DynCorp International LLC
Form 424B3
June 21, 2011
Table of Contents

Filed pursuant to Rule 424 (b)(3)
SEC File No. 333-173746

DynCorp International Inc.

Offer to Exchange

$455,000,000 aggregate principal amount of 10.375% Senior Notes due 2017 which have been registered under the Securities Act of 1933 for $455,000,000 aggregate principal amount of outstanding 10.375% Senior Notes due 2017.

We hereby offer, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal (which together constitute the exchange offer), to exchange up to $455,000,000 aggregate principal amount of our registered 10.375% Senior Notes due 2017, which we refer to as the exchange notes, for a like principal amount of our outstanding 10.375% Senior Notes due 2017, which we refer to as the old notes. We refer to the old notes and the exchange notes collectively as the notes. The terms of the exchange notes are identical to the terms of the old notes in all material respects, except for the elimination of some transfer restrictions, registration rights and additional interest provisions relating to the old notes.

The exchange notes will bear interest at a rate of 10.375% per annum. Interest on the exchange notes, like the old notes, will be payable semiannually, in arrears. The exchange notes will mature on July 1, 2017. We may redeem some or all of the exchange notes, in whole or in part, at any time on or after July 1, 2014 at the redemption prices set forth in this prospectus. We may also redeem some or all of the notes prior to July 1, 2014 at 100% of their principal amount, together with any accrued and unpaid interest, plus a make whole premium. In addition, until July 1, 2013, we may redeem up to 35% of the outstanding exchange notes with the net cash proceeds from certain equity offerings at the redemption price set forth in this prospectus.

The exchange notes, like the old notes, will be our senior unsecured obligations and will rank equally with all of our existing and future senior obligations, and senior to our subordinated indebtedness. The exchange notes, like the old notes, will be effectively subordinated to our existing and future secured indebtedness, including our obligations under the senior secured credit facility, to the extent of the value of assets securing such indebtedness. The exchange notes, like the old notes, will be fully and unconditionally guaranteed on a senior basis by our parent, Delta Tucker Holdings, Inc., and by each of our current and future domestic restricted subsidiaries that guarantees any indebtedness of DynCorp International Inc. or its restricted subsidiaries.

We will exchange any and all old notes that are validly tendered and not validly withdrawn prior to 5:00 p.m., New York City time, on July 20, 2011, unless extended.

We have not applied, and do not intend to apply, for listing the notes on any national securities exchange or automated quotation system.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. The letter of transmittal states that by so acknowledging and delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended (the Securities Act). This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 180 days after the consummation of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

You should carefully consider the risk factors beginning on page 26 of this prospectus before participating in this exchange offer.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is June 21, 2011.

Table of Contents

TABLE OF CONTENTS

Table of Contents

We have not authorized anyone to provide you with information or to make any representation other than those contained in this prospectus. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus may only be used where it is legal to sell these securities. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of our exchange notes.

WHERE YOU CAN FIND MORE INFORMATION

We will be required to file annual and quarterly reports and other information with the SEC after the registration statement described below is declared effective by the SEC. You may read and copy any reports, statements and other information that we file with the SEC at the SEC s public reference room located at 100 F Street, N.E. Room 1580, Washington, D.C. 20549. You may request copies of the documents, upon payment of a duplicating fee, by writing the Public Reference Section of the SEC. Please call 1-800-SEC-0330 for further information on the public reference rooms. Our filings will also be available to the public from commercial document retrieval services and at the web site maintained by the SEC at http://www.sec.gov.

We have filed a registration statement on Form S-4 to register with the SEC the exchange notes to be issued in exchange for the old notes and guarantees thereof. This prospectus is part of that registration statement. As allowed by the SEC s rules, this prospectus does not contain all of the information you can find in the registration statement or the exhibits to the registration statement. You should note that where we summarize in the prospectus the material terms of any contract, agreement or other document filed as an exhibit to the registration statement, the summary information provided in the prospectus is less complete than the actual contract, agreement or document. You should refer to the exhibits filed to the registration statement for copies of the actual contract, agreement or document.

You should rely only upon the information provided in this prospectus. We have not authorized anyone to provide you with different information. This prospectus is not an offer to sell or a solicitation of an offer to buy securities anywhere or to anyone where or to whom we are not permitted to offer or sell securities by applicable law.

MARKET DATA, BACKLOG AND ESTIMATED TOTAL CONTRACT VALUE

In this prospectus, we refer to information regarding market data obtained from internal sources, market research, publicly available information and industry publications. Estimates are inherently uncertain, involve risks and uncertainties and are subject to change based on various factors, including those discussed under the caption Risk Factors in this prospectus. We also refer to backlog and estimated total contract value in this prospectus when describing our contracts and operating results. Each of these terms is described below.

Backlog

We track backlog in order to assess our current business development effectiveness and to assist us in forecasting our future business needs and financial performance. Our backlog consists of funded and unfunded amounts under contracts. Funded backlog is equal to the amounts actually appropriated by a customer for payment of goods and services less actual revenue recognized as of the measurement date under that appropriation. Unfunded backlog is the actual dollar value of unexercised, priced contract options and the unfunded portion of exercised contract options. Most of our United States (U.S.) government contracts allow the customer the option to extend the period of performance of a contract for a period of one or more years. These priced options may or may not be exercised at the sole discretion of the customer. Historically, it has been our experience that the customer has typically exercised contract options. If the U.S. government terminates and/or materially modifies any of our contracts or if option periods are not exercised, our failure to replace revenue generated from such contracts would result in lower revenue and would likely adversely affect our earnings, which could have a material effect on our financial condition and results of operations.

Table of Contents

Firm funding for our contracts is usually made for one year at a time, with the remainder of the contract period consisting of a series of one-year options. As is the case with the base period of our U.S. government contracts, option periods are subject to the availability of funding for contract performance. The U.S. government is legally prohibited from ordering work under a contract in the absence of funding. Our historical experience has been that the government has typically funded the option periods of our contracts.

Estimated Total Contract Value and Certain Other Terms

The estimated total contract value represents amounts expected to be realized from the current award date to the current contract end date (i.e., revenue recognized to date plus backlog). For the reasons stated under the captions Risk Factors and Business Key Contracts, the estimated total contract value or ceiling value specified under a government contract or task order is not necessarily indicative of the revenue that we will realize under that contract.

Table of Contents

Forward-Looking Statements

This prospectus contains various forward-looking statements that represent our expectation or belief concerning future events. Without limiting the foregoing, the words believes, thinks, anticipates, plans, expects and similar expressions are intended to identify forward-looking statem Forward-looking statements involve risks and uncertainties. Statements regarding the amount of our backlog and estimated total contract values are other examples of forward-looking statements. We caution that these statements are further qualified by important economic, competitive, governmental, international and technological factors that could cause our business, strategy, projections or actual results or events to differ materially, or otherwise, from those in the forward-looking statements. These factors, risks and uncertainties include, among others, the following:

the future impact of mergers acquisitions, joint ventures or teaming agreements;

our substantial level of indebtedness and changes in availability of capital and cost of capital;

the outcome of any material litigation, government investigation, audit or other regulatory matters;

policy and/or spending changes implemented by the Obama Administration, any subsequent administration or Congress;

termination or modification of key U.S. government or commercial contracts, including subcontracts;

changes in the demand for services that we provide or work awarded under our contracts, including without limitation, the Civilian Police, International Narcotics and Law Enforcement, Worldwide Personal Protection Services and Logistics Civil Augmentation Program (LOGCAP IV) contracts;

pursuit of new commercial business in the U.S. and abroad;

activities of competitors and the outcome of bid protests;

changes in significant operating expenses;

impact of lower than expected win rates for new business;

general political, economic, regulatory and business conditions in the U.S. or in other countries in which we operate;

acts of war or terrorist activities;

variations in performance of financial markets;

- the inherent difficulties of estimating future contract revenue and changes in anticipated revenue from indefinite delivery, indefinite quantity contracts;
- the timing or magnitude of any award fee granted under our government contracts, including, but not limited to, LOGCAP IV;
- changes in expected percentages of future revenue represented by fixed-price and time-and-materials contracts, including increased competition with respect to task orders subject to such contracts;
- termination or modification of key subcontractor performance or delivery;
- lower than anticipated award fee determinations by the U.S. government; and
- statements covering our business strategy, those described under the heading Risk Factors and other risks detailed from time to time in our reports posted to our website or made available publicly through other means.

Accordingly, such forward-looking statements do not purport to be predictions of future events or circumstances and therefore, there can be no assurance that any forward-looking statement contained herein will prove to be accurate. We assume no obligation to update the forward-looking statements.

Table of Contents

Fiscal Year

We report the results of operations of Delta Tucker Holdings, Inc. and its consolidated subsidiaries using a 52-53 week basis ending on the Friday closest to December 31. This prospectus reflects the financial results for the nine month period beginning at Delta Tucker Holdings, Inc. s inception, April 1, 2010, and ended on December 31, 2010 (Inception Year) and the three months ended April 1, 2011. We refer to the Inception Year period as calendar year 2010 throughout this prospectus. Delta Tucker Holdings, Inc. was formed for the purpose of acquiring DynCorp International Inc. (DynCorp International) and had immaterial assets and virtually no operations, except for costs associated with acquiring DynCorp International, prior to the merger on July 7, 2010.

Also included in this prospectus are financial statements for DynCorp International, which we acquired by merger on July 7, 2010. DynCorp International s historical fiscal year presentation was comprised of twelve consecutive fiscal months ended on the Friday closest to March 31 of each year. DynCorp International s last two completed fiscal years, prior to the merger on July 7, 2010, ended on April 2, 2010 (fiscal year 2010) and April 3, 2009 (fiscal year 2009). The three month period ended July 2, 2010 of DynCorp International, which is the last quarter completed prior to the merger on July 7, 2010, is referred to as the fiscal quarter ended July 2, 2010 . For clarity in this prospectus, we refer to these fiscal periods of DynCorp International that ended prior to the merger as those of the Predecessor . The financial statements of Delta Tucker Holdings, Inc. include stub period (July 3 through July 7, 2010) activity related to DynCorp International. We evaluated the transactions during the stub period and concluded that they were immaterial and did not warrant separate presentation.

Table of Contents

SUMMARY

This summary highlights key aspects of the information contained elsewhere in this prospectus. It is not complete and may not contain all of the information that is important. You should read this summary together with the entire prospectus, including the information presented under the heading Risk Factors and the more detailed information in the unaudited pro forma consolidated financial statements and the historical financial statements and related notes appearing elsewhere in this prospectus before making an investment decision. For a more complete description of our business, see the Business section in this prospectus.

On July 7, 2010, Delta Tucker Sub, Inc., a Delaware corporation created on behalf of affiliated funds and/or managed accounts of Cerberus Capital Management, L.P., a private investment firm (Cerberus), merged with and into DynCorp International Inc. (the Merger), with DynCorp International Inc. as the surviving company and a wholly owned subsidiary of Delta Tucker Holdings, Inc., a Delaware corporation. Except as otherwise indicated or unless the context otherwise requires, (a) the terms we, us, our, our company and the Company refer to Delta Tucker Holdings, Inc. and its consolidated subsidiaries, (b) the term DynCorp International refers to DynCorp International Inc. and its consolidated subsidiaries), (c) the terms issuer or DI refers to DynCorp International Inc. (excluding its subsidiaries), (d) the term Parent refers to Delta Tucker Holdings, Inc. (excluding its subsidiaries), the direct parent of DynCorp International Inc., and (e) the term DefCo Holdings refers to DefCo Holdings, Inc., the direct parent of Parent.

Our Company

We are a leading provider of specialized, mission-critical professional and support services outsourced by the United States (U.S.) military, non-military U.S. governmental agencies and foreign governments. Our specific global expertise is in law enforcement training and support, base and logistics operations, intelligence training, rule of law development, construction management, international development, ground vehicle support, counter-narcotics aviation, platform services and operations, and services and security services. We also provide logistics support for all our services. Through our predecessor companies, we have provided essential services to numerous U.S. government departments and agencies since 1951. As of April 1, 2011, we had approximately 25,500 personnel from our DynCorp International and Global Linguist Solutions (GLS) entities, which included approximately 300 personnel from our GLS segment. We operate in 36 countries. Our customers include the U.S. Department of Defense (DoD), the U.S. Department of State (DoS), the U.S. Agency for International Development (USAID), foreign governments, commercial customers and certain other U.S. federal, state and local government departments and agencies. Revenue from the U.S. government accounted for approximately 98% of total revenue during our Inception Year, and 98% and 95% of total revenue during fiscal years 2010, and 2009, respectively, excluding GLS. GLS is excluded for comparative purposes due to GLS becoming an operationally integral unconsolidated equity method investee at the Merger date.

Revenue is currently generated from approximately 89 active contracts and approximately 128 active task orders. The terms of our contracts generally range from three to ten years consisting of a base period of one year with subsequent option years available subject to changing governmental priorities. Indefinite delivery, indefinite quantity (IDIQ) type contracts are often awarded to multiple contractors and provide the opportunity for awarded contractors to bid on task orders under the contract. Our contract mix for fixed-price, time-and-materials and cost-reimbursement contracts was approximately 27%, 12% and 61% of total revenue during our Inception Year, respectively. For a discussion of our contract types, see Business Contract Types.

Historically, substantially all of our backlog has been converted into revenue at or above stated contract values. As of April 1, 2011, we had total backlog of approximately $4.3 billion. For the three months ended April 1, 2011, we generated revenue, net income attributable to Delta Tucker Holdings, Inc., EBITDA and Adjusted EBITDA (as calculated under Summary Summary Historical and Pro Forma Condensed

1

Table of Contents

Consolidated Financial Data) of $884.3 million, $4.9 million, $45.4 million and $55.6 million, respectively. For the twelve months ended December 31, 2010, on a pro forma basis, we generated revenue, net income (loss) attributable to Delta Tucker Holdings, Inc., EBITDA and Adjusted EBITDA of approximately $3.4 billion, $(11.5) million, $128.9 million and $220.4 million, respectively.

The following charts illustrate the relative percentages of our segment revenue and segment EBITDA for the year ended December 31, 2010. Our three operating segments are:

- Global Stabilization and Development Solutions (GSDS);
- Global Platform Support Solutions (GPSS); and
- Global Linguist Solutions (GLS).

(1) Revenue by Segment includes GLS, which is deconsolidated and not included in consolidated revenue.
(2) EBITDA reflects our portion of GLS s EBITDA. See Business Business Area Team Global Linguist Solutions.
(3) Revenue and EBITDA reflects the segment presentation as of December 31, 2010.

Our Segments

We group our various programs within each operating segment into Business Area Teams (BATs) to manage, review and assess our business performance. During the three months ended April 1, 2011, we modified our BAT structure. We divided the Training, Mentoring & Security BAT into two BATs consisting of Training & Mentoring and Security. Additionally, we moved various programs out of the Development BAT into other BATs. Most notably, we (i) moved Air Force Contract Augmentation Program (AFCAP) and Africa Peacekeeping into the Contingency Operations BAT within the GSDS segment and (ii) moved War Reserve Materiel (WRM) and Philippines Operations Support (POS) into the Operations & Maintenance BAT in the GPSS segment. We considered the impact of the modification to our BAT structure and concluded it did not represent a material change that required a retrospective change be made to the financial statements. A description of our BATs by operating segment follows. For more detail regarding our key contracts, see the chart appearing under Key Contracts, which includes estimated total contract values as of December 31, 2010.

Table of Contents

Global Stabilization and Development Solutions (GSDS)

GSDS provides a diverse collection of outsourced services primarily to government agencies worldwide. GSDS includes five BATs as described below:

Contingency Operations This BAT provides U.S. military operations and maintenance support, including but not limited to: construction services, facilities management, electrical power, water, sewage and waste management, laundry operations, food services and transportation motor pool operations. LOGCAP IV is the most significant program in our Contingency Operations BAT. This BAT also includes services we provide including peacekeeping logistics support; humanitarian relief; worldwide contingency planning and other rapid response services; inventory procurement, property control and tracking services; mobile repair services; facility and equipment maintenance and control; and engineering and construction management services.

Development This BAT is primarily comprised of programs from the acquisition of Casals & Associates, Inc. (Casals) and includes other legacy DynCorp programs. This BAT supports U.S. foreign policy and international development priorities by assisting in the development of stable and democratic governments, implementing anti-corruption initiatives, and aiding the growth of democratic public and civil institutions.

Intelligence Training and Solutions This BAT was created as a result of the acquisition of Phoenix Consulting Group, LLC (Phoenix) and provides proprietary training courses, management consulting and augmentation services to the intelligence community and national security clients. As part of our proprietary training courses, we offer a highly specialized human intelligence (HUMINT) course curriculum taught by cleared intelligence professionals to other intelligence, counterintelligence, special operations and law enforcement personnel.

Training & Mentoring This BAT provides international policing and police training, judicial support, immigration support and base operations. Under this BAT we also provide senior advisors and mentors to foreign governmental agencies.

Security This BAT provides security and personal protection for diplomats and senior governmental officials.

Key GSDS Contracts

Logistics Civil Augmentation Program The LOGCAP IV contract is a part of our Contingency Operations BAT, which was awarded to us in 2008. We were selected as one of the three prime contractors to provide logistics support under the LOGCAP IV contract. LOGCAP IV is the U.S. Army component of the DoD s initiative to award contracts to U.S. companies with a broad range of logistics capabilities to support U.S. and allied forces during combat, peacekeeping, humanitarian and training operations. The IDIQ contract has a term of up to ten years. Under LOGCAP IV, the U.S. Army contracts to obtain selected services in a theater of operations to augment U.S. Army forces and release military units for other missions or to fill U.S. Army resource shortfalls. Our current task orders are primarily cost-reimbursement plus an award fee.

Civilian Police (CivPol) The CivPol program is a part of our Training, Mentoring and Security BAT, which was awarded to us by the DoS in February 2004. Through this program, we have deployed civilian police officers from the U.S. to several countries to train and offer logistics support to the local police and assist them with infrastructure reconstruction. Our first significant deployment of civilian police personnel began in the Balkans in 1996, where we helped train local police and provided support during the conflict. Our security trainers and mentors remained in the region through 2004. In addition, we have been awarded multiple task orders under the CivPol program, including assignments in Iraq and Afghanistan. Our current task orders are primarily time-and-materials and cost-reimbursement.

Table of Contents

ANP/MoI Development Program (ANP MoI) The ANP MoI program is a part of the Training and Mentoring BAT, which was awarded to us by DoD in December of 2010. The program was established with the goal of assisting the Government of the Islamic Republic of Afghanistan to build, develop, and sustain an effective and professional law enforcement organization. Through this program we will train and mentor the Afghans to manage all aspects of its police training within two years of the contract award. This program is primarily structured to provide cost-reimbursement type services.

Worldwide Personal Protection Service (WPPS) The WPPS program is a part of our Training, Mentoring and Security BAT. We provide protective service details to protect U.S. and foreign government senior officials in Iraq and Pakistan. We have provided personal protective services for the DoS since the WPPS program inception in 1996. Our current task orders are primarily time-and-materials and cost-reimbursement.

Combined Security Transition Command Afghanistan (CSTC-A) The CSTC-A program is a part of our Training, Mentoring and Security BAT. This program provides assistance to the CSTC-A and the North Atlantic Treaty Organization (NATO) training mission by providing mentors and trainers to develop the Afghanistan Ministry of Defense (MOD). In addition to providing training, mentoring and security, we also provide subject matter expertise and programmatic support to CSTC-A staff and the Afghanistan MOD. This program supports development of the organizational capacity and capability to assist Afghanistan MOD and Afghan National Army forces in assuming full responsibility for their own security needs. The contractual services provided under this contract are cost-reimbursement type services.

Global Platform Support Solutions

GPSS provides a wide range of technical, engineering, logistics and maintenance support services primarily to government agencies worldwide. Additionally, GPSS provides services including drug eradication and host nation pilot and crew training. GPSS includes three BATs as described below:

Aviation This BAT provides worldwide maintenance of aircraft fleet and ground vehicles, modification, repair, and logistics support on aircraft, aerial firefighting services, weapons systems, and related support equipment to the DoD and other U.S. government agencies. Contract Field Teams (CFT) is the most significant program in our Aviation BAT. This program deploys highly mobile, quick-response field teams to customer locations globally to supplement a customer s workforce. We have provided services under this program for over 58 consecutive years.

Air Operations This BAT provides foreign assistance programs to help foreign governments improve their ability to develop and implement national strategies and programs to prevent the production, trafficking, and abuse of illicit drugs. International Narcotics and Law Enforcement Air-Wing (INL) supports governments in multiple Latin American countries and provide support and assistance with interdiction services in Afghanistan. Also, this program provides intra theater transportation services for DoS personnel throughout Iraq and Afghanistan.

Operations and Maintenance This BAT provides maintenance, operations, support, life extension, engineering, marine services and program management services primarily for ground vehicles and docked ships. This includes the services we provide under the Mine Resistant Ambush Protected Vehicles Logistics Support (MRAP) contract.

Key GPSS Contracts

INL Air Wing The INL Air Wing program is a part of our Air Operations BAT. In May 2005, the DoS awarded us a contract in support of the INL program to aid in the eradication of illegal drug operations. This contract expires in October 2014. A similar program in Afghanistan began in 2006. Also, this program provides intra theater transportation services for DoS personnel throughout Iraq and Afghanistan. The majority of our contractual services are cost-reimbursement type services.

Table of Contents

Contract Field Teams The CFT program is a part of our Aviation BAT. We have provided services under this program for over 58 consecutive years. This program deploys highly mobile, quick-response field teams to customer locations to supplement a customer s workforce. The services we provide under the CFT program generally include mission support to aircraft and weapons systems and depot-level repair. The principal customer for our CFT program is the DoD. This contract has a $10.1 billion ceiling for multiple awardees over a seven year term through September 2015. The majority of our current delivery orders are time-and-materials, but we also have cost-reimbursement and fixed-priced services.

Mine Resistant Ambush Protected Vehicle The MRAP program is a part of our Operations and Maintenance BAT. Under the MRAP Vehicle program, we provide MRAP Vehicle on-site liaison and advisory services to military users with direct assistance in maintenance or repair operations. The MRAP vehicles are required to increase survivability and mobility of troops operating in a hazardous fire area against known threats such as small arms fire; rocket propelled grenades, and improvised explosive devices. The contract has recently evolved from fixed-price to time and materials.

Andrews Air Force Base The Andrews Air Force Base program is a part of our Aviation BAT. Under the Andrews Air Force Base contract, we perform aviation maintenance and support services, which include full back shop support, organizational level maintenance, fleet fuel services, launch and recovery, supply and Federal Aviation Administration (FAA) repair services. Under this program we oversee the management of the U.S. presidential air fleet (other than Air Force One). Our principal customer under this contract is the U.S. Air Force. We entered into this contract in January 2001. The majority of our contractual services are fixed-price.

Columbus Air Force Base (Columbus AFB) The Columbus AFB program is also a part of our Aviation BAT. We provide aviation and equipment maintenance and support services for T-37, T-38, T-1 and T-6 training aircraft in support of the Columbus AFB Specialized Undergraduate Pilot Training Program in Columbus, Mississippi. Our customer under this program is the U.S. Air Force Air Education and Training Command and specifically the 14th Flying Training Wing. This contract provides for a firm fixed-price incentive fee with an incentive award fee. The performance period started October 2005 and runs through September 2012. We have completed a transition from the old T-37 primary trainer to the new T-6 turbo prop. Additionally, this 14th Flying Training Wing has one additional squadron of T-38s dedicated to fighter lead-in-training. The majority of our contractual services are fixed-price.

Sheppard Air Force Base The Sheppard Air Force Base contract is a part of our Aviation BAT. Under the this program, we provide aircraft maintenance services for the 80th Flying Training Wing based at Sheppard Air Force Base in Wichita Falls, Texas. This contract has an initial base period of eleven months, and six option years. The mission of the Air Education and Training Command s 80th Flying Training Wing is to provide undergraduate pilot training for the U.S. and NATO allies in the Euro NATO Joint Jet Pilot Training program. Graduates of this prestigious program are assigned to fighter pilot positions in their respective air forces. The majority of our contractual services are fixed price.

California Department of Forestry The California Department of Forestry program is a part of our Aviation BAT. We have been helping to fight fires in California since December 2001. We maintain aircraft, providing nearly all types and levels of maintenance scheduled, annual, emergency repairs, and even structural depot level repair. McClellan Field in Sacramento is home base for our program mechanics, data entry staff, and quality control inspectors. In addition, we provide pilots who operate the fixed wing aircraft. Our current task orders are primarily time-and-materials.

C-21 Contractor Logistics Support (C-21A CLS) The C-21A CLS contract is a part of our Aviation BAT. Under the C-21A CLS we perform organizational, intermediate and depot level maintenance together with supply chain management for C-21A CLS (Lear 35A) aircraft operated by the U.S. Air Force at seven main operating bases and one deployed location. The contract has time-and-materials and fixed-price portions.

Table of Contents

War Reserve Materiel The War Reserve Materiel contract is a part of our Operations and Maintenance BAT. Through this program, we provide management of the U.S. Air Force Southwest Asia War Reserve Materiel Pre-positioning program, which includes operations in Oman, Bahrain, Qatar, Kuwait and two locations in the United States (Albany, Georgia and Shaw Air Force base, South Carolina). We store, maintain and deploy assets such as tents, generators, vehicles, kitchens and medical supplies to deployed forces in the global war on terror. During Operation Enduring Freedom and Operation Iraqi Freedom, we sent teams into the field to assist in the setup of tent cities prior to the arrival of the deployed forces. The War Reserve Materiel program continues to partner with the U.S. Central Command Air Force in the development of new and innovative approaches to asset management. Our contract is primarily cost-reimbursement with a smaller portion of fixed-price services.

Global Linguist Solutions

GLS is a joint venture between DynCorp International and McNeil Technologies (McNeil), in which we have a 51% ownership interest. McNeil was previously owned by Veritas Capital LP, the largest holder of our Class A Common Stock before the Merger. In July 2010, AECOM Technology Corporation entered into a stock purchase agreement to acquire McNeil. The transaction was completed in August 2010. GLS currently and historically has had no other operations outside of performance on the INSCOM contract, which began services in 2008. All of our current INSCOM task orders are cost-reimbursement with an award fee. Our GLS operating segment is comprised of a single BAT, Linguistics & Translation. We have historically had strong performance on this contract, as represented by five consecutive 100% award fees during fiscal year 2010 and calendar year 2010 on all active task orders.

Linguistics & Translation This BAT provides rapid recruitment, deployment and on-site management of interpreters and translators in-theatre for a wide range of foreign languages in support of the U.S. Army, unified commands attached forces, combined forces, and joint elements executing the Operation Iraqi Freedom (OIF) mission, and other U.S. government agencies supporting the OIF mission.

Key Contracts

The following table sets forth certain information for our principal contracts, including start and end dates and the principal customer for each contract as of December 31, 2010:

Contract	Segment	Principal Customer	Initial/Current Award Date	Current Contract End Date	Estimated Total Contract Value(1)
CivPol Program	GSDS	DoS	Feb 1994/Dec-10	Mar-12	$4.67 billion
INSCOM	GLS	U.S. Army	Dec-06	Apr-13	$3.78 billion(2)
INL Air Wing	GPSS	DoS	Jan-01/May-05	Oct-14	$2.19 billion
LOGCAP IV	GSDS	U.S. Army	Apr-08	Apr-18	$2.06 billion(3)
NATM-A	GSDS	U.S. Army	Dec-11	Dec-14	$1.04 billion
Contract Field Teams	GPSS	DoD	Oct 1951/Jul-08	Sep-15	$493 million
War Reserve Materiel	GPSS	U.S. Air Force	May-00/May-08	Sep-16	$469 million
Andrews Air Force Base	GPSS	U.S. Air Force	Jan-01	Mar-11	$372 million
WPPS	GSDS	DoS	Mar-00/June-05	Sep-14	$356 million
Columbus Air Force Base	GPSS	U.S. Air Force	Oct 1998/Oct-05	Sep-12	$298 million
CSTC-A	GSDS	US. Army	Feb-10	Mar-11	$280 million
Sheppard Air Force Base	GPSS	U.S. Air Force	Sep-09	Sep-16	$256 million
California Department of Forestry	GPSS	State of California	Dec-01/Jul-08	Dec-14	$254 million
MRAP	GPSS	DoD	Sep-07	Jan-12	$242 million
C-21 Contractor Logistics Support	GPSS	U.S. Air Force	Sep-06	Sep-11	$200 million

(1) Estimated total contract value has the meaning indicated in Estimated Total Contract Value and is not necessarily representative of the amount of work we will actually be awarded under the contract. Contract value can grow over time based on IDIQ task orders and/or contract extensions.

(2) Awarded to GLS, our 51% majority interest joint venture.

(3) LOGCAP IV has a $5 billion ceiling per year per contractor over 10 years.

Industry Overview

Over most of the last two decades, the U.S. government has increased its reliance on the private sector for a wide range of professional and support services. This increased use of outsourcing by the U.S. government has been driven by a variety of factors including: lean-government initiatives launched in the 1990s, surges in demand during times of national crisis, the increased complexity of missions conducted by the U.S. military and the DoS, increased focus of the U.S. military on war-fighting efforts and the loss of skills within the government caused by workforce reductions and retirements. Despite a recent trend toward insourcing certain work provided by contractor personnel, we believe this is largely limited to service and equipment acquisition personnel and that roles that require specialized capabilities and that have an international nature will continue to be outsourced. Additionally, the intense focus on cutting Federal spending re-emphasizes the significance of identifying private sector efficiencies for the challenges our government faces.

The overall level of U.S. defense spending has increased in recent years for numerous reasons, including funding for operations in Iraq and Afghanistan and the DoD s modernization initiatives. However, the funding for our programs is subject to the overall U.S. government budget and appropriation process and decisions which are driven by numerous factors, including geo-political events and macroeconomic conditions, and are beyond our control. While these dynamics could place pressure on defense spending, we believe that, within the defense budget, weapon system acquisitions will be the most likely initial target for budget reductions, and operations and maintenance budgets will remain robust, driven by (i) the need to reset equipment used in Southwest Asia, (ii) the logistics and support chain associated with repositioning of forces and eventual drawdown in Iraq and (iii) deployments into Afghanistan.

The U.S. government is the largest purchaser of the services we provide. National defense and homeland security spending is increasing at its fastest pace since the 1980s. The DoD budget for the U.S. government increased 119% from $316 billion in fiscal year ended September 28, 2001 to $693 billion in fiscal year ended October 2, 2009. The DoD base budget for fiscal year ending September 30, 2011 was funded by Congress at $513.0 billion and, in addition to the base budget, $157.8 billion in Overseas Contingency Operations (OCO) were funded, which funds are often referred to as supplemental funding.

The Operation and Maintenance (O&M) portion of the DoD budget, which funds the majority of the services that we provide, is the largest segment of DoD military spending.

The fiscal year 2010 International Affairs budget enacted was $51.2 billion. The fiscal year 2012 International Affairs Budget was proposed at $52.8. According to the Office of the Director of National Intelligence, disclosed spending for the U.S. intelligence community was approximately $49.8 billion for the fiscal year ended September 30, 2009. Services reflected in these budgets include many that we provide, such as law enforcement training, eradication of international narcotics, economic and international development and intelligence training and support services.

Table of Contents

Although the ultimate size of future national security budgets remains uncertain, current indications are that overall defense spending will continue to increase over the next few years, albeit at lower rates of growth relative to those of the last decade. We believe the following industry trends will result in continued strong demand in our target markets for the types of outsourced services we provide:

- the continued transformation of military forces, leading to increased outsourcing of non-combat functions, including life-cycle asset management functions ranging from organizational to depot level maintenance;

- an increased level of coordination between the DoS and DoD on nation building and soft power initiatives;

- greater frequency of overseas development and peacekeeping operations;

- increased maintenance, overhaul and upgrade needs to support aging military platforms;

- increased outsourcing by foreign governments of maintenance, supply support, facilities management and construction management-related services;

- a shift by the U.S. government from single award to more multiple award IDIQ contracts, which may offer us an opportunity to increase revenue under these contracts by competing for task orders with the other contract awardees;

- the U.S. will have a sizeable military and contractor presence in Iraq for at least the next four to six years; and

- increased military, intelligence, nation building and training operations in Afghanistan.

Business Strengths

We believe our core strengths include the following:

Significant Recurring Contract Base. Our revenue base is derived from approximately 89 active contracts and approximately 128 active task orders as of April 1, 2011 with different agencies of the U.S. government that are spread over a diverse mix of activities, services and platforms. The terms of our contracts generally range from three to ten years consisting of a base period of one year with multiple one-year options. As of April 1, 2011, we had total backlog of approximately $4.3 billion plus amounts expected to be realized from current IDIQ contracts for delivery or task orders that have not been awarded. Based on our longevity of providing these services to our customers we anticipate continuing to win new contracts and re-competes. For example, we have been a provider of maintenance services under the CFT contract for over 58 years. The current CFT contract started in July 2008 and has a duration of seven years. We have also been a provider of services to the U.S. Army for 58 years and most recently we were awarded the LOGCAP IV contract, which has a 10-year life and $50 billion contract ceiling. Additionally, our CivPol contract has provided us the opportunity to serve as one of DoS s prime contractors for these services for 16 years from the initial contract award. The long-term and recurring nature of our principal contracts, coupled with the current backlog and new business pipeline under the existing contracts, contributes to the stability and recurring nature of our revenue.

Diverse Business Mix. Our business is comprised of a widely diverse set of services provided to different agencies of the U.S. government. Our broad range of professional and support services allows us to capitalize on favorable demand from diverse funding sources including DoD O&M, DoS Function 150/International Affairs and intelligence community spending. Furthermore, the breadth of our capabilities provides us the opportunity to deliver contractor services before, during and after a conflict in support of the different missions of our customer agencies.

Leading Market Position. The Company is a leading provider of specialized mission-critical technical services to civilian and military government agencies. We believe that our global presence and highly specialized

personnel and employee base of approximately 25,500 employees in more than 36 countries combined enable us to meet our customers specifications anywhere in the world with one of the fastest response times in the industry. The Company s GLS joint venture is the prime contractor on the INSCOM contract. In April 2008, we were selected as one of three prime contractors to provide logistics support under the LOGCAP IV contract. In addition, the Company is the sole contractor under the INL Air Wing program and has a leading position in air fleet management including our contract with Columbus Air Force Base and Andrews Air Force Base, which includes management of the U.S. presidential air fleet (other than Air Force One). In addition, we estimate that we have performed in excess of 80% of the dollar value of awarded task orders under the current CivPol contract.

Attractive Industry Fundamentals. The O&M portion of the DoD budget, which includes the majority of the services the Company provides, is the largest segment of the DoD military spending. The fiscal year 2012 DoD budgeted O&M spending is $204.0 billion which represents a $20.0 billion increase over fiscal year 2010. Due to sustained high military operational tempo, equipment service life extensions and economic pressures on the DoD budget, the U.S. and foreign militaries are expected to continue to use contractors to augment non-combat forces during conflict operations, including personnel support, base operations and logistics, platform support and maintenance, and contingency operations. The DoS Base budget for fiscal year 2012 is $47.0 billion, a $5.0 billion increase over fiscal year 2010. Additionally, certain foreign governments are expected to increase their use of contractor support in post-conflict rebuilding efforts, including military logistics and equipment reset support, infrastructure development, training and mentoring, and capacity building.

Long-Standing and Strong Customer Relationships. The Company plays an important role in support of the U.S. military, the DoS and other U.S. government agencies. Many of our employees work side by side with their government counterparts and are based at customer locations. We have provided services to the DoD for over 58 years, U.S. Air Force for 57 years, USAID for 24 years, U.S. intelligence community for 17 years and DoS for 17 years. The Company has been a participant in the CFT program for 58 years and has been a prime contractor for the CivPol contract for 16 years. We believe that the longevity and depth of the Company s customer relationships have positioned it as a contractor of choice for its customers. In fiscal year ended December 31, 2010, the Company generated approximately 98% of its revenues as a prime contractor, and we were one of the largest private contractors based on dollar volume to the DoS.

Track Record of Strong Free Cash Flow Generation. Due to the nature of the services that we provide, the Company benefits from low capital expenditure requirements, which contribute to its ability to generate strong cash flow. Our maintenance capital expenditures averaged less than 0.5% of revenue for fiscal year 2006 through fiscal year 2010 and the Company converted substantially all of its EBITDA to free cash flow before debt service and taxes. Additionally, we continue to focus on efficiently managing working capital which combined with our low fixed cost structure provides us with a substantial degree of operating flexibility and the ability to proactively reduce our debt. The Company has a proven track record of delevering supported by its historical organic revenue. Since the close of the merger, we have repaid $50 million of our term loan.

Experienced Management Team with Strong Government Relationships. Many members of our management and our board of directors have had military and government experience. Our senior management team has developed long-standing and strong relationships with U.S. military and government officials through their many years of experience working in our industry.

Business Strategy

Our objective is to increase our revenues, earnings and cash flows through the following strategies:

Exploit Current Business Opportunities and Backlog. As of April 1, 2011, our backlog was approximately $4.3 billion. Recently, we won, under our existing LOGCAP IV contract, the task order for logistics support for the Afghanistan-South area of responsibility, with a value of $643 million for the first full year. Additionally, our PaTH joint venture won a contract with Federal Emergency Management Agency (FEMA) to provide temporary housing and support for shelter operations for disaster victims (potential value of $375 million over the one-year base period and four one-year option periods) and a contract with the DoS to provide aviation and aviation support services in Iraq and Afghanistan under the INL Air Wing program. In addition to servicing our backlog, we intend to leverage our existing contract base to expand the scope of our activities as a result of contract renewals, favorable contract modifications and new task orders. We also plan to expand the scope of services we provide to our existing customers.

Capitalize on Industry Trends. We intend to continue to capitalize on the U.S. government s reliance on civilian contractors and significant spending on the types of services we provide. We believe that as the military industry moves towards post-conflict operations, further opportunities for support and stability operations and the application of soft and smart power will exist. We believe that we are well positioned to benefit from these trends, given our breadth of services and experience, global reach and strong operating performance. Our recent acquisition of Casals in January 2010 positions us as a USAID prime contractor and facilitates our pursuit of new opportunities in support of U.S. foreign policy and international development priorities. Furthermore, we believe our platform support and maintenance business provided as part of our Fleet Management and Land Systems service offerings will benefit from equipment service life extensions and budget reductions for equipment acquisitions. In addition, our acquisition of Phoenix in October 2009 provides a channel for us to expand our services provided to the intelligence community and national security clients.

Grow Our Revenue Base. We plan to maintain and grow our contractually recurring revenue base by winning recompetitions for our existing contracts and leveraging our deep customer relationships to create new business opportunities. Historically, a significant portion of our revenue has been under contract at the beginning of our fiscal year. We actively seek to expand our relationships to provide additional services and solutions to our customers as their needs evolve, as evidenced by our FEMA, INSCOM, and LOGCAP IV contract awards. We believe our proven ability to perform large-scale, complex programs for customers in our targeted service areas will continue to create additional revenue opportunities in the future. Furthermore, we intend to leverage these capabilities to win new large programs through the channels of customers that we now have access to by virtue of the Phoenix and Casals acquisitions.

Pursue Foreign Government Opportunities. We believe that there is significant potential to increase the business that we generate from foreign governments by leveraging the expertise that we have developed through our work with the U.S. government. In particular, certain oil and natural gas-rich nations have indicated a desire to increase spending for security, logistics and aviation services expertise that is often unavailable to them domestically. We believe that our significant experience in the Middle East and other parts of the world will allow us to effectively compete for these contracts. For example, we provide the United Arab Emirates, Ministry of Defense depot-level maintenance, supply-chain management, maintenance training and facilities management for approximately 17,000 items of ground equipment.

Selectively Pursue Acquisitions. We intend to evaluate and pursue acquisitions on a strategic basis, with a view to increasing our revenue, improving our profitability and strengthening our competitive position through adding complementary channels and customers.

We are a Delaware corporation. Our principal executive offices are located at 3190 Fairview Park Drive, Suite 700, Falls Church, VA 22042 and our telephone number is (571) 722-0210. Our website address is http://www.dyn-intl.com. We make our website content available for information purposes only. We do not incorporate the information on our website into this prospectus, and you should not consider it part of this prospectus. You should not rely upon the information on our website for investment purposes.

Table of Contents

The Transactions

On April 11, 2010, DI entered into a definitive merger agreement (the Merger Agreement) with Parent and Delta Tucker Sub, Inc. (Merger Sub), a Delaware corporation and wholly-owned subsidiary of Parent. Parent and Merger Sub are entities created on behalf of affiliated funds and/or managed accounts of Cerberus. Pursuant to the Merger Agreement, on July 7, 2010 Merger Sub merged with and into DI (the Merger), with DI continuing as the surviving corporation and wholly-owned subsidiary of Parent. Pursuant to the Merger Agreement, each share of DI s Class A common stock, par value $0.01 per share, (common stock) issued and outstanding immediately prior to the effective time of the Merger (except for certain shares owned by Parent, DI and certain of their respective subsidiaries, and shares owned by stockholders who have properly demanded appraisal rights), converted into the right to receive $17.55 in cash, without interest, less any applicable withholding taxes. Additionally, at the effective time of the Merger, each of DI s restricted stock units granted under the DynCorp International 2007 Omnibus Incentive Plan and outstanding immediately prior thereto fully vested and converted into the right to receive $17.55 in cash, without interest, less any applicable withholding taxes. The Merger was completed on July 7, 2010.

The total funds needed to complete the Merger were approximately $1.7 billion, which includes the funds needed to:

- pay stockholders (and holders of our restricted stock units) the amounts due to them under the Merger Agreement;
- repay or refinance certain pre-merger indebtedness, including the 9.5% senior subordinated notes due 2013 issued by DynCorp International LLC and DIV Capital Corporation (the senior subordinated notes) pursuant to the Tender Offer (as defined below), and indebtedness under DynCorp International s existing senior secured credit facilities; and
- pay related fees and expenses in connection with the transactions contemplated by the Merger Agreement.

This amount was funded through a combination of:

- equity financing of approximately $551 million provided by affiliates of Cerberus (the Equity Investment);
- the borrowing by us of approximately $570 million under our senior secured credit facilities;
- the issuance of the old notes; and
- approximately $117 million of our cash on hand.

On June 7, 2010, DynCorp International LLC commenced an offer to purchase for cash, and a related solicitation of consents with respect to, any and all of the outstanding senior subordinated notes (the Tender Offer). Approximately $374.2 million of senior subordinated notes were purchased in the Tender Offer. As of April 1, 2011, approximately $0.6 million of senior subordinated notes were outstanding.

Table of Contents

As used in this prospectus, the term Transactions refers to, collectively, (i) the Merger, (ii) the Equity Investment, (iii) the initial borrowings by DynCorp International of approximately $570 million under our senior secured credit facilities, (iv) the offering and sale of the old notes, (v) the repayment of all outstanding borrowings under our pre-Merger senior secured credit facilities, (vi) the Tender Offer and (vii) the payment of fees and expenses related to the Transactions. The following table sets forth the sources and uses of the funds for the Transactions as of July 7, 2010.

Sources of funds:		**Uses of funds:**	
	(Dollars in thousands)		
Cash on hand	$ 116,779	Merger consideration for shares[2]	$ 1,004,892
Term loan facility	570,000	Repayment of DynCorp International debt[3]	576,843
Old Notes	455,000	Financing fees related to new long-term debt	49,092
		Merger costs incurred by Delta Tucker Holdings, Inc.[4]	59,685
Equity Investment[1]	550,927	Merger costs incurred by DynCorp International[5]	2,194
Total Sources	$ 1,692,706	Total Uses[6]	$ 1,692,706

(1) Represents the issuance of $550.9 million of stock to affiliates of Cerberus, which was contributed to DynCorp International and treated as a contribution to its equity.

(2) The Merger Consideration was based on the per share merger consideration of $17.55 in respect of (i) 56,307,871 shares of common stock outstanding and (ii) 950,957 shares of common stock underlying outstanding restricted stock units that accelerated and vested in full as of and upon the closing of the Merger.

(3) Amount includes accrued interest of $14.3 million at Merger date and $11.0 million of pre-payment penalty and tender offer premium.

(4) Merger costs include $8.0 million in a bridge loan commitment fee and acquisition costs related to discounts, fees and expenses paid or payable by us in connection with the Merger, including tender and consent fees, advisory fees, employee retention and other Merger costs and professional fees totaling $51.7 million.

(5) These Merger costs include $1.1 million of insurance costs related to DynCorp International s Board of Directors and $1.1 million of acquisition related costs that were incurred by DynCorp International prior to the Merger.

(6) Total uses and the total purchase price in the Merger is different by the $61.9 million in Merger costs and $5.8 million in other costs associated with the Transactions.

Table of Contents

Ownership and Corporate Structure

The following chart shows a summary of our organizational structure at April 1, 2011. For further information, please see Summary The Transactions, Capitalization, Unaudited Pro Forma Condensed Consolidated Financial Information and Security Ownership of Certain Beneficial Owners and Management.

(1) Guarantor of the notes and the senior secured credit facilities.

(2) All of the equity of DI and its U.S. subsidiaries and 100% of the stock or equity of its first-tier foreign subsidiaries is pledged as security for our senior secured credit facilities.

(3) Does not include GLS, which is our 51% owned joint venture and is treated as an unconsolidated equity method investee in our financial statements and not as a consolidated subsidiary. GLS initially guaranteed the old notes and the senior secured credit facilities but was released from these guarantees in October 2010.

Table of Contents

Our Equity Sponsor

Cerberus Capital Management, L.P.

We are indirectly controlled by Cerberus, along with its affiliates. Established in 1992, Cerberus is one of the world s leading private investment firms with approximately $23 billion under management in funds and accounts. Through its team of investment and operations professionals, Cerberus specializes in providing both financial resources and operational expertise to help transform companies into industry leaders for long-term success and value creation. Cerberus holds controlling or significant minority interests in companies around the world.

Cerberus has a successful track record in the defense and government services sectors. Acquiring the Company furthers Cerberus goal of building one of the preeminent defense and government services portfolios. As part of its defense and government services portfolio, Cerberus investments currently include IAP Worldwide Services, Freedom Group, Control Solutions and Tier 1 Group.

Table of Contents

Summary of the Terms of the Exchange Offer

In connection with the issuance of the old notes, we entered into a registration rights agreement with the initial purchasers of the old notes. Under that agreement, we agreed to use reasonable best efforts to file a registration statement related to the exchange of old notes for exchange notes with the SEC and to cause the registration statement to become effective under the Securities Act on or prior to the 300th day after July 7, 2010. Because we did not cause the registration statement to become effective on or before May 3, 2011 (such 300th day), we are obligated to pay registration default damages until the registration statement is declared effective pursuant to the registration rights agreement as described in more detail under Exchange Offer; Registration Rights . We intend to pay the registration default damages relating to the old notes on July 1, 2011, the next scheduled interest payment date.

The registration statement of which this prospectus forms a part was filed in compliance with the obligations under this registration rights agreement.

You are entitled to exchange in this exchange offer your old notes for exchange notes which are identical in all material respects to the old notes except that:

- the exchange notes have been registered under the Securities Act and will be freely tradable by persons who are not affiliated with us;
- the exchange notes are not entitled to registration rights which are applicable to the old notes under the registration rights agreements; and
- our obligation to pay additional interest on the old notes as described in the registration rights agreements does not apply to the exchange notes.

The Exchange Offer

Senior Notes	DynCorp International is offering to exchange up to $455,000,000 aggregate principal amount of its 10.375% Senior Notes due 2017 which have been registered under the Securities Act for up to $455,000,000 aggregate principal amount of the old notes which were issued on July 7, 2010. Old notes may be exchanged only in minimum denominations of $2,000 and any integral multiple of $1,000 in excess thereof.
Resales	Based on interpretations by the staff of the Securities and Exchange Commission (the SEC) set forth in no-action letters issued to third parties, we believe that the exchange notes issued pursuant to this exchange offer in exchange for old notes may be offered for resale, resold and otherwise transferred by you (unless you are our affiliate within the meaning of Rule 405 under the Securities Act) without compliance with the registration provisions of the Securities Act, provided that you • are acquiring the exchange notes in the ordinary course of business, and • have not engaged in, do not intend to engage in, and have no arrangement or understanding with any person to participate in, a distribution of the exchange notes.

Table of Contents

	Each participating broker-dealer that receives exchange notes for its own account pursuant to this exchange offer in exchange for the old notes that were acquired as a result of market-making or other trading activity must acknowledge that it will deliver a prospectus in connection with any resale of the exchange notes. See Plan of Distribution.
	Any holder of notes who
	is our affiliate,
	does not acquire the exchange notes in the ordinary course of business, or
	tenders in this exchange offer with the intention to participate, or for the purpose of participating, in a distribution of exchange notes,
	cannot rely on the position of the staff of the SEC expressed in Exxon Capital Holdings Corporation, Morgan Stanley & Co. Incorporated or similar no-action letters and, in the absence of an exemption, must comply with the registration and prospectus delivery requirements of the Securities Act in connection with the resale of the exchange notes.
Expiration; Withdrawal of Tenders	This exchange offer will expire at 5:00 p.m., New York City time, July 20, 2011, or such later date and time to which we extend it. We do not currently intend to extend the expiration date. A tender of old notes pursuant to this exchange offer may be withdrawn at any time prior to the expiration date. Any old notes not accepted for exchange for any reason will be returned without expense to the tendering holder after the expiration or termination of this exchange offer.
Delivery of the Exchange Notes	The exchange notes issued pursuant to this exchange offer will be delivered to the holders who tender old notes promptly following the expiration date.
Conditions to this Exchange Offer	This exchange offer is subject to customer conditions, some of which we may waive. See The Exchange Offer Certain Conditions to this Exchange Offer.
Procedures for Tendering Old Notes	If you wish to accept this exchange offer, you must complete, sign and date the accompanying letter of transmittal, or a copy of the letter of transmittal, according to the instructions contained in this prospectus and the letter of transmittal. You must also mail or otherwise deliver the letter of transmittal, or the copy, together with the old notes and any other required documents, to the exchange agent at the address set forth on the cover of the letter of transmittal. If you hold old notes through The Depository Trust Company (DTC) and wish to participate in this exchange offer, you must comply with the Automated Tender Offer Program procedures of DTC, by which you will agree to be bound by the letter of transmittal.

16

Table of Contents

	By signing or agreeing to be bound by the letter of transmittal, you will represent to us that, among other things: Any exchange notes that you will receive will be acquired in the ordinary course of your business; You have no arrangement or understanding with any person or entity to participate in the distribution of the exchange notes; If you are a broker-dealer that will receive exchange notes for your own account in exchange for old notes that were acquired as a result of market-making activities, that you will deliver a prospectus, as required by law, in connection with any resale of such exchange notes; and You are not our affiliate as defined in Rule 405 under the Securities Act.
Guaranteed Delivery Procedures	If you wish to tender your old notes and your old notes are not immediately available or you cannot deliver your old notes, the letter of transmittal or any other documents required by the letter of transmittal or if you cannot comply with the applicable procedures under DTC s Automated Tender Offer Program prior to the expiration date, you must tender your old notes according to the guaranteed delivery procedures set forth in this prospectus under The Exchange Offer Guaranteed Delivery Procedures.
Effect on Holders of Old Notes	As a result of the making of, and upon acceptance for exchange of all validly tendered old notes pursuant to the terms of, this exchange offer, we will have fulfilled a covenant contained in the registration rights agreements and, accordingly, additional interest on the old notes, if any, shall no longer accrue and we will no longer be obligated to pay additional interest as described in the registration rights agreements. If you are a holder of old notes and do not tender your old notes in this exchange offer, you will continue to hold such old notes and you will be entitled to all the rights and limitations applicable to the old notes in the indenture, except for any rights under the registration rights agreement that by their terms terminate upon the consummation of this exchange offer.
Consequences of Failure to Exchange	All untendered old notes will continue to be subject to the restrictions on transfer provided for in the old notes and in the indenture governing the old notes. In general, the old notes may not be offered or sold unless registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. Other than in connection with this exchange offer, or as otherwise required under certain limited circumstances pursuant to the terms of the registration rights agreements, we do not currently anticipate that we will register the old notes under the Securities Act.

Table of Contents

Certain U.S. Federal Income Tax Considerations	The exchange of old notes for exchange notes in this exchange offer should not be a taxable event for U.S. federal income tax purposes. See Certain U.S. Federal Income Tax Considerations.
Use of Proceeds	We will not receive any cash proceeds from the issuance of the exchange notes in this exchange offer.
Exchange Agent	Wilmington Trust FSB is the exchange agent for this exchange offer. The address and telephone number of the exchange agent are set forth in the section captioned The Exchange Offer Exchange Agent.

Table of Contents

Summary of the Terms of the Notes

The summary below describes the principal terms of the notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of the Notes section of this prospectus contains more detailed descriptions of the terms and conditions of the notes.

Issuer	DynCorp International Inc.
Exchange Notes Offered	$455,000,000 aggregate principal amount of 10.375% senior notes due 2017.
Maturity Date	The notes will mature on July 1, 2017.
Interest Rate	Interest on the notes will be payable in cash and will accrue at a rate of 10.375% per annum.
Interest Payment Dates	January 1 and July 1. Holders of the old notes whose old notes are accepted for exchange in the exchange offer will be deemed to have waived the right to receive any payment in respect of interest on the old notes accrued from January 1, 2011 to the date of issuance of the exchange notes. Consequently, holders who exchange their old notes for exchange notes will receive the same interest payment on July 1, 2011 (the first interest payment date with respect to the old notes and the exchange notes following consummation of the exchange offer) that they would have received if they had not accepted the exchange offer.
Ranking	The exchange notes, like the old notes, will be unsecured senior obligations of the issuer and will:

- rank senior in right of payment to all of the issuer s existing and future subordinated indebtedness;
- rank equally in right of payment with all of the issuer s existing and future senior indebtedness, including indebtedness under the senior secured credit facilities;
- be effectively subordinated, to the extent of the value of the assets securing such indebtedness, to the issuer s existing and future secured indebtedness, including the issuer s obligations under the senior secured credit facilities; and
- be structurally subordinated in right of payment to all existing and future indebtedness and other liabilities of our non-guarantor subsidiaries (other than indebtedness and liabilities owed to us).

As of April 1, 2011, (1) the notes and related guarantees ranked effectively junior to approximately $519 million of senior secured indebtedness consisting solely of borrowings under our senior secured credit facilities and (2) we had an additional $121.5 million of available capacity under our revolving credit facility (after giving effect to approximately $28.5 million of outstanding letters of credit).

Table of Contents

Guarantees	The exchange notes, like the old notes, will be jointly and severally and fully and unconditionally guaranteed on a senior unsecured basis by Parent and by each current and future domestic restricted subsidiary that guarantees any indebtedness of the issuer or its restricted subsidiaries. Each of the guarantees of the senior notes will be a general senior obligation of each guarantor and will: rank senior in right of payment to all existing and future subordinated indebtedness of the guarantor subsidiary; rank equally in right of payment with all existing and future senior indebtedness of the guarantor subsidiary, including its guarantee under our senior secured credit facilities; and be effectively subordinated, to the extent of the value of the assets securing such indebtedness, to such guarantors existing and future secured indebtedness, including its obligations under the senior secured credit facilities. Our non-guarantor subsidiaries accounted for approximately $125.8 million, or 14.2%, of our consolidated revenue, $2.1 million of net income, or 6.6%, and approximately $2.3 million, or 5.0%, of our consolidated EBITDA, in each case, for the three months ended April 1, 2011 and approximately $90.0 million, or 4.0%, of our total assets, and approximately $54.6 million, or 8.1%, of our total liabilities, in each case, as of April 1, 2011.
Optional Redemption	We may redeem the notes, in whole or in part, at any time prior to July 1, 2014, at a price equal to 100% of the principal amount of the notes redeemed plus accrued and unpaid interest to the redemption date and a make-whole premium, as described under Description of the Notes Optional Redemption. We may redeem the notes, in whole or in part, on or after July 1, 2014, at the redemption prices set forth under Description of the Notes Optional Redemption. Additionally, from time to time on or before July 1, 2013, we may redeem up to 35% of the principal amount of the notes with the proceeds from one or more public equity offerings at the redemption prices set forth under Description of the Notes Optional Redemption.
Change of Control Offer	Upon the occurrence of a change of control, you will have the right, as holders of the notes, to require us to repurchase some or all of your notes at 101% of their face amount, plus accrued and unpaid interest to the repurchase date. See Description of the Notes Change of Control.
Asset Sale Proceeds Offer	If we sell certain assets without applying proceeds in a specified manner, you will have the right, as holders of the notes to require us to repurchase some or all of your notes at 100% of their face amount, plus accrued and unpaid interest to the repurchase date. See

Description of the Notes   Certain Covenants   Asset Sales.

Table of Contents

Certain Covenants	The indenture governing the notes contains covenants limiting our ability and the ability of our restricted subsidiaries to: incur additional debt or issue certain preferred shares; pay dividends on or make other distributions in respect of our capital stock or make other restricted payments; make certain investments; create liens on certain assets to secure debt; consolidate, merge, sell or otherwise dispose of all or substantially all of our assets; enter into certain transactions with our affiliates; and designate our subsidiaries as unrestricted subsidiaries. These covenants are subject to a number of important limitations and exceptions. See Description of the Notes Certain Covenants.

You should consider carefully all of the information set forth in this prospectus and, in particular, should evaluate the specific factors set forth in the section entitled Risk Factors for an explanation of certain risks before participating in the exchange offer.

Table of Contents

Summary Historical and Pro Forma Condensed Consolidated Financial Data

The summary historical consolidated financial data for the three months ended April 1, 2011 and our Inception Year ended December 31, 2010, and the Predecessor s fiscal quarter ended April 2, 2010 and July 2, 2010 and fiscal years ended April 2, 2010 and April 3, 2009 is presented in the table below. These amounts have been revised for the effects of the restatement described in Note 19 to DynCorp International Inc s consolidated financial statements as of December 31, 2010, included elsewhere in this prospectus.

The summary unaudited pro forma condensed consolidated statement of operations data and other financial data as of and for the twelve months ended December 31, 2010 have been prepared to give effect to the Transactions as if they had occurred on January 2, 2010, based on the combination of the historical information from Delta Tucker Holdings, Inc. for the period from April 1, 2010 (Inception) through December 31, 2010 and the historical information from DynCorp International for the period from January 2, 2010 through July 2, 2010. Although the combination involves presenting the Predecessor s results for periods prior to the inception of Delta Tucker Holdings, Inc., we believe that this approach is beneficial to the reader since it provides an easier-to-read discussion of the results of operations and provides the reader with information from which to analyze our financial results on a twelve months basis that is consistent with the manner that management reviews and analyzes results of operations. The pro forma adjustments are based upon available information and certain assumptions that we believe are reasonable. The summary unaudited pro forma condensed consolidated financial data are for informational purposes only and do not purport to represent what our results of operations or financial position actually would have been if the Transactions had occurred at any date, and such data do not purport to project the results of operations for any future period.

The summary historical and pro forma condensed consolidated financial data should be read in conjunction with Unaudited Pro Forma Condensed Consolidated Financial Information, Selected Historical Consolidated Financial Data, Management s Discussion and Analysis of Financial Condition and Results of Operations, and the Delta Tucker Holdings, Inc. consolidated financial statements and related notes thereto and the Predecessor DynCorp International Inc. consolidated financial statements and related notes thereto appearing elsewhere in this prospectus.

The summary historical consolidated financial information as of and for the three month period ended April 1, 2011 and the fiscal quarter ended April 2, 2010 have been derived from our unaudited consolidated financial statements which, in our opinion, have been prepared on the same basis as the financial statements and include all adjustments, consisting only of normal and recurring adjustments, necessary for a fair presentation of the information included therein. The results for any interim period are not necessarily indicative of the results that may be expected for a full year or any future reporting period.

Table of Contents

SUMMARY HISTORICAL AND PROFORMA CONDENSED CONSOLIDATED FINANCIAL DATA

	Delta Tucker Holdings, Inc.			Predecessor Historical			
	Historical Three Months Ended	Pro Forma Twelve Months Ended	Historical April 1, 2010 (Inception) through	Fiscal Quarter Ended		Fiscal Year Ended	
(Dollars in Thousands)	April 1, 2011	December 31, 2010	December 31, 2010	April 2, 2010	July 2, 2010	April 2, 2010	April 3, 2009
Results of operations:							
Revenue	$ 884,324	$ 3,387,149	$ 1,697,706	$ 1,053,791	$ 944,713	$ 3,572,459	$ 3,092,974
Cost of services	(806,191)	(3,089,769)	(1,544,184)	(973,819)	(856,974)	(3,225,250)	(2,766,969)
Selling, general and administrative expenses	(37,527)	(131,876)	(78,024)	(19,309)	(38,513)	(106,401)	(103,277)
Merger expenses incurred by Delta Tucker Holdings, Inc.		(51,722)	(51,722)				
Depreciation and amortization	(13,131)	(51,165)	(25,776)	(10,726)	(10,263)	(41,639)	(40,557)
Earnings from equity method investees	4,726	19,744	10,337				
Operating income	32,201	82,361	8,337	49,937	38,963	199,169	182,171
Interest expense	(23,506)	(93,690)	(46,845)	(13,694)	(12,585)	(55,650)	(58,782)
Bridge commitment fee incurred by Delta Tucker Holdings, Inc.		(7,963)	(7,963)				
Loss on early extinguishment of debt, net	(2,397)					(146)	(4,131)
Interest income	75	504	420	33	51	542	2,195
Other income, net	2,848	5,256	1,872	1,787	658	5,194	4,997
Benefit (provision) from income taxes	(3,575)	4,868	7,881	(12,667)	(9,279)	(47,035)	(39,756)
Net income (loss)	5,646	(8,664)	(36,298)	25,396	17,808	102,074	86,694
Noncontrolling interests	(738)	(2,795)	(1,361)	(5,928)	(5,004)	(24,631)	(20,876)
Net income (loss) attributable to Delta Tucker Holdings, Inc./Predecessor	$ 4,908	$ (11,459)	$ (37,659)	$ 19,468	$ 12,804	$ 77,443	$ 65,818
Balance sheet data (end of period):							
Cash and cash equivalents	$ 21,740		$ 52,537		$ 135,849	$ 122,433	$ 200,222
Total assets	2,228,828		2,263,355		1,785,899	1,780,894	1,545,446
Total debt (including Series A Preferred Stock of Predecessor)	974,212		1,024,212		552,209	552,147	599,912
Total equity attributable to Delta Tucker Holdings, Inc. /Predecessor	518,253		512,975		591,417	577,702	496,413
Total equity	522,513		517,326		596,359	583,524	507,149
Other financial data:							
Working capital [(1)]	304,256		349,715		468,828	408,232	431,381
Purchases of property and equipment and software [(2)]	1,819		8,323	(6,601)	2,874	46,046	7,280
Backlog [(3)]	4,294		4,782		5,171	5,571	6,298
EBITDA [(4)]	45,437	128,850	27,110	56,638	45,142	222,165	203,795
Adjusted EBITDA [(4)]	55,554	220,421	111,692	55,597	52,481	235,542	248,752
Cash interest paid	32,320		19,738	21,721	3,181	52,824	58,782
Net cash provided by (used in) operating activities	25,832		(27,089)	74,893	21,723	90,473	140,871
Net cash used in investing activities	(281)		(878,218)	(11,585)	(2,874)	(88,875)	(9,148)
Net cash (used in) provided by financing activities	(56,348)		957,844	(7,957)	(5,433)	(79,387)	(16,880)
Ratio of earnings to fixed charges [(5)]	1.3		0.3	2.7	2.3	2.8	2.3

(1) Working capital is defined as current assets, net of current liabilities.

(2) Fiscal year 2010 includes approximately $39.7 million of costs associated with helicopters purchased in anticipation of use under our International Narcotics and Law Enforcement (INL) Air Wing program.

(3) Backlog data is as of the end of the applicable period. See Business for further details concerning backlog.

(4) We define EBITDA as GAAP net income attributable to Delta Tucker Holdings, Inc./Predecessor adjusted for interest expense, taxes and depreciation and amortization. Adjusted EBITDA is calculated by adjusting EBITDA for the items described in the table below. We use EBITDA and Adjusted EBITDA as supplemental measures in the evaluation of our business and believe that EBITDA and Adjusted EBITDA provide a meaningful measure of operational performance on a consolidated basis because it eliminates the effects of period to period changes in taxes, costs associated with capital investments and interest expense and is consistent with one of the measures we use to evaluate management s performance for incentive compensation. In addition, Adjusted EBITDA as presented in the table below corresponds to the definition of Consolidated EBITDA used in the senior secured credit facilities and the definition of EBITDA used in the indenture governing the notes to test the permissibility of certain types of transactions, including debt incurrence. For a description of the senior secured credit facilities and the indenture governing the notes, see Description of Other Indebtedness and Description of the Notes, respectively. Neither EBITDA nor Adjusted EBITDA is a financial measure calculated in accordance with GAAP. Accordingly, they should not be considered in isolation or as substitutes for net income attributable to Delta Tucker Holdings, Inc. or other financial measures prepared in accordance with GAAP. Management believes these non-GAAP financial measures are useful in evaluating operating performance and are regularly used by security analysts, institutional investors and other interested parties in reviewing the Company. Non-GAAP financial measures are not intended to be a substitute for any GAAP financial measure and, as calculated, may not be comparable to other similarly titled measures of the performance of other companies. When evaluating EBITDA and Adjusted EBITDA, investors should consider, among other factors, (i) increasing or decreasing trends in EBITDA and Adjusted EBITDA, (ii) whether EBITDA and Adjusted EBITDA have remained at positive levels historically, and (iii) how EBITDA and Adjusted EBITDA compare to our debt outstanding. The non-GAAP measures of EBITDA and Adjusted EBITDA do have certain limitations. They do not include interest expense, which is a necessary and ongoing part of our cost structure resulting from the incurrence of debt. EBITDA and Adjusted EBITDA also exclude tax, depreciation and amortization expenses. Because these are material and recurring items, any measure, including EBITDA and Adjusted EBITDA, which excludes them has a material limitation. To mitigate these limitations, we have policies and procedures in place to identify expenses that qualify as interest, taxes, loss on debt extinguishments, a portion of other expense related to interest rate swap losses, and depreciation and amortization and to approve and segregate these expenses from other expenses to ensure that EBITDA and Adjusted EBITDA are consistently reflected from period to period. Our calculation of EBITDA and Adjusted EBITDA may vary from that of other companies. Therefore, our EBITDA and Adjusted EBITDA presented may not be comparable to similarly titled measures of other companies. EBITDA and Adjusted EBITDA do not give effect to the cash we must use to service our debt or pay income taxes and thus does not reflect the funds generated from operations or actually available for capital investments.

(5) For purposes of calculating the ratio of earnings to fixed charges, earnings represent income before income taxes adjusted for equity investees and minority interest plus fixed charges. Fixed charges consist of total interest expense and estimated interest in rental expense.

Table of Contents

The following table presents a reconciliation of net (loss)/income attributable to Delta Tucker Holdings, Inc./ Predecessor to EBITDA and Adjusted EBITDA for the periods included below.

	DELTA TUCKER HOLDINGS, INC.			Predecessor Historical			
(Amounts in thousands)	Historical Three Months Ended April 1, 2011	Pro Forma for the Twelve Months Ended December 31, 2010	Historical April 1, 2010 (Inception) through December 31, 2010	Fiscal Quarter Ended April 2, 2010	Fiscal Quarter Ended July 2, 2010	Fiscal Year Ended April 2, 2010	Fiscal Year Ended April 3, 2009
RECONCILIATION OF (LOSS)/INCOME ATTRIBUTABLE TO DELTA TUCKER HOLDINGS, INC./PREDECESSOR TO EBITDA AND ADJUSTED EBITDA:							
Net (loss)/income attributable to Delta Tucker Holdings, Inc./Predecessor	$ 4,908	$ (11,459)	$ (37,659)	$ 19,468	$ 12,804	$ 77,444	$ 65,818
Income tax (benefit) provision	3,575	(4,868)	(7,881)	12,667	9,279	47,035	39,756
Interest expense, net of interest income	23,431	93,185	46,425	13,661	12,534	55,108	56,587
Depreciation and amortization[a]	13,523	51,992	26,225	10,842	10,525	42,578	41,634
EBITDA	45,437	128,850	27,110	56,638	45,142	222,165	203,795
Equity-based compensation		3,845		327	3,518	2,863	1,883
Loss (gain) on extraordinary items and on early extinguishment of debt and swap ineffectiveness	3,062	(33)		(33)		648	5,376
Loss on Afghanistan contracts[b]	257	8,195	1,717	6,478		16,501	40,511
Gains due to fluctuation in foreign exchange rates	10	(90)	(129)	65	(26)	(353)	(400)
Earnings from affiliates not received in cash[c]	7	(77)	(192)	548	(433)	(1,863)	(2,413)
Retention bonuses, severance and acquisition earnouts	7,375	4,649	4,639	(856)	866	1,959	
Management fees[d]	454	1,382	691				
Worldwide Network Services Settlement[e]		(10,000)		(10,000)		(10,000)	
Acquisition accounting, Merger-related and other items[f]	(1,049)	77,429	71,585	2,430	3,414	3,622	
Annualized operational efficiencies[g]		6,271	6,271				
Adjusted EBITDA	$ 55,554	$ 220,421	$ 111,692	$ 55,597	$ 52,481	$ 235,542	$ 248,752

(a) Amount includes certain depreciation and amortization amounts which are classified as Cost of services on our Unaudited Condensed Consolidated Statements of Operations.

(b) Represents the loss on Afghanistan construction contracts which is accounted for in our GSDS segment. We do not expect to bid on any similar fixed-price contracts in Afghanistan without revised terms and conditions.

(c) Includes our unconsolidated affiliates, except GLS.

(d) Amount presented relates to the Successor period management fees. We excluded the Predecessor management fees from the EBITDA adjustments above.

(e) Represents legal reserves associated with former subcontractor, which is accounted for in our GSDS segment. See Business Legal Proceedings.

(f) Amount includes acquisition accounting fair market value adjustments, Merger-related and other acquisition expenses and changes in certain accruals and reserves required by GAAP.

(g)

Represents a defined EBITDA adjustment under our debt agreements for the amount of cost savings, operating expense reductions and synergies projected as a result of specified actions taken or with respect to which substantial steps have been taken during the period. Since the period in the debt agreements refers to the last twelve months, we have elected for presentation purposes in this prospectus not to include the amount of this specific adjustment in the calculation of Adjusted EBITDA for the three months ended April 1, 2011.

Table of Contents

RISK FACTORS

Investing in the notes involves a high degree of risk. You should carefully consider the risks and uncertainties described below, as well as other information contained in this prospectus, before participating in this exchange offer. If any of the following risks actually occur, our business, financial condition, operating results or cash flow could be materially and adversely affected. Additional risks and uncertainties not presently known to us or not believed by us to be material may also negatively impact us.

Risks Related to Our Indebtedness

Our substantial leverage could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry, expose us to interest rate risk to the extent of our variable rate debt and prevent us from meeting our obligations under our debt obligations.

We are highly leveraged. As of April 1, 2011, our total indebtedness was approximately $974 million. We had an additional $121.5 million available for borrowing under our revolving credit facility (after giving effect to approximately $28.5 million of outstanding letters of credit) and the terms of the senior secured credit facilities permit us to increase the amount available under our term loan and/or revolving credit facilities by up to $275 million if we are able to obtain loan commitments from banks and satisfy certain other conditions, including our having capacity to incur such indebtedness under the indenture governing our notes.

Our high degree of leverage could have important consequences for you, including:

- increasing our vulnerability to adverse economic, industry or competitive developments;
- requiring a substantial portion of cash flow from operations to be dedicated to the payment of principal and interest on our indebtedness, therefore reducing our ability to use our cash flow for other purposes, including for our operations, capital expenditures and future business opportunities;
- exposing us to the risk of increased interest rates because certain of our borrowings, including borrowings under our senior secured credit facilities, will be at variable rates of interest;
- making it more difficult for us to satisfy our obligations with respect to our indebtedness, and any failure to comply with the obligations of any of our debt instruments, including restrictive covenants and borrowing conditions, could result in an event of default under the agreements governing our indebtedness;
- restricting us from making strategic acquisitions or causing us to make non-strategic divestitures;
- limiting our ability to obtain additional debt or equity financing for working capital, capital expenditures, business development, debt service requirements, acquisitions and general corporate or other purposes; and
- limiting our flexibility in planning for, or reacting to, changes in our business or market conditions and placing us at a competitive disadvantage compared to our competitors who are less highly leveraged and who therefore, may be able to take advantage of opportunities that our leverage prevents us from exploiting.

Our interest expense could increase if interest rates increase above the stated LIBOR floor levels in our senior secured credit facilities because the entire amount of the indebtedness under our senior secured credit facilities bears interest at a variable rate. At April 1, 2011, we had approximately $519 million aggregate principal amount of variable rate indebtedness under our senior secured credit facilities. A 100 basis point increase over the LIBOR floor levels would increase our annual interest expense by approximately $5.2 million.

Table of Contents

Despite our high indebtedness level, we and our subsidiaries still may be able to incur significant additional amounts of debt, which could further exacerbate the risks associated with our substantial indebtedness.

We and our subsidiaries may be able to incur substantial additional indebtedness in the future. Although the agreements governing our debt obligations contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of significant qualifications and exceptions, and under certain circumstances, the amount of indebtedness that could be incurred in compliance with these restrictions could be substantial.

In addition to the $121.5 million which is available to us for borrowing under our revolving credit facility (after giving effect to approximately $28.5 million of outstanding letters of credit as of April 1, 2011), the terms of our senior secured credit facilities enable us to increase the amount available under our term loan and/or revolving credit facilities by up to an aggregate of $275 million if we are able to obtain loan commitments from banks and satisfy certain other conditions, including our having capacity to incur such indebtedness under the indenture governing our notes. If new debt is added to our and our subsidiaries existing debt levels, the related risks that we face would increase. In addition, the agreements governing our debt obligations do not prevent us from incurring obligations that do not constitute indebtedness under those agreements.

Our debt agreements contain restrictions that limit our flexibility in operating our business.

Our debt agreements contain, and the agreements governing any future indebtedness we incur may contain, various covenants that limit our ability to engage in specified types of transactions. These covenants limit our and our restricted subsidiaries ability to, among other things:

- incur additional indebtedness or issue certain preferred shares;
- pay dividends on, repurchase or make distributions in respect of our capital stock or make other restricted payments;
- make certain investments;
- sell certain assets;
- create liens;
- consolidate, merge, sell or otherwise dispose of all or substantially all of our assets; and
- enter into certain transactions with our affiliates.

As a result of these covenants, we are limited in the manner in which we conduct our business and we may be unable to engage in favorable business activities or finance future operations or capital needs. In addition, the covenants in our senior secured credit facilities require us to maintain a maximum total leverage ratio and minimum interest coverage ratio, and limit our capital expenditures. A breach of any of these covenants could result in a default under one or more of these agreements, including as a result of cross default provisions under our indenture and, in the case of our revolving credit facility, permit the lenders to cease making loans to us. Upon the occurrence of an event of default under our senior secured credit facilities, the lenders could elect to declare all amounts outstanding under our senior secured credit facilities to be immediately due and payable and terminate all commitments to extend further credit. Such actions by those lenders could cause cross defaults under our other indebtedness. If we were unable to repay those amounts, the lenders under our senior secured credit facilities could proceed against the collateral granted to them to secure that indebtedness. We have pledged a significant portion of our assets as collateral under our senior secured credit facilities. If the lenders under the senior secured credit facilities accelerate the repayment of borrowings, the proceeds from the sale or foreclosure upon such assets will first be used to repay debt under our senior secured credit facilities and we may not have sufficient assets to repay our unsecured indebtedness thereafter, including our notes.

Table of Contents

Risks Related to Our Business

We rely on sales to U.S. government entities. A loss of contracts, a failure to obtain new contracts or a reduction of sales or award fees under existing contracts with the U.S. government could adversely affect our operating performance and our ability to generate cash flow to fund our operations.

We derive substantially all of our revenue from contracts and subcontracts with the U.S. government and its agencies, primarily the DoD and the DoS. The remainder of our revenue is derived from commercial contracts and contracts with foreign governments. We expect that U.S. government contracts, particularly with the DoD and the DoS, will continue to be our primary source of revenue for the foreseeable future. The continuation and renewal of our existing government contracts and new government contracts are, among other things, contingent upon the availability of adequate funding for various U.S. government agencies, including the DoD and the DoS. Changes in U.S. government spending could directly affect our operating performance and lead to an unexpected loss of revenue. The loss or significant reduction in government funding of a large program in which we participate could also result in a material decrease to our future sales, earnings and cash flows. U.S. government contracts are also conditioned upon the continuing approval by Congress of the amount of necessary spending. Congress usually appropriates funds for a given program on a September 30 fiscal year basis, even though contract periods of performance may extend over many years. Consequently, at the beginning of a major program, the contract is usually partially funded, and additional monies are normally committed to the contract by the procuring agency only as appropriations are made by Congress for future fiscal years. Among the factors that could impact U.S. government spending and reduce our federal government contracting business include:

- policy and/or spending changes implemented by the Obama administration;
- a significant decline in, or reapportioning of, spending by the U.S. government, in general, or by the DoD or the DoS, in particular;
- changes, delays or cancellations of U.S. government programs, requirements or policies;
- the adoption of new laws or regulations that affect companies that provide services to the U.S. government;
- U.S. government shutdowns or other delays in the government appropriations process;
- curtailment of the U.S. government s outsourcing of services to private contractors including the expansion of insourcing;
- changes in the political climate, including with regard to the funding or operation of the services we provide; and
- general economic conditions, including a slowdown in the economy or unstable economic conditions in the United States or in the countries in which we operate.

These or other factors could cause U.S. government agencies to reduce their purchases under our contracts, to exercise their right to terminate our contracts in whole or in part, to issue temporary stop-work orders or to decline to exercise options to renew our contracts. The loss or significant curtailment of our material government contracts, or our failure to renew existing contracts or enter into new contracts could adversely affect our operating performance and lead to an unexpected loss of revenue.

Our U.S. government contracts may be terminated by the U.S. government at any time prior to their completion and contain other unfavorable provisions, which could lead to an unexpected loss of revenue and a reduction in backlog.

Under the terms of our contracts, the U.S. government may unilaterally:

terminate or modify existing contracts;

reduce the value of existing contracts through partial termination;

delay or withhold the payment of our invoices by government payment offices;

28

Table of Contents

- audit our contract-related costs and fees; and

- suspend us from receiving new contracts, pending the resolution of alleged violations of procurement laws or regulations.

The U.S. government can terminate or modify any of its contracts with us either for its convenience or if we default by failing to perform under the terms of the applicable contract. A termination arising out of our default could expose us to liability and adversely affect our operating performance and lead to an unexpected loss of revenue.

Our U.S. government contracts typically have an initial term of one year with multiple option periods, exercisable at the discretion of the government at previously negotiated prices. The government is not obligated to exercise any option under a contract. Furthermore, the government is typically required to compete all programs and, therefore, may not automatically renew a contract. In addition, at the time of completion of any of our government contracts, the contract is frequently required to be re-competed if the government still requires the services covered by the contract.

If the U.S. government terminates and/or materially modifies any of our contracts or if option periods are not exercised, our failure to replace revenue generated from such contracts would result in lower revenue and would likely adversely affect our earnings, which could have a material effect on our financial condition and results of operations.

Our U.S. government contracts are subject to competitive bidding, both upon initial issuance and re-competition. If we are unable to successfully compete in the bidding process or if we fail to win re-competitions, it could adversely affect our operating performance and lead to an unexpected loss of revenue.

Substantially all of our U.S. government contracts are awarded through a competitive bidding process upon initial award and renewal, and we expect that this will continue to be the case. There is often significant competition and pricing pressure as a result of this process. The competitive bidding process presents a number of risks, including the following:

- we may expend substantial funds and time to prepare bids and proposals for contracts that may ultimately be awarded to one of our competitors;

- we may be unable to accurately estimate the resources and costs that will be required to perform any contract we are awarded, which could result in substantial cost overruns; and

- we may encounter expense and delay if our competitors protest or challenge awards of contracts, and any such protest or challenge could result in a requirement to resubmit bids on modified specifications or in the termination, reduction or modification of the awarded contract. Additionally, the protest of contracts awarded to us may result in the delay of program performance and the generation of revenue while the protest is pending.

The government contracts for which we compete typically have multiple option periods, and if we fail to win a contract or a task order, we generally will be unable to compete again for that contract for several years. If we fail to win new contracts or to receive renewal contracts upon re-competition, it may result in additional costs and expenses and possible loss of revenue, and we will not have an opportunity to compete for these contract opportunities again until such contracts expire.

Because of the nature of our business, it is not unusual for us to lose contracts to competitors or to gain contracts once held by competitors during re-compete periods.

Table of Contents

Additionally, some contracts simply end as projects are completed or funding is terminated. We have included our most significant contracts by reportable segment in our key contract table under the heading Business. Contract end dates are included within the tables to better inform investors regarding the potential impact for our most significant contracts for this risk.

Economic conditions could impact our business.

Our business may be adversely affected by factors in the U.S. and other countries that are beyond our control, such as disruptions in the financial markets or downturns in the economic activity in specific countries or regions, or in the various industries in which we operate. These factors could have an adverse impact in the availability of capital and cost of capital, interest rates, tax rates, or regulations in certain jurisdictions. If for any reason we lose access to our currently available lines of credit, or if we are required to raise additional capital, we may be unable to do so in the current credit and stock market environment, or we may be able to do so only on unfavorable terms. Adverse changes to financial conditions could jeopardize certain counterparty obligations, including those of our insurers and financial institutions.

In particular, if the Federal government, due to budgetary considerations, accelerates the expected reduction in combat troops from Iraq, fails to sustain the troop increases in Afghanistan, reduces the DoD Operations and Maintenance budget or reduces funding for DoS initiatives in which we participate, our business, financial condition and results of operations could be adversely affected.

Furthermore, although we believe that our current sources of liquidity will enable us to continue to perform under our existing contracts and further grow our business, we cannot assure you that will be the case. A longer term credit crisis could adversely affect our ability to obtain additional liquidity or refinance existing indebtedness on acceptable terms or at all, which could adversely affect our business, financial condition and results of operations. See Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources for additional discussion regarding liquidity.

Our operations involve considerable risks and hazards. An accident or incident involving our employees or third parties could harm our reputation, affect our ability to compete for business, and if not adequately insured or indemnified, could adversely affect our results of operations and financial condition.

We are exposed to liabilities that arise from the services we provide. Such liabilities may relate to an accident or incident involving our employees or third parties, particularly where we are deployed on-site at active military installations or in locations experiencing political or civil unrest, or they may relate to an accident or incident involving aircraft or other equipment we have serviced or used in the course of our business. Any of these types of accidents or incidents could involve significant potential claims of injured employees and other third parties and claims relating to loss of or damage to government or third-party property.

We maintain insurance policies that mitigate risk and potential liabilities related to our operations. Our insurance coverage may not be adequate to cover those claims or liabilities, and we may be forced to bear substantial costs from an accident or incident. Substantial claims in excess of our related insurance coverage could adversely affect our operating performance and may result in additional expenses and possible loss of revenue.

Furthermore, any accident or incident for which we are liable, even if fully insured, may result in negative publicity which could adversely affect our reputation among our customers, including our government customers, and the public, which could result in the loss of existing and future contracts or make it more difficult to compete effectively for future contracts. This could adversely affect our operating performance and may result in additional expenses and possible loss of revenue.

Table of Contents

Political destabilization or insurgency in the regions in which we operate may have a material adverse effect on our operating performance.

Certain regions in which we operate are highly unstable. Insurgent activities in the areas in which we operate may cause further destabilization in these regions. There can be no assurance that the regions in which we operate will continue to be stable enough to allow us to operate profitably or at all. During the Inception Year and fiscal years 2010 and 2009, revenue generated from our operations in the Middle East contributed 75%, 73% and 63% of our revenue, respectively. Insurgents in Iraq and Afghanistan have targeted installations where we have personnel, and these insurgents have contributed to instability in these countries. This could impair our ability to attract and deploy personnel to perform services in either or both locations. In addition, we may be required to increase compensation to our personnel as an incentive to deploy them to these regions. Historically we have been able to recover this added cost under the contracts, but there is no guarantee that future increases, if required, will be able to be transferred to our customers through our contracts. To the extent that we are unable to transfer such increased compensation costs to our customers, our operating margins would be adversely impacted, which could adversely affect our operating performance.

In addition, increased insurgent activities or destabilization, including civil unrest or a civil war in Iraq or Afghanistan, may lead to a determination by the U.S. government to halt or substantially reduce our operations in a particular location, country or region and to perform the services using military personnel. Furthermore, in extreme circumstances, the U.S. government may decide to terminate all or substantially reduce U.S. government activities, including our operations under U.S. government contracts in a particular location, country or region and to withdraw all or a substantial number of military personnel. Congressional pressure to reduce, if not eliminate, the number of U.S. troops in Iraq or Afghanistan may also lead to U.S. government procurement actions that reduce or terminate the services and support we provide in that theater of conflict. Any of the foregoing could adversely affect our operating performance and may result in additional costs and loss of revenue.

We are exposed to risks associated with operating internationally.

A large portion of our business is conducted internationally. Consequently, we are subject to a variety of risks that are specific to international operations, including the following:

- export controls regulations that could erode profit margins or restrict exports;
- compliance with the U.S. Foreign Corrupt Practices Act;
- the burden and cost of compliance with foreign laws, treaties and technical standards and changes in those regulations;
- contract award and funding delays;
- potential restrictions on transfers of funds;
- foreign currency fluctuations;
- import and export duties and value added taxes;
- transportation delays and interruptions;
- uncertainties arising from foreign local business practices and cultural considerations;

- requirements by foreign governments that we locally invest a minimum level as part of our contracts with them, which may not yield any return; and

- potential military conflicts, civil strife and political risks.

We cannot ensure our current adopted measures will reduce the potential impact of losses resulting from the risks of our foreign business.

Table of Contents

Our IDIQ contracts are not firm orders for services, and we may never receive revenue from these contracts, which could adversely affect our operating performance.

Many of our government contracts are IDIQ contracts, which are often awarded to multiple contractors. The award of an IDIQ contract does not represent a firm order for services. Generally, under an IDIQ contract, the government is not obligated to order a minimum of services or supplies from its contractor, irrespective of the total estimated contract value. Furthermore, under an IDIQ contract, the customer develops requirements for task orders that are competitively bid against all of the contract awardees, usually under a best-value approach. However, many contracts also permit the government customer to direct work to a specific contractor. Our Civilian Police, Contract Field Team and LOGCAP IV programs are three of our contracts performed under IDIQ contracts. We may not win new task orders under these contracts for various reasons, such as failing to rapidly deploy personnel or high prices, which would have an adverse effect on our operating performance and may result in additional expenses and loss of revenue. There can be no assurance that our existing IDIQ contracts will result in actual revenue during any particular period or at all. During our Inception Year, 76% of our revenue were attributable to IDIQ contracts. In DynCorp International s fiscal years 2010, and 2009, 76%, and 73% of revenue, respectively, were attributable to IDIQ contracts.

Our cost of performing under time-and-materials and fixed-price contracts may exceed our revenue, which would result in a recorded loss on the contracts.

Our government contract services have three distinct pricing structures: cost-reimbursement, time-and-materials and fixed-price. With cost-reimbursement contracts, so long as actual costs incurred are within the contract funding and allowable under the terms of the contract, we are entitled to reimbursement of the costs plus a stipulated fixed-fee and, in some cases, an incentive-based award fee. We assume additional financial risk on time-and-materials and fixed-price contracts, because of the stipulated prices or negotiated hourly/daily rates. As such, if we do not accurately estimate ultimate costs and control costs during performance of the work, we could lose money on a particular contract or have lower than anticipated margins. Also, we assume the risk of damage or loss to government property, and we are responsible for third-party claims under fixed-price contracts. The failure to meet contractually defined performance standards may result in a loss of a particular contract or lower-than-anticipated margins. This could adversely affect our operating performance and may result in additional costs and possible loss of revenue.

A negative audit or other actions by the U.S. government could adversely affect our operating performance.

At any given time, many of our contracts are under review by the Defense Contract Audit Agency DCAA , the Defense Contract Management Agency DCMA , and other government agencies. These agencies review our contract performance, cost structure, and/or compliance with applicable laws, regulations and standards. Such agency audits may include contracts under which we have performed services in Iraq and Afghanistan under especially demanding circumstances.

The government agencies also review the adequacy of, and our compliance with, our internal control systems and policies, including our labor, billing, accounting, purchasing, property, estimating, billing, compensation, information technology, indirect and other direct costs, and management information systems. An example of a review outcome would be: if any costs are found to be improperly allocated to a specific contract they will not be reimbursed. In addition, government contract payments received by us for allowable direct and indirect costs are subject to adjustment after audit by government auditors and repayment to the government if the payments exceed allowable costs as defined in the government contracts. Any negative results from any audit of our control systems and policies by the DCAA or any other government agency, including any findings that we have not complied with any required policies or procedures, could delay or materially adversely affect our ability to invoice and receive timely payment on our contracts, perform contracts or compete for contracts with the U.S. government and could have a material adverse effect on our operating performance. See Note 8 to the Delta Tucker Holdings, Inc. consolidated financial statements included elsewhere in this prospectus.

Table of Contents

We are subject to investigation by the government agencies, which could result in our inability to receive government contracts and could adversely affect our future operating performance.

As a U.S. government contractor operating domestically and internationally, we must comply with laws and regulations relating to U.S. government contracting, as well as domestic and international laws. From time to time, we are investigated by government agencies with respect to our compliance with these laws and regulations. If we are found to be in violation of the law, we may be subject to civil or criminal penalties or administrative sanctions, including contract termination, the assessment of penalties and suspension or prohibition from doing business with U.S. government agencies. For example, many of the contracts we perform in the U.S. are subject to the Service Contract Act, which requires hourly employees to be paid certain specified wages and benefits. If the U.S. Department of Labor determines that we violated the Service Contract Act or its implementing regulations, we could be suspended from being awarded new government contracts or renewals of existing contracts for a period of time, which could adversely affect our future operating performance. We are subject to a greater risk of investigations, criminal prosecution, civil fraud, whistleblower lawsuits and other legal actions and liabilities than companies with solely commercial customers. In addition, if an audit uncovers improper or illegal activities, we may be subject to civil and criminal penalties and administrative sanctions, including termination of contracts, forfeiture of profits, suspension of payments, fines and suspension or prohibition from doing business with the U.S. government.

Furthermore, our reputation could suffer serious harm if allegations of impropriety were made against us. If we were suspended or prohibited from contracting with the U.S. government, or any significant U.S. government agency, if our reputation or relationship with U.S. government agencies was impaired or if the U.S. government otherwise ceased doing business with us or significantly decreased the amount of business it does with us, it could adversely affect our operating performance and may result in additional expenses and possible loss of revenue.

U.S. government contractors like us that provide support services in theaters of conflict such as Iraq and Afghanistan have come under increased scrutiny by the agency of inspector generals, government auditors and congressional committees. Investigations pursued by any or all of these groups may result in adverse publicity for us and consequent reputational harm, regardless of the underlying merit of the allegations being investigated. As a matter of general policy, we have cooperated and expect to continue to cooperate with government inquiries of this nature.

The expiration of our collective bargaining agreements could result in increased operating costs or work disruptions, which could potentially affect our operating performance.

As of April 1, 2011, we had approximately 25,500 personnel, of which approximately 300 affiliates were from our GLS segment. Employees represented by labor unions totaled approximately 2,800. As of April 1, 2011, we had approximately 20 collective bargaining agreements with these unions. The length of these agreements varies, with the longest expiring in February 2014. There can be no assurance that we will not experience labor disruptions associated with the expiration or renegotiation of collective bargaining agreements or otherwise. We could experience a significant disruption of operations and increased operating costs as a result of higher wages or benefits paid to union members, which could adversely affect our operating performance and may result in additional expenses and possible loss of revenue.

Proceedings against us in domestic and foreign courts could result in legal costs and adverse monetary judgments, adversely affecting our operating performance and causing harm to our reputation.

We are involved in various claims and lawsuits from time to time. For example, we are a defendant in two consolidated lawsuits seeking unspecified damages brought by citizens and certain provinces of Ecuador. The basis for the actions, both pending in the U.S. District Court for the District of Columbia, arises from our performance of a DoS contract for the eradication of narcotic plant crops in Colombia. The lawsuits allege personal injury, property damage and wrongful death as a consequence of the spraying of narcotic crops along the Colombian border adjacent to Ecuador. In the event that a court decides against us, in these lawsuits, and we are unable to obtain indemnification from the U.S. Government, or contributions from the other defendants, we may incur substantial costs, which could have a material adverse effect on our results. An adverse ruling in these cases could also adversely affect our reputation and have a material adverse effect on our ability to win future government contracts.

Other litigation in which we are involved includes wrongful termination and other adverse employment actions, breach of contract, personal injury and property damage actions filed by third parties. Actions involving third-party liability claims generally are covered by insurance; however, in the event our insurance coverage is inadequate to cover such claims, we will be forced to bear the costs arising from a judgment. We do not have insurance coverage for adverse employment and breach of contract actions, and we bear all costs associated with such litigation and claims.

We are subject to certain U.S. laws and regulations, which are the subject of rigorous enforcement by the U.S. government; our noncompliance with such laws and regulations could adversely affect our future operating performance.

We may be subject to qui tam litigation brought by private individuals on behalf of the government under the Federal Civil False Claims Act, which could include claims for treble damages. Government contract violations could result in the imposition of civil and criminal penalties or sanctions, contract termination, forfeiture of profit, and/or suspension of payment, any of which could make us lose our status as an eligible government contractor. We could also suffer serious harm to our reputation. Any interruption or termination of our government contractor status could significantly reduce our future revenue and profits.

To the extent that we export products, technical data and services outside the United States, we are subject to U.S. laws and regulations governing international trade and exports, including but not limited to, the International Traffic in Arms Regulations, the Export Administration Regulations and trade sanctions against embargoed countries, which are administered by the Office of Foreign Assets Control within the Department of the Treasury. Failure to comply with these laws and regulations could result in civil and/or criminal sanctions, including the imposition of fines upon us as well as the denial of export privileges and debarment from participation in U.S. government contracts.

We do business in certain parts of the world that have experienced, or may be susceptible to, governmental corruption. Our corporate policy requires strict compliance with the U.S. Foreign Corrupt Practices Act and with local laws prohibiting payments to government officials for the purpose of obtaining or keeping business or otherwise obtaining favorable treatment. Improper actions by our employees or agents could subject us to civil or criminal penalties, including substantial monetary fines, as well as disgorgement, and could damage our reputation and, therefore, our ability to do business.

Competition in our industry could limit our ability to attract and retain customers or employees, which could result in a loss of revenue and/or a reduction in margins, which could adversely affect our operating performance.

We compete with various entities across geographic and business lines. Competitors of our GSDS operating segment are typically various solution providers that compete in any one of the service areas provided by those business units. Competitors of our GPSS operating segment are typically large defense services contractors that offer services associated with maintenance, training and other activities. Competitors of our GLS operating segment are typically contractors that provide services in Iraq and Afghanistan or companies that provide language interpretation and translation services both domestically and internationally.

We compete on a number of factors, including our broad range of services, geographic reach, mobility and response time. Foreign competitors may obtain an advantage over us in competing for U.S. government contracts and attracting employees to the extent we are required by U.S. laws and regulations to remit to the U.S.

government statutory payroll withholding amounts for U.S. nationals working on U.S. government contracts while employed by our majority-owned foreign subsidiaries, since foreign competitors may not be similarly obligated by their governments.

Some of our competitors may have greater resources or are otherwise better positioned to compete for contract opportunities. For example, original equipment manufacturers that also provide aftermarket support services have a distinct advantage in obtaining service contracts for aircraft they have manufactured, as they frequently have better access to replacement and service parts, as well as an existing technical understanding of the platform they have manufactured. In addition, we are at a disadvantage when bidding for contracts up for re-competition for which we are not the incumbent provider, because incumbent providers are frequently able to capitalize on customer relationships, technical knowledge and pricing experience gained from their prior service.

In addition to the competition we face in bidding for contracts and task orders, we must also compete to attract the skilled and experienced personnel integral to our continued operations. We hire from a limited pool of potential employees, as military and law enforcement experience, specialized technical skill sets and security clearances are prerequisites for many positions. Our failure to compete effectively for employees, or excessive attrition among our skilled personnel, could reduce our ability to satisfy our customers needs and increase the costs and time required to perform our contractual obligations. This could adversely affect our operating performance and may result in additional expenses and possible loss of revenue.

Loss of our skilled personnel, including members of senior management, may have an adverse effect on our operations and/or our operating performance.

Our continued success depends in large part on our ability to recruit and retain the skilled personnel necessary to serve our customers effectively, including personnel with extensive military and law enforcement training and backgrounds. The proper execution of our contract objectives depends upon the availability of quality resources, especially qualified personnel. Given the nature of our business, we have substantial need for personnel who are willing to work overseas, frequently in locations experiencing political or civil unrest, for extended periods of time and often on short notice. We may not be able to meet the need for qualified personnel as such need arises.

In addition, we must comply with provisions in U.S. government contracts that require employment of persons with specified work experience and security clearances. An inability to maintain employees with the required security clearances could have a material adverse effect on our ability to win new business and satisfy our existing contractual obligations, and could adversely affect our operating performance and may result in additional expenses and possible loss of revenue.

The loss of services of any of the members of our senior management could adversely affect our business until a suitable replacement can be found. There may be a limited number of personnel with the requisite skills to serve in these positions, and we may be unable to locate and employ such qualified personnel on acceptable terms.

If our subcontractors or joint venture partners fail to perform their contractual obligations, then our performance as the prime contractor and our ability to obtain future business could be materially and adversely impacted.

Many of our contracts involve subcontracts with other companies upon which we rely to perform a portion of the services we must provide to our customers. These subcontractors generally perform niche or specialty services for which they have more direct experience, such as construction, catering services or specialized technical services, or they have local knowledge of the region in which we will be performing and the ability to communicate with local nationals and assist in making arrangements for commencement of performance. Often, we enter into subcontract arrangements in order to meet government requirements to award certain categories of services to small businesses. A failure by one or more of our subcontractors to satisfactorily provide on a timely basis the agreed-upon supplies or perform the agreed-upon services may materially and adversely impact our ability to perform our obligations as the prime contractor. Such subcontractor performance deficiencies could result in a customer terminating our contract for default. A default termination could expose us to liability and adversely affect our operating performance and may result in additional expenses and possible loss of revenue.

We often enter into joint ventures so that we can jointly bid and perform on a particular project. The success of these and other joint ventures depends, in large part, on the satisfactory performance of the contractual obligations by our joint venture partners. If our partners do not meet their obligations, the joint ventures may be unable to adequately perform and deliver their contracted services. Under these circumstances, we may be required to make additional investments and provide additional services to ensure the adequate performance and delivery of the contracted services. These additional obligations could result in reduced profits or, in some cases, significant losses for us with respect to the joint venture, which could also affect our reputation in the industries we serve.

Environmental laws and regulations may subject us to significant costs and liabilities that could adversely affect our operating performance.

We are subject to numerous environmental, legal and regulatory requirements related to our operations worldwide. In the U.S., these laws and regulations include those governing the management and disposal of hazardous substances and wastes and the maintenance of a safe workplace, primarily associated with our aviation services activities, including painting aircraft and handling substances that may qualify as hazardous waste, such as used batteries and petroleum products. In addition to U.S. federal laws and regulations, states and other countries where we do business have numerous environmental, legal and regulatory requirements by which we must abide. We could incur substantial costs, including clean-up costs, as a result of violations of, or liabilities under, environmental laws. This could adversely affect our operating performance and may result in additional expenses and possible loss of revenue.

Our business strategy contemplates pursuing additional strategic acquisitions of complementary businesses and service lines. Acquisition transactions require substantial management resources and may disrupt our business and divert our management from other responsibilities. Acquisitions are accompanied by other risks, including:

- the difficulty of integrating the operations and personnel of the acquired companies;
- the inability of our management to maximize our financial and strategic position by the successful incorporation of acquired personnel into our programs;
- we may not realize anticipated synergies or financial growth;
- we may assume material liabilities that were not identified during due diligence, including potential regulatory penalties resulting from the acquisition target s previous activities;
- difficulty maintaining uniform standards, controls, procedures and policies, with respect to accounting matters and otherwise;
- the potential loss of key employees of acquired companies;
- acquisitions may require us to invest significant amounts of cash resulting in dilution of stockholder value;
- the impairment of relationships with employees and customers as a result of changes in management and operational structure; and

acquisitions may require us to invest significant amounts of cash resulting in dilution of stockholder value.

Any inability to successfully integrate the operations and personnel associated with an acquired business and/or service line may harm our business and results of operation.

Table of Contents

We may not be able to continue to deploy or sell our helicopter assets.

We have approximately $18.6 million in helicopter assets comprised of 13 UH-1HP Huey helicopters. Due to the past military history of these helicopters and the associated restricted certification status with the Federal Aviation Administration (FAA), the helicopters are limited to Public Use applications (police, fire or movement of our personnel and supplies on programs). We deployed six of our Huey helicopters, with a carrying value of $8.1 million, on the LOGCAP IV program in January 2011. Although we believe we will be able to continue to deploy these helicopters on the LOGCAP IV program until fully depreciated, we have no guarantee that the program will continue to need these assets or that we will be able to continue deploy these assets until that time.

We plan to sell the remaining seven Huey helicopters and do not currently intend to use them on other programs. These helicopter assets are classified as held for sale. We have no guarantee that we will be able to successfully sell these assets or if we are unable to sell them, deploy them on other programs. The inability to sell or deploy the remaining helicopters could lead to a material impairment charge in the future.

Risks Related to the Notes

We may not be able to generate sufficient cash to service all of our indebtedness, including the notes, and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments on or to refinance our debt obligations depends on our financial condition and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We may not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness, including the notes.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital or restructure or refinance our indebtedness, including the notes. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments and the indenture governing the notes may restrict us from adopting some of these alternatives. In addition, any failure to make payments of interest and principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our credit rating, which could harm our ability to incur additional indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations.

Your right to receive payments on the notes is effectively junior to the right of lenders who have a security interest in our assets to the extent of the value of those assets.

Our obligations under the notes and our guarantors obligations under their guarantees of the notes are unsecured, but our obligations under our senior secured credit facilities and each guarantor s obligations under its guarantee of the senior secured credit facilities are secured by a security interest in substantially all of our and the guarantors assets. Accordingly, the notes are effectively junior to all of our and our guarantors obligations under the senior secured credit facilities to the extent of the value of the assets securing such indebtedness. If we are declared bankrupt or insolvent, or if we default under our senior secured credit facilities, the lenders could declare all of the funds borrowed thereunder, together with accrued interest, immediately due and payable. If we were unable to repay such indebtedness, the lenders could foreclose on the pledged assets to the exclusion of holders of the notes, even if an event of default exists under the indenture governing the notes at such time. In any such event, because the notes are not secured by any of our assets or the equity interests in subsidiary guarantors, it is possible that there would be no assets remaining from which your claims could be satisfied or, if any assets remained, they might be insufficient to satisfy your claims in full. See Description of Other Indebtedness.

As of April 1, 2011, we had approximately $519 million of senior secured indebtedness, which consists solely of indebtedness under our senior secured credit facilities, not including the availability of an additional $121.5 million under our revolving credit facility (after giving effect to approximately $28.5 million of outstanding letters of credit), all of which is effectively senior to the notes. The indenture governing the notes permits DynCorp International, its subsidiary guarantors and its restricted subsidiaries to incur substantial additional indebtedness in the future, including senior secured indebtedness.

Claims of noteholders are structurally subordinated to claims of creditors of our subsidiaries that do not guarantee the notes.

The notes are not guaranteed by any of our foreign subsidiaries. Accordingly, claims of holders of the notes are structurally subordinated to the claims of creditors of these non-guarantor subsidiaries, including trade creditors. All obligations of these subsidiaries will have to be satisfied before any of the assets of such subsidiaries would be available for distribution, upon a liquidation or otherwise, to us or creditors of us, including the holders of the notes.

Our non-guarantor subsidiaries accounted for approximately $125.8 million, or 14.2%, of our consolidated revenue, $2.1 million of net income, or 6.6%, and approximately $3.0 million, or 6.6%, of our consolidated EBITDA, in each case, for the three months ended April 1, 2011 and approximately $90.0 million, or 4.0%, of our total assets, and approximately $54.6 million, or 8.1%, of our total liabilities, in each case, as of April 1, 2011. Amounts are presented after giving effect to intercompany eliminations. GLS was released from its guarantee on October 26, 2010.

Repayment of our debt, including the notes, is dependent on cash flow generated by our subsidiaries.

Our subsidiaries own substantially all of our assets and conduct substantially all of our operations. Accordingly, repayment of our indebtedness, including the notes, is dependent, to a significant extent, on the generation of cash flow by our subsidiaries and their ability to make such cash available to us, by dividend, debt repayment or otherwise. Unless they are guarantors of the notes, our subsidiaries do not have any obligation to pay amounts due on the notes or to make funds available for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable DynCorp International to make payments in respect of its indebtedness, including the notes. Each subsidiary is a distinct legal entity and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from DynCorp International s subsidiaries. While the indenture governing the notes limits the ability of our subsidiaries to incur consensual restrictions on their ability to pay dividends or make other intercompany payments to us, these limitations are subject to certain qualifications and exceptions. In the event that DynCorp International does not receive distributions from its subsidiaries, DynCorp International may be unable to make required principal and interest payments on its indebtedness, including the notes.

If we default on our obligations to pay our other indebtedness, we may not be able to make payments on the notes.

Any default under the agreements governing our indebtedness, including a default under our senior secured credit facilities, that is not waived by the required lenders of such indebtedness, and the remedies sought by the holders of such indebtedness, could make us unable to pay principal, premium, if any, and interest on the notes and substantially decrease the market value of the notes. If we are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, and interest

Table of Contents

on our indebtedness, or if we otherwise fail to comply with the various covenants, including financial and operating covenants in the instruments governing our indebtedness (including covenants in our senior secured credit facilities), we could be in default under the terms of the agreements governing such indebtedness. In the event of such default,

- the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest;
- the lenders under our senior secured credit facilities could elect to terminate their revolving commitments thereunder, cease making further loans and institute foreclosure proceedings against our assets; and
- we could be forced into bankruptcy or liquidation.

If our operating performance declines, we may in the future need to obtain waivers from the required lenders under our senior secured credit facilities or any other indebtedness to avoid being in default. If we breach our covenants under our senior secured credit facilities or any other indebtedness and seek a waiver, we may not be able to obtain a waiver from the required lenders. If this occurs, we would be in default under our senior secured credit facilities or any other indebtedness, the lenders could exercise their rights, as described above, and we could be forced into bankruptcy or liquidation.

We may not be able to repurchase the notes upon a change of control.

Upon the occurrence of specific kinds of change of control events, we will be required to offer to repurchase all outstanding notes at 101% of their principal amount plus accrued and unpaid interest. The source of funds for any such purchase of the notes will be our available cash or cash generated from our subsidiaries operations or other sources, including borrowings, sales of assets or sales of equity. DynCorp International may not be able to repurchase the notes upon a change of control because we may not have sufficient financial resources to purchase all of the notes that are tendered upon a change of control and we may be required to secure third-party financing to do so. We may not be able to obtain this financing on commercially reasonable terms, on acceptable terms to us, or at all. Further, DynCorp International is contractually restricted under the terms of our senior secured credit facilities from repurchasing all of the notes tendered by holders upon a change of control. Accordingly, we may not be able to satisfy our obligations to purchase the notes unless we are able to refinance or obtain waivers under our senior secured credit facilities. Our failure to repurchase the notes upon a change of control would cause a default under the indenture governing the notes and a cross default under the senior secured credit facilities. The senior secured credit facilities also provide that a change of control will be a default that permits lenders to accelerate the maturity of borrowings thereunder. Any of our future debt agreements may contain similar provisions.

The change of control provisions in the indenture governing the notes may not protect you in the event we consummate a reorganization, restructuring, merger or other similar transaction, unless such transaction constitutes a change of control under the indenture. Such a transaction may not involve a change in voting power or beneficial ownership or, even if it does, may not involve a change in the magnitude required under the definition of change of control in the indenture to trigger our obligation to repurchase the notes. Except as otherwise described above, the indenture does not contain provisions that permit the holders of the notes to require us to repurchase or redeem the notes in the event of a reorganization, restructuring, merger or other similar transaction. If an event occurs that does not constitute a change of control under the indenture, we are not required to make an offer to repurchase the notes and you may be required to continue to hold your notes despite the event. See Description of Other Indebtedness and Description of the Notes Change of Control.

Table of Contents

Federal and state fraudulent transfer laws may permit a court to void the notes and the guarantees, subordinate claims in respect of the notes and the guarantees and require noteholders to return payments received and, if that occurs, you may not receive any payments on the notes.

Federal and state fraudulent transfer and conveyance statutes may apply to the issuance of the notes and the incurrence of any guarantees of the notes, including the guarantee by the guarantors entered into upon issuance of the notes and subsidiary guarantees (if any) that may be entered into thereafter under the terms of the indenture governing the notes. Under federal bankruptcy law and comparable provisions of state fraudulent transfer or conveyance laws, which may vary from state to state, the notes or guarantees could be voided as a fraudulent transfer or conveyance if (1) we or any of the guarantors, as applicable, issued the notes or incurred the guarantees with the intent of hindering, delaying or defrauding creditors or (2) we or any of the guarantors, as applicable, received less than reasonably equivalent value or fair consideration in return for either issuing the notes or incurring the guarantees and, in the case of (2) only, one of the following is also true at the time thereof:

- we or any of the guarantors, as applicable, were insolvent or rendered insolvent by reason of the issuance of the notes or the incurrence of the guarantees;

- the issuance of the notes or the incurrence of the guarantees left us or any of the guarantors, as applicable, with an unreasonably small amount of capital to carry on the business;

- we or any of the guarantors intended to, or believed that we or such guarantor would, incur debts beyond our or such guarantor s ability to pay such debts as they mature; or

- we or any of the guarantors was a defendant in an action for money damages, or had a judgment for money damages docketed against us or such guarantor if, in either case, after final judgment, the judgment is unsatisfied.

A court would likely find that we or a guarantor did not receive reasonably equivalent value or fair consideration for the notes or such guarantee if we or such guarantor did not substantially benefit directly or indirectly from the issuance of the notes or the applicable guarantee. As a general matter, value is given for a transfer or an obligation if, in exchange for the transfer or obligation, property is transferred or an antecedent debt is secured or satisfied. A debtor will generally not be considered to have received value in connection with a debt offering if the debtor uses the proceeds of that offering to make a dividend payment or otherwise retire or redeem equity securities issued by the debtor.

We cannot be certain as to the standards a court would use to determine whether or not we or the guarantors were solvent at the relevant time or, regardless of the standard that a court uses, that the issuance of the guarantees would not be further subordinated to our or any of our guarantors other debt. Generally, however, an entity would be considered insolvent if, at the time it incurred indebtedness:

- the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all its assets; or

- the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or

- it could not pay its debts as they become due.

If a court were to find that the issuance of the notes or the incurrence of the guarantee was a fraudulent transfer or conveyance, the court could void the payment obligations under the notes or such guarantee or further subordinate the notes or such guarantee to presently existing and future indebtedness of ours or of the related guarantor, or require the holders of the notes to repay any amounts received with respect to such guarantee. In the event of a finding that a fraudulent transfer or conveyance occurred, you may not receive any repayment on the notes. Further, the voidance of the notes could result in an event of default with respect to our and our subsidiaries other debt that could result in acceleration of such debt.

Table of Contents

Although each guarantee entered into by a subsidiary contains a provision intended to limit that guarantor s liability to the maximum amount that it could incur without causing the incurrence of obligations under its guarantee to be a fraudulent transfer, this provision may not be effective to protect those guarantees from being voided under fraudulent transfer law, or may reduce that guarantor s obligation to an amount that effectively makes its guarantee worthless. In a recent Florida bankruptcy case, this kind of provision was found to be ineffective to protect the guarantees.

You may be adversely affected if you fail to exchange old notes.

We will only issue exchange notes in exchange for old notes that are timely received by the exchange agent, together with all required documents, including a properly completed and signed letter of transmittal. Therefore, you should allow sufficient time to ensure timely delivery of the old notes and you should carefully follow the instructions on how to tender your old notes. Neither we nor the exchange agent are required to tell you of any defects or irregularities with respect to your tender of the old notes. If you are eligible to participate in this exchange offer and do not tender your old notes or if we do not accept your old notes because you did not tender your old notes properly, then, after we consummate this exchange offer, you will continue to hold old notes that are subject to the existing transfer restrictions and will no longer have any registration rights or be entitled to any additional interest with respect to the old notes. In addition:

- if you tender your old notes for the purpose of participating in a distribution of the exchange notes, you will be required to comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale of the exchange notes; and

- if you are a broker-dealer that receives exchange notes for your own account in exchange for old notes that you acquired as a result of market-making activities or any other trading activities, you will be required to acknowledge that you will deliver a prospectus in connection with any resale of those exchange notes.

We have agreed that, for a period of 180 days after this exchange offer is consummated, we will make this prospectus available to any broker-dealer for use in connection with any resales of the exchange notes.

After this exchange offer is consummated, if you continue to hold any old notes, you may have difficulty selling them because there will be fewer old notes outstanding.

Your ability to transfer the notes may be limited by the absence of an active trading market, and there is no assurance that any active trading market will develop for the notes.

The exchange notes are new issues of securities of the same class as the old notes for which there is no established public market. We do not intend to have the exchange notes listed on a national securities exchange or included in any automated quotation system.

The initial purchasers have advised us that they intend to make a market in the notes as permitted by applicable laws and regulations; however, the initial purchasers are not obligated to make a market in any of the notes and they may discontinue their market making activities at any time without notice. Therefore, an active market for any of the notes may not develop or, if developed, it may not continue. The liquidity of any market for the notes will depend upon the number of holders of the notes, our performance, the market for similar securities, the interest of securities dealers in making a market in the notes and other factors. A liquid trading market may not develop for the notes or any series of notes. If a market develops, the notes could trade at prices that may be lower than the initial offering price of the notes. If an active market does not develop or is not maintained, the price and liquidity of the notes may be adversely affected. Historically, the market for non-investment grade debt has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the notes. The market, if any, for any of the notes may not be free from similar disruptions and any such disruptions may adversely affect the prices at which you may sell your notes. In addition, subsequent to their initial issuance, the notes may trade at a discount from their initial offering price, depending upon prevailing interest rates, the market for similar notes, our performance and other factors.

The interests of our controlling stockholders may differ from the interests of the holders of the notes.

Affiliates of Cerberus indirectly acquired ownership of 100% of our voting capital stock immediately upon the consummation of the Transactions. Affiliates of Cerberus are entitled to elect all of our directors, to appoint new management and to approve actions requiring the approval of the holders of our capital stock, including adopting amendments to our certificate of incorporation and approving mergers or sales of substantially all of our assets. Following the Transactions, because our equity securities are no longer registered under the Exchange Act and are not listed on any U.S. securities exchange, we are not subject to any of the corporate governance requirements of any U.S. securities exchange (which include requirements in addition to those that are applicable to us under U.S. securities laws as a result of our filing the registration statement of which this prospectus forms a part).

The interests of Cerberus and its affiliates may differ from yours in material respects. For example, if we encounter financial difficulties or are unable to pay our debts as they mature, Cerberus and its affiliates, as equity holders, may have an interest in pursuing acquisitions, divestitures, financings or other transactions that, in their judgment, could enhance their equity investments, even though such transactions might involve risks to you as a holder of our notes. In that situation, for example, the holders of our notes might want us to raise additional equity from our equity holders or other investors to reduce our leverage and pay our debts, while equity holders might not want to increase their investment in us or have their ownership diluted and might instead desire to take other actions, such as selling our assets. Additionally, the indenture governing the notes permits us to pay advisory fees, dividends or make other restricted payments under certain circumstances, and Cerberus may have an interest in our doing so.

We may compete with, or enter into transactions with, entities in which our controlling stockholder holds a substantial interest.

Cerberus is in the business of making investments in companies and may from time to time acquire and hold interests in businesses that compete directly and indirectly with us. In particular, IAP Worldwide Services, Inc. (IAP), an entity in which Cerberus holds a controlling equity interest, may compete with us for certain contracts and other opportunities. Further, Steven F. Gaffney, the Chairman of our Board of Directors and our Chief Executive Officer, also serves as the Chairman of the Board of IAP. Corporate opportunities may arise in the area of potential competitive business activities that may be attractive to us as well as to Cerberus or IAP or their respective affiliates, including through potential acquisitions of competing businesses. Any competition could intensify if an affiliate or subsidiary of Cerberus, including IAP, were to enter into or acquire a business similar to ours. Cerberus is under no obligation to communicate or offer any corporate opportunity to us, even if such opportunity might reasonably have been expected to be of interest to us or our subsidiaries.

In addition, we may in the future make investments in, enter into co-investment or joint venture arrangements with, enter into business combinations with or otherwise collaborate with and invest in other firms or entities, such as our affiliates, including Cerberus or IAP. Any such transactions may not trigger a change of control, which means it would not cause an event of default under our senior secured credit facilities and we would not be required to offer to repurchase the notes at 101% of their principal amount plus accrued and unpaid interest. You should consider that the interests of Cerberus may differ from yours in material respects. See Security Ownership of Certain Beneficial Owners and Management and Certain Relationships and Related Party Transactions.

Table of Contents

THE EXCHANGE OFFER

Purpose and Effect of this Exchange Offer

In connection with the issuance of the old notes, the issuer and the guarantors of the old notes entered into a registration rights agreement with the initial purchasers of the old notes. Under that agreement, we agreed to use commercially reasonable efforts to file a registration statement related to the exchange of old notes for exchange notes with the SEC and to cause the registration statement to become effective under the Securities Act on or prior to the 300th day after July 7, 2010. Because we did not cause the registration statement to become effective on or before May 3, 2011 (such 300th day), we are obligated to pay registration default damages until the registration statement is declared effective pursuant to the registration rights agreement as described in more detail under Exchange Offer; Registration Rights . We intend to pay the registration default damages relating to the old notes on July 1, 2011, the next scheduled interest payment date.

The registration statement of which this prospectus forms a part was filed in compliance with the obligations under this registration rights agreement. The exchange notes will have terms substantially identical to the old notes except the exchange notes will not contain terms with respect to transfer restrictions and registration rights and we will not be obligated to pay additional interest as described in the registration rights agreements.

Under the circumstances set forth below, we will use our commercially reasonable efforts to cause the SEC to declare effective a shelf registration statement with respect to the resale of the old notes and to keep the shelf registration statement effective for a period of two years or such until such time as all of the old notes (a) have been sold thereunder or (b) can be sold under Rule 144 of the Securities Act, without any limitations. These circumstances include:

- because of any change in current law or SEC policy, we are not permitted to effect this exchange offer;

- the registration statement of which this prospectus forms a part is not declared effective by the 300th date after July 7, 2010; or

- any holder of old notes who is not able to participate in this exchange offer so requests in writing on or before the 20th business day after the consummation of this exchange offer.

Each holder of old notes that wishes to exchange such old notes for transferable exchange notes in this exchange offer will be required to make the following representations:

- that any exchange notes to be received by it will be acquired in the ordinary course of its business;

- that it had no arrangement or understanding with any person to participate in the distribution (within the meaning of Securities Act) of exchange notes in violation of the Securities Act;

- that it is not an affiliate, as defined in Rule 405 under the Securities Act, of ours, or if it is an affiliate of ours, that it will comply with the applicable registration and prospectus delivery requirements of the Securities Act; and

- that it is not prohibited by any law or policy of the SEC from participating in this exchange offer; and

- if such holder is not a broker-dealer, that it is not engaged in, and does not intend to engage in, the distribution of exchange notes; and if such holder is a broker-dealer, that it will receive exchange notes for its own account in exchange for old notes that were acquired as a result of market-making or other trading activities and that it will deliver a prospectus in connection with any resale of such exchange notes.

Resale of Exchange Notes

Based on interpretations of the SEC staff set forth in no action letters issued to unrelated third parties, we believe that exchange notes issued under this exchange offer in exchange for old notes may be offered for resale, resold and otherwise transferred by any exchange note holder without compliance with the registration and prospectus delivery provisions of the Securities Act, if:

such holder is not an affiliate of ours within the meaning of Rule 405 under the Securities Act;

Table of Contents

- such exchange notes are acquired in the ordinary course of the holder s business; and
- the holder does not intend to participate in the distribution of such exchange notes.

Any holder who tenders in this exchange offer with the intention of participating in any manner in a distribution of the exchange notes:

- cannot rely on the position of the staff of the SEC set forth in Exxon Capital Holdings Corporation or similar interpretive letters; and
- must comply with the registration and prospectus delivery requirements of the Securities Act in connection with a secondary resale transaction.

This prospectus may be used for an offer to resell, for the resale or for other retransfer of exchange notes only as specifically set forth in this prospectus. With regard to broker-dealers, only broker-dealers that acquired the old notes as a result of market-making activities or other trading activities may participate in this exchange offer. Each broker-dealer that receives exchange notes for its own account in exchange for old notes, where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus in connection with any resale of the exchange notes. The notes may not be sold under state securities laws unless the shares have been registered or qualified for sale in the applicable state or an exemption from registration or qualification requirement is available. Except as required by the registration rights agreement, we do not intend to register resales of the old notes under the Securities Act. Please read the section captioned Plan of Distribution for more details regarding these procedures for the transfer of exchange notes.

Terms of this Exchange Offer

Upon the terms and subject to the conditions set forth in this prospectus and in the letter of transmittal, we will accept for exchange any old notes properly tendered and not withdrawn prior to the expiration date. We will issue a like principal amount of exchange notes in exchange for the principal amount of old notes surrendered under this exchange offer.

The form and terms of the exchange notes will be substantially identical to the form and terms of the old notes except the exchange notes will be registered under the Securities Act, will not bear legends restricting their transfer and we will not be obligated to pay additional interest as described in the registration rights agreement. The exchange notes will evidence the same debt as the old notes. The exchange notes will be issued under and entitled to the benefits of the same indenture that authorized the issuance of the old notes. Consequently, the old notes and the exchange notes will be treated as a single class of debt securities under the indenture.

This exchange offer is not conditioned upon any minimum aggregate principal amount of old notes being tendered for exchange.

As of the date of this prospectus, $455.0 million aggregate principal amount of the old notes are outstanding. This prospectus and the letter of transmittal are being sent to all registered holders of old notes. There will be no fixed record date for determining registered holders of old notes entitled to participate in this exchange offer.

We intend to conduct this exchange offer in accordance with the provisions of the registration rights agreement, the applicable requirements of the Securities Act and the Exchange Act and the rules and regulations of the SEC. Old notes that are not tendered for exchange in this exchange offer will remain outstanding and continue to accrue interest and will be entitled to the rights and benefits such holders have under the applicable indenture relating to the old notes.

Table of Contents

We will be deemed to have accepted for exchange properly tendered old notes when we have given oral or written notice of the acceptance to the exchange agent. The exchange agent will act as agent for the tendering holders for the purposes of receiving the exchange notes from us and delivering exchange notes to such holders.

Subject to the terms of the registration rights agreements, we expressly reserve the right to amend or terminate this exchange offer, and not to accept for exchange any old notes not previously accepted for exchange, upon the occurrence of any of the conditions specified below under the caption Certain Conditions to this Exchange Offer.

Holders who tender old notes in this exchange offer will not be required to pay brokerage commissions or fees, or, subject to the instructions in the letter of transmittal, transfer taxes with respect to the exchange of old notes. We will pay all charges and expenses, other than those transfer taxes described below, in connection with this exchange offer. It is important that you read the section labeled Fees and Expenses below for more details regarding fees and expenses incurred in this exchange offer.

Expiration Date; Extensions; Amendments

This exchange offer will expire at 5:00 p.m., New York City time on July 20, 2011, unless in our sole discretion, we extend it. The exchange notes issued pursuant to this exchange offer will be delivered promptly following the expiration date to the holders who validly tender their old notes.

In order to extend this exchange offer, we will notify the exchange agent orally or in writing of any extension. We will notify in writing or by public announcement the registered holders of old notes of the extension no later than 9:00 a.m., New York City time, on the business day after the previously scheduled expiration date.

We reserve the right, in our sole discretion:

- to delay accepting for exchange any old notes, to extend this exchange offer or to terminate this exchange offer and to refuse to accept old notes not previously accepted if any of the conditions set forth below under Certain Conditions to this Exchange Offer have not been satisfied, by giving oral or written notice of such delay, extension or termination to the exchange agent; or

- subject to the terms of the registration rights agreement, to amend the terms of this exchange offer in any manner.

Any such delay in acceptance, extension, termination or amendment will be followed as promptly as practicable by oral or written notice or public announcement thereof to the registered holders of old notes. If we amend this exchange offer in a manner that we determine to constitute a material change, including the waiver of a material condition, we will promptly disclose such amendment in a manner reasonably calculated to inform the holders of old notes of such amendment and will extend this exchange offer to the extent required by law, if necessary. Generally we must keep this exchange offer open for at least five business days after a material change. Pursuant to Rule 14e-1(b) under the Exchange Act, if we increase or decrease the percentage of old notes being sought, we will extend this exchange offer for at least ten business days from the date that notice of such increase or decrease is first published, sent or given by us to holders of the old notes. We currently do not intend to decrease the percentage of old notes being sought.

Without limiting the manner in which we may choose to make public announcements of any delay in acceptance, extension, termination or amendment of this exchange offer, we shall have no obligation to publish, advertise, or otherwise communicate any such public announcement, other than by issuing a timely press release to a financial news service.

Table of Contents

Certain Conditions to this Exchange Offer

Despite any other term of this exchange offer, we will not be required to accept for exchange, or exchange any exchange notes for, any old notes, and we may terminate this exchange offer as provided in this prospectus before accepting any old notes for exchange if in our reasonable judgment:

- the exchange notes to be received will not be tradable by the holder without restriction under the Securities Act or the Exchange Act and without material restrictions under the blue sky or securities laws of substantially all of the states of the United States;
- this exchange offer, or the making of any exchange by a holder of old notes, would violate applicable law or any applicable interpretation of the staff of the SEC; or
- any action or proceeding has been instituted or threatened in any court or by or before any governmental agency with respect to this exchange offer that, in our judgment, would reasonably be expected to impair our ability to proceed with this exchange offer.

In addition, we will not be obligated to accept for exchange the old notes of any holder that prior to the expiration of the exchange offer has not made:

- the representations described under Purpose and Effect of this Exchange Offer , Procedures for Tendering and Plan of Distribution and
- such other representations as may be reasonably necessary under applicable SEC rules, regulations or interpretations to make available to us an appropriate form for registration of the exchange notes under the Securities Act.

We expressly reserve the right, at any time or at various times on or prior to the scheduled expiration date of the exchange offer, to extend the period of time during which this exchange offer is open. Consequently, we may delay acceptance of any old notes by giving oral or written notice of such extension of the expiration date to the registered holders of the old notes in accordance with the notice procedures described in the following paragraph. During any such extensions, all old notes previously tendered will remain subject to this exchange offer, and we may accept them for exchange unless they have been previously withdrawn. We will return any old notes that we do not accept for exchange for any reason without expense to their tendering holder promptly after the expiration or termination of this exchange offer.

We expressly reserve the right to amend or terminate this exchange offer on or prior to the scheduled expiration date of the exchange offer, and to reject for exchange any old notes not previously accepted for exchange, upon the occurrence of any of the conditions of this exchange offer specified above. We will give oral or written notice or public announcement of any extension, amendment, non-acceptance or termination to the registered holders of the old notes as promptly as practicable. In the case of any extension, such notice will be issued no later than 9:00 a.m., New York City time, on the business day after the previously scheduled expiration date.

These conditions are for our sole benefit and we may, in our sole discretion, assert them regardless of the circumstances that may give rise to them or waive them in whole or in part at any time or at various times except that all conditions to this exchange offer, other than those described in the first sentence of this section, must be satisfied or waived by us at or before the expiration of this exchange offer. If we waive any of these conditions to the exchange offer, we expect that such waiver will apply equally to all holders of the old notes tendered in the exchange offer. If we fail to exercise any of the foregoing rights, that failure in itself will not constitute a waiver of such right. Each such right will be deemed an ongoing right that we may assert at any time or at various times except that all conditions to this exchange offer, other than those described in the first sentence of this section, must be satisfied or waived by us at or before the expiration of this exchange offer. There are no dissenters rights of appraisal applicable to this exchange offer.

In addition, we will not accept for exchange any old notes tendered, and will not issue exchange notes in exchange for any such old notes, if at such time any stop order will be threatened or in effect with respect to the

46

Table of Contents

registration statement of which this prospectus forms a part or the qualification of the indenture under the Trust Indenture Act of 1939, as amended.

Procedures for Tendering

Only a holder of old notes may tender such old notes in this exchange offer. To tender in this exchange offer, a holder must:

- complete, sign and date the letter of transmittal, or a facsimile of the letter of transmittal; have the signature on the letter of transmittal guaranteed if the letter of transmittal so requires; and mail or deliver such letter of transmittal or facsimile to the exchange agent prior to the expiration date; or

- comply with DTC s Automated Tender Offer Program procedures described below.

In addition, either:

- the exchange agent must receive old notes along with the letter of transmittal; or

- the exchange agent must receive, prior to the expiration date, a timely confirmation of book-entry transfer of such old notes into the exchange agent s account at DTC according to the procedures for book-entry transfer described below or a properly transmitted agent s message; or

- the holder must comply with the guaranteed delivery procedures described below.

To be tendered effectively, the exchange agent must receive any physical delivery of the letter of transmittal and other required documents at the address set forth below under Exchange Agent prior to the expiration date.

The tender by a holder that is not withdrawn prior to the expiration date will constitute an agreement between such holder and us in accordance with the terms and subject to the conditions set forth in this prospectus and in the letter of transmittal.

The method of delivery of old notes, the letter of transmittal and all other required documents to the exchange agent is at the holder s election and risk. Rather than mail these items, we recommend that holders use an overnight or hand delivery service. In all cases, holders should allow sufficient time to assure delivery to the exchange agent before the expiration date. Holders should not send us the letter of transmittal or old notes. Holders may request their respective brokers, dealers, commercial banks, trust companies or other nominees to effect the above transactions for them.

Any beneficial owner whose old notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and who wishes to tender should contact the registered holder promptly and instruct it to tender on the owners behalf. If such beneficial owner wishes to tender on its own behalf, it must, prior to completing and executing the letter of transmittal and delivering its old notes, either:

- make appropriate arrangements to register ownership of the old notes in such owner s name; or

- obtain a properly completed bond power from the registered holder of old notes.

The transfer of registered ownership may take considerable time and may not be completed prior to the expiration date.

Signatures on a letter of transmittal or a notice of withdrawal described below must be guaranteed by a member firm of a registered national securities exchange or of the National Association of Securities Dealers, Inc., a commercial bank or trust company having an office or correspondent in the United States or another eligible institution within the meaning of Rule 17Ad-15 under the Exchange Act, unless the old notes tendered pursuant thereto are tendered:

by a registered holder who has not completed the box entitled Special Issuance Instructions or Special Delivery Instructions on the letter of transmittal; or for the account of an eligible institution.

If the letter of transmittal is signed by a person other than the registered holder of any old notes listed on the old notes, such old notes must be endorsed or accompanied by a properly completed bond power. The bond power must be signed by the registered holder as the registered holder s name appears on the old notes and an eligible institution must guarantee the signature on the bond power.

If the letter of transmittal or any old notes or bond powers are signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations or others acting in a fiduciary or representative capacity, such persons should so indicate when signing. Unless waived by us, they should also submit evidence satisfactory to us of their authority to deliver the letter of transmittal.

Any financial institution that is a participant in DTC s system may use DTC s Automated Tender Offer Program to tender. Participants in the program may, instead of physically completing and signing the letter of transmittal and delivering it to the exchange agent, transmit their acceptance of this exchange offer electronically. They may do so by causing DTC to transfer the old notes to the exchange agent in accordance with its procedures for transfer. DTC will then send an agent s message to the exchange agent. The term agent s message means a message transmitted by DTC, received by the exchange agent and forming part of the book-entry confirmation, to the effect that:

DTC has received an express acknowledgment from a participant in its Automated Tender Offer Program that it is tendering old notes that are the subject of such book-entry confirmation;

such participant has received and agrees to be bound by the terms of the letter of transmittal (or, in the case of an agent s message relating to guaranteed delivery, that such participant has received and agrees to be bound by the applicable notice of guaranteed delivery); and

the agreement may be enforced against such participant.

We will determine in our sole discretion all questions as to the validity, form, eligibility (including time of receipt), acceptance of tendered old notes and withdrawal of tendered old notes. Our determination will be final and binding. We reserve the absolute right to reject any old notes not properly tendered or any old notes the acceptance of which would, in the opinion of our counsel, be unlawful. We also reserve the right to waive any defects, irregularities or conditions of tender as to particular old notes. Our interpretation of the terms and conditions of this exchange offer (including the instructions in the letter of transmittal) will be final and binding on all parties. Unless waived, any defects or irregularities in connection with tenders of old notes must be cured within such time as we shall determine. Although we intend to notify holders of defects or irregularities with respect to tenders of old notes, neither we, the exchange agent nor any other person will incur any liability for failure to give such notification. Tenders of old notes will not be deemed made until such defects or irregularities have been cured or waived. Any old notes received by the exchange agent that are not properly tendered and as to which the defects or irregularities have not been cured or waived will be returned to the exchange agent without cost to the tendering holder, unless otherwise provided in the letter of transmittal, promptly following the expiration date.

In all cases, we will issue exchange notes for old notes that we have accepted for exchange under this exchange offer only after the exchange agent timely receives:

old notes or a timely book-entry confirmation of such old notes into the exchange agent s account at DTC; and

a properly completed and duly executed letter of transmittal and all other required documents or a properly transmitted agent s message.

By signing the letter of transmittal, each tendering holder of old notes will represent that, among other things:

any exchange notes to be received by it will be acquired in the ordinary course of its business;

48

Table of Contents

it had no arrangement or understanding with any person to participate in the distribution (within the meaning of Securities Act) of exchange notes in violation of the Securities Act;

it is not an affiliate, as defined in Rule 405 under the Securities Act, of ours, or if it is an affiliate of ours, that it will comply with the applicable registration and prospectus delivery requirements of the Securities Act; and

it is not prohibited by any law or policy of the SEC from participating in this exchange offer; and

if such holder is not a broker-dealer, it is not engaged in, and does not intend to engage in, the distribution of exchange notes; and

if such holder is a broker-dealer, it will receive exchange notes for its own account in exchange for old notes that were acquired as a result of market-making or other trading activities and that it will deliver a prospectus in connection with any resale of such exchange notes.

Book-Entry Transfer

The exchange agent will make a request to establish an account with respect to the old notes at DTC for purposes of this exchange offer promptly after the date of this prospectus; and any financial institution participating in DTC s system may make book-entry delivery of old notes by causing DTC to transfer such old notes into the exchange agent s account at DTC in accordance with DTC s procedures for transfer. Holders of old notes who are unable to deliver confirmation of the book-entry tender of their old notes into the exchange agent s account at DTC or all other documents of transmittal to the exchange agent on or prior to the expiration date must tender their old notes according to the guaranteed delivery procedures described below.

Guaranteed Delivery Procedures

Holders wishing to tender their old notes but whose old notes are not immediately available or who cannot deliver their old notes, the letter of transmittal or any other required documents to the exchange agent or comply with the applicable procedures under DTC s Automated Tender Offer Program prior to the expiration date may tender if:

the tender is made through an eligible institution;

prior to the expiration date, the exchange agent receives from such eligible institution either a properly completed and duly executed notice of guaranteed delivery by facsimile transmission, mail or hand delivery or a properly transmitted agent s message and notice of guaranteed delivery:

setting forth the name and address of the holder, the registered number(s) of such old notes and the principal amount of old notes tendered;

stating that the tender is being made thereby; and

guaranteeing that, within three (3) New York Stock Exchange trading days after the expiration date, the letter of transmittal or facsimile thereof together with the old notes or a book-entry confirmation, and any other documents required by the letter of transmittal will be deposited by the eligible institution with the exchange agent; and the exchange agent receives such properly completed and executed letter of transmittal or facsimile thereof, as well as all tendered old notes in proper form for transfer or a book-entry confirmation, and all other documents required by the letter of transmittal, within three (3) New York Stock Exchange trading days after the expiration date.

Upon request to the exchange agent, a notice of guaranteed delivery will be sent to holders who wish to tender their old notes according to the guaranteed delivery procedures set forth above.

Table of Contents

Withdrawal of Tenders

Except as otherwise provided in this prospectus, holders of old notes may withdraw their tenders at any time prior to the expiration date.

For a withdrawal to be effective:

- the exchange agent must receive a written notice, which notice may be by telegram, telex, facsimile transmission or letter of withdrawal at one of the addresses set forth below under Exchange Agent, or

- holders must comply with the appropriate procedures of DTC s Automated Tender Offer Program system.

Any such notice of withdrawal must:

- specify the name of the person who tendered the old notes to be withdrawn;

- identify the old notes to be withdrawn, including the principal amount of such old notes; and

- where certificates for old notes have been transmitted, specify the name in which such old notes were registered, if different from that of the withdrawing holder.

If certificates for old notes have been delivered or otherwise identified to the exchange agent, then, prior to the release of such certificates, the withdrawing holder must also submit:

- the serial numbers of the particular certificates to be withdrawn; and

- a signed notice of withdrawal with signatures guaranteed by an eligible institution unless such holder is an eligible institution.

If old notes have been tendered pursuant to the procedure for book-entry transfer described above, any notice of withdrawal must specify the name and number of the account at DTC to be credited with the withdrawn old notes and otherwise comply with the procedures of such facility. We will determine all questions as to the validity, form and eligibility, including time of receipt, of such notices, and our determination shall be final and binding on all parties. We will deem any old notes so withdrawn not to have been validly tendered for exchange for purposes of this exchange offer. Any old notes that have been tendered for exchange but that are not exchanged for any reason will be returned to their holder without cost to the holder (or, in the case of old notes tendered by book-entry transfer into the exchange agent s account at DTC according to the procedures described above, such old notes will be credited to an account maintained with DTC for old notes) as soon as practicable after withdrawal, rejection of tender or termination of this exchange offer. Properly withdrawn old notes may be retendered by following one of the procedures described under Procedures for Tendering above at any time on or prior to the expiration date.

Exchange Agent

Wilmington Trust FSB has been appointed as exchange agent for this exchange offer. You should direct questions and requests for assistance, requests for additional copies of this prospectus or of the letter of transmittal and requests for the notice of guaranteed delivery to the exchange agent addressed as follows:

By registered mail or certified mail:	By regular mail or overnight courier:	By Hand:

Wilmington Trust FSB	Wilmington Trust FSB	Wilmington Trust FSB
c/o Wilmington Trust Company	c/o Wilmington Trust Company	c/o Wilmington Trust Company
Corporate Capital Markets	Corporate Capital Markets	Corporate Capital Markets
Rodney Square North	Rodney Square North	Rodney Square North
1100 North Market Street	1100 North Market Street	1100 North Market Street
Wilmington, DE 19890-1626	Wilmington, DE 19890-1626	Wilmington, DE 19890-1626

Facsimile (eligible institutions only): (302) 636-4139

Telephone Inquiries: Sam Hamed at (302) 636-6181

Table of Contents

Delivery of the letter of transmittal to an address other than as set forth above or transmission via facsimile other than as set forth above does not constitute a valid delivery of such letter of transmittal.

Fees and Expenses

We will bear the expenses of soliciting tenders. The principal solicitation is being made by mail; however, we may make additional solicitations by telegraph, telephone or in person by our officers and regular employees and those of our affiliates.

We have not retained any dealer-manager in connection with this exchange offer and will not make any payments to broker-dealers or others soliciting acceptances of this exchange offer. We will, however, pay the exchange agent reasonable and customary fees for its services and reimburse it for its related reasonable out-of-pocket expenses.

Our expenses in connection with this exchange offer include:

- SEC registration fees;
- fees and expenses of the exchange agent and trustee;
- accounting and legal fees and printing costs; and
- related fees and expenses.

Transfer Taxes

We will pay all transfer taxes, if any, applicable to the exchange of old notes under this exchange offer. The tendering holder, however, will be required to pay any transfer taxes, whether imposed on the registered holder or any other person, if:

- certificates representing old notes for principal amounts not tendered or accepted for exchange are to be delivered to, or are to be issued in the name of, any person other than the registered holder of old notes tendered;
- tendered old notes are registered in the name of any person other than the person signing the letter of transmittal; or
- a transfer tax is imposed for any reason other than the exchange of old notes under this exchange offer.

If satisfactory evidence of payment of such taxes is not submitted with the letter of transmittal, the amount of such transfer taxes will be billed to that tendering holder.

Holders who tender their old notes for exchange will not be required to pay any transfer taxes. However, holders who instruct us to register exchange notes in the name of, or request that old notes not tendered or not accepted in this exchange offer be returned to, a person other than the registered tendering holder will be required to pay any applicable transfer tax.

Consequences of Failure to Exchange

Holders of old notes who do not exchange their old notes for exchange notes under this exchange offer will remain subject to the restrictions on transfer of such old notes:

as set forth in the legend printed on the notes as a consequence of the issuance of the old notes pursuant to the exemptions from, or in transactions not subject to, the registration requirements of the Securities Act and applicable state securities laws; and

otherwise as set forth in the offering memorandum distributed in connection with the private offering of the old notes.

Table of Contents

In general, you may not offer or sell the old notes unless they are registered under the Securities Act, or if the offer or sale is exempt from registration under the Securities Act and applicable state securities laws. Except as required by the registration rights agreement, we do not intend to register resales of the old notes under the Securities Act. Based on interpretations of the SEC staff, exchange notes issued pursuant to this exchange offer may be offered for resale, resold or otherwise transferred by their holders, other than any such holder that is our affiliate within the meaning of Rule 405 under the Securities Act, without compliance with the registration and prospectus delivery provisions of the Securities Act, provided that the holders acquired the exchange notes in the ordinary course of the holders business and the holders have no arrangement or understanding with respect to the distribution of the exchange notes to be acquired in this exchange offer. Any holder who tenders in this exchange offer for the purpose of participating in a distribution of the exchange notes:

- could not rely on the applicable interpretations of the SEC; and

- must comply with the registration and prospectus delivery requirements of the Securities Act in connection with a secondary resale transaction.

Accounting Treatment

We will record the exchange notes in our accounting records at the same carrying value as the old notes, as reflected in our accounting records on the date of exchange. Accordingly, we will not recognize any gain or loss for accounting purposes in connection with this exchange offer. We have capitalized the expenses related to the original debt offering as deferred financing costs and will expense these costs over the life of the exchange notes. Any additional expenses incurred related to the exchange offer will be expensed.

Other

Participation in this exchange offer is voluntary, and you should carefully consider whether to accept. You are urged to consult your financial and tax advisors in making your own decision on what action to take.

We may in the future seek to acquire untendered old notes in the open market or privately negotiated transactions, through subsequent exchange offers or otherwise. We have no present plans to acquire any old notes that are not tendered in this exchange offer or to file a registration statement to permit resales of any untendered old notes.

Table of Contents

USE OF PROCEEDS

We will not receive any cash proceeds from the issuance of the exchange notes. In consideration for issuing the exchange notes as contemplated in this prospectus, we will receive in exchange old notes in like principal amount which will be cancelled and as such, will not result in any increase in our indebtedness. The net proceeds from the offering of the old notes was approximately $440.0 million, after deducting discounts to the initial purchasers and other offering expenses. The net proceeds from the offering of the old notes were used to consummate the Merger and refinance certain indebtedness. See Summary the Transactions for a description of the sources and uses of funds for the Transactions.

Table of Contents

CAPITALIZATION

The following table summarizes our cash and cash equivalents and capitalization as of April 1, 2011. This table should be read in conjunction with the information included under the headings Summary The Transactions, Selected Historical Consolidated Financial Data, Management s Discussion and Analysis of Financial Condition and Results of Operations, Description of Other Indebtedness and our consolidated financial statements and related notes included elsewhere in this prospectus.

	As of April 1, 2011 (Dollars in millions)
Cash and cash equivalents	$ 21,740
Long-term debt, including current portion:	
Senior secured credit facilities	
Revolving credit facility [(1)]	
Term loan facility	518,575
Notes	455,000
Senior subordinated notes	637
Total debt	974,212
Stockholders equity	522,513
Total capitalization	$ 1,496,725

(1) Our available borrowing capacity under our revolving credit facility totaled $121.5 million as of April 1, 2011, which gives effect to $28.5 million of outstanding letters of credit.

Table of Contents

SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

The selected historical consolidated financial data for the three months ended April 1, 2011, our Inception Year ended December 31, 2010, and the Predecessor s fiscal quarter ended April 2, 2010 and July 2, 2010 and fiscal years ended April 2, 2010, April 3, 2009, March 28, 2008 and March 30, 2007 is presented in the table below. These amounts have been revised for the effects of the restatement described in Notes 18 and 19 to the DynCorp International consolidated financial statements included elsewhere in this prospectus.

This information should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations , the Delta Tucker Holdings, Inc. consolidated financial statements and related notes thereto and the Predecessor consolidated financial statements and related notes thereto, included elsewhere in this prospectus.

The summary historical consolidated financial information as of and for the three month period ended April 1, 2011 and the fiscal quarter ended April 2, 2010 have been derived from our unaudited consolidated financial statements which, in our opinion, have been prepared on the same basis as the financial statements and include all adjustments, consisting only of normal and recurring adjustments, necessary for a fair presentation of the information included therein. The results for any interim period are not necessarily indicative of the results that may be expected for a full year or any future reporting period.

Table of Contents

	Delta Tucker Holdings, Inc.		Predecessor					
			Fiscal Quarter Ended		Fiscal Year Ended			
(Dollars in thousands)	**Three Months Ended April 1, 2011**	**April 1, 2010 (Inception) through December 31, 2010**	**April 2, 2010**	**July 2, 2010**	**April 2, 2010**	**April 3, 2009**	**March 28, 2008**	**March 30, 2007**
Results of operations:								
Revenue	$ 884,324	$ 1,697,706	$ 1,053,791	$ 944,713	$ 3,572,459	$ 3,092,974	$ 2,140,231	$ 2,086,515
Cost of services	(806,191)	(1,544,184)	(973,819)	(856,974)	(3,225,250)	(2,766,969)	(1,860,419)	(1,818,787)
Selling, general and administrative expenses	(37,527)	(78,024)	(19,309)	(38,513)	(106,401)	(103,277)	(118,567)	(107,339)
Merger expenses incurred by Delta Tucker Holdings, Inc.		(51,722)						
Depreciation and amortization	(13,131)	(25,776)	(10,726)	(10,263)	(41,639)	(40,557)	(42,173)	(43,401)
Earnings from unconsolidated affiliates	4,726	10,337						
Operating income	32,201	8,337	49,937	38,963	199,169	182,171	119,072	116,988
Interest expense	(23,506)	(46,845)	(13,694)	(12,585)	(55,650)	(58,782)	(54,894)	(58,484)
Bridge commitment fee incurred by Delta Tucker Holdings, Inc.		(7,963)						
Interest on mandatory redeemable shares								(3,002)
Loss on early extinguishment of debt, net	(2,397)				(146)	(4,131)		(9,201)
Interest income	75	420	33	51	542	2,195		