

*KippsDeSanto & Co.  
1600 Tysons Boulevard  
Suite 375  
McLean, VA 22102*

*Main Phone: 703.442.1400  
Main Fax: 703.442.1498*

*[www.kippsdesanto.com](http://www.kippsdesanto.com)*

## ***KippsDeSanto & Co. Advises Intelligence Firm Phoenix Consulting Group, Inc. on its Sale to DynCorp International LLC***

KippsDeSanto & Co. is pleased to send you the attached press release announcing the acquisition of our client, Phoenix Consulting Group, Inc. ("Phoenix"), by DynCorp International LLC ("DynCorp"), a wholly-owned subsidiary of DynCorp International Inc. Phoenix is expected to expand DynCorp's services to the Intelligence Community ("IC"). The transaction closed on October 19, 2009.

Based in Alexandria, VA, Phoenix is a leading provider of specialized, proprietary human intelligence ("HUMINT") and counterintelligence training, intelligence analysis, and program office support to elements of the IC and Department of Defense (DoD). Phoenix directly supports, via training and analysis, U.S. intelligence professionals, operating in on-going low-intensity and non-conflict areas, that are mission critical to protecting national security.

We believe this transaction represents a number of key trends in government / Intel services M&A:

- Continued strategic and financial buyer appetite for Intel firms remains strong given robust funding outlook as Government leaders emphasize actionable intelligence to combat Unconventional Warfare with non-traditional, non-state adversaries both domestically and abroad. M&A activity for Intel firms has accounted for 43% of total deals YTD in 2009 compared to 26% for all of 2008.
- Competitive differentiators in the form of intellectual property, proprietary tools and technology that enhance service offerings are in high demand and drive M&A value.

KippsDeSanto & Co. is an investment bank focused on delivering M&A and financing transaction results for leading technology and defense companies. For more information on KippsDeSanto & Co., please visit [www.kippsdesanto.com](http://www.kippsdesanto.com).

We welcome the opportunity to discuss how KippsDeSanto & Co. can help you achieve your strategic objectives. For more information on this particular transaction, please contact one of our senior professionals.





## ***DynCorp International Agrees to Acquire Phoenix Consulting Group, Inc.***

**FALLS CHURCH, Va. - September 28, 2009** - DynCorp International LLC, a wholly-owned subsidiary of DynCorp International Inc. (NYSE: DCP), has entered into a definitive agreement to acquire 100% of the stock of Phoenix Consulting Group, Inc. Phoenix provides its proprietary training courses and materials and management consulting and augmentation services to the intelligence community. Terms of the transaction were not disclosed. The acquisition is expected to expand DynCorp International's services to the intelligence community and national security clients. DynCorp International intends to fund the purchase price with cash on hand.

Phoenix is a private company headquartered in Alexandria, Virginia. Phoenix has offices in Virginia and Arizona and employs approximately 400 full-time and part-time professionals. Most of these employees possess security clearances, many at the Top Secret level. Phoenix's offerings include:

- Highly specialized and proprietary training courses to experienced professionals within the intelligence, counterintelligence, special operations and law enforcement communities.
- Strategic, professional level and technical advisory and support services to government and military organizations.

Phoenix will operate as a wholly-owned subsidiary and be consolidated as a business unit within the Global Stabilization and Development Solutions division (GSDS).

"This acquisition is consistent with our goal of accelerating growth, expanding service offerings and penetrating new segments," said DynCorp International President and CEO William L. Ballhaus. "Phoenix's talent complements DynCorp International's business and extends our ability to deliver compelling services to the intelligence community and national security clients. This acquisition will continue to strengthen DynCorp International as a leading provider of specialized mission-critical services to civilian and military government agencies worldwide."

"We are extremely pleased and look forward to joining DynCorp International. This combination will provide us opportunities for expansion of our training and services to meet the changing and challenging conditions our Nation faces in the coming years. DynCorp International and Phoenix share a common commitment to serve willingly, perform relentlessly, and act ethically," said John A. Nolan, III, Chief Executive Officer of Phoenix.

KippsDeSanto & Co. acted as exclusive financial advisor to Phoenix Consulting Group.

The transaction is subject to customary closing conditions and is expected to close during October 2009.

### **About Phoenix Consulting Group, Inc.**

Phoenix Consulting Group, Inc. and its over 400 employees provide intelligence training, consultative and augmentation services to a wide range of client organizations. Phoenix Consulting Group's offerings include:

- Highly specialized and relevant training for intelligence, counterintelligence, special operations and law enforcement personnel.
- Dedicated, experienced personnel for service support to government and military organizations.
- Subject matter expert and support services to assist the government and military communities in overcoming the challenges of today and tomorrow.

Phoenix Consulting Group is headquartered in Alexandria, VA. For more information, visit [www.intellpros.com](http://www.intellpros.com).

### **About DynCorp International**

DynCorp International Inc. (NYSE:DCP), through its wholly-owned subsidiary DynCorp International LLC, is a provider of specialized mission-critical services to civilian and military government agencies worldwide, and operates major programs in law enforcement training and support, security services, base operations, aviation services, contingency operations, and logistics support. DynCorp International is headquartered in Falls Church, Va. For more information, visit [www.dyn-intl.com](http://www.dyn-intl.com).