

Booz Allen Hamilton Holding Corp
Form SC 13D/A
June 22, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)

Booz Allen Hamilton Holding Corporation
(Name of Issuer)

Class A Common Stock, \$.01 par value
(Title of Class of Securities)

099502106
(CUSIP Number)

Jeffrey Ferguson

The Carlyle Group

1001 Pennsylvania Avenue, NW

Suite 220 South

Washington, D.C. 20004

(202) 729-5626

with copies to:

Douglas S. Many

Booz Allen Hamilton Inc.

8283 Greensboro Drive

McLean, Virginia 22102

(703) 902-5000

Matthew E. Kaplan

Debevoise & Plimpton LLP

919 Third Avenue

New York, New York 10022

(212) 909-6000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 12, 2012

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

CUSIP No. 099502106

13 D

1 NAME OF REPORTING PERSON.

Explorer Coinvest LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 101,629,644 (1) shares
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0 shares
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 95,660,000 shares
10 SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: Booz Allen Hamilton Holding Corp - Form SC 13D/A

101,629,644 (1) shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

79.09% (1)(2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

- (1) Includes 5,969,644 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See Item 6 Irrevocable Proxy and Tag-Along Agreements.
- (2) All share percentage calculations in this Amendment to Schedule 13D are based on 128,494,814 outstanding shares of Class A common stock.

1 NAME OF REPORTING PERSON.

TC Group V Managing GP, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0 shares

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

101,629,644 (1) shares

9 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

0 shares

10 SHARED DISPOSITIVE POWER

WITH

95,660,000 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

101,629,644 (1) shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 79.09% (1)
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Corporation)

(1) Includes 5,969,644 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See Item 6 Irrevocable Proxy and Tag-Along Agreements.

1 NAME OF REPORTING PERSON.

TC Group Sub, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

101,629,644 (1) shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

10 SHARED DISPOSITIVE POWER

WITH

95,660,000 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

101,629,644 (1) shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 79.09% (1)
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) Includes 5,969,644 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See Item 6 Irrevocable Proxy and Tag-Along Agreements.

1 NAME OF REPORTING PERSON.

TC Group L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 101,629,644 (1) shares
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
10 SHARED DISPOSITIVE POWER
WITH

11 95,660,000 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 101,629,644 (1) shares
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 79.09% (1)
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

(1) Includes 5,969,644 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See Item 6 Irrevocable Proxy and Tag-Along Agreements.

1 NAME OF REPORTING PERSON.

Carlyle Holdings I L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 101,629,644 (1) shares
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
10 SHARED DISPOSITIVE POWER
WITH

11 95,660,000 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 101,629,644 (1) shares
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 79.09% (1)
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) Includes 5,969,644 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See Item 6 Irrevocable Proxy and Tag-Along Agreements.

1 NAME OF REPORTING PERSON.

Carlyle Holding I GP Sub L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

101,629,644 (1) shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

10 SHARED DISPOSITIVE POWER

WITH

95,660,000 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

101,629,644 (1) shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

79.09% (1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Corporation)

(1) Includes 5,969,644 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See Item 6 Irrevocable Proxy and Tag-Along Agreements.

1 NAME OF REPORTING PERSON.

Carlyle Holdings I GP Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

101,629,644 (1) shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

10 SHARED DISPOSITIVE POWER

WITH

95,660,000 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

101,629,644 (1) shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

79.09% (1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(1) Includes 5,969,644 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See Item 6 Irrevocable Proxy and Tag-Along Agreements.

1 NAME OF REPORTING PERSON.

The Carlyle Group L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 101,629,644 (1) shares
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
10 SHARED DISPOSITIVE POWER
WITH

11 95,660,000 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 101,629,644 (1) shares
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 79.09% (1)
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) Includes 5,969,644 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See Item 6 Irrevocable Proxy and Tag-Along Agreements.

1 NAME OF REPORTING PERSON.

Carlyle Group Management L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

101,629,644 (1) shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

10 SHARED DISPOSITIVE POWER

WITH

95,660,000 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

101,629,644 (1) shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

79.09% (1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Corporation)

(1) Includes 5,969,644 shares over which Explorer Coinvest LLC holds a voting proxy with respect to certain matters. See Item 6 Irrevocable Proxy and Tag-Along Agreements.

1 NAME OF REPORTING PERSON.

Carlyle Partners V US, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0 shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

10 SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

Edgar Filing: Booz Allen Hamilton Holding Corp - Form SC 13D/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 0%
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1 NAME OF REPORTING PERSON.

TC Group V US, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0 shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

10 SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 0%
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1 NAME OF REPORTING PERSON.

TC Group V US, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0 shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

10 SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 0%
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

1 NAME OF REPORTING PERSON.

TC Group Investment Holdings, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0 shares

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

10 SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 0%
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1 NAME OF REPORTING PERSON.

TCG Holdings II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0 shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

10 SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 0%
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1 NAME OF REPORTING PERSON.

DBD Investors V, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0 shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

10 SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 0%
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

1 NAME OF REPORTING PERSON.

DBD Investors V Holdings, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0 shares

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0 shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

10 SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 0%
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

17

1 NAME OF REPORTING PERSON.

Ralph W. Shrader

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF

SHARES 285,463 (1) shares
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,513,580 (1) shares
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 285,463 (1) shares
10 SHARED DISPOSITIVE POWER
WITH

11 2,216,510 (1) shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 2,501,973 (1) shares
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (1)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

1.93% (1)
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Includes shares pursuant to which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Amended and Restated Stockholders Agreement, dated as of November 8, 2010 and amended as of June 12, 2012 (the Stockholders Agreement). The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 NAME OF REPORTING PERSON.

Francis J. Henry, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF

SHARES 8 310,973 (1) shares
SHARED VOTING POWER

BENEFICIALLY

OWNED BY 107,510 (1) shares
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 310,973 (1) shares
WITH 10 SHARED DISPOSITIVE POWER

11 107,510 (1) shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 418,483 (1) shares
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

0.33% (1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 NAME OF REPORTING PERSON.

Lloyd Howell, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF

SHARES 208,588 (1) shares
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 36,990 (1) shares
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 208,588 (1) shares
10 SHARED DISPOSITIVE POWER
WITH

11 36,990 (1) shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 245,578 (1) shares
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

0.19% (1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 NAME OF REPORTING PERSON.

Joseph Logue

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF

SHARES 230,077 (1) shares
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 0 shares
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 230,077 (1) shares
10 SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

230,077 (1) shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (1)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

0.18% (1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 NAME OF REPORTING PERSON.

Joseph W. Mahaffee

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF

SHARES 364,233 (1) shares
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0 shares
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 364,233 (1) shares
10 SHARED DISPOSITIVE POWER
WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

364,233 (1) shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (1)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

0.28% (1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 NAME OF REPORTING PERSON.

John D. Mayer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF

SHARES 410,601 (1) shares
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 0 shares
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 410,601 (1) shares
10 SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

410,601 (1) shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (1)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

0.32% (1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 NAME OF REPORTING PERSON.

John M. McConnell

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF

SHARES 292,842 (1) shares
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 0 shares
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 292,842 (1) shares
10 SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

292,842 (1) shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (1)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

0.23% (1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 NAME OF REPORTING PERSON.

Robert S. Osborne

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF

SHARES 121,930 (1) shares
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 0 shares
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 121,930 (1) shares
10 SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

121,930 (1) shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 0.09% (1)
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 NAME OF REPORTING PERSON.

Patrick F. Peck

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF

SHARES 204,039 (1) shares
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 9,540 (1) shares
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 204,039 (1) shares
10 SHARED DISPOSITIVE POWER
WITH

11 9,540 (1) shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 213,579 (1) shares
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

0.17% (1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 NAME OF REPORTING PERSON.

Horacio D. Rozanski

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF

SHARES 8 306,991 (1) shares
SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 9 0 shares
SOLE DISPOSITIVE POWER

REPORTING

PERSON 10 306,991 (1) shares
SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

306,991 (1) shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (1)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

0.24% (1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 NAME OF REPORTING PERSON.

Samuel R. Strickland

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF

SHARES 633,197 (1) shares
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 0 shares
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 633,197 (1) shares
10 SHARED DISPOSITIVE POWER
WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

633,197 (1) shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (1)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

0.49% (1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 NAME OF REPORTING PERSON.

Ronald T. Kadish

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF

SHARES 76,442 (1) shares
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 0 shares
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 76,442 (1) shares
10 SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

76,442 (1) shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (1)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

0.06% (1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 NAME OF REPORTING PERSON.

Gary D. Labovich

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF

SHARES 169,673 (1) shares
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 0 shares
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 169,673 (1) shares
10 SHARED DISPOSITIVE POWER
WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

169,673 (1) shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (1)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

0.13% (1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 NAME OF REPORTING PERSON.

Richard J. Wilhelm

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF

SHARES 8 178,667 (1) shares
SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH 9 82,700 shares
SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH 10 178,667 (1) shares
SHARED DISPOSITIVE POWER

11 82,700 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 261,367 (1) shares
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 0.20% (1)
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 NAME OF REPORTING PERSON.

Karen M. Dahut

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF

SHARES 133,731 (1) shares
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 10,455 shares
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 133,731 (1) shares
10 SHARED DISPOSITIVE POWER
WITH

11 10,455 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 144,186 (1) shares
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (1)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

14 0.11% (1)
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

1 NAME OF REPORTING PERSON.

Elizabeth M. Thompson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF

SHARES 8 86,281 (1) shares
SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 9 0 shares
SOLE DISPOSITIVE POWER

REPORTING

PERSON 10 86,281 (1) shares
SHARED DISPOSITIVE POWER

WITH

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

86,281 (1) shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) (1)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11);

0.07% (1)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) Includes shares over which the reporting person has granted a voting proxy with respect to certain matters to Explorer Coinvest LLC. See Item 6 Irrevocable Proxy and Tag-Along Agreements. Excludes shares of common stock beneficially owned by the other parties to the Stockholders Agreement. The reporting person disclaims beneficial ownership of such excluded shares. See Item 6 Stockholders Agreement.

Amendment No. 5 to Schedule 13D

This Amendment to Schedule 13D is being filed to report the addition of TC Group V Managing GP, L.L.C., TC Group Sub, L.P., TC Group, L.L.C., Carlyle Holdings I L.P., Carlyle Holdings I GP Sub L.L.C., Carlyle Holdings I GP Inc., The Carlyle Group L.P. and Carlyle Group Management L.L.C. as reporting persons and the deletion of Carlyle Partners V US, L.P., TC Group V US, L.P., TC Group V US, L.L.C., TC Group Investment Holdings, L.P., TCG Holdings II, L.P., DBD Investors V, L.L.C. and DBD Investors V Holdings, L.L.C. as reporting persons due to an internal reorganization of the parent holding companies of Explorer Coinvest LLC and to report an amendment to the Stockholders Agreement. The Schedule 13D originally filed on December 16, 2010, as amended by the Schedule 13D/A filed on April 4, 2011, the Schedule 13D/A filed on July 15, 2011, the Schedule 13D/A filed on August 12, 2011, the Schedule 13D/A filed on December 9, 2011 and is hereby further amended and supplemented as set forth below in this Amendment No. 5.

Item 2. Identity and Background

Item 2 is hereby amended by adding the following to the end of the table listing the name, address, principal business/occupation and citizenship of the new reporting persons and adding the statements below the table with respect to the new reporting persons (collectively, the New Reporting Persons).

Name	Address of		Jurisdiction of
	Business/Principal Office	Principal Business/Occupation	Organization/ Citizenship
TC Group V Managing GP, L.L.C.	c/o The Carlyle Group 1001 Pennsylvania Avenue, NW, Suite 220S Washington, DC 20004	Private investment fund and managing member of Explorer Coinvest LLC	Delaware
TC Group Sub, L.P	c/o The Carlyle Group 1001 Pennsylvania Avenue, NW, Suite 220S Washington, DC 20004	Private investment fund and managing member of TC Group V Managing GP, L.L.C.	Delaware
TC Group, L.L.C.	c/o The Carlyle Group 1001 Pennsylvania Avenue, NW, Suite 220S Washington, DC 20004	Private investment fund and general partner of TC Group Sub, L.P.	Delaware
Carlyle Holdings I L.P	c/o The Carlyle Group 1001 Pennsylvania Avenue, NW, Suite 220S Washington, DC 20004	Private investment fund and managing member of TC Group, L.L.C.	Delaware
Carlyle Holdings I GP Sub L.L.C.	c/o The Carlyle Group 1001 Pennsylvania Avenue, NW, Suite 220S	Private investment fund and general partner of Carlyle Holdings I L.P.	Delaware

Edgar Filing: Booz Allen Hamilton Holding Corp - Form SC 13D/A

Carlyle Holdings I GP Inc.	Washington, DC 20004 c/o The Carlyle Group 1001 Pennsylvania Avenue, NW, Suite 220S	Private investment fund and managing member of Carlyle Holdings I GP Sub L.L.C.	Delaware
The Carlyle Group L.P.	Washington, DC 20004 c/o The Carlyle Group 1001 Pennsylvania Avenue, NW, Suite 220S	Private investment fund and sole shareholder of Carlyle Holdings I GP Inc.	Delaware
Carlyle Group Management L.L.C.	Washington, DC 20004 c/o The Carlyle Group 1001 Pennsylvania Avenue, NW, Suite 220S	Private investment fund and general partner of The Carlyle Group L.P.	Delaware
	Washington, DC 20004		

Carlyle Group Management L.L.C. is managed by its board of directors. William E. Conway, Jr., Daniel A. D Aniello, David M. Rubenstein, Jay S. Fishman, Lawton W. Fitt, James H. Hance, Jr., Janet Hill, Edward J. Matthias, Dr. Thomas S. Robertson and William J. Shaw are the directors of Carlyle Group Management L.L.C. (collectively, the Directors). William E. Conway, Jr., Daniel A. D Aniello, David M. Rubenstein, Glenn A. Youngkin, Adena T. Friedman and Jeffrey W. Ferguson are the executive officers of each of Carlyle Group Management L.L.C., The Carlyle Group L.P. and Carlyle Holdings I GP Inc. (collectively, the Officers), and together with the Directors, the Related Persons). Each of the Related Persons is a citizen of the United States.

The New Reporting Persons are principally engaged in the business of investments in securities.

To the best knowledge of the New Reporting Persons and the Related Persons, none of the New Reporting Persons nor the Related Persons has, during the last five years: (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended in its entirety as follows:

(a)-(b) The responses of each of the persons filing this Amendment to Schedule 13D (each a Reporting Person) with respect to Rows 11, 12 and 13 of the cover pages of this Amendment to Schedule 13D that relate to the aggregate number and percentage of Class A common stock (including but not limited to footnotes to such information) are incorporated herein by reference. Such percentages were calculated based on 128,494,814 outstanding shares of Class A common stock.

The responses of each of the Reporting Persons with respect to Rows 7, 8, 9 and 10 of the cover pages of this Amendment to Schedule 13D that relate to the number of shares as to which each of the persons or entities referenced in Item 2 above has sole power or shared power to vote or to direct the vote and sole or shared power to dispose or to direct the disposition (including but not limited to footnotes to such information) are incorporated herein by reference.

Each of Explorer Coinvest LLC, TC Group V Managing GP, L.L.C., TC Group Sub, L.P, TC Group, L.L.C., Carlyle Holdings I L.P, Carlyle Holdings I GP Sub L.L.C., Carlyle Holdings I GP Inc., The Carlyle Group L.P. and Carlyle Group Management L.L.C. may be deemed to beneficially own 101,629,644 shares of Class A common stock, including 95,660,000 shares of Class A common stock owned directly by Explorer Coinvest LLC and 5,969,644 shares of Class A common stock over which Explorer Coinvest LLC holds an irrevocable proxy that entitles it to vote the shares with respect to certain matters. See Item 6 Irrevocable Proxy and Tag-Along Agreements. TC Group V Managing GP, L.L.C. is the managing member of Explorer Coinvest LLC. TC Group Sub, L.P. is the managing member of TC Group V Managing GP, L.L.C. The general partner of TC Group Sub, L.P. is TC Group, L.L.C. The managing member of TC Group, L.L.C. is Carlyle Holdings I L.P. The general partner of Carlyle Holdings I L.P. is Carlyle Holdings I GP Sub L.L.C. The managing member of Carlyle Holdings I GP Sub L.L.C. is Carlyle Holdings I GP Inc. The sole shareholder of Carlyle Holdings I GP Inc. is The Carlyle Group L.P. The general partner of The Carlyle Group L.P. is Carlyle Group Management L.L.C.

Dr. Shrader may be deemed to beneficially own an aggregate of 2,501,973 shares of Class A common stock, including (i) 19,753 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 74,349 shares of Class A common stock held directly, (iii) 1,356,900 shares of Class A common stock held by the Ralph W. Shrader Revocable Trust, (iv) 156,680 shares of Class A common stock issuable upon conversion of an equal number of shares of Class C common stock held by the Ralph W. Shrader Revocable Trust that may be converted within 60 days, (v) 191,361 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days and (vi) 702,930 shares of Class A common stock issuable upon conversion of an equal number of Class B common stock held by the Shrader Trust FBO Bryan Shrader, Shrader Trust FBO Jeffrey Shrader and Shrader Trust FBO Mark Shrader (collectively, the Shrader Trusts). Dr. Shrader shares investment power and voting power over the 1,513,580 shares held by the Ralph W. Shrader Revocable Trust with his wife, Janice W. Shrader. Dr. Shrader may be deemed to share power to direct the disposition of the 702,930 shares held by the Shrader Trusts because he has the right to substitute assets with the trusts (and thereby may be deemed to have the right to acquire shares held by the trusts), subject to the trustees reasonable satisfaction that the substitute assets received by the trusts are of equal value to the trust property exchanged therefor. Dr. Shrader disclaims beneficial ownership of the shares held by the Shrader Trusts.

Mr. Henry may be deemed to beneficially own an aggregate of 418,483 shares of Class A common stock, including (i) 14,018 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 49,621 shares of Class A common stock held directly, (iii) 107,510 shares of Class A common stock held by the Francis J. Henry, Jr. Trust, (iv) 39,290 shares of Class A common stock issuable upon conversion of an equal number of shares of Class C common stock that may be converted within 60 days,

Edgar Filing: Booz Allen Hamilton Holding Corp - Form SC 13D/A

and (v) 208,044 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Mr. Henry shares investment and voting power over the shares held by the Francis J. Henry, Jr. Trust with his wife, Stephanie J. Henry.

Mr. Howell may be deemed to beneficially own an aggregate of 245,578 shares of Class A common stock, including (i) 14,018 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 12,616 shares of Class A common stock held directly, (iii) 36,990 shares of Class A common stock held by the Lloyd Howell, Jr. Trust, (iv) 6,765 shares of Class A common stock issuable upon conversion of an equal number of shares of Class C common stock that may be converted within 60 days and (v) 175,189 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Mr. Howell shares investment and voting power over the shares held by the Lloyd Howell, Jr. Trust with his wife, Patricia S. Howell.

Mr. Logue may be deemed to beneficially own an aggregate of 230,077 shares of Class A common stock, including (i) 14,018 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 28,083 shares of Class A common stock held directly, and (iii) 187,976 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Mahaffee may be deemed to beneficially own an aggregate of 364,233 shares of Class A common stock, including (i) 14,018 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 91,795 shares of Class A common stock held by the Joseph W. Mahaffee Revocable Trust, (iii) 39,340 shares of Class A common stock issuable upon conversion of an equal number of shares of Class C common stock that may be converted within 60 days, and (iv) 219,080 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Mr. Mahaffee is the sole trustee of the Joseph W. Mahaffee Revocable Trust and has sole investment power and voting power over the shares held by the trust.

Mr. Mayer may be deemed to beneficially own an aggregate of 410,601 shares of Class A common stock, including (i) 14,018 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 136,209 shares of Class A common stock held directly, (iii) 61,330 shares of Class A common stock issuable upon conversion of an equal number of shares of Class C common stock that may be converted within 60 days, and (iv) 199,044 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. McConnell may be deemed to beneficially own an aggregate of 292,842 shares of Class A common stock, including (i) 17,842 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan and (ii) 275,000 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Osborne may be deemed to beneficially own an aggregate of 121,930 shares of Class A common stock, including (i) 5,900 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, 33,050 shares of Class A common stock held directly, (iii) 82,980 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Peck may be deemed to beneficially own an aggregate of 213,579 shares of Class A common stock, including (i) 14,018 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 9,540 shares of Class A common stock held by the Patrick F. Peck Trust, (iii) 50,587 shares of Class A common stock issuable upon the conversion of an equal number of shares of Class C common stock that may be converted within 60 days and (iv) 139,434 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Mr. Peck shares investment and voting power over the shares held by the Patrick F. Peck Trust with his wife, Debra A. Peck.

Mr. Rozanski may be deemed to beneficially own an aggregate of 306,991 shares of Class A common stock, including (i) 14,018 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 119,779 shares of Class A common stock held directly, (iii) 43,995 shares of Class A common stock issuable upon the conversion of an equal number of shares of Class C common stock that may be converted within 60 days and (iv) 129,199 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Strickland may be deemed to beneficially own an aggregate of 633,197 shares of Class A common stock, including (i) 17,842 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 61,958 shares of Class A common stock held directly, (iii) 215,040 shares of Class A common stock held by the Samuel Strickland Revocable Trust, (iv) 106,230 shares of Class A common stock issuable upon conversion of an equal number of shares of Class C common stock that may be converted within 60 days and (v) 232,127 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Mr. Strickland is the sole trustee of the Samuel Strickland Revocable Trust and has sole investment power and voting power over the shares held by the trust.

Mr. Kadish may be deemed to beneficially own an aggregate of 76,442 shares of Class A common stock, including (i) 4,720 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 36,980 shares of Class A common stock held directly and (iii) 34,742 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Labovich may be deemed to beneficially own an aggregate of 169,673 shares of Class A common stock, including (i) 5,900 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 64,980 shares of Class A common stock held directly and (iii) 98,793 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

Mr. Wilhelm may be deemed to beneficially own an aggregate of 261,367 shares of Class A common stock, including (i) 14,018 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan (ii) 36,990 shares of Class A common stock held directly, (iii) 82,700 shares of Class A common stock held by the Richard J. Wilhelm Trust and (iv) 127,659 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Mr. Wilhelm shares investment and voting power over the shares held by the Richard J. Wilhelm Trust with his wife, K. Shelly Porges.

Ms. Dahut may be deemed to beneficially own an aggregate of 144,186 shares of Class A common stock, including (i) 4,720 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan, (ii) 56,903 shares of Class A common stock held directly, (iii) 10,455 shares of Class A common stock issuable upon conversion of an equal number of shares of Class C common stock held by the Karen M. Dahut Trust that may be converted within 60 days and (iv) 72,108 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days. Ms. Dahut shares investment power and voting power over the 10,455 shares held by the Karen M. Dahut Trust with her husband, William L. Dahut.

Ms. Thompson may be deemed to beneficially own an aggregate of 86,281 shares of Class A common stock, including (i) 1,321 shares of restricted Class A common stock granted under the Booz Allen Hamilton Holding Corporation Equity Incentive Plan and (ii) 84,960 shares of Class A common stock issuable upon the exercise of options that may be exercised within 60 days.

(c) Not applicable.

(d) Not applicable.

(e) On May 2, 2012, as a result of an internal reorganization of the parent holding companies of Explorer Coinvest LLC, each of Carlyle Partners V US, L.P., TC Group V US, L.P., TC Group V US, L.L.C., TC Group Investment Holdings, L.P., TCG Holdings II, L.P., DBD Investors V, L.L.C. and DBD Investors V Holdings, L.L.C. ceased to be the beneficial owner of more than five percent of the securities of the Company.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended by replacing the first paragraph of the section thereof entitled "Stockholders Agreement" with the following:

In connection with the acquisition, on July 31, 2008, the Company, Explorer Coinvest LLC ("Coinvest"), certain members of the management of the Company and certain other stockholders of the Company entered into a stockholders agreement. Effective November 16, 2010, the Stockholders Agreement was amended and restated. The Stockholders Agreement was further amended on June 12, 2012. The summary below of the Amended and Restated Stockholders Agreement, as amended, which we refer to as the Stockholders Agreement, is qualified by reference to the form of Amended and Restated Stockholders Agreement filed as Exhibit 10.1 hereto and Amendment No. 1 to the Stockholders Agreement filed as Exhibit 10.2 hereto.

Item 6 is hereby further amended by replacing the first two sentences of the second paragraph of the section thereof entitled "Stockholders Agreement" with the following:

Under the Stockholders Agreement, the number of directors on the Board of the Company is set at not less than six directors and may be increased, by action of the Board, to not more than twelve directors. Three directors, who may be full-time employees of Coinvest, or its affiliates, shall be designated for nomination by Coinvest; provided, however, that Coinvest and its affiliates may, in

their sole discretion, (i) choose on any occasion to designate fewer than three directors for nomination or (ii) relinquish the right to designate for nomination one or more directors. In addition, two directors, who shall be full-time employees of Booz Allen Hamilton Inc., shall be designated for nomination for election by the Chief Executive Officer of the Company; provided, however, that at any time when the Chief Executive Officer of the Company shall not have been a full-time employee of Booz Allen Hamilton Inc. for at least five years, such two directors shall instead be designated for nomination by the executive stockholders party to the Stockholders Agreement (the "Executive Stockholders") holding a majority of the voting shares held by all Executive Stockholders, and provided, further, that (1) the number of directors that may be designated for nomination pursuant to this provision on any occasion may be reduced by certain senior executives designated by the Chief Executive Officer of the Company (the "Leadership Team") with the approval of the Executive Stockholders holding a majority of the voting shares held by all Executive Stockholders and (2) the Leadership Team with the approval of the Executive Stockholders holding a majority of the voting shares held by all the Executive Stockholders may cause to be relinquished the right to designate for nomination one or more directors under this provision.

Item 7. Material to be Filed as Exhibits

Item 7 is hereby supplemented by adding the following exhibits in appropriate numerical order

Exhibit No.	Description
10.1	Amended and Restated Stockholders Agreement (incorporated by reference to Exhibit 4.3 to the Company's Quarterly Report for the period ended December 31, 2010 on Form 10-Q).
10.2	Amendment No. 1 to Stockholders Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 14, 2012).
99.1.4	Joint Filing Agreement.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

EXPLORER COINVEST, LLC

By: TC Group Sub L.P., its managing member
By: TC Group, L.L.C., its general partner
By: Carlyle Holdings I L.P., its managing member
By: Carlyle Holdings I GP Sub L.L.C., its general partner
By: Carlyle Holdings I GP Inc., its managing member

By: *
Name: Daniel D Aniello
Title: Chairman

TC GROUP V MANAGING GP, L.L.C.

By: TC Group Sub L.P., its managing member
By: TC Group, L.L.C., its general partner
By: Carlyle Holdings I L.P., its managing member
By: Carlyle Holdings I GP Sub L.L.C., its general partner
By: Carlyle Holdings I GP Inc., its managing member

By: *
Name: Daniel D Aniello
Title: Chairman

TC GROUP SUB L.P.

By: TC Group, L.L.C., its general partner
By: Carlyle Holdings I L.P., its managing member
By: Carlyle Holdings I GP Sub L.L.C., its general partner
By: Carlyle Holdings I GP Inc., its managing member

By: *
Name: Daniel D Aniello
Title: Chairman

TC GROUP, L.L.C.

By: Carlyle Holdings I L.P., its managing member
By: Carlyle Holdings I GP Sub L.L.C., its general partner
By: Carlyle Holdings I GP Inc., its managing member

By: *
Name: Daniel D Aniello
Title: Chairman

CARLYLE HOLDINGS I L.P.

By: Carlyle Holdings I GP Sub L.L.C., its general partner
By: Carlyle Holdings I GP Inc., its managing member

By: *

Name: Daniel D Aniello
Title: Chairman

CARLYLE HOLDINGS I GP SUB L.L.C.

By: Carlyle Holdings I GP Inc., its managing member

By: *

Name: Daniel D Aniello
Title: Chairman

CARLYLE HOLDINGS I GP INC.

By: *

Name: Daniel D Aniello
Title: Chairman

THE CARLYLE GROUP L.P.

By: Carlyle Group Management L.L.C., its general partner

By: *

Name: Daniel D Aniello
Title: Chairman

CARLYLE GROUP MANAGEMENT L.L.C.

By: *

Name: Daniel D Aniello
Title: Chairman

CARLYLE PARTNERS V US, L.P.

By: TC Group V US, L.P., as its general partner

By: TC Group V US, L.L.C., as its general partner

By: TC Group Investment Holdings, L.P., as its managing member

By: TCG Holdings II, L.P., as its general partner

By: DBD Investors V, L.L.C., as its general partner

By: DBD Investors V Holdings, L.L.C., as its managing member

By: *

Name: David M. Rubenstein
Title: Managing Director

TC GROUP V US, L.P.

By: TC Group V US, L.L.C., as its general partner

By: TC Group Investment Holdings, L.P., as its managing member

By: TCG Holdings II, L.P., as its general partner

By: DBD Investors V, L.L.C., as its general partner

By: DBD Investors V Holdings, L.L.C., as its managing member

By: *

Name: David M. Rubenstein
Title: Managing Director

TC GROUP V US, L.L.C.

By: TC Group Investment Holdings, L.P., as its
managing member

By: TCG Holdings II, L.P., as its general partner

By: DBD Investors V, L.L.C., as its general partner

By: DBD Investors V Holdings, L.L.C., as its managing
member

By: *

Name: David M. Rubenstein

Title: Managing Director

TC GROUP INVESTMENT HOLDINGS, L.P.

By: TCG Holdings II, L.P., as its general partner

By: DBD Investors V, L.L.C., as its general partner

By: DBD Investors V Holdings, L.L.C., as its managing
member

By: *

Name: David M. Rubenstein

Title: Managing Director

TCG HOLDINGS II, L.P.

By: DBD Investors V, L.L.C., as its general partner

By: DBD Investors V Holdings, L.L.C., as its managing
member

By: *

Name: David M. Rubenstein

Title: Managing Director

DBD INVESTORS V, L.L.C.

By: DBD Investors V Holdings, L.L.C., as its managing
member

By: *

Name: David M. Rubenstein

Title: Managing Director

DBD INVESTORS V HOLDINGS, L.L.C.

By: *

Name: David M. Rubenstein

Title: Managing Director

**

Ralph W. Shrader

**

Francis J. Henry, Jr.

**

Lloyd Howell, Jr.

**

Joseph Logue

**
Joseph W. Mahaffee

**
John D. Mayer

**
John M. McConnell

**
Robert S. Osborne

**
Patrick F. Peck

**
Horacio D. Rozanski

**
Samuel R. Strickland

**
Ronald T. Kadish

**
Gary D. Labovich

**
Richard J. Wilhelm

**
Karen M. Dahut

**
Elizabeth M. Thompson

* The undersigned, by signing his name hereto, executes this Schedule pursuant to the Power of Attorney executed on behalf of the above-named entities and individuals and filed herewith.

By: /s/ R. Rainey Hoffman
R. Rainey Hoffman
Attorney-in-Fact

** The undersigned, by signing his name hereto, executes this Schedule pursuant to the Power of Attorney executed on behalf of the above-named entities and individuals and filed herewith.

By: /s/ Terence Kaden
Terence Kaden
Attorney-in-Fact

INDEX TO EXHIBITS

Exhibit No.	Description
99.1.4	Joint Filing Agreement.