

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Astronics Corporation		2 Issuer's employer identification number (EIN) 16-0959303	
3 Name of contact for additional information David Burney	4 Telephone No. of contact 716-805-1599	5 Email address of contact David.Burney@astronics.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 130 Commerce Way		7 City, town, or post office, state, and Zip code of contact East Aurora, NY 14052	
8 Date of action 8/29/2012		9 Classification and description 15% Class B stock distribution to Common & Class B stockholders	
10 CUSIP number 046433108 & 046433207	11 Serial number(s)	12 Ticker symbol ATRO	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **Nontaxable Stock Distribution: 15% Class B stock distribution to Common and Class B stockholders.**

Declaration Date: 10/15/2012; Record Date: 10/29/2012; Distribution Date: 11/12/2012

Each shareholder received 3 shares of Astronics Class B stock for every 20 shares of Astronics Common stock and 3 shares of Astronics Class B stock for every 20 shares of Astronics Class B stock.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **The 15% Class B stock distribution to Common and Class B stockholders results in a 13% per share reduction to the old basis.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **Shareholders of record on 10/29/2012 received 15% Class B stock distribution. Shares outstanding pre-split were 9.9 million Common and 2.5 million Class B. Shares outstanding post-split are 9.9 million Common and 4.4 million Class B. Each shareholder received 3 shares of Astronics Class B stock for every 20 shares of Astronics Common stock and 3 shares of Astronics Class B stock for every 20 shares of Astronics Class B stock.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Section 305- Distribution of Stock and Stock Rights

18 Can any resulting loss be recognized? ▶ No

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ 2012 is the reportable tax year. Each share of Astronics Corporation Class B stock is convertible to Astronics Corporation Common on a one-to-one basis. Class B stock is entitled to 10 votes per share and Common stock is entitled to 1 vote per share.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶  Date ▶ 11/28/12

Print your name ▶ David Burney Title ▶ Treasurer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	