first nine months of 1999 is primarily attributable to the increased operating income discussed above. The increase was partially offset by the aforementioned higher interest costs, as well as an increase in the Company's effective tax rate. The Company's effective tax rate increased from 36.5% for the first nine months of 1999 to 38.5% in the first nine months of 2000 primarily due to increased state taxes and non-deductible goodwill resulting from acquisitions.

Cash earnings per share or net income per diluted share before goodwill amortization (adjusted for the after tax impact of goodwill) increased 22% to $.83 in the first nine months of fiscal year 2000 from $.68 in the first nine months of fiscal year 1999.

Comparison of Third Quarter 2000 to Third Quarter 1999

Net Sales

Net sales for the third quarter 2000 totaled $53.9 million, up 51% when compared to the third quarter 1999 net sales of $35.6 million.

The increase in third quarter 2000 sales reflects an increase of $6.2 million (a 26% increase) to $29.6 million in revenues from the FSG and an increase of $12.2 million (a 100% increase) to $24.3 million in revenues from the EGSG. The FSG sales increase represents revenues of $4.9 million from newly-acquired businesses (Thermal and Future). The balance of $1.3 million reflects increases in sales of new products and services, including newly developed and acquired FAA-approved jet engine replacement parts. The EGSG sales increase reflects $8.5 million from internal growth and $3.7 from acquired businesses (Leader Tech and SBIR). The internal growth in the EGSG is primarily attributed to sales of new products and increased market penetration.

Gross Profits and Operating Expenses

The Company's gross profit margins averaged 36.5% for the third quarter 2000 as compared to 40.7% for the third quarter 1999. This decrease reflects lower margins within the FSG contributed by certain acquired businesses, softness in demand for our higher margin replacement parts, less favorable product mix, higher new product research and development expenses, and the benefit realized in fiscal 1999 from favorable pricing under certain contracts. Lower gross margins in the FSG were partially offset by increased margins in the EGSG resulting primarily from higher gross profit margins contributed by the acquired businesses. Cost of sales amounts for the third quarter 2000 and third quarter 1999 include approximately $600,000 and $300,000, respectively, of new product research and development expenses. Each of these amounts are net of $1.7 million received from Lufthansa in both the third quarters of 2000 and 1999.

Selling, general and administrative (SG&A) expenses increased $3.3 million to $9.3 million for the third quarter 2000 from $6.0 million for the third quarter 1999. The increase results primarily from the inclusion of SG&A expenses of acquired companies, including additional goodwill amortization, and increases in both operating segments related to internal sales growth. As a percentage of net sales, SG&A expenses increased to 17.3% for the third quarter 2000 compared to 17.0% for the third quarter 1999 primarily resulting from higher selling costs in the FSG associated with expanding product lines and higher goodwill amortization partially offset by lower corporate expenses.

Operating Income

Operating income increased $1.9 million to $10.3 million (a 23% increase) for the third quarter 2000 from $8.4 million for the third quarter 1999. The increase in operating income reflects an increase of $2.0 million from $1.5 million to $3.5 million in the Company's EGSG offset by a decrease of $400,000 from $7.8 million to $7.4 million in the Company's FSG. The overall increase in operating income was due primarily to increases in sales and higher gross profit margins in the EGSG offset by lower margins and higher selling costs in the FSG discussed above.

As a percentage of net sales, operating income decreased from 23.7% in the third quarter 1999 to 19.2% in the third quarter 2000 primarily reflecting lower gross profit margins within the FSG and the increase in SG&A expenses as a percentage of net sales discussed above. The FSG's operating income as a percentage of net sales declined from 33.3% in the third quarter 1999 to 25.2% in the third quarter 2000 due to lower gross profit margins, higher selling costs, and higher goodwill amortization discussed above. The EGSG's operating income as a percentage of net sales improved from 12.4% in the third quarter 1999 to 14.4% in the third quarter 2000. This improvement reflects higher gross margins contributed by acquired businesses.

Interest Expense

Interest expense increased $1,424,000 to $1,675,000 from the third quarter 1999 to the third quarter 2000. The increase was principally due to increased outstanding debt balances during the period related to borrowings on the Company's Credit Facility used principally to finance the Company's acquisitions in fiscal 1999.

Interest and Other Income

Interest and other income increased $94,000 to $274,000 from the third quarter 1999 to the third quarter 2000 due principally to the increase in invested funds.

Minority Interest

Minority interest represents the 20% minority interest held by Lufthansa.

Net income

The Company's net income totaled $4.7 million, or $.24 per diluted share, in the third quarter 2000, improving 8.5% from net income of $4.4 million, or $0.21 per diluted share, in the third quarter 1999.

The improvement in net income for the third quarter 2000 over the third quarter 1999 is primarily attributable to the increased operating income discussed above. The increase was partially offset by an increase in the Company's effective tax rate. The Company's effective tax rate increased from 37.2% in the third quarter 1999 to 37.9% in the third quarter 2000 primarily due to increased state taxes and non-deductible goodwill resulting from acquisitions.

While net income for the third quarter 2000 increased over the third quarter 1999, a continued weakness in certain segments of the aviation aftermarket industry currently being experienced by the Company could result in the Company's fourth quarter 2000 net income being flat or down slightly from the fourth quarter 1999.

Cash earnings per share or net income per diluted share before goodwill amortization (adjusted for the after tax impact of goodwill) increased 21% to $.29 per share in the third quarter of fiscal year 2000 from $.24 per share in the third quarter of fiscal year 1999.

Inflation

The Company has generally experienced increases in its costs of labor, materials and services consistent with overall rates of inflation. The impact of such increases on the Company's net income has been generally minimized by efforts to lower costs through manufacturing efficiencies and cost reductions.

Liquidity and Capital Resources

The Company generates cash primarily from operating activities and financing activities, including borrowings under long-term credit agreements.

Principal uses of cash by the Company include payments of interest and principal on debt, acquisitions, capital expenditures and increases in working capital.

The Company believes that operating cash flow and available borrowings under the Company's Credit Facility will be sufficient to fund cash requirements for the foreseeable future.

Operating Activities

The Company's cash flow from operations was $5.4 million for the first nine months of 2000, principally reflecting net income of $13.5 million, adjustments for depreciation and amortization and minority interest of $6.9 million and $2.7 million, respectively, tax benefit on stock option exercises of $1.7 million offset by an increase in net operating assets of $20.6 million. The increase in net operating assets primarily resulted from an increase in accounts receivable reflecting sales growth, extended payment terms under certain EGSG contracts and an increase in inventories to meet higher production requirements.

Investing Activities

The principal cash used in investing activities in the first nine months of 2000 was cash used for payments for acquisitions and related costs totaling $23.9 million and capital expenditures, which totaled $7.9 million primarily representing the construction of a new facility and purchases of machinery and equipment.

Financing Activities

The Company's principal financing activities during the first nine months of 2000 included net proceeds of $24.0 million from the Company's Credit Facility.

New Accounting Standards

In June 1999, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 137, "Accounting for Derivative Instruments and Hedging Activities - Deferral of the Effective Date of FASB Statement No. 133" ("SFAS 137"). SFAS 137 amends FASB Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities" ("SFAS 133") by deferring the effective date of SFAS 133 to fiscal years beginning after June 15, 2000. SFAS 133 establishes accounting and reporting standards requiring that every derivative instrument (including certain derivative instruments embedded in other contracts) be recorded in the balance sheet as either an asset or liability measured at its fair value. SFAS 133 requires that changes in the derivative's fair value be recognized currently in earnings unless specific hedge accounting criteria are met. The Company will adopt SFAS 133 beginning November 1, 2000. The Company has not yet quantified the impact of adopting SFAS 133 on the Company's consolidated financial statements.

In July 2000, the Emerging Issues Task Force ("EITF") issued "Classification in the Statement of Cash Flows of the Income Tax Benefit Realized by a Company upon Employee Exercise of a Non-qualified Stock Option" ("EITF 00-15"). This Issue addresses the cash flow statement presentation of the windfall tax benefit associated with nonqualified stock options. Companies receive an income tax deduction for the difference between the exercise price and the market price of a nonqualified stock option upon exercise by the employee. EITF 00-15 concludes that the income tax benefit realized by the Company upon employee exercise should be classified in the operating section of the cash flow statement. The EITF is effective for all quarters ending after July 20, 2000. The Company adopted EITF 00-15 as of July 31, 2000 and as such has reclassified the income tax benefit realized on stock options into the cash provided by operating activities for both periods presented.

In July 2000, the EITF issued "Recognition and Measurement of Employer Payroll Taxes on Employee Stock-Based Compensation" ("EITF 00-16"). This issue addresses how an entity should account for employer payroll taxes on stock-based compensation under Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and SFAS No. 123, "Accounting for Stock-Based Compensation." That stock-based compensation may be in the form of options to buy the employer entity's stock, restricted stock awards, stock appreciation rights, or other arrangements covered by that literature. This Issue addresses the timing of the recognition by the Company of the employer payroll tax liability and requires that this liability be recognized when the tax obligation is triggered. The Company adopted EITF 00-16 effective July 31, 2000, however, such adoption did not have an effect on the Company's financial position or results of operations.

Subsequent Event

In August 2000, the Company entered into a definitive agreement to sell its Trilectron Industries, Inc. subsidiary to a subsidiary of Illinois Tool Works Inc. for $52,500,000 in cash payable at closing plus assumption of approximately $4.3 million of long-term debt. The transaction, which is subject to customary closing conditions, is expected to be completed within 90 days of the signing of the agreement. The Company anticipates that it will report a net gain of $9 to $11 million after taxes from the transaction.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

The primary market risk to which the Company has exposure is interest rate risk. Changes in interest rates can affect the Company's net income and cash flows. In order to manage interest rate risk, in February 2000, the Company entered into an interest rate swap with a bank pursuant to which it exchanged floating rate interest based on three-month LIBOR on a notional principal amount of $30 million for a fixed rate payment obligation of 6.59% for a two-year period ending February 1, 2002. This allows the Company to reduce the effects (positive or negative) of interest rate changes on operations. This financial instrument carries a number of risks, including a risk of non-performance on the part of the counterparty and a risk that the financial instrument will not function as expected. This risk is mitigated by entering into the agreement with a financial institution with investment grade credit rating.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

There have been no material developments in previously reported litigation involving the Company and its subsidiaries except as discussed in Note 12 to the consolidated condensed financial statements.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

10.1 Third Amendment, dated as of June 23, 2000, to Credit Agreement among HEICO Corporation and SunTrust Bank (formerly known as SunTrust Bank, South Florida, N.A.) as agent dated as of July 31, 1998.

27 Financial data schedule.

(b) There were no reports on Form 8-K filed during the three months ended July 31, 2000.

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 thereunto duly authorized.

HEICO CORPORATION
(Registrant)

September 8, 2000	By: /S/ THOMAS S. IRWIN
Date	Thomas S. Irwin, Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

EXHIBIT INDEX

EXHIBIT	DESCRIPTION
10.1	Third Amendment, dated as of June 23, 2000, to Credit Agreement among HEICO Corporation and SunTrust Bank (formerly known as SunTrust Bank, South Florida, N.A.) as agent dated as of July 31, 1998.
27	Financial data schedule.

EXHIBIT 10.1

AMENDMENT NO. 3 TO CREDIT AGREEMENT

This AMENDMENT NO. 3 TO CREDIT AGREEMENT (the "Amendment") is made and entered as of the 23rd day of June, 2000, by and among HEICO CORPORATION, a Florida corporation (together with its successors and permitted assigns, "Borrower"), the lenders which are or may in the future be listed on the signature pages to the Credit Agreement (as hereinafter defined), as amended, and hereto (together with their successors and permitted assigns, individually a "Lender" and collectively, the "Lenders"), and SUNTRUST BANK (formerly known as SunTrust Bank, South Florida, National Association), as agent for the Lenders (together with any successor agent appointed pursuant to the provisions of the Credit Agreement, the "Agent").

BACKGROUND

The Borrower, the Lenders and the Agent are parties to a Credit Agreement dated as of July 30, 1998, as amended by Amendment No. 1 to Credit Agreement, dated as of July 30, 1998, and as further amended by Amendment No. 2 to Credit Agreement, dated as of May 12, 1999 (the "Credit Agreement"); the Lenders listed on the signature pages hereto other than SunTrust Bank (formerly known as SunTrust Bank, South Florida, National Association) ("SunTrust") became Lenders and parties to the Credit Agreement pursuant to Assignment And Acceptance Agreements, each dated October 7, 1998, between SunTrust and such respective Lenders; and

The Borrower has requested, and the Lenders have determined, by unanimous decision of all of the Lenders signatory hereto, to extend the Revolving Credit Termination Date for one (1) additional year on the terms and conditions set forth in the Credit Agreement, as amended hereby; and all of the parties now desire to amend the Credit Agreement and to set forth the terms of such consent as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, covenants, and conditions herein, Borrower, the Lenders, and Agent agree as follows:

1. The Definition of "Revolving Credit Termination Date" under Section 1.1 (Defined Terms) of the Credit Agreement shall be amended to provide in its entirety as follows:

> "Revolving Credit Termination Date" means July 30, 2003 (or such later date as may be agreed to by the Lenders) or, if such day is not a Business Day, the next succeeding Business Day, or such earlier date on which all amounts outstanding hereunder and under the Revolving Credit Notes shall be due and payable pursuant to the terms hereof.

2. The definition of "Guarantors" under Section 1.1 (Defined Terms) of the Credit Agreement shall be amended to provide in its entirety as follows:

> "Guarantor(s)" means individually and collectively, all present and all hereafter acquired or formed direct or indirect Subsidiaries of the Borrower, with the current Subsidiaries set forth on Schedule 1 hereto. As each new entity becomes a Subsidiary, the Borrower agrees that Schedule 1 will be deemed automatically amended without further action to include such entity, provided, however, the failure to include an entity on such schedule shall not affect the status of an entity as a Subsidiary or Guarantor. All Guarantors jointly and severally guarantee the payment, collection and performance of all of the Obligations.

3. Continuing Full Force and Effect of Credit Agreement. Except as amended by this Amendment, the Credit Agreement remains in full force and effect, without change, modification or amendment thereto.

4. Counterparts; Faxed Signatures; Effective Date. This Amendment may be executed in multiple counterparts, and by facsimile transmission of signed counterparts, in any number, each of which shall be deemed an original, no one of which need contain all of the signatures of the parties, and as many of such counterparts as shall together contain all of the signatures of the parties shall be deemed to constitute one and the same instrument. A set of the counterparts of this Amendment signed by all parties hereto shall be lodged with Agent. This Amendment shall become effective upon receipt by Agent of original signed counterparts or facsimile confirmation of signed counterparts of this Amendment, each of which shall be deemed an original, from each of the parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and delivered by their duly authorized officers as of the day and year first above written.

SIGNATURE PAGE

Amendment No. 3 to Credit Agreement among HEICO Corporation, SunTrust Bank, as Agent, and the Lenders party thereto.

Witness:

- ---------------------------

HEICO CORPORATION,
a Florida corporation

By: -----------------------------------

Name: Thomas S. Irwin
Title: Executive Vice President and
Chief Financial Officer

(SEAL)

Address:
HEICO CORPORATION
3000 Taft Street
Hollywood, FL 33021
Attn: Thomas S. Irwin
Executive Vice President and
Chief Financial Officer

Fax No. (954) 987-8228
Confirming Tel. No. (954) 987-4000

SIGNATURE PAGE

Amendment No. 3 to Credit Agreement among HEICO Corporation, SunTrust Bank, as Agent, and the Lenders party thereto.

Witness:

- ---------------------------

SUNTRUST BANK (formerly known as SunTrust Bank, South Florida, National Association), a Georgia banking corporation, as Agent

By: -----------------------------------

Name:

Title:

Address of Lending Office for Notice:
501 East Las Olas Boulevard, 7th Floor
Corporate Banking Division
Fort Lauderdale, FL 33301
Attn: Carol F. Fine
Vice President
Corporate & Investment Banking

Fax No. (954) 765-7240
Confirming Tel. No. (954) 765-7151

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