HAVERSTICK CONSULTING INC
Form 424B3
July 12, 2010

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Registration No. 333-167840

PROSPECTUS

Offer to Exchange
10% Senior Secured Notes due 2017
($225,000,000 in principal amount outstanding)

We are offering to exchange, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal, our new registered 10% Senior Secured Notes due 2017 (the "exchange notes") for all of our outstanding unregistered 10% Senior Secured Notes due 2017 (the "original notes"). We will not receive any proceeds from the exchange offer.

Material Terms of the Exchange Offer

Terms of Exchange Notes. The terms of the exchange notes will be substantially identical to the original notes, except that the exchange notes will not be subject to transfer restrictions or registration rights relating to the original notes. See the section entitled "Description of the Exchange Notes" that begins on page 46 for more information about the exchange notes and related exchange guarantees to be issued in this exchange offer.

Expiration Date. The exchange offer expires at 5:00 p.m., New York City time, on August 11, 2010, unless extended.

Notes Exchanged. All original notes tendered in accordance with the procedures in this prospectus and not withdrawn will be exchanged for an equal amount of exchange notes.

Conditions. The exchange offer is not conditioned upon a minimum aggregate principal amount of original notes being tendered. The exchange offer is subject only to the conditions that it not violate applicable laws or any applicable interpretation of the staff of the Securities and Exchange Commission (SEC).

Guarantees. We are also offering to exchange the notes guarantees associated with the original notes, which we refer to as the original guarantees, for the notes guarantees associated with the exchange notes, which we refer to as the exchange guarantees. The terms of the exchange guarantees will be substantially identical to the original guarantees, except that the exchange guarantees will not be subject to the transfer restrictions or registration rights relating to the original guarantees.

Market for Exchange Notes. There is no existing market for the exchange notes, and we do not intend to apply for their listing on any securities exchange or arrange for them to be quoted on any quotation system.

If you do not exchange your original notes and related original guarantees for exchange notes and related exchange guarantees in the exchange offer, you will continue to be subject to the restrictions on transfer provided in the original notes and related original guarantees and the indenture governing those notes. In general, you may not offer or sell your original notes and related original guarantees unless such offer or sale is registered under the federal securities laws or are sold in a transaction exempt from or not subject to the registration requirements of the federal securities laws and applicable state securities laws.

See "Risk Factors" beginning on page 13 for a discussion of certain risks that you should consider before participating in the exchange offer.

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

The date of this prospectus is July 12, 2010

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Each broker-dealer that receives exchange notes for its own account pursuant to this exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. The letter of transmittal accompanying this prospectus states that by so acknowledging and by 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. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer during the 180 day period following the closing of the exchange offer in connection with resales of exchange notes received in exchange for original notes where such original notes were acquired by such broker-dealer as a result of market-making or other trading activities. We have agreed that during the 180 day period following the closing 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."

ABOUT THIS PROSPECTUS

In making your decision regarding participation in the exchange offer, you should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with any other information. We are not making an offer of these securities in places where offers and sales are not permitted. The information contained in this prospectus and any applicable prospectus supplement is accurate only on the date such information is presented. Our business, financial condition, results of operations and prospectus may have changed since that date. You should read this prospectus together with the additional information described under the heading "Where You Can Find More Information and Incorporation by Reference."

This prospectus may be supplemented from time to time to add, update or change information in this prospectus. Any statement contained in this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in such prospectus supplement modifies or supersedes such statement. Any statement so modified will be deemed to constitute a part of this prospectus only as so modified, and any statement so superseded will be deemed not to constitute a part of this prospectus.

The registration statement containing this prospectus, including the exhibits to the registration statement, provides additional information about us and the securities offered under this prospectus.

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The registration statement, including the exhibits, can be read on the website of the SEC or at the offices of the SEC as further described in "Where You Can Find More Information and Incorporation by Reference." You may obtain a copy of the registration statement and its exhibits, free of charge, by oral or written request directed to: Kratos Defense & Security Solutions, Inc., 4820 Eastgate Mall, San Diego, CA 92121, Attention: Corporate Secretary, phone number (858) 812-7300. **The exchange offer is expected to expire on August 11, 2010 and you must make your exchange decision by this expiration date. To obtain timely delivery of the requested information, you must request this information by August 4, 2010, which is five business days before the expiration date of the exchange offer.**

FORWARD-LOOKING STATEMENTS

This prospectus contains "forward-looking statements". Forward-looking statements relate to expectations, beliefs, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts or that necessarily depend upon future events. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "could," "would," "expect," "plan," "anticipate," "believe," "estimate," "project," "predict," "potential" and similar forms of these words and expressions. Forward-looking statements contained in this prospectus include statements regarding our plans, strategies and objectives for our future operations; statements regarding future economic conditions; and statements of assumptions underlying any of the foregoing.

The forward-looking statements contained in this prospectus reflect our current views about future events, are based on assumptions, and are subject to known and unknown risks and uncertainties. Many important factors could cause actual results or achievements to differ materially from any future results or achievements expressed in or implied by our forward-looking statements, including the factors listed below. Many of the factors that will determine future events or achievements are beyond our ability to control or predict. Certain of these are important factors that could cause actual results or achievements to differ materially from the results or achievements reflected in our forward-looking statements, including, but not limited to:

- our high level of indebtedness;
- our ability to make interest and principal payments on our debt and satisfy the other covenants contained in the indenture that will governs the original notes and the exchange notes, our credit facility and other debt agreements;
- general economic conditions and inflation, interest rate movements and access to capital;
- changes or cutbacks in spending or the appropriation of funding by the U.S. federal government;
- changes in the scope or timing of our projects;
- our ability to realize the benefits of our acquisitions, including our ability to achieve anticipated opportunities and operating synergies, and accretion to reported earnings estimated to result from acquisitions in the time frame expected by management or at all;
- our revenues projections; and
- the effect of competition.

The forward-looking statements contained in this prospectus reflect our views and assumptions only as of the date of this prospectus. You should not place undue reliance on forward-looking statements. Except as required by law, we assume no responsibility for updating any forward-looking statements nor do we intend to do so. Our actual results, performance or achievements could differ materially from the results

expressed in, or implied by, these forward-looking statements. The risks included here are not exhaustive. Refer to "Risk Factors" for further discussion regarding our exposure to risks.

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PROSPECTUS SUMMARY

This summary highlights information from this prospectus, but does not contain all material features of the exchange offer. To understand all of the terms of the exchange offer and for a more complete understanding of our business, you should carefully read the entire prospectus and the documents incorporated by reference in this prospectus.

In this prospectus, references to "we," "our," "us," "the Company" or "Kratos"' mean Kratos Defense & Security Solutions, Inc. and its subsidiaries on a consolidated basis. In this prospectus, we use the term "original notes" to refer to the 10% Senior Secured Notes due 2017 that were issued on May 19, 2010, and the term "exchange notes" to refer to the 10% Senior Secured Notes due 2017, that have been registered under the Securities Act of 1933 and are being offered in exchange for the original notes as described in this prospectus.

Company Overview

We are one of the leading providers of mission-critical engineering, information technology services, strategic communications and warfighter solutions for customers primarily within the U.S. Department of Defense (DoD), U.S. intelligence agencies and other U.S. federal agencies. We believe we have particular expertise in providing services related to Command, Control, Communications, Computing, Combat Systems, Intelligence, Surveillance and Reconnaissance (C5ISR); weapons systems sustainment; military weapon range operations; network engineering services; information assurance and cyber security solutions and security and surveillance systems. Our employees are strategically located at key military installations throughout the United States and a majority of our over 2,600 employees have national security clearances. These security clearances, along with our past performance qualifications, are a requirement for the majority of our contract vehicles and customer engagements.

We offer our customers solutions and expertise to support their mission-critical needs by leveraging our skills across our core service areas. Our primary customers include the U.S. Army, U.S. Navy, U.S. Air Force and other agencies under the DoD. In addition, we provide services to various U.S. federal, state and local governments as well as commercial customers. We believe our strong customer relationships provide for a diversified and stable contract base. We also provide solutions and services for a wide range of well-established military programs and platforms, including DDG-51 Arleigh Burke Class Aegis, Chaparral, Oriole Rocket Target System, Predator, Reaper, Fire Scout and other Unmanned Aerial Vehicles (UAVs), Surface-Launched Advanced Medium Range Air-to-Air Missiles and Virginia Class Submarines.

On May 19, 2010, we acquired Gichner Holdings, Inc. (Gichner), a privately held leading manufacturer, designer and integrator of customized tactical military products and facilities, subsystems and modular systems for the U.S. military and its allies, for a total purchase price of approximately $133 million in cash.

On a pro forma basis which includes the recently completed Gichner acquisition, as of March 28, 2010, total backlog, which represents the estimated revenue we expect to realize over the remaining life of awarded contracts and task orders that we have in hand (funded and unfunded), was approximately $745 million, of which approximately $285 million was funded backlog.

Our Solutions and Services

We provide a comprehensive suite of mission-critical engineering, information technology services, strategic communications and warfighter solutions, in support of key programs for military, government and civil applications. We operate two principal segments, based on the nature of our solutions offered: Kratos Government Solutions, or our KGS segment, and Public Safety and Security, or our PSS segment.

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Kratos Government Solutions

Under our KGS segment we offer three basic categories of solutions: Weapons Systems Solutions, Defense Engineering Solutions and Information Technology Solutions.

Weapons Systems Solutions

Weapons Systems Solutions includes logistics, engineering technical support, target operations support, international programs, rocket program services, technology initiatives and advanced weapon system research and engineering. We have experience with sophisticated weapons systems including Reaper and Fire Scout UAVs, Avenger, Fire Support Team Vehicles, anti-tank guided missiles, Lasers, M3P machine guns, Terminal High Altitude Aerial Defense missiles, night vision systems, Multiple Launch Rocket System, OH-58(D) Kiowa Warrior helicopters, electronic repair shelters, CH-47 Chinook helicopters, UH-60 Black Hawk helicopters, AH-64 Apache helicopters, Aviation Ground Support Equipment and Air Traffic Control. We primarily focus on proven programs and platforms that have a large installed base for which we can provide ongoing weapon system sustainment and life cycle support and assessment. For example, on the Kiowa OH-58 Helicopter, we designed, integrated, installed, tested and deployed a new main weapon system which delivers a higher rate of fire, greater killing power and accuracy. We believe we have expertise in designing, testing and integrating weapons onto existing UAVs, by proving concepts prior to full development.

We provide tactical combat vehicle shelters for C5ISR systems, weapon systems and warfighters. Our tactical military facilities and products include lightweight, high-strength enclosures for widely recognized military programs and platforms, as well as ruggedized and readily transported enclosures. Our product design approach focuses on highly engineered enclosures and facilities that have the flexibility to be modified to customer specifications. We routinely design, integrate and install components into our standard products, such as communication systems infrastructure, racks and cabinets and power distribution and lighting, among others.

Our customized products and solutions are currently deployed on a wide range of well-funded and proven military programs, including High Mobility Multipurpose Wheeled Vehicle (HMMWV) Command Post Platform, the MQ-1C Sky Warrior and RQ-7 Shadow UAVs, Patriot Surface to Air Missile System, the DDG-1000 Zumwalt-class, Expeditionary TriCon Sheler, NAVAIR Mobile Facility, Multi-Temperature Refrigerated Container System, Persistent Threat Detection System, Transportable Blackhawk Operations Simulator and Warfighter Information Network-Tactical. For example, we provide tactical enclosures for the MQ-1C Sky Warrior under the Universal Ground Control Station program, which provides ground control for the operation of this UAV. We also design and build the Air Vehicle Transporter that attaches to the HMMWV to transport the RQ-7 Shadow UAV and its equipment.

Our customers include the Aviation and Missile Command, Naval Surface Warfare Center, Warner Robins Air Logistics Center, Defense Logistics Agency and industry partners. In addition, we provide services and products internationally through Foreign Military Sales and other U.S. government contracts.

Defense Engineering Solutions

Defense Engineering Solutions provides a full spectrum of C5ISR, engineering and operational solutions in support of weapons range operations, rocket support services, ballistic missile defense, technical services and engineering and analysis. We also develop program requirements, support implementation of acquisition programs, and develop and test new systems. Key programs and platforms include DDG-51 Aegis Readiness, Oriole Rocket Target, Advanced Hypersonic Weapon, Electromagnetic Railgun and next generation ammunition. For example, we design, manufacture, deliver and launch Aegis Readiness Assessment Vehicles at the Pacific Missile Range Facility to

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maintain and continually test the operational readiness of the fleet for U.S. ballistic missile defense. We also test and assess various Navy weapon systems on the weapons range at Dahlgren for the U.S. Navy.

Our customers include the Joint Inter Agency Task Force-South, the Naval Undersea Warfare Center, the Space and Naval Warfare Systems Center and Naval Sea Systems Command.

Information Technology Solutions

Information Technology Solutions provides solutions to government agencies for network design and architecture, engineering and operations, information assurance and cyber security and systems management. Other services include enterprise architecture, business analysis and intelligence, program management, data warehousing, database design and development, application integration and legacy system transformation and sustainment. Our programs and products include NeuralStar, our proprietary product for providing enterprise visibility and centralized monitoring, dopplerVUE, an integrated fault and performance monitoring system, the Ballistic Missile Defense System Control Battle Management and the Defense Information Systems Agency Network.

Our customers include the Ballistic Missile Defense Agency, Defense Contract Management Agency, Air Force Materiel Systems Group, Naval Warfare Systems Center, Defense Information System Agency and other agencies.

Public Safety and Security

Our PSS segment provides independent integrated solutions for advanced public safety, security and surveillance systems for government and commercial applications. Our solutions include designing, installing and servicing building technologies that protect people and property and make facilities more secure and efficient. We also provide solutions in such areas as access control, building automation and control, communications, digital and closed circuit television security and surveillance, fire and life safety, maintenance and services and product support services.

We provide solutions for customers in the healthcare, education, transportation and petro-chemical industries, as well as certain government and military customers. For example, we provide biometrics and other access control technologies to customers such as large data centers, government installations and other commercial enterprises.

Industry Overview

The U.S. federal government and the DoD in particular, are in the midst of a significant transformation that is driven by the U.S. federal government's need to address the changing nature of global threats, along with certain budgetary and procurement considerations. A significant aspect of this transformation is the use of C5ISR and information technology to increase the U.S. federal government's effectiveness and efficiency.

The result is increased defense spending aimed at significantly enhancing military readiness in areas such as missile defense, weapons system sustainment and extension and the overall strengthening of intelligence and security. For example, the objective of the DoD, as it relates to missile defense, is to continue to develop, test and field missile defense systems to protect the United States, its allies and deployed forces. Additionally the U.S. federal government is expected to increase spending on information technology to upgrade networks and transform the U.S. federal government from separate, isolated organizations into larger, enterprise level, network-centric organizations capable of sharing information broadly and quickly.

The delivery and execution of our mission-critical engineering and support services are driven by the priorities of the U.S. federal government, in particular the DoD. The key strategic priorities of the DoD are derived from the Quadrennial Defense Review (QDR), most recently released in February

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2010. These priorities are focused on mission-critical capabilities of the U.S. armed forces and providing the support infrastructure necessary to sustain these forces in a time of heightened warfare readiness and deployment. Additionally, a fundamental priority outlined in the QDR is rebalancing the force, which includes the expansion of unmanned aircraft systems for intelligence, surveillance and reconnaissance (ISR); exploiting subsurface operations; enhancing the robustness of ISR capabilities and developing cyberspace operations.

The Fiscal Year (FY) 2011 DoD budget is $708.2 billion, an increase of $18.0 billion over FY 2010. The total budgetary increase of 3% represents a significant opportunity for U.S. federal government contractors supporting the DoD's warfighter, information technology and other operational priorities. The FY 2011 DoD budget includes supplemental funding of $159 billion to support overseas contingency operations, primarily in Iraq and Afghanistan. We participate in several of the largest procurement defense programs as measured by cumulative FY 2009 2013 DoD Budget Authority, including Missile Defense, UAV programs, Future Combat Systems, DDG-51 Arleigh Burke class Aegis Destroyers, and the Littoral Combat Ship.

Based on the most recent QDR and the FY 2011 DoD budget, we believe there will be significant market opportunities for providers of system sustainment, information technology and engineering services and solutions to U.S. federal government agencies over the next several years, particularly those in the defense and homeland security communities.

Competitive Strengths

We believe we have robust past performance qualifications in our respective business areas, including a work force that is experienced with the various systems we service and the customers we serve. We believe the following key strengths distinguish us competitively:

Significant and Highly Specialized Experience

Through existing customer engagements and the government-focused acquisitions we have completed over the past several years, we believe we have amassed significant and specialized experience in areas directly related to weapon system life-cycle extension and sustainment; missile, rocket and weapons system test and evaluation; C5ISR; military range operations and technical services and other highly differentiated services and solutions. This collective experience, or past performance qualifications, is a requirement for the majority of our contract vehicles and customer engagements. Further enhancing our specialized expertise, a majority of our over 2,600 employees have secret, top secret or higher security clearances. We believe these characteristics represent a significant competitive strength and position us to win renewal or follow-on business.

Diverse Base of Key Contracts with Low Concentration

As a result of our business development focus on securing key contracts, we are a preferred contractor on numerous multi-year government-wide acquisition contracts and multiple award contracts. Our preferred contractor status provides us with the opportunity to bid on hundreds of millions of dollars of business each year against a discrete number of other pre-qualified companies. We have a highly diverse base of contracts with no contract representing more than 5% of pro forma 2009 revenue. Our fixed price contracts, which are nearly all production contracts, represent approximately 54% of our pro forma 2009 revenue. Our cost plus and time and materials contracts each represent approximately 24% and 22% of our pro forma 2009 revenue, respectively. Our diverse base of customers includes the U.S. Army, U.S. Navy, U.S. Air Force and other government customers, representing 38%, 32%, 8% and 13% of pro forma 2009 revenue, respectively. We believe our diverse base of customers and low reliance on any one contract provides us with a stable, balanced revenue stream.

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In-Depth Understanding of Client Missions

We believe we have a reputation for providing mission-critical services and solutions to our clients. Our relationships with our U.S. Army, U.S. Navy and U.S. Air Force customers generally exceed 10 years, enabling us to develop an in-depth understanding of their missions and technical needs. In addition, we have employees located at customer sites, providing us valuable strategic insights into our clients' ongoing and future program requirements. Our in-depth understanding of our client missions, in conjunction with the strategic location of our employees, enables us to offer technical solutions tailored to our clients' specific requirements and evolving mission objectives. In addition, once we are on-site with a customer, our contract re-compete win rate has historically been in excess of 85%.

Strategic Geographic Locations and Base Realignment and Closure

The U.S. Base Realignment and Closure (BRAC) Act of 2005 is the congressionally authorized process the DoD has implemented to reorganize its base structure to fewer, larger bases in order to more efficiently and effectively support U.S. armed forces, increase operational readiness and facilitate new ways of doing business. As a result of the DoD's BRAC transformation, we have concentrated part of our business strategy on building a significant presence in key BRAC receiving locations where the U.S. federal government is relocating its personnel and related technical and professional services. We believe our focus on increasing our strategic presence in key BRAC receiving locations will provide a significant competitive advantage.

Significant Cash Flow Visibility Driven by Stable Backlog

As of March 28, 2010, our pro forma total backlog was approximately $745 million, of which approximately $285 million was funded backlog. The majority of our sales are from orders issued under long-term contracts, typically three to five years in duration. Our contract backlog provides visibility into stable future revenue and cash flow over a diverse set of customers and contracts.

Highly Skilled Employees and an Experienced Management Team

We deliver our services through a skilled workforce of over 1,800 employees. Our senior managers have significant experience with U.S. federal government agencies, the U.S. military and federal government contractors. Members of our management team have experience growing businesses both organically and through acquisitions. We believe that the cumulative experience and differentiated expertise of our personnel in our core focus areas, coupled with our sizable employee base, the majority of which hold national security clearances, allow us to qualify for and bid on larger projects in a prime contracting role.

Our Strategy

Our strategy is to grow our business as a leading provider of highly differentiated services in our core areas of focus by delivering comprehensive, high-end engineering services, technical solutions and information technology solutions to U.S. federal government agencies while improving our profitability. To achieve our objective, we intend to:

Expand Services Provided to Existing Clients and Expand Client Base

We are focused on expanding the services we provide to our current clients by leveraging our strong relationships, technical capabilities and past performance qualifications and by offering a wider range of solutions. We are also focused on expanding our client base into areas with significant growth opportunities by leveraging our capabilities, industry reputation, long-term client relationships and diverse contract base. We believe our understanding of client missions, processes and needs, in conjunction with our full lifecycle information technology offerings, positions us to capture new

business from existing clients as the U.S. federal government continues to increase the volume of information services contracted to professional services providers.

Capitalize on Current Contract Base

We are aggressively pursuing task orders under our existing contract vehicles to maximize our revenue and strengthen our client relationships. We have developed several internal tools that facilitate our ability to track, prioritize and win task orders under these contract vehicles. We believe the combination of these tools, our technical expertise, past performance qualifications and knowledge of our clients' needs, will position us to win additional task orders.

Focus on Operating Margin Expansion

We believe we have significant opportunities to increase our operating margins and improve profitability by capitalizing on our corporate infrastructure investments and internally developed tools, improving efficiencies and reducing costs and concentrating on high value-added prime contracts. On a pro forma basis, our contract mix will include additional higher margin, fixed price contracts.

Concentrate on High Value-Added Prime Contracts

We expect to further improve our operating margins as we strive to increase the percentage of revenue we derive from our work as a prime contractor and from engagements where contracts are awarded on a best value, rather than on a low cost, basis. The U.S. federal government's move toward performance-based contract awards to realize greater returns on its investments has resulted in a shift to greater utilization of best value awards. We believe this shift will enable us to expand our operating margins as we are awarded more contracts of this nature.

Pursue Strategic Acquisitions

We intend to supplement our organic growth by selectively identifying, acquiring and integrating businesses that meet our primary objective of providing us with enhanced capabilities to pursue a broader cross section of the DoD, U.S. Department of Homeland Security (DHS) and other U.S. government markets, complement and broaden our existing client base and relationships, expand our primary service offerings and enhance past performance qualifications to win new business. Our senior management team has significant experience identifying, integrating and operating acquired companies.

Risk Factors

Investment in our notes involves substantial risks. See "Risk Factors" starting on page 11, the risks under the heading "Risk Factors" in our Form 10-K for the fiscal year ended December 27, 2009 and any subsequent period reports, as well as other information included in this prospectus for a discussion of certain risks relating to an investment in our notes.

Ratio of Earnings to Fixed Charges

The following summary is qualified by the more detailed information appearing in the computation table found in Exhibit 12.1 to the registration statement of which this prospectus is a part and the historical financial statements, including the notes to those financial statements, incorporated by reference in this prospectus.

Our earnings are inadequate to cover fixed charges. The following table sets forth the dollar amount of the coverage deficiency for all periods. We have not included a ratio of earnings to

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combined fixed charges and preferred stock dividends because no preferred dividends are accrued, accruing or payable on our outstanding preference shares.

	Fiscal Year Ended					Three Months Ended
	December 31, 2005	December 31, 2006	December 31, 2007	December 28, 2008	December 27, 2009	March 28, 2010
Ratio of Earnings to Fixed Charges						
Deficiency of Earnings Available to Cover Fixed Charges	$ (0.6)	$ (26.7)	$ (25.9)	$ (104.7)	$ (37.3)	$ (0.1)

Corporate Information

We were incorporated in the State of New York on December 19, 1994 and began operations in March 1995. We reincorporated in the State of Delaware in 1997. On September 12, 2007, we changed our name from Wireless Facilities, Inc. to Kratos Defense & Security Solutions, Inc. Our principal executive offices are located at 4820 Eastgate Mall, San Diego, California 92121, phone number 858-812-7300. Our common stock has been publicly traded since 1999 and is listed on the NASDAQ Global Select Market under the symbol "KTOS."

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Summary of the Terms of the Exchange Offer

On May 19, 2010 we completed a private offering of $225 million of 10% Senior Secured Notes due 2017. In connection with the issuance of the original notes, we entered into a registration rights agreement in which we agreed that you, as a holder of unregistered notes, which we refer to as the original notes, would be entitled to exchange your unregistered notes for exchange notes registered under the Securities Act of 1933, as amended (Securities Act). The exchange offer is intended to satisfy these rights. After the exchange offer is completed, you will no longer be entitled to any registration rights with respect to your original notes. The exchange notes will be our obligations and will be entitled to the benefits of the indenture relating to the exchange notes. The form and terms of the exchange notes are identical in all material respects to the form and terms of the original notes, except that:

- the exchange notes will have been registered under the Securities Act and, therefore, will contain no restrictive legends;
- the exchange notes will not have registration rights;
- the exchange notes will not have rights to additional interest; and
- the exchange notes will bear a different CUSIP number from the original notes.

You should read the discussion under the heading "The Exchange Offer" beginning on page 36 and "Description of the Exchange Notes" beginning on page 46 for further information about the exchange offer and the exchange notes.

The Exchange Offer	We are offering to exchange up to $225,000,000 principal amount of exchange notes for an identical principal amount of original notes.
Expiration of the Exchange Offer	The exchange offer will expire at 5:00 p.m., New York City time, on August 11, 2010, unless we extend the exchange offer, in which case the expiration date will mean the latest date and time to which we extend the exchange offer. See "The Exchange Offer Expiration Date; Extensions; Amendments."
Procedures for Tendering Original Notes Held in the Form of Book-Entry Interests	The original notes were issued as global securities and were deposited with Wilmington Trust FSB who holds the original notes as the custodian for the Depository Trust Company (DTC). Beneficial interests in the original notes are held by participants in DTC on behalf of the beneficial owners of the original notes. We refer to beneficial interests in notes held by participants in DTC as notes held in book-entry form. Beneficial interests in notes held in book-entry form are shown on, and transfers of the notes can be made only through, records maintained in book-entry form by DTC and its participants.

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	If you are a holder of an original note held in the form of a book-entry interest and you wish to tender your book-entry interest for exchange in the exchange offer, you must transmit to Wilmington Trust FSB, as exchange agent, on or prior to the expiration date of the exchange offer, the following: a computer-generated message transmitted by means of DTC's Automated Tender Offer Program (ATOP) system that, when received by the exchange agent will form a part of a confirmation of book-entry transfer in which you acknowledge and agree to be bound by the terms of the letter of transmittal; and a timely confirmation of book-entry transfer of your original notes into the exchange agent's account at DTC, according to the procedure for book-entry transfers described in this prospectus under the heading "The Exchange Offer Procedures for Tendering."
Procedures for Tendering Original Notes Held in Certificated Form	If you hold your original notes in certificated form and wish to accept the exchange offer, sign and date the letter of transmittal, and deliver the letter of transmittal, along with certificates for the original notes and any other required documentation, to the exchange agent on or before the expiration date in accordance with the instructions contained in this prospectus and the letter of transmittal.
Special Procedures for Beneficial Owners	If you are a beneficial owner whose original notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and wish to tender those original notes in the exchange offer, please contact the registered holder as soon as possible and instruct them to tender on your behalf and comply with the instructions in this prospectus and the letter of transmittal.
Guaranteed Delivery Procedures	If you are unable to deliver the original notes, the letter of transmittal or any other required documents to the exchange agent or comply with the applicable ATOP procedures prior to the expiration date, you may tender your original notes according to the guaranteed delivery procedures described in this prospectus under the heading "The Exchange Offer Guaranteed Delivery Procedures."
Withdrawal Rights	You may withdraw original notes you tendered by furnishing a notice of withdrawal to the exchange agent or by complying with applicable ATOP procedures at any time before 5:00 p.m. New York City time on the expiration date. See "The Exchange Offer Withdrawal of Tenders."

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Acceptance of Original Notes and Delivery of Exchange Notes	If the conditions described under "The Exchange Offer Conditions" are satisfied, we will accept for exchange any and all original notes that are properly tendered and not withdrawn before the expiration date. See "The Exchange Offer Procedures for Tendering." If we close the exchange offer, the exchange notes will be delivered promptly following the expiration date. Otherwise, we will promptly return any original notes accepted.
Consequences of Failure to Exchange	If you do not exchange your original notes for exchange notes, you will continue to be subject to the restrictions on transfer provided in the original notes and in the indenture governing the original notes. In general, the original 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. We do not intend to register the original notes under the Securities Act.
Registration Rights	You are entitled to exchange your original notes for exchange notes with substantially identical terms. This exchange offer satisfies this right. After the exchange offer is completed, you will no longer be entitled to any exchange or registration rights with respect to your original notes.
Federal Income Tax Considerations	The exchange of original notes for exchange notes in the exchange offer will not be a taxable event for U.S. federal income tax purposes. See "The Exchange Offer Federal Income Tax Consequences" and "Certain U.S. Federal Income Tax Considerations" for a discussion of U.S. federal income tax considerations you should consider before tendering original notes in the exchange offer.
Exchange Agent	Wilmington Trust FSB is serving as exchange agent for the exchange offer. The address for the exchange agent is listed under "The Exchange Offer Exchange Agent." If you would like more information about the exchange offer, you should call the exchange agent at (302) 636-6181. The facsimile number for the exchange agent is (302) 636-4139, Attention: Sam Hamed.

See "The Exchange Offer" for more detailed information concerning the terms of the exchange offer.

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The Exchange Notes

The form and terms of the exchange notes to be issued in the exchange offer are the same as the form and terms of the original notes, except that the exchange notes will be registered under the Securities Act and, accordingly, will not bear legends restricting their transfer and will not be entitled to any rights under the registration rights agreement. The exchange notes issued in the exchange offer will evidence the same debt as the original notes, and both the original notes and the exchange notes are governed by the same indenture.

Issuer	Kratos Defense & Security Solutions, Inc.
Title	$225,000,000 aggregate principal amount of 10% Senior Secured Notes due 2017.
Maturity Date	June 1, 2017.
Interest Rate	We will pay interest on the exchange notes at an annual interest rate of 10%.
Interest Payment Dates	We will make interest payments on the exchange notes semi-annually in arrears on each December 1 and June 1, beginning December 1, 2010. Interest will accrue from the issue date of the original notes.
Guarantees	The exchange notes will be fully and unconditionally guaranteed, jointly and severally, on a senior secured basis by our existing and future domestic restricted subsidiaries (other than discontinued subsidiaries).
Ranking	The exchange notes and the guarantees will rank senior in right of payment to all of our and the guarantors' existing and future subordinated indebtedness and equal in right of payment with all of our and the guarantors' existing and future senior indebtedness, including indebtedness under our revolving credit facility.
Security Interest	The exchange notes and the related guarantees will be secured by a lien on substantially all of our and the guarantors' assets, subject to certain exceptions and permitted liens. However, the security interest in such assets (other than real property, plant, equipment, certain intellectual property and the capital stock of our subsidiaries (collectively, the Notes Priority Collateral)) that secure the exchange notes and the exchange guarantees will be contractually subordinated to liens thereon that secure our revolving credit facility. The security interest in assets securing the revolving credit facility that consist of Notes Priority Collateral will be contractually subordinated to liens thereon that secure the exchange notes.

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Optional Redemption	On or after June 1, 2014, we may redeem some or all of the notes at the redemption prices set forth under "Description of the Exchange Notes Redemption Optional Redemption on or after June 1, 2014," plus accrued and unpaid interest to the date of redemption. Prior to June 1, 2013, we may redeem up to 35% of the aggregate principal amount of the notes at the premium set forth under "Description of the Exchange Notes Redemption Optional Redemption Upon Equity Offerings," plus accrued and unpaid interest to the redemption date, with the net cash proceeds of certain equity offerings. In addition, we may, at our option, redeem some or all of the notes at any time prior to June 1, 2014, by paying a "make whole" premium, plus accrued and unpaid interest, if any, to the date of redemption.
Change of Control Offer	If we experience certain change-of-control events, the holders of the notes will have the right to require us to purchase all or a portion of their notes at a price in cash equal to 101% of the principal amount thereof, plus accrued and unpaid interest to the date of purchase.
Asset Sale Offer	Upon certain asset sales, we may be required to offer to use the net proceeds thereof to purchase some of the notes at 100% of the principal amount thereof, plus accrued and unpaid interest to the date of purchase.
Use of Proceeds	We will not receive any cash proceeds from the issuance of the exchange notes. See "Use of Proceeds."

See "Description of the Exchange Notes" for more detailed information about the terms of exchange notes.

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RISK FACTORS

An investment in the exchange notes involves significant risks. You should consider carefully the following risk factors and all of the information contained in this prospectus before deciding whether to purchase the exchange notes. The risks and uncertainties described below are not the only risks and uncertainties that we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. If any of those risks actually occurs, our business, financial condition and results of operations would suffer. The risks discussed below also include forward-looking statements. See "Forward-Looking Statements" in this prospectus.

Risks Related to the Exchange Notes

If you do not exchange your notes pursuant to this exchange offer, you may never be able to sell your notes.

It may be difficult for you to sell original notes that are not exchanged in the exchange offer. Those notes may not be offered or sold unless they are registered or there are exemptions from the registration requirements under the Securities Act and applicable state securities laws. If you do not tender your original notes or if we do not accept some of your original notes, those notes will continue to be subject to the transfer and exchange restrictions in:

- the indenture;
- the legend on the original notes; and
- the offering circular relating to the original notes.

The restrictions on transfer of your original notes arise because we issued the original notes pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws. In general, you may only offer or sell the original notes if they are registered under the Securities Act and applicable state securities laws, or offered and sold pursuant to an exemption from such requirements. Holders who do not tender their original notes will not have any further registration rights under the registration rights agreement or otherwise, and we do not intend to register the original notes under the Securities Act. To the extent original notes are tendered and accepted in the exchange offer, the trading market, if any, for the original notes would be adversely affected.

There is no active market for the exchange notes and if an active trading market does not develop for these notes you may not be able to resell them.

There is currently no trading market for the exchange notes. We do not intend to list the exchange notes on any national securities exchange. The initial purchasers of the original notes have advised us that they intend to make a market in the exchange notes; however, the initial purchasers of the original notes are not obligated to make a market in the exchange notes, and they may discontinue their market-making activities at any time without notice. In addition, market-making activity will be subject to the limits imposed by law. Further, even if a market were to exist, the exchange notes could trade at prices that may be lower than the initial offering price depending on many factors, including prevailing interest rates, the markets for similar securities, general economic conditions and our financial condition, current stock price, performance and prospects.

The liquidity of, and the trading market for, the exchange notes may be adversely affected by general declines or disruptions in the market for non-investment grade debt. 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 exchange notes. Any such disruptions could adversely affect the prices at which the exchange notes may be sold.

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Your original notes will not be accepted for exchange if you fail to follow the applicable exchange offer procedures and, as a result, your original notes will continue to be subject to existing transfer restrictions and you may not be able to sell them.

We will not accept your original notes for exchange if you do not follow the applicable exchange offer procedures. We will issue exchange notes as part of the applicable exchange offer only after timely receipt of your original notes, a properly completed and duly executed letter of transmittal and all other required documents. Therefore, if you want to tender your original notes, please allow sufficient time to ensure timely delivery. If we do not receive your original notes, letter of transmittal and other required documents by the expiration date of the applicable exchange offer, we will not accept your original notes for exchange. We are under no duty to give notification of defects or irregularities with respect to the tenders of original notes for exchange. If there are defects or irregularities with respect to your tender of original notes, we will not accept your original notes for exchange.

We have substantial indebtedness, which may limit our financial flexibility.

In connection with the sale of the original notes, we incurred $225.0 million of indebtedness. In addition, we have $25.0 million of availability under our revolving credit facility. As a result of this indebtedness, our interest payment obligations will increase. The degree to which we will be leveraged could have adverse effects on our business, including the following:

- it may make it difficult for us to satisfy our obligations under the notes and our other indebtedness and contractual and commercial commitments;
- it may limit our flexibility in planning for, or reacting to, changes in our business and the industries in which we operate;
- it may require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate purposes;
- it may restrict us from making strategic acquisitions or exploiting business opportunities;
- it may place us at a competitive disadvantage compared to our competitors that have less debt;
- it may limit our ability to borrow additional funds;
- it may prevent us from raising the funds necessary to repurchase notes tendered to us if there is a change of control, which would constitute a default under the indenture governing the notes and under our revolving credit facility; and
- it may decrease our ability to compete effectively or operate successfully under adverse economic and industry conditions.

Despite our current indebtedness level, we and our subsidiaries may still be able to incur substantially more debt, which could exacerbate the risks associated with our substantial leverage.

We may be able to incur substantial additional indebtedness in the future. Although the indenture governing the notes and our revolving credit facility will limit our ability and the ability of our subsidiaries to incur additional indebtedness, these restrictions are subject to a number of qualifications and exceptions and, under certain circumstances, debt incurred in compliance with these restrictions could be substantial. For example, indebtedness in excess of $25.0 million may be incurred under our revolving credit facility in reliance on the $15.0 million general debt basket as well as the fixed charge debt incurrence test, which additional indebtedness may be secured subject to certain conditions. See clause (22) of the definition of the term "Permitted Liens" under "Description of the Exchange

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Notes Certain Definitions." In addition, the indenture governing the notes and our revolving credit facility will not prevent us from incurring obligations that do not constitute indebtedness. See the sections entitled "Description of the Exchange Notes Certain Covenants Limitation on Incurrence of Additional Indebtedness and Issuance of Preferred Stock" and "Description of Certain Indebtedness revolving credit facility." To the extent that we incur additional indebtedness or such other obligations, the risks associated with our substantial leverage described above, including our possible inability to service our debt, would increase.

The value of the collateral may not be sufficient to satisfy all the obligations secured by such collateral. As a result, holders of the notes may not receive full payment on their notes following an event of default.

The liens on our assets (other than Notes Priority Collateral, defined under "Description of the Exchange Notes Collateral") securing the exchange notes and the guarantees will be contractually subordinated to the liens thereon that secure our revolving credit facility. The holders of obligations under our revolving credit facility will be entitled to receive proceeds from any realization of such collateral to repay their obligations in full before the holders of the exchange notes and other obligations secured by liens subordinated to our revolving credit facility will be entitled to any recovery from such collateral. In the event of a foreclosure, the proceeds from the sale of all of such collateral may not be sufficient to satisfy the amounts outstanding under the notes (and other obligations similarly secured, if any) after payment in full of all obligations secured by our revolving credit facility.

No appraisal has been made of the collateral. The value of the collateral in the event of liquidation will depend upon market and economic conditions, the availability of buyers and similar factors. The collateral does not include contracts, agreements, licenses and other rights that by their express terms prohibit the assignment thereof or the grant of a security interest therein. Some of these may be material to us and such exclusion could have a material adverse effect on the value of the collateral. By its nature, some or all of the collateral may not have a readily ascertainable market value or may not be saleable or, if saleable, there may be substantial delays in its liquidation. To the extent that liens, security interests and other rights granted to other parties (including the lenders under our revolving credit facility) encumber assets owned by us, those parties have or may exercise rights and remedies with respect to the property subject to their liens that could adversely affect the value of that collateral and the ability of the trustee under the indenture governing the exchange notes or the holders thereof to realize or foreclose on that collateral. Consequently, we cannot assure investors in the exchange notes that liquidating the collateral securing the exchange notes would produce proceeds in an amount sufficient to pay any amounts due under the notes after also satisfying the obligations to pay any creditors with prior claims on the collateral, including the lenders under our revolving credit facility. If the proceeds of any sale of collateral are not sufficient to repay all amounts due on the exchange notes, the holders of the exchange notes (to the extent not repaid from the proceeds of the sale of the collateral securing the exchange notes) would have only an unsecured, unsubordinated claim against our and the guarantors' remaining assets. In addition, under the intercreditor agreement between the collateral agent for the exchange notes and the agent under our revolving credit facility, the right of the lenders to exercise certain remedies with respect to the collateral could delay liquidation of the collateral. Bankruptcy laws and other laws relating to foreclosure and sale also could substantially delay or prevent the ability of the collateral agent or any holder of the exchange notes to obtain the benefit of any collateral securing the notes. Such delays could have a material adverse effect on the value of the collateral.

Our debt service obligations may adversely affect our cash flow.

A higher level of indebtedness increases the risk that we may default on our debt obligations. We may not be able to generate sufficient cash flow to pay the interest on our debt, and future working capital, borrowings or equity financing may not be available to pay or refinance such debt. If we are

unable to generate sufficient cash flow to pay the interest on our debt, we may have to delay or curtail our operations.

Our ability to generate cash flows from operations and to make scheduled payments on our indebtedness will depend on our future financial performance. Our future financial performance will be affected by a range of economic, competitive and business factors that we cannot control, such as those described under "Risks Related to our Business." A significant reduction in operating cash flows resulting from changes in economic conditions, increased competition or other events beyond our control could increase the need for additional or alternative sources of liquidity and could have a material adverse effect on our business, financial condition, results of operations, prospects and our ability to service our debt and other obligations. If we are unable to service our indebtedness, we will be forced to adopt an alternative strategy that may include actions such as reducing capital expenditures, selling assets, restructuring or refinancing our indebtedness or seeking additional equity capital. These alternative strategies may not be effected on satisfactory terms, if at all, and they may not yield sufficient funds to make required payments on the notes and our other indebtedness.

If for any reason we are unable to meet our debt service and repayment obligations, we would be in default under the terms of the agreements governing our debt, which would allow our creditors at that time to declare certain outstanding indebtedness to be due and payable, which would in turn trigger cross-acceleration or cross-default rights between the relevant agreements. In addition, our lenders could compel us to apply all of our available cash to repay our borrowings or they could prevent us from making payments on the exchange notes. If the amounts outstanding under the exchange notes, our revolving credit facility and any other indebtedness, were to be accelerated, our assets may not be sufficient to repay in full the money owed to the lenders or to our other debt holders, including you as noteholders.

The indenture governing the original notes and exchange notes and the credit agreement governing our revolving credit facility impose significant operating and financial restrictions on us and our subsidiaries that may prevent us from pursuing certain business opportunities and restrict our ability to operate our business.

The indenture governing the notes and the credit agreement governing our revolving credit facility contains covenants that restrict our and our subsidiaries' ability to take various actions, such as:

- incur or guarantee additional indebtedness or issue certain preferred stock;
- pay dividends or make other distributions on, or redeem or purchase, any equity interests or make other restricted payments;
- make certain acquisitions or investments;
- create or incur liens;
- transfer or sell assets;
- incur restrictions on the payments of dividends or other distributions from our restricted subsidiaries;
- enter into transactions with affiliates; and
- consummate a merger or consolidation or sell, assign, transfer, lease or otherwise dispose of all or substantially all of our assets.

Our revolving credit facility also requires us to comply with specified financial ratios, including a borrowing base availability and minimum fixed charge coverage ratio. Our ability to comply with these covenants will likely be affected by many factors, including events beyond our control, and we may not satisfy those requirements. Our failure to comply with our debt-related obligations could result in an

event of default under our other indebtedness and the acceleration of our other indebtedness, in whole or in part, could result in an event of default under the indenture.

The restrictions contained in the indenture and in the credit agreement governing our revolving credit facility will also limit our ability to plan for or react to market conditions, meet capital needs or otherwise restrict our activities or business plans and adversely affect our ability to finance our operations, enter into acquisitions or to engage in other business activities that would be in our interest.

The exchange notes may receive a reduced rating in the future, which could cause a decline in the liquidity or market price of the notes.

If one or more rating agencies assigns the exchange notes a reduced rating lower than the rating in the future, the market price of the notes may be adversely affected.

We will in most cases have control over the collateral, and the sale of particular assets by us could reduce the pool of assets securing the exchange notes and the guarantees.

The collateral documents allow us to remain in possession of, retain exclusive control over, freely operate, and collect, invest and dispose of any income from, the collateral securing the exchange notes and the related guarantees. There are circumstances other than repayment or discharge of the exchange notes under which the collateral securing the exchange notes and guarantees will be released automatically, without your consent or the consent of the trustee, including:

- a sale, transfer or other disposal of such collateral in a transaction not prohibited under the indenture governing the notes;

- with respect to collateral held by a guarantor, upon the release of such guarantor from its guarantee of the exchange notes;

- with respect to collateral that is capital stock, upon the dissolution of the issuer of such capital stock in accordance with the indenture governing the exchange notes; and

- with respect to our assets (other than Notes Priority Collateral) that secure our revolving credit facility, upon any release in connection with a foreclosure or exercise of remedies with respect to such collateral in accordance with the terms of our revolving credit facility.

Pursuant to the terms of the intercreditor agreement, the holders of the exchange notes may not be able to control actions with respect to the collateral, whether or not the holders of the exchange notes agree or disagree with those actions.

The indenture governing the exchange notes also permits us to designate any existing or future restricted subsidiary that is a guarantor of the exchange notes or any future subsidiary as an unrestricted subsidiary. If we designate such a future subsidiary guarantor as an unrestricted subsidiary for purposes of the indenture governing the exchange notes, all of the liens on any collateral owned by such subsidiary or any of its subsidiaries and any guarantees of the exchange notes by such subsidiary or any of its subsidiaries will be released under the indenture governing the exchange notes but not necessarily under our revolving credit facility. Designation of an unrestricted subsidiary will reduce the aggregate value of the collateral securing the exchange notes to the extent that liens on the assets of the unrestricted subsidiary and its subsidiaries are released.

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The lien-ranking provisions set forth in the intercreditor agreement substantially limit the rights of the holders of the exchange notes with respect to liens on the assets (other than Notes Priority Collateral) securing the exchange notes and the guarantees.

The rights of the holders of the exchange notes with respect to the liens on our assets (other than Notes Priority Collateral) securing the exchange notes and the guarantees are substantially limited pursuant to the terms of the lien-ranking provisions set forth in the intercreditor agreement. Under those lien-ranking provisions, at any time that obligations, such as our revolving credit facility, that have the benefit of senior liens on our assets (other than Notes Priority Collateral) are outstanding, any actions that may be taken in respect of such collateral, including the ability to cause the commencement of enforcement proceedings against such collateral and to control the conduct of such proceedings, and the approval of amendments to, releases of such collateral from the lien of, and waivers of past defaults under, the collateral documents, will be at the direction of the holders of such obligations secured by the senior liens on such collateral. The trustee, on behalf of the holders of the exchange notes, will not have the ability to control or direct such actions, even if the rights of the holders of the exchange notes are adversely affected. See "Description of the Exchange Notes Intercreditor Agreement."

The rights of holders of exchange notes to the collateral securing the exchange notes may be adversely affected by the failure to perfect security interests in the collateral and other issues generally associated with the realization of security interests in collateral.

Your rights in the collateral may be adversely affected by the failure to perfect security interests in certain collateral in the future. Applicable law requires that certain property and rights acquired after the grant of a general security interest, such as real property, equipment subject to a certificate and certain proceeds, can be perfected only at the time at which such property and rights are acquired and identified. The trustee and the collateral agent for the exchange notes may not monitor, and we are not required to inform the trustee and the collateral agent of, the future acquisition of property and rights that constitute collateral, and necessary action may not be taken to properly perfect the security interest in such after-acquired collateral. The collateral agent for the exchange notes has no obligation to monitor the acquisition of additional property or rights that constitute collateral or the perfection of any security interest in favor of the exchange notes against third parties. A failure to monitor such acquisition and take necessary action may result in the loss of the effectiveness of the grant of the security interest therein or the priority of the security interest in favor of the exchange notes against third parties.

In addition, the security interest of the collateral agent for the exchange notes will be subject to practical challenges generally associated with the realization of security interests in collateral. For example, the collateral agent may need to obtain the consent of third parties and make additional filings. If we are unable to obtain these consents or make these filings, the security interests may be invalid and the holders of the exchange notes will not be entitled to the collateral or any recovery with respect to the collateral. The collateral agent may not be able to obtain any such consent. Further, the consents of any third parties may not be given when required to facilitate a foreclosure on such collateral. Accordingly, the collateral agent may not have the ability to foreclose upon those assets, and the value of the collateral may significantly decrease. We are also not required to obtain third party consents in certain categories of collateral.

The imposition of certain permitted liens will cause the assets on which such liens are imposed to be excluded from the collateral securing the exchange notes and the guarantees. There are also certain other categories of property that are also excluded from the collateral.

The indenture governing the exchange notes will permit liens in favor of third parties to secure certain indebtedness, such as indebtedness incurred under our revolving credit facility (which could

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exceed $25.0 million in the aggregate), purchase money indebtedness and capital lease obligations, and assets subject to such liens will in certain circumstances be excluded from the collateral securing the exchange notes and the guarantees. Our ability to incur purchase money indebtedness and capital lease obligations is subject to limitations as described in "Description of the Exchange Notes Collateral." Certain of these third party liens rank senior to the liens securing the exchange notes under the indenture. In addition, certain categories of assets are excluded from the collateral securing the exchange notes and the guarantees and the liens on certain categories of assets are not required to be perfected. Excluded assets include certain contracts, certain equipment, and the assets of any non-guarantor subsidiary and certain capital stock and other securities of domestic subsidiaries substantially all of whose assets consist of the equity of foreign entities. See "Description of the Exchange Notes." If an event of default occurs and the exchange notes are accelerated, the exchange notes and the guarantees will rank equally with the holders of other unsubordinated and unsecured indebtedness of the relevant entity with respect to such excluded property and will be effectively subordinated to holders of obligations secured by a lien perfected on such excluded property.

The pledge of the capital stock of our subsidiaries that secure the exchange notes will automatically be released from the lien on them and no longer constitute collateral when the pledge of such capital stock or such other securities would require the filing of separate financial statements with the SEC for that subsidiary.

The exchange notes and the guarantees will be secured by a pledge of the stock of some of our subsidiaries. Under the SEC regulations in effect as of the issue date of the exchange notes, if the par value, book value as carried by us or market value (whichever is greatest) of the capital stock, other securities or similar items of a subsidiary pledged as part of the collateral is greater than or equal to 20% of the aggregate principal amount of the exchange notes then outstanding, such a subsidiary would be required to provide separate financial statements to the SEC. Therefore, the indenture and the collateral documents provide that any capital stock and other securities of our subsidiaries will be excluded from the collateral to the extent that the pledge of such capital stock or other securities to secure the exchange notes would cause such companies to be required to file separate financial statements with the SEC pursuant to Rule 3-16 of Regulation S-X (as in effect from time to time).

As a result, holders of the exchange notes could lose a portion or all of their security interest in the capital stock or other securities of those subsidiaries. It may be more difficult, costly and time-consuming for holders of the exchange notes to foreclose on the assets of a subsidiary than to foreclose on its capital stock or other securities, so the proceeds realized upon any such foreclosure could be significantly less than those that would have been received upon any sale of the capital stock or other securities of such subsidiary. See "Description of the Exchange Notes."

Rights of holders of exchange notes in the collateral may be adversely affected by bankruptcy proceedings.

The right of the collateral agent for the exchange notes to repossess and dispose of the collateral securing the exchange notes upon acceleration is likely to be significantly impaired by U.S. federal bankruptcy law if bankruptcy proceedings are commenced by or against us prior to or possibly even after the collateral agent has repossessed and disposed of the collateral. Under the U.S. Bankruptcy Code, a secured creditor, such as the collateral agent for the exchange notes, is prohibited from repossessing its security from a debtor in a bankruptcy case, or from disposing of security repossessed from a debtor, without bankruptcy court approval. Moreover, bankruptcy law permits the debtor to continue to retain and to use collateral, and the proceeds, products, rents or profits of the collateral, even though the debtor is in default under the applicable debt instruments; *provided* that the secured creditor is given "adequate protection." The meaning of the term "adequate protection" may vary according to circumstances, but it is intended in general to protect the value of the secured creditor's interest in the collateral and may include cash payments or the granting of additional security, if and at such time as the court in its discretion determines, for any diminution in the value of the collateral as a

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result of the stay of repossession or disposition or any use of the collateral by the debtor during the pendency of the bankruptcy case. In view of the broad discretionary powers of a bankruptcy court, it is impossible to predict how long payments under the exchange notes could be delayed following commencement of a bankruptcy case, whether or when the collateral agent would repossess or dispose of the collateral, or whether or to what extent holders of the exchange notes would be compensated for any delay in payment of loss of value of the collateral through the requirements of "adequate protection." Furthermore, in the event the bankruptcy court determines that the value of the collateral is not sufficient to repay all amounts due on the exchange notes, the holders of the exchange notes would have "under-secured claims" as to the difference. Federal bankruptcy laws do not permit the payment or accrual of interest, costs and attorneys' fees for "under-secured claims" during the debtor's bankruptcy case. Additionally, the trustee's ability to foreclose on the collateral on your behalf may be subject to the consent of third parties, prior liens and practical problems associated with the realization of the trustee's security interest in the collateral. Moreover, the debtor or trustee in a bankruptcy case may seek to void an alleged security interest in collateral for the benefit of the bankruptcy estate. It may successfully do so if the security interest is not properly perfected or was perfected within a specified period of time (generally 90 days) prior to the initiation of such proceeding. Under such circumstances, a creditor may hold no security interest and be treated as holding a general unsecured claim in the bankruptcy case. It is impossible to predict what recovery (if any) would be available for such an unsecured claim if we became a debtor in a bankruptcy case. While U.S. bankruptcy law generally invalidates provisions restricting a debtor's ability to assume and/or assign a contract, there are exceptions to this rule which could be applicable in the event that we become subject to a U.S. bankruptcy proceeding.

Under certain circumstances, a court could cancel the exchange notes or the related guarantees and the security interests that secure the exchange notes and the guarantees under fraudulent conveyance laws.

Our issuance of the exchange notes and the related guarantees may be subject to review under U.S. federal or state fraudulent transfer laws. If we become a debtor in a case under the U.S. Bankruptcy Code or encounter other financial difficulty, a court could avoid (that is, cancel) our obligations under the exchange notes. The court might do so if it finds that when we issued the exchange notes, (a) we received less than reasonably equivalent value or fair consideration and (b) we either (1) were or were rendered insolvent, (2) were left with inadequate capital to conduct our business or (3) believed or reasonably should have believed that we would incur debts beyond our ability to pay. The court could also avoid the exchange notes, without regard to the factors described in clauses (a) and (b) above, if it finds that we issued the exchange notes with actual intent to hinder, delay or defraud our creditors.

Similarly, if one of our guarantors becomes a debtor in a case under the U.S. Bankruptcy Code or encounters other financial difficulty, a court might cancel its guarantee if it finds that when such guarantor issued its guarantee (or in some jurisdictions, when payments become due under the guarantee), factors (a) and (b) above applied to such guarantor, such guarantor was a defendant in an action for money damages or had a judgment for money damages docketed against it (if, in either case, after final judgment the judgment is unsatisfied), or if it found that such guarantor issued its guarantee with actual intent to hinder, delay or defraud its creditors.

A court could avoid any payment by us or any guarantor pursuant to the exchange notes or a guarantee or any realization on the pledge of assets securing the exchange notes or the guarantees, and require the return of any payment or the return of any realized value to us or such guarantor, as the case may be, or to a fund for the benefit of our or such guarantor's creditors. In addition, under the circumstances described above, a court could subordinate rather than avoid obligations under the exchange notes, the guarantees or the pledges. If the court were to avoid any guarantee, funds may not be available to pay the exchange notes from another guarantor or from any other source.

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The test for determining solvency for purposes of the foregoing will vary depending on the law of the jurisdiction being applied. In general, a court would consider an entity insolvent either if the sum of its existing debts exceeds the fair value of all of its property, or its assets' present fair saleable value is less than the amount required to pay the probable liability on its existing debts as they become due. For this analysis, "debts" include contingent and unliquidated debts. If a court avoided our obligations under the notes and the obligations of all of the guarantors under their guarantees, holders of the exchange notes would cease to be our creditors or creditors of the future guarantors and likely have no source from which to recover amounts due under the exchange notes. Even if the guarantee of a guarantor is not avoided as a fraudulent transfer, a court may subordinate the guarantee to such guarantor's other debt. In that event, the guarantees would be structurally subordinated to all of such guarantor's other debt.

The indenture governing the exchange notes will limit the liability of each guarantor on its guarantee to the maximum amount that such guarantor can incur without risk that its guarantee will be subject to avoidance as a fraudulent transfer. This limitation may not protect such guarantees from fraudulent transfer challenges or, if it does, that the remaining amount due and collectible under the guarantees may not suffice, if necessary, to pay the exchange notes in full when due.

Any future pledge of collateral may be avoidable in bankruptcy.

Any future pledge of collateral in favor of the trustee or collateral agent, including pursuant to security documents delivered after the date of the indenture governing the exchange notes, may be avoidable by the pledgor (a debtor in possession) or by its trustee in bankruptcy if certain events or circumstances exist or occur, including, among others, if (1) the pledgor is insolvent at the time of the pledge, (2) the pledge permits the holders of the exchange notes to receive a greater recovery than if the pledge had not been given and (3) a bankruptcy proceeding in respect of the pledgor is commenced within 90 days following the pledge or the perfection thereof, or, in certain circumstances, a longer period.

The collateral is subject to casualty risks.

We intend to maintain insurance or otherwise insure against hazards in a manner appropriate and customary for our business. There are, however, certain losses that may be either uninsurable or not economically insurable, in whole or in part. Insurance proceeds may not compensate us fully for our losses. If there is a complete or partial loss of any of the collateral, the insurance proceeds may not be sufficient to satisfy all of the secured obligations, including the exchange notes and the guarantees.

Our ability to repurchase the exchange notes upon a change of control may be limited.

Upon the occurrence of specific change of control events, we will be required to offer to repurchase all outstanding exchange notes at 101% of the principal amount, plus accrued and unpaid interest, if any, to the date of repurchase. The lenders under our revolving credit facility will have the right to accelerate the indebtedness thereunder upon a change of control. Any of our future debt agreements may contain a similar provision. However, we may not have sufficient funds at the time of the change of control to make the required repurchase of exchange notes or repayment of our other indebtedness. Any of our future debt agreements may contain similar restrictions. If we fail to repurchase any exchange notes submitted in a change of control offer, it would constitute an event of default under the indenture governing the exchange notes which would, in turn, constitute an event of default under our revolving credit facility and could constitute an event of default under our other indebtedness, even if the change of control itself would not cause a default. Important corporate events, such as takeovers, recapitalizations or similar transactions, may not constitute a change of control under the indenture governing the exchange notes and thus not permit the holders of the

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exchange notes to require us to repurchase or redeem the exchange notes. See "Description of the Exchange Notes Repurchase Upon Change of Control."

Risks Related to our Business

Our business could be adversely affected by changes in the contracting or fiscal policies of the U.S. federal government and governmental entities.

We derive a significant portion of our revenue from contracts with the U.S. federal government and government agencies and subcontracts under U.S. federal government prime contracts and the success of our business and growth of our business will continue to depend on our successful procurement of government contracts either directly or through prime contractors. Accordingly, changes in government contracting policies or government budgetary constraints could directly affect our financial performance. Among the factors that could adversely affect our business are:

- changes in fiscal policies or decreases in available government funding, including budgetary constraints affecting U.S. federal government spending generally, or specific departments or agencies in particular;
- the adoption of new laws or regulations or changes to existing laws or regulations;
- changes in political or social attitudes with respect to security and defense issues;
- changes in U.S. federal government programs or requirements, including the increased use of small business providers;
- increases in the U.S. federal government initiatives related to in-sourcing;
- changes in or delays related to government restrictions on the export of defense articles and services;
- potential delays or changes in the government appropriations process; and
- delays in the payment of our invoices by government payment offices.

These and other factors could cause governments and government agencies, or prime contractors that use us as a subcontractor, to reduce their purchases under existing contracts, to exercise their rights to terminate contracts at-will or to abstain from exercising options to renew contracts, any of which could have an adverse effect on our business, financial condition and results of operations. Many of our government customers are subject to stringent budgetary constraints. The award of additional contracts from government agencies could be adversely affected by spending reductions or budget cutbacks at these agencies.

We may not realize the anticipated benefits of the acquisitions, including our acquisition of Gichner, because of integration difficulties.

Integrating the operations of acquired businesses, including our acquisition of Gichner, successfully or otherwise realizing any of the anticipated benefits of an acquisition, including anticipated cost savings and additional revenue opportunities, involves a number of potential challenges. The failure to meet these integration challenges could seriously harm our financial condition and results of operations. Realizing the benefits of acquisitions will depend in part on the integration of information technology (IT) operations and personnel. These integration activities are complex and time-consuming and we may encounter unexpected difficulties or incur unexpected costs, including:

our inability to achieve the operating synergies anticipated in an acquisition;

diversion of management attention from ongoing business concerns to integration matters;

- difficulties in consolidating and rationalizing IT platforms and administrative infrastructures;

- complexities associated with managing the geographic separation of combined businesses and consolidating multiple physical locations where management may determine consolidation is desirable;

- difficulties in integrating personnel from different corporate cultures while maintaining focus on providing consistent, high quality customer service;

- challenges in demonstrating to our customers and to acquisition customers that the combination will not result in adverse changes in customer service standards or business focus; and

- possible cash flow interruption or loss of revenue as a result of change of ownership transitional matters.

We may not successfully integrate the operations acquired businesses in a timely manner, and we may not realize the anticipated benefits and synergies of an acquisition to the extent, or in the time frame, anticipated.

If we are unable to manage our growth profitably after an acquisition is completed, our business and financial results could suffer.

Our future financial results will depend in part on our ability to profitably manage our growth on a combined basis with acquired entities. We will need to maintain existing customers and attract new customers, recruit, retain and effectively manage employees, as well as expand operations and integrate customer support and financial control systems. If our integration-related expenses and capital expenditure requirements are greater than anticipated or if we are unable to manage our growth profitably after an acquisition, our financial condition and results of operations may suffer.

Our ability to utilize our net operating loss carryforwards and certain other tax attributes may be limited.

Federal and state tax laws impose restrictions on the utilization of net operating loss and tax credit carryforwards in the event of an "ownership change" for tax purposes as defined by Section 382 of the Internal Revenue Code. Under Section 382 of the Internal Revenue Code, if a corporation undergoes an "ownership change" (generally defined as greater than 50% change (by value) in its equity ownership over a three year period), the corporation's ability to use its pre-change net operating loss carryforwards and other pre-change tax attributes to offset its post-change income may be limited. We believe that an "ownership change" has occurred, which will limit our utilization of the net operating loss carryforwards. We are currently evaluating the extent of the limitation on our annual utilization of the net operating loss carryforwards. Any potential limitation would not impact the income tax provisions for the year ended December 26, 2010. In addition, future equity offerings or acquisitions that have equity as a component of the purchase price could result in an "ownership change".

We derive a substantial amount of our revenues from the sale of our solutions either directly or indirectly to U.S. government entities pursuant to government contracts, which differ materially from standard commercial contracts, involve competitive bidding and may be subject to cancellation or delay without penalty, any of which may produce volatility in our revenues and earnings.

Government contracts frequently include provisions that are not standard in private commercial transactions, and are subject to laws and regulations that give the U.S. federal government rights and remedies not typically found in commercial contracts, including provisions permitting the U.S. federal government to:

- terminate our existing contracts;

- reduce potential future income from our existing contracts;

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- modify some of the terms and conditions in our existing contracts;
- suspend or permanently prohibit us from doing business with the U.S. federal government or with any specific government agency;
- impose fines and penalties;
- subject us to criminal prosecution;
- suspend work under existing multiple year contracts and related task orders if the necessary funds are not appropriated by the U.S. Congress;
- decline to exercise an option to extend an existing multiple year contract; and
- claim rights in technologies and systems invented, developed or produced by us.

In addition, government contracts are frequently awarded only after formal competitive bidding processes, which have been and may continue to be protracted and typically impose provisions that permit cancellation in the event that necessary funds are unavailable to the public agency. Competitive procurements impose substantial costs and managerial time and effort in order to prepare bids and proposals for contracts that may not be awarded to us. In many cases, unsuccessful bidders for government agency contracts are provided the opportunity to formally protest certain contract awards through various agencies, administrative and judicial channels. The protest process may substantially delay a successful bidder's contract performance, result in cancellation of the contract award entirely and distract management. We may not be awarded contracts for which we bid, and substantial delays or cancellation of purchases may follow our successful bids as a result of such protests.

Certain of our government contracts also contain "organizational conflict of interest" clauses that could limit our ability to compete for certain related follow-on contracts. For example, when we work on the design of a particular solution, we may be precluded from competing for the contract to install that solution. While we actively monitor our contracts to avoid these conflicts, we cannot guarantee that we will be able to avoid all organizational conflict of interest issues.

We may not receive the full amounts estimated under the contracts in our backlog, which could reduce our revenue in future periods below the levels anticipated and which makes backlog an uncertain indicator of future operating results.

As of March 29, 2009 and March 28, 2010, our total backlog was approximately $690 million and $583 million, respectively, of which $165 million was funded as of March 29, 2009 and $185 million was funded as of March 28, 2010. Funded backlog is estimated future revenue under government contracts and task orders for which funding has been appropriated by Congress and authorized for expenditure by the applicable agency, plus our estimate of the future revenue we expect to realize from our commercial contracts that are under firm orders. Although funded backlog represents only business which is considered to be firm, cancellations or scope adjustments may still occur. Unfunded backlog reflects our estimate of future revenue under awarded government contracts and task orders for which either funding has not yet been appropriated or expenditure has not yet been authorized. Unfunded backlog does not include estimates of revenue from government-wide acquisition contracts (GWACs) or General Services Administration (GSA) schedules beyond awarded or funded task orders, but does include estimates of revenue beyond awarded or funded task orders for other types of indefinite delivery/indefinite quantity (IDIQ) contracts. The amount of unfunded backlog is not exact or guaranteed and is based upon, among other things, management's experience under such contracts and similar contracts, the particular clients, the type of work and budgetary expectations. Our management may not accurately assess these factors or estimate the revenue we will realize from these contracts, and our unfunded and total backlog may not reflect the actual revenue ultimately received from these contracts.

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Backlog is typically subject to large variations from quarter to quarter and comparisons of backlog from period to period are not necessarily indicative of future revenues. The contracts comprising our backlog may not result in actual revenue in any particular period or at all, and the actual revenue from such contracts may differ from our backlog estimates. The timing of receipt of revenues, if any, on projects included in backlog could change because many factors affect the scheduling of projects. Cancellation of or adjustments to contracts may occur. Additionally, all U.S. government contracts included in backlog, whether or not funded, may be terminated at the convenience of the U.S. government. The failure to realize all amounts in our backlog could adversely affect our revenues and gross margins. As a result, our funded and total backlog as of any particular date may not be an accurate indicator of our future earnings.

We are subject to environmental laws and potential exposure to environmental liabilities. This may affect our ability to develop, sell or rent our property or to borrow money where such property is required to be used as collateral.

Because of our recent acquisition of Gichner, we use hazardous materials common to industrial manufacturing. We are required to follow U.S. federal, state and local environmental laws and regulations regarding the handling, storage and disposal of these materials, including the Clean Air Act, the Clean Water Act, the Resource Conservation and Recovery Act, the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA), and the Toxic Substances Control Act. We could be subject to fines, suspensions of production, alteration of our manufacturing processes or interruption or cessation of our operations if we fail to comply with present or future laws or regulations related to the use, storage, handling, discharge or disposal of toxic, volatile or otherwise hazardous chemicals used in our manufacturing processes. These regulations could require us to acquire expensive remediation equipment or to incur significant other expenses to comply with environmental regulations. Our failure to control the handling, use, storage or disposal of, or adequately restrict the discharge of, hazardous substances could subject us to liabilities and production delays, which could cause us to miss our customers' delivery schedules, thereby reducing our sales for a given period. We may also have to pay regulatory fines, penalties or other costs (including remediation costs), which could materially reduce our profits and adversely affect our financial condition. Permits are required for our operations, and these permits are subject to renewal, modification and, in some cases, revocation.

Environmental and health and safety laws change rapidly and have tended to become more stringent over time. As a result, acquired entities may not have always been and may not always be in compliance with all environmental and health and safety laws, regulations and/or permit conditions. Additionally, future environmental and health and safety laws and regulations may require us to make substantial expenditures. Additionally, our costs to comply with, or any liabilities under, these laws and regulations could have a material adverse effect on our business, financial condition and results of operations. Environmental permits and other governmental authorizations are required for our operations. A decision by a government agency to deny or delay issuing a new or renewed material permit or approval, or to revoke or substantially modify an existing permit or approval, could have a material adverse effect on our ability to continue operations at the affected facility and on our business, financial condition and results of operations.

In addition, under environmental laws, ordinances or regulations, a current or previous owner or operator of property may be liable for the costs of removal or remediation of some kinds of hazardous substances or petroleum products on, under, or in its property, adjacent or nearby property, or offsite disposal locations, without regard to whether the owner or operator knew of, or caused, the presence of the contaminants, and regardless of whether the practices that resulted in the contamination were legal at the time they occurred. One of our recently acquired entities has incurred, is incurring currently, and may incur in the future, liabilities under CERCLA and other environmental cleanup laws

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at our current or former facilities, adjacent or nearby properties or offsite disposal locations. The costs associated with future cleanup activities that we may be required to conduct or finance may be material. The presence of, or failure to remediate properly, hazardous substances or petroleum products may adversely affect the ability to sell or rent the property or to borrow funds using the property as collateral and may require us to record environmental covenants restricting the use of such property. Additionally, we may become subject to claims by third parties based on damages, including personal injury and property damage, and costs resulting from the disposal or release of hazardous substances into the environment.

We face intense competition from many competitors that have greater resources than we do, which could result in price reductions, reduced profitability or loss of market share.

We operate in highly competitive markets and generally encounter intense competition to win contracts from many other firms, including mid-tier U.S. federal contractors with specialized capabilities and large defense and IT services providers. Competition in our markets may increase as a result of a number of factors, such as the entrance of new or larger competitors, including those formed through alliances or consolidation. These competitors may have greater financial, technical, marketing and public relations resources, larger client bases and greater brand or name recognition than we do. These competitors could, among other things:

- divert sales from us by winning very large-scale government contracts, a risk that is enhanced by the recent trend in government procurement practices to bundle services into larger contracts;

- force us to charge lower prices; or

- adversely affect our relationships with current clients, including our ability to continue to win competitively awarded engagements in which we are the incumbent.

If we lose business to our competitors or are forced to lower our prices, our revenue and our operating profits could decline. In addition, we may face competition from our subcontractors who, from time to time, seek to obtain prime contractor status on contracts for which they currently serve as a subcontractor to us. If one or more of our current subcontractors are awarded prime contractor status on such contracts in the future, it could divert sales from us or could force us to charge lower prices, which could cause our margins to suffer.

Our financial results may vary significantly from quarter to quarter.

We expect our revenue and operating results to vary from quarter to quarter. Reductions in revenue in a particular quarter could lead to lower profitability in that quarter because a relatively large amount of our expenses are fixed in the short-term. We may incur significant operating expenses during the start-up and early stages of large contracts and may not be able to recognize corresponding revenue in that same quarter. We may also incur additional expenses when contracts expire, are terminated or are not renewed.

In addition, payments due to us from U.S. federal government agencies may be delayed due to billing cycles or as a result of failures of government budgets to gain congressional and administration approval in a timely manner. The U.S. federal government's fiscal year ends September 30. If a U.S. federal budget for the next U.S. federal fiscal year has not been approved by that date in each year, our clients may have to suspend engagements that we are working on until a budget has been approved. Any such suspensions may reduce our revenue in the fourth quarter of that year or the first quarter of the subsequent year. The U.S. federal government's fiscal year end can also trigger increased purchase requests from clients for equipment and materials. Any increased purchase requests we receive as a result of the U.S. federal government's fiscal year end would serve to increase our third or fourth quarter revenue, but will generally decrease profit margins for that quarter, as these activities generally are not as profitable as our typical offerings.

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Additional factors that may cause our financial results to fluctuate from quarter to quarter include those addressed elsewhere in "Risk Factors" and the following, among others:

- the terms of customer contracts that affect the timing of revenue recognition;
- variability in demand for our services and solutions;
- commencement, completion or termination of contracts during any particular quarter;
- timing of award or performance incentive fee notices;
- timing of significant bid and proposal costs;
- variable purchasing patterns under GSA Schedule 70 contracts, GWACs, blanket purchase agreements and other contracts;
- restrictions on and delays related to the export of defense articles and services;
- costs related to government inquiries;
- strategic decisions by us or our competitors, such as acquisitions, divestitures, spin-offs and joint ventures;
- strategic investments or changes in business strategy;
- changes in the extent to which we use subcontractors;
- seasonal fluctuations in our staff utilization rates;
- changes in our effective tax rate including changes in our judgment as to the necessity of the valuation allowance recorded against our deferred tax assets; and
- the length of sales cycles.

Significant fluctuations in our operating results for a particular quarter could cause us to fall out of compliance with the financial covenants contained in our credit facility, which if not waived by the lenders thereunder, could restrict our access to capital and cause us to take extreme measures to pay down our debt under the credit facility.

If we fail to establish and maintain important relationships with government entities and agencies and other government contractors, our ability to bid successfully for new business may be adversely affected.

To develop new business opportunities, we primarily rely on establishing and maintaining relationships with various government entities and agencies. We may be unable to successfully maintain our relationships with government entities and agencies, and any failure to do so could materially adversely affect our ability to compete successfully for new business. In addition, we often act as a subcontractor or in "teaming"

arrangements in which we and other contractors bid together on particular contracts or programs for the U.S. federal government or government agencies. As a subcontractor or team member, we often lack control over fulfillment of a contract, and poor performance on the contract could tarnish our reputation, even when we perform as required. We expect to continue to depend on relationships with other contractors for a portion of our revenue in the foreseeable future. Moreover, our revenue and operating results could be materially adversely affected if any prime contractor or teammate chooses to offer a client services of the type that we provide or if any prime contractor or teammate teams with other companies to independently provide those services.

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We derive a significant portion of our revenues from a limited number of customers.

We have derived, and believe that we will continue to derive, a significant portion of our revenues from a limited number of customers. To the extent that any significant customer uses less of our services or terminates its relationship with us, our revenues could decline significantly. As a result, the loss of any significant client could seriously harm our business. For the year ended December 27, 2009, two customers, each representing multiple agency customers, comprised approximately 60% and 52% of our U.S. federal business revenues and total revenues, respectively. On a pro forma basis including the Gichner acquisition, these two customers accounted for approximately 77% and 69%, respectively, of our U.S. federal business for the year ended December 27, 2009. None of our customers are obligated to purchase additional services from us. As a result, the volume of work that we perform for a specific customer is likely to vary from period to period, and a significant client in one period may not use our services in a subsequent period.

Our margins and operating results may suffer if we experience unfavorable changes in the proportion of cost-plus-fee or fixed-price contracts in our total contract mix.

Although fixed-price contracts entail a greater risk of a reduced profit or financial loss on a contract compared to other types of contracts we enter into, fixed-price contracts typically provide higher profit opportunities because we may be able to benefit from cost savings. In contrast, cost-plus-fee contracts are subject to statutory limits on profit margins, and generally are the least profitable of our contract types. Our U.S. federal government customers typically determine what type of contract we enter into. Cost-plus-fee and fixed-price contracts in our U.S. federal business accounted for approximately 36% and 31%, respectively, of our U.S. federal business revenues for the year ended December 27, 2009. On a pro forma basis including the Gichner acquisition, our cost-plus-fee and fixed-price contracts accounted for approximately 24% and 54%, respectively, of our U.S. federal business for the year ended December 27, 2009. To the extent that we enter into more cost-plus-fee or less fixed-price contracts in proportion to our total contract mix in the future, our margins and operating results may suffer.

Our cash flow and profitability could be reduced if expenditures are incurred prior to the final receipt of a contract.

We provide various professional services and sometimes procure equipment and materials on behalf of our U.S. federal government customers under various contractual arrangements. From time to time, in order to ensure that we satisfy our customers' delivery requirements and schedules, we may elect to initiate procurement in advance of receiving final authorization from the government customer or a prime contractor. If our government or prime contractor customers' requirements should change or if the government or the prime contractor should direct the anticipated procurement to a contractor other than us or if the equipment or materials become obsolete or require modification before we are under contract for the procurement, our investment in the equipment or materials might be at risk if we cannot efficiently resell them. This could reduce anticipated earnings or result in a loss, negatively affecting our cash flow and profitability.

Loss of our GSA contracts or GWACs would impair our ability to attract new business.

We are a prime contractor under several GSA contracts and GWACs. We believe that our ability to provide services under these contracts will continue to be important to our business because of the multiple opportunities for new engagements each contract provides. If we were to lose our position as prime contractor on one or more of these contracts, we could lose substantial revenues and our operating results could suffer. GSA contracts and other GWACs typically have a five-year initial term with multiple options exercisable at the government client's discretion to extend the contract for one or more additional five-year terms. We cannot be assured that our government clients will continue to exercise the options remaining on our current contracts, nor can we be assured that our future clients will exercise options on any contracts we may receive in the future.

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Failure to properly manage projects may result in additional costs or claims.

Our engagements often involve large scale, highly complex projects. The quality of our performance on such projects depends in large part upon our ability to manage relationships with our customers, and to effectively manage the project and deploy appropriate resources, including third-party contractors, and our own personnel, in a timely manner. Any defects or errors or failure to meet clients' expectations could result in claims for substantial damages against us. Our contracts generally limit our liability for damages that arise from negligent acts, error, mistakes or omissions in rendering services to our clients. However, we cannot be sure that these contractual provisions will protect us from liability for damages in the event we are sued. In addition, in certain instances, we guarantee customers that we will complete a project by a scheduled date. If the project experiences a performance problem, we may not be able to recover the additional costs we will incur, which could exceed revenues realized from a project. Finally, if we underestimate the resources or time we need to complete a project with capped or fixed fees, our operating results could be seriously harmed.

The loss of any member of our senior management could impair our relationships with U.S. federal government clients and disrupt the management of our business.

We believe that the success of our business and our ability to operate profitably depends on the continued contributions of the members of our senior management. We rely on our senior management to generate business and execute programs successfully. In addition, the relationships and reputation that many members of our senior management team have established and maintain with U.S. federal government personnel contribute to our ability to maintain strong client relationships and to identify new business opportunities. We do not have any employment agreements providing for a specific term of employment with any member of our senior management. The loss of any member of our senior management could impair our ability to identify and secure new contracts, maintain good client relations and otherwise manage our business.

If we fail to attract and retain skilled employees or employees with the necessary security clearances, we might not be able to perform under our contracts or win new business.

The growth of our business and revenue depends in large part upon our ability to attract and retain sufficient numbers of highly qualified individuals who have advanced information technology and/or engineering skills. These employees are in great demand and are likely to remain a limited resource in the foreseeable future. Certain U.S. federal government contracts require us, and some of our employees, to maintain security clearances. Obtaining and maintaining security clearances for employees involves a lengthy process, and it is difficult to identify, recruit and retain employees who already hold security clearances. In addition, some of our contracts contain provisions requiring us to staff an engagement with personnel that the client considers key to our successful performance under the contract. In the event we are unable to provide these key personnel or acceptable substitutions, the client may terminate the contract and we may lose revenue.

If we are unable to recruit and retain a sufficient number of qualified employees, our ability to maintain and grow our business could be limited. In a tight labor market, our direct labor costs could increase or we may be required to engage large numbers of subcontractor personnel, which could cause our profit margins to suffer. Conversely, if we maintain or increase our staffing levels in anticipation of one or more projects and the projects are delayed, reduced or terminated, we may underutilize the additional personnel, which would increase our general and administrative expenses, reduce our earnings and possibly harm our results of operations.

If our subcontractors fail to perform their contractual obligations, our performance and reputation as a prime contractor and our ability to obtain future business could suffer.

As a prime contractor, we often rely upon other companies to perform work we are obligated to perform for our clients as subcontractors. As we secure more work under our GWACs, we expect to require an increasing level of support from subcontractors that provide complementary and supplementary services to our offerings. Depending on labor market conditions, we may not be able to identify, hire and retain sufficient numbers of qualified employees to perform the task orders we expect to win. In such cases, we will need to rely on subcontracts with unrelated companies. Moreover, even in favorable labor market conditions, we anticipate entering into more subcontracts in the future as we expand our work under our GWACs. We are responsible for the work performed by our subcontractors, even though in some cases we have limited involvement in that work.

If one or more of our subcontractors fail to satisfactorily perform the agreed-upon services on a timely basis or violate U.S. federal government contracting policies, laws or regulations, our ability to perform our obligations as a prime contractor or meet our clients' expectations may be compromised. In extreme cases, performance or other deficiencies on the part of our subcontractors could result in a client terminating our contract for default. A termination for default could expose us to liability, including liability for the agency's costs of procurement, could damage our reputation and could hurt our ability to compete for future contracts.

Our contracts and administrative processes and systems are subject to audits and cost adjustments by the U.S. federal government, which could reduce our revenue, disrupt our business or otherwise adversely affect our results of operations.

U.S. federal government agencies, including the Defense Contract Audit Agency (DCAA), routinely audit and investigate government contracts and government contractors' administrative processes and systems. These agencies review our performance on contracts, pricing practices, cost structure and compliance with applicable laws, regulations and standards. They also review the adequacy of our compliance with government standards for our accounting and management of internal control systems, including: control environment and overall accounting system, general information technology system, budget and planning system, purchasing system, material management and accounting system, compensation system, labor system, indirect and other direct costs system, billing system and estimating system used for pricing on government contracts. Both contractors and the U.S. government agencies conducting these audits and reviews have come under increased scrutiny. The current audits and reviews have become more rigorous and the standards to which contractors are being held are being more strictly interpreted, increasing the likelihood of an audit or review resulting in an adverse outcome.

While we have submitted all applicable incurred cost claims, the actual indirect cost audits by the DCAA have not been completed for fiscal 2005 and subsequent fiscal years. Although we have recorded contract revenues subsequent to fiscal 2004 based upon costs that we believe will be approved upon final audit or review, we do not know the outcome of any ongoing or future audits or reviews and, if future adjustments exceed our estimates, our profitability would be adversely affected.

Our failure to comply with complex procurement laws and regulations could cause us to lose business and subject us to a variety of penalties.

We must comply with laws and regulations relating to the formation, administration and performance of U.S. federal government contracts, which affect how we do business with our clients, prime contractors, subcontractors and vendors and may impose added costs on us. Our role as a contractor to agencies and departments of the U.S. government results in our being routinely subject to investigations and reviews relating to compliance with various laws and regulations, including those

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associated with organizational conflicts of interest. These investigations may be conducted without our knowledge. Adverse findings in these investigations or reviews can lead to criminal, civil or administrative proceedings and we could face civil and criminal penalties and administrative sanctions, including termination of contracts, forfeiture of profits, suspension of payments, fines and suspension or debarment from doing business with U.S. federal government agencies. In addition, we could suffer serious harm to our reputation and competitive position if allegations of impropriety were made against us, whether or not true. If our reputation or relationship with U.S. federal government agencies were impaired, or if the U.S. federal government otherwise ceased doing business with us or significantly decreased the amount of business it does with us, our revenue and operating profit would decline.

If we experience systems or service failure, our reputation could be harmed and our clients could assert claims against us for damages or refunds.

We create, implement and maintain IT solutions that are often critical to our clients' operations. We have experienced, and may in the future experience, some systems and service failures, schedule or delivery delays and other problems in connection with our work. If we experience these problems, we may:

- lose revenue due to adverse client reaction;
- be required to provide additional services to a client at no charge;
- receive negative publicity, which could damage our reputation and adversely affect our ability to attract or retain clients; and
- suffer claims for substantial damages.

In addition to any costs resulting from product or service warranties, contract performance or required corrective action, these failures may result in increased costs or loss of revenue if clients postpone subsequently scheduled work or cancel, or fail to renew, contracts.

While many of our contracts limit our liability for consequential damages that may arise from negligence in rendering services to our clients, we cannot ensure that these contractual provisions will be legally sufficient to protect us if we are sued. In addition, our errors and omissions and product liability insurance coverage may not be adequate, may not continue to be available on reasonable terms or in sufficient amounts to cover one or more large claims, or the insurer may disclaim coverage as to some types of future claims. The successful assertion of any large claim against us could seriously harm our business. Even if not successful, these claims could result in significant legal and other costs, may be a distraction to our management and may harm our reputation.

Security breaches in sensitive U.S. federal government systems could result in the loss of clients and negative publicity.

Many of the systems we develop, install and maintain involve managing and protecting information involved in intelligence, national security and other sensitive or classified U.S. federal government functions. A security breach in one of these systems could cause serious harm to our business, damage our reputation and prevent us from being eligible for further work on sensitive or classified systems for U.S. federal government clients. We could incur losses from such a security breach that could exceed the policy limits under our errors and omissions and product liability insurance. Damage to our reputation or limitations on our eligibility for additional work resulting from a security breach in one of the systems we develop, install and maintain could materially reduce our revenue.

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Our employees may engage in misconduct or other improper activities, which could cause us to lose contracts.

We are exposed to the risk that employee fraud or other misconduct could occur. Misconduct by employees could include intentional failures to comply with U.S. federal government procurement regulations, engaging in unauthorized activities or falsifying time records. Employee misconduct could also involve the improper use of our clients' sensitive or classified information, which could result in regulatory sanctions against us and serious harm to our reputation and could result in a loss of contracts and a reduction in revenues. It is not always possible to deter employee misconduct, and the precautions we take to prevent and detect this activity may not be effective in controlling unknown or unmanaged risks or losses, which could cause us to lose contracts or cause a reduction in revenues. In addition, alleged or actual employee misconduct could result in investigations or prosecutions of employees engaged in the subject activities, which could result in unanticipated consequences or expenses and management distraction for us regardless of whether we are alleged to have any responsibility.

Our business is dependent upon our ability to keep pace with the latest technological changes.

The market for our services is characterized by rapid change and technological improvements. Failure to respond in a timely and cost effective way to these technological developments would result in serious harm to our business and operating results. We have derived, and we expect to continue to derive, a substantial portion of our revenues from providing innovative engineering services and technical solutions that are based upon today's leading technologies and that are capable of adapting to future technologies. As a result, our success will depend, in part, on our ability to develop and market service offerings that respond in a timely manner to the technological advances of our customers, evolving industry standards and changing client preferences.

If we are unable to manage our growth, our business could be adversely affected.

Sustaining our growth has placed significant demands on our management, as well as on our administrative, operational and financial resources. For us to continue to manage our growth, we must continue to improve our operational, financial and management information systems and expand, motivate and manage our workforce. If we are unable to manage our growth while maintaining our quality of service and profit margins, or if new systems that we implement to assist in managing our growth do not produce the expected benefits, our business, prospects, financial condition or operating results could be adversely affected.

We may be harmed by intellectual property infringement claims and our failure to protect our intellectual property could enable competitors to market products and services with similar features.

We may become subject to claims from our employees or third parties who assert that software and other forms of intellectual property that we use in delivering services and solutions to our clients infringe upon intellectual property rights of such employees or third parties. Our employees develop some of the software and other forms of intellectual property that we use to provide our services and solutions to our clients, but we also license technology from other vendors. If our employees, vendors, or other third parties assert claims that we or our clients are infringing on their intellectual property rights, we could incur substantial costs to defend those claims. If any of these infringement claims are ultimately successful, we could be required to cease selling or using products or services that incorporate the challenged software or technology, obtain a license or additional licenses from our employees, vendors, or other third parties, or redesign our products and services that rely on the challenged software or technology.

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We attempt to protect our trade secrets by entering into confidentiality and intellectual property assignment agreements with third parties, our employees and consultants. However, these agreements can be breached and, if they are, there may not be an adequate remedy available to us. In addition, others may independently discover our trade secrets and proprietary information and in such cases we could not assert any trade secret rights against such party. Enforcing a claim that a party illegally obtained and is using our trade secret is difficult, expensive and time consuming, and the outcome is unpredictable. If we are unable to protect our intellectual property, our competitors could market services or products similar to our services and products, which could reduce demand for our offerings. Any litigation to enforce our intellectual property rights, protect our trade secrets or determine the validity and scope of the proprietary rights of others could result in substantial costs and diversion of resources, with no assurance of success.

If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud.

Effective internal controls are necessary for us to provide reliable financial reports. If we cannot provide reliable financial reports, our operating results could be misstated, our reputation may be harmed and the trading price of the notes could be negatively affected. Our management has concluded that there are no material weaknesses in our internal controls over financial reporting as of December 27, 2009. However, there can be no assurance that our controls over financial processes and reporting will be effective in the future or that additional material weaknesses or significant deficiencies in our internal controls will not be discovered in the future. Any failure to remediate any future material weaknesses or implement required new or improved controls, or difficulties encountered in their implementation, could harm our operating results, cause us to fail to meet our reporting obligations or result in material misstatements in our financial statements or other public disclosures. Inferior internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of the notes. In addition, from time to time we acquire businesses which could have limited infrastructure and systems of internal controls.

Our stock price may be volatile, which may result in lawsuits against us and our officers and directors.

The stock market in general and the stock prices of government services companies in particular, have experienced volatility that has often been unrelated to or disproportionate to the operating performance of those companies. The market price of our common stock has fluctuated in the past and is likely to fluctuate in the future. Factors which could have a significant impact on the market price of our common stock include, but are not limited to, the following:

- quarterly variations in operating results;
- announcements of new services by us or our competitors;
- the gain or loss of significant customers;
- changes in analysts' earnings estimates;
- rumors or dissemination of false information;
- pricing pressures;
- short selling of our common stock;
- impact of litigation and government inquiries;
- general conditions in the market;

political and/or military events associated with current worldwide conflicts; and

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events affecting other companies that investors deem comparable to us.

Companies that have experienced volatility in the market price of their stock have frequently been the subject of securities class action litigation. We and certain of our current and former officers and directors have been named defendants in class action and derivative lawsuits. These matters and any other securities class action litigation and derivative lawsuits in which we may be involved could result in substantial costs to us and a diversion of our management's attention and resources, which could materially harm our financial condition and results of operations.

We have incurred and may continue to incur goodwill impairment charges in our reporting entities which could harm our profitability.

A significant portion of our net assets come from goodwill and other intangible assets. In accordance with *FASB ASC Topic 350 Intangibles Goodwill and Other* (Topic 350), we periodically review the carrying values of our goodwill to determine whether such carrying values exceed the fair market value. Our acquired companies are subject to annual review for goodwill impairment. If impairment testing indicates that the carrying value of a reporting unit exceeds its fair value, the goodwill of the reporting unit is deemed impaired. Accordingly, an impairment charge would be recognized for that reporting unit in the period identified.

In 2008, as a result of our annual review, we recorded a goodwill impairment charge of $105.8 million related to our KGS segment, to reflect the declining market and economic conditions through December 28, 2008. In the beginning of 2009, we performed another impairment test for goodwill in accordance with Topic 350 as of February 28, 2009. The test indicated that the book value for our KGS segment exceeded the fair values of the businesses and resulted in our recording a charge totaling $41.3 million in that segment for the impairment of goodwill. The impairment charge was primarily driven by adverse equity market conditions that caused a decrease in current market multiples and our average stock price as of February 28, 2009, compared with the test performed as of December 28, 2008. Future reviews could result in further impairment charges, which could have a significant effect on our financial results.

The commercial business arena in which we operate has relatively low barriers to entry and increased competition could result in margin erosion, which would make profitability even more difficult to sustain.

We believe that other than the technical skills required in our commercial business, the barriers to entry in this area are relatively low. We do not have any intellectual property rights in this segment of our business to protect our methods, and business start-up costs do not pose a significant barrier to entry. The success of our commercial business is dependent on our employees, customer relations and the successful performance of our services. If we face increased competition as a result of new entrants in our markets, we could experience reduced operating margins and loss of market share and brand recognition.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

The following table sets forth selected consolidated financial data as of and for the fiscal years ended December 31, 2005, December 31, 2006, December 31, 2007, December 28, 2008, and December 27, 2009, which have been derived from our audited financial statements as of such dates and for such periods, and as of and for the three months ended March 29, 2009 and March 28, 2010 which have been derived from our unaudited financial statements. You should not regard the results of operations for the three months ended March 28, 2010 as indicative of the results of operations that may be expected for the entire fiscal year. You should read the following information together with our historical consolidated financial statements and the related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Form 10-Q for the three months ended March 28, 2010 and in our Annual Report on Form 10-K for the fiscal year ended December 27, 2009, which are incorporated by reference herein.

	Fiscal Year Ended (audited)					Three Months Ended (unaudited)	
	December 31, 2005	December 31, 2006	December 31, 2007	December 28, 2008	December 27, 2009	March 29, 2009	March 28, 2010
	(All amounts except per share data in millions)						
Consolidated Statements of Operations Financial Data:							
Revenue	$ 130.7	$ 138.2	$ 180.7	$ 286.2	$ 334.5	$ 82.6	$ 68.7
Gross profit	29.8	26.2	29.7	58.2	69.3	17.2	16.5
Loss from continuing operations	(0.9)	(25.9)	(23.6)	(93.2)	(27.0)	(41.2)	(0.1)
Provision (benefit) for income taxes	(1.8)	14.5	1.3	(0.7)	1.0	0.3	0.3
Income (loss) from continuing operations	1.2	(41.2)	(27.2)	(104.0)	(38.3)	(41.5)	(0.4)
Income (loss) from discontinuing operations	0.4	(16.7)	(13.6)	(7.1)	(3.2)	(0.6)	0.6
Net income (loss)	$ 1.6	$ (57.9)	$ (40.8)	$ (111.1)	$ (41.5)	$ (42.1)	$ 0.2
Income (loss) from continuing operations per common share							
Basic	$ 0.16	$ (5.56)	$ (3.67)	$ (11.18)	$ (2.76)	$ (3.24)	$ (0.02)
Diluted	$ 0.16	$ (5.56)	$ (3.67)	$ (11.18)	$ (2.76)	$ (3.24)	$ (0.02)
Income (loss) from discontinuing operations per common share							
Basic	$ 0.06	$ (2.26)	$ (1.84)	$ (0.77)	$ (0.23)	$ (0.05)	$ 0.04
Diluted	$ 0.06	$ (2.26)	$ (1.84)	$ (0.77)	$ (0.23)	$ (0.05)	$ 0.04
Net income (loss) per common share							
Basic	$ 0.22	$ (7.82)	$ (5.51)	$ (11.95)	$ (2.99)	$ (3.29)	$ 0.02
Diluted	$ 0.22	$ (7.82)	$ (5.51				