

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104  
Estimated average burden  
hours per response: 0.5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Retталиата Peter</u>  (Last) (First) (Middle) <u>C/O ASHLIN DEVELOPMENT CORPORATION</u> <u>1479 NORTH CLINTON AVENUE</u>  (Street) <u>BAY SHORE NY 11706</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/30/2005</u>	3. Issuer Name and Ticker or Trading Symbol <u>Ashlin Development Corp [ ASHN ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO + President</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>118,423</u>	<u>D</u>	

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Options<sup>(1)</sup></u>	<u>11/30/2005</u>	<u>09/26/2015</u>	<u>Common Stock</u>	<u>1,200,000</u>	<u>(1)</u>	<u>D</u>	
<u>Convertible Promissory Note</u>	<u>11/30/2005</u>	<u>11/30/2010</u>	<u>Common Stock</u>	<u>831,577</u>	<u>0.4</u>	<u>D</u>	

## Explanation of Responses:

1. One-eighth of such options vested as of 11/30/05 and the balance will vest in equal increments of 150,000 shares each on the first through seventh anniversaries of 9/15/05. The options which vested on 11/30/05 are exercisable at \$0.22 per share and the exercise price of the options vesting on 9/15/06, 9/15/07, 9/15/08, 9/15/09, 9/15/10, 9/15/11 and 9/15/12 will be the higher of (a) \$0.22 per share or (b) the average trading price of the Common Stock for the thirty trading days ending 12/15/05, 9/15/06, 9/15/07, 9/15/08, 9/15/09, 9/15/10 and 9/15/11, respectively.

/s/ PETER D. RETTALIATA 12/07/2005

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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