SAIC, Inc.
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July 25, 2006
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As filed with the Securities and Exchange Commission on July 25, 2006

Registration No. 333-128022

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE

AMENDMENT NO. 3

TO

FORM S-4

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SAIC, INC.

(Exact name of Registrant as specified in its charter)

Delaware	7373	20-3562868
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

10260 Campus Point Drive

San Diego, California 92121

Telephone: (858) 826-6000
(Address, including zip code, and telephone number, including area code, of Registrant s principal executive offices)

Douglas E. Scott, Esq.

Senior Vice President, General Counsel and Secretary

SAIC, Inc.

10260 Campus Point Drive

San Diego, California 92121

Telephone: (858) 826-6000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Neal H. Brockmeyer

Ryan A. Murr

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Heller Ehrman LLP

4350 La Jolla Village Drive

San Diego, California 92122

Phone: (858) 450-8400

Fax: (858) 450-8499

Approximate date of commencement of proposed sale to public: As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. ¨

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

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The information in this proxy statement/prospectus is not complete and may be changed. We may not sell these securities until the post-effective amendment to the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus is not an offer to sell these securities nor a solicitation of an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to completion, dated July 25, 2006

Science Applications International Corporation

To our stockholders:

A special meeting of stockholders of Science Applications International Corporation, or Old SAIC, will be held at , on , 2006, at (local time). For the convenience of our stockholders, the meeting will be videocast to and at other locations, and will be webcast on our website (www.saic.com) and on our internal website, ISSAIC. The enclosed proxy statement/prospectus updates and replaces the proxy statement/prospectus dated November 17, 2005 that was distributed to stockholders of Old SAIC for a special meeting of stockholders scheduled to be held on December 16, 2005.

At the special meeting, stockholders will vote on a proposed merger, the purpose of which is to facilitate our becoming a publicly traded company. In the merger, Old SAIC will become a wholly-owned subsidiary of a newly-formed parent company, SAIC, Inc., or New SAIC. Holders of Old SAIC stock will be entitled to receive two shares of New SAIC class A preferred stock for every share of Old SAIC class A common stock and 40 shares of New SAIC class A preferred stock for every share of Old SAIC class B common stock.

After the merger we intend to offer shares of New SAIC common stock to the public in an initial public offering, or IPO. The new common stock will have the same economic rights as the new class A preferred stock, but holders of the new class A preferred stock will be entitled to 10 votes per share whereas holders of the new common stock will be entitled to one vote per share. Upon completion of the IPO, we anticipate that our current stockholders will own from 80% to 90% of New SAIC s outstanding capital stock and will possess substantially all of the voting power.

The board of directors of Old SAIC also will declare a special cash dividend payable to all holders of record of Old SAIC common stock, including Old SAIC s directors and executive officers, prior to the merger. The special dividend is expected to range from approximately $10 to $15 per share of Old SAIC class A common stock and approximately $200 to $300 per share of Old SAIC class B common stock, which is the equivalent of a range from approximately $5 to $7.50 per share of new class A preferred stock. Payment will be conditioned upon completion of the IPO.

We are pursuing the IPO because, after a thorough review of several options, we have determined that it will best address our long-term objectives. The principal purpose of the IPO is to better enable us to use our cash and cash flows generated from operations to fund internal growth and growth through acquisitions as well as provide us with publicly traded stock that can be used for future acquisitions. Creating a public market for our common stock will eliminate our use of cash to provide liquidity to our stockholders by repurchasing their shares in the limited market.

We are also asking you to approve and adopt our 2006 Equity Incentive Plan and 2006 Employee Stock Purchase Plan. These plans will enhance our ability to attract and retain employees, who are key to our continued success. The 2006 Employee Stock Purchase Plan will allow eligible employees to purchase shares of our new class A preferred stock or new common stock at a discount through payroll deductions.

Our board of directors has unanimously determined that the merger and the related transactions are advisable and in the best interests of our stockholders, and unanimously recommends that you vote FOR each of the proposals described in the enclosed proxy statement/prospectus.

You should carefully consider the risk factors relating to the transactions, our stock and our business, which are described beginning on page 31 of the enclosed proxy statement/prospectus.

Sincerely,

K. C. Dahlberg

Chairman of the Board and Chief Executive Officer

, 2006

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Science Applications International Corporation

10260 Campus Point Drive

San Diego, California 92121

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held on , 2006

A special meeting of stockholders of Science Applications International Corporation, or Old SAIC, a Delaware corporation, will be held at the , on , 2006, at (local time). For the convenience of our stockholders, the meeting will be videocast to and at other locations, and will be webcast on our website (www.saic.com) and on our internal website, ISSAIC. The meeting is being held for the purpose of voting on the following:

1. A proposal to approve and adopt an Agreement and Plan of Merger, as amended and restated as of July 24, 2006, among Old SAIC, SAIC, Inc., and SAIC Merger Sub, Inc., pursuant to which Old SAIC will become a wholly-owned subsidiary of a newly-formed parent company, SAIC, Inc., or New SAIC, and holders of Old SAIC stock will be entitled to receive shares of class A preferred stock of New SAIC for their common stock of Old SAIC.

2. A proposal to approve and adopt the 2006 Equity Incentive Plan.

3. A proposal to approve and adopt the 2006 Employee Stock Purchase Plan.

4. Any other business as may properly come before the special meeting, or any adjournments, postponements or continuations thereof.

The proposals listed above are more fully described in the proxy statement/prospectus accompanying this notice. You are encouraged to carefully read the proxy statement/prospectus and the attached annexes.

Our board of directors has unanimously approved and recommends that you vote FOR each of the proposals listed above.

Only stockholders of record at the close of business on July 7, 2006, are entitled to notice of and to vote at the special meeting and at any and all adjournments, postponements or continuations thereof. None of the proxies or voting instructions received by Old SAIC that accompanied the original proxy statement/prospectus, or received by the Internet or telephone pursuant to instructions in the original proxy statement/prospectus, for the December 16, 2005 meeting can be voted at the upcoming special meeting. In order for your vote to be counted at the upcoming special meeting, you must submit a new proxy or voting instructions by the Internet, telephone or mail, or vote in person at the meeting.

This proxy statement/prospectus is being first mailed to stockholders on or about , 2006.

By Order of the Board of Directors

D. E. SCOTT

Senior Vice President,

General Counsel and Secretary

San Diego, California

, 2006

YOUR VOTE IS IMPORTANT

Even if you expect to attend the special meeting, to ensure that your shares are represented at the meeting, please submit your proxy or voting instructions (1) by the Internet, (2) by telephone or (3) by mail. For specific instructions, please refer to the section titled The Special Meeting, Voting and Proxies beginning on page 46 of this proxy statement/prospectus or the instructions on the enclosed proxy and voting instruction card. Submitting a proxy or voting instructions will not prevent you from attending the special meeting and voting in person, if you so desire.

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QUESTIONS AND ANSWERS

The following questions and answers are provided for your convenience and briefly address some commonly asked questions about the proposed transactions, including the merger, the initial public offering and the special dividend. A more detailed description of these matters can be found in the other parts of this proxy statement/prospectus. We urge you to read the entire proxy statement/prospectus carefully.

In this proxy statement/prospectus, we use the terms SAIC, we, us and our to refer to Science Applications International Corporation or SAIC, Inc. when the distinction between the two companies is not important. When the distinction is important to the discussion, we use the term Old SAIC to refer to Science Applications International Corporation and New SAIC to refer to SAIC, Inc. In addition, we sometimes refer to the common stock of Science Applications International Corporation as Old SAIC common stock, and when the distinction is important, as class A common stock and class B common stock. We also sometimes refer to the class A preferred stock of SAIC, Inc. as new class A preferred stock and to the common stock of SAIC, Inc. as new common stock.

Overview of the Transactions

Q1. What transactions do we intend to complete?

A. We intend to complete the following transactions:

- a merger pursuant to which Old SAIC will become a wholly-owned subsidiary of New SAIC, and each share of outstanding class A common stock will be converted into the right to receive two shares of class A preferred stock of New SAIC and each share of outstanding class B common stock will be converted into the right to receive 40 shares of class A preferred stock of New SAIC
- an initial public offering, or IPO, of new common stock of New SAIC through which we will raise cash from new investors
- a special dividend which we will pay to the current stockholders of Old SAIC

Q2. Why are we pursuing these transactions?

A. We are pursuing these transactions because, after a thorough review of several options, we have determined that an IPO will best address our long-term objectives. The merger is a necessary step for us to take in order to effect our IPO. The IPO will provide us with greater financial flexibility to grow our business. We also believe these transactions enable us to implement our vision and long-term strategy while preserving our core values, and focus on providing an environment where our employees entrepreneurial spirit can flourish. Specifically, we believe the IPO is the preferred alternative because it will:

- Enable us to use our cash and cash flows generated from operations to fund internal growth and growth through acquisitions. Although we had no legal obligation to do so, over the five fiscal years ended January 31, 2006 we used more than $2.4 billion of cash to provide liquidity to our stockholders by purchasing shares in our limited secondary market and in other transactions. We have maintained excess cash to address this ongoing imbalance in our stock system caused by more shares sold by selling stockholders than the number of shares purchased by buyers other than us. In referring to our stock system, we include the issuance, purchase or sale of our common stock in the limited market, as well as the various benefit program and retirement plan transactions. We expect that this significant stock system imbalance, and the related need to maintain excess cash, would

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continue for the foreseeable future without the IPO. Creating a public market for our common stock will eliminate our use of cash to provide liquidity to our stockholders by repurchasing their shares in the limited market or in other transactions.

Provide us with the ability to use our publicly-traded common stock to pursue stock-based acquisitions that otherwise might not be available to us. We intend to continue our disciplined approach to internal investments and acquisitions that support our strategic growth plans.

Our board of directors has carefully studied this question and unanimously believes that creating a publicly traded stock is in the best interests of the company and our stockholders and employees.

Q3. Why are we pursuing these transactions now?

A. Our senior management and board of directors have determined that our stockholders will be best served by conducting an IPO while the business environment is favorable and our business operations and our balance sheet are strong. If the imbalance in our stock system were to continue, we might be unable to make the necessary investments to support our internal growth and growth through acquisitions.

Q4. Did we consider any other options besides the IPO?

A. Yes. As we previously communicated to our employees and stockholders, our senior management and board of directors reviewed various alternatives that would enable us to preserve our culture, implement our vision and long-term strategy and address the stock system imbalance. After reviewing our options including seeking private equity capital, issuing additional long-term debt and various means for increasing employee purchases of our common stock we have determined that an IPO will best address our needs.

Q5. How will the merger and the IPO affect our corporate structure?

A. Old SAIC will become a wholly-owned subsidiary of New SAIC, a newly formed company that is named SAIC, Inc. The stockholders of Old SAIC and the investors purchasing stock in the IPO will become the stockholders of New SAIC. The diagram on page 17 illustrates the merger and its effect on our corporate structure.

Q6. Will our new corporate structure affect the way we conduct business?

A. The merger and the new corporate structure are necessary for us to complete our IPO. They will not affect our day-to-day business operations, the way we conduct business with our customers or the way we interact with our employees.

Q7. How will the IPO affect our employee ownership culture?

A. We believe that much of our success can be attributed to our culture of employee ownership and the entrepreneurial spirit and commitment to growing our business it inspires in our employee owners. We do not believe the IPO will change those important aspects of our culture. We expect to sell in the IPO a number of shares that will be sufficient to create a public trading market in our new common stock with satisfactory liquidity. After the IPO, New SAIC will remain predominantly owned by the existing stockholders. Immediately after the IPO, new class A preferred stock will constitute from 80% to 90% of our outstanding capital stock and substantially all of our voting power. In addition, we will be issuing additional shares of new class A preferred stock and new common stock in the future to our employees, directors and consultants pursuant to our employee benefit plans.

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Q8. Will our relationships with customers, suppliers and employees change?

A. No. A key to our success will continue to be the strong relationships that we maintain with each of these groups and we do not anticipate any changes to these relationships.

Q9. Will our executive officers or the members of our board of directors change as a result of these transactions?

A. No. We do not anticipate any changes to our executive officers or board of directors as a result of these transactions.

Q10. Does management still think employee ownership is important?

A. Yes. We believe that stock ownership and our employee ownership culture motivate our employees to strive for our continued success and provide a mechanism for sharing the potential rewards. Following the IPO, we intend to continue providing opportunities to our employees to own our shares through bonuses in stock, stock options, stock contributions to our employee benefit plans and participation in employee stock plans. We also expect to continue our internal stock ownership guidelines.

The Merger

Q11. What does the merger entail and why are we merging with one of our subsidiaries?

A. In the merger, a wholly-owned subsidiary of New SAIC will merge with and into Old SAIC, and Old SAIC will become a wholly-owned subsidiary of New SAIC. The diagram on page 17 illustrates the merger. New SAIC s restated certificate of incorporation will provide us with the capital structure we need to proceed with an IPO. Our board of directors concluded that the merger is the preferred method of achieving this structure.

Q12. What will I be entitled to receive in the merger?

A. In the merger, each share of outstanding class A common stock will be converted into the right to receive two shares of new class A preferred stock and each share of outstanding class B common stock will be converted into the right to receive 40 shares of new class A preferred stock. However, we have changed the percentage of shares of series A-1 and series A-2 of new class A preferred stock that you will receive upon exchange of your shares of Old SAIC common stock from the percentages proposed in the original proxy statement/prospectus for the December 16, 2005 special stockholders meeting. Under the current proposal, you will receive 20 percent in series A-1 preferred stock, 20 percent in series A-2 preferred stock, 30 percent in series A-3 preferred stock and 30 percent in series A-4 preferred stock (as compared to the allocation proposed in the proxy statement/prospectus for the December 16, 2005 special stockholders meeting of 10 percent in series A-1 preferred stock, 30 percent in series A-2 preferred stock, 30 percent in series A-3 preferred stock and 30 percent in series A-4 preferred stock). Also, the transfer restriction period for series A-1 preferred stock has been changed in the current proposal to 90 days from completion of our IPO (as compared to the fixed date of April 1, 2006 proposed for series A-1 preferred stock in the proxy statement/prospectus for the December 16, 2005 special stockholders meeting). See Questions 45-49 for a description of the transfer restrictions applicable to each series (A-1, A-2, A-3 and A-4) of new class A preferred stock. Under this new proposal, of the shares of new class A preferred stock you receive in the merger:

20 percent will be designated series A-1 preferred stock with transfer restrictions expiring 90 days after our IPO

20 percent will be designated series A-2 preferred stock with transfer restrictions expiring 180 days after our IPO

30 percent will be designated series A-3 preferred stock with transfer restrictions expiring 270 days after our IPO

30 percent will be designated series A-4 preferred stock with transfer restrictions expiring 360 days after our IPO

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For example, a stockholder holding 1,000 shares of class A common stock will be entitled to receive the following shares of new class A preferred stock in the merger:

400 shares of series A-1 preferred stock

400 shares of series A-2 preferred stock

600 shares of series A-3 preferred stock

600 shares of series A-4 preferred stock

A stockholder holding 1,000 shares of class B common stock will be entitled to receive the following shares of new class A preferred stock in the merger:

8,000 shares of series A-1 preferred stock

8,000 shares of series A-2 preferred stock

12,000 shares of series A-3 preferred stock

12,000 shares of series A-4 preferred stock

While the conversion will be on a per share basis, the allocation of the new class A preferred stock among the four series will be completed on an account-by-account basis. For example, if shares of Old SAIC common stock are held both individually and in a trust, the new class A preferred stock will be allocated among the four series separately for each account. Moreover, all shares of new class A preferred stock that are issued to a single account will be aggregated and allocated among the four series, even if the shares of Old SAIC common stock that were held in that account were acquired at different times or in a different manner (e.g. an option exercise).

Except for the transfer restrictions that we describe below, each share of new class A preferred stock will be identical.

Q13. Why will I receive two shares of new class A preferred stock (rather than just one share) for every one share of class A common stock that I own? Why will I receive 40 shares of new class A preferred stock (rather than just 20 shares) for every one share of class B common stock that I own?

A. We established an exchange ratio in the merger that has the effect of implementing a stock split. The purpose is to increase the number of shares of our capital stock outstanding prior to the IPO, which will decrease the per share value of our capital stock. The aggregate value of your shares will not be affected by the merger, although the value will fluctuate after the IPO. We believe that offering more shares of new common stock at a lower per share price will allow for an initial offering price of the new common stock within a range that is customary in today s IPO marketplace and therefore will enhance the underwriters ability to market the shares to public investors.

Q14. Why do the holders of class B common stock receive more shares than the holders of class A common stock?

A. Holders of class B common stock are entitled to receive 20 times the number of shares to be received by the holders of class A common stock because, while the class A common stock was split 5 for 1 in 1987

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and split again 4 for 1 in 1999, resulting in an overall 20 for 1 split, the class B common stock has never split. If the class B common stock had split in 1987 and 1999 along with the class A common stock, there would be no difference in the number of shares the holders of each class would receive. Furthermore, Old SAIC s certificate of incorporation provides that each share of class B common stock is convertible at any time into 20 shares of class A common stock.

Q15. What are the U.S. tax consequences of the merger?

A. In the opinion of our outside legal counsel, Heller Ehrman LLP, the exchange of your class A and class B common stock for new class A preferred stock pursuant to the merger will not be a taxable transaction for you for federal income tax purposes. It is conceivable that the Internal Revenue Service (IRS) would seek to have the special dividend and the merger treated as part of a single integrated transaction for federal income tax purposes in which you are exchanging your Old SAIC shares for a combination of cash and the new class A preferred stock rather than giving the dividend independent significance. If the IRS asserts this position and if this position is ultimately sustained, any gain you realize on the exchange would be taxable to the extent of the amount of the cash received as a special dividend. For this purpose, the gain you realize would be equal to the value of the Old SAIC stock at the time of the merger over your tax basis in that stock. The taxable gain recognized would be long-term capital gain, if you held the Old SAIC stock for more than one year at the time of the merger, and short-term capital gain, if your holding period was one year or less. To the extent the cash received is in excess of the gain you realize in the transaction, the remaining cash would be treated as a non-taxable return of your investment in the Old SAIC stock (to the extent thereof) and would reduce your basis in the new class A preferred stock received in the merger. If the special dividend is treated as additional amount paid for your shares in the merger, it would not be treated as a dividend for federal income tax purposes. See Proposal I The Merger Material Federal Income Tax Consequences to Stockholders The Merger for a more detailed description of the tax consequences of the merger.

Q16. Do I have appraisal rights?

A. Appraisal rights entitle, under certain circumstances, stockholders of Delaware corporations to receive a cash payment equal to the fair value of their shares as determined by the Delaware Court of Chancery. Record holders of Old SAIC class A common stock do not have appraisal rights in connection with the merger. Record holders of class B common stock who do not vote in favor of the merger proposal but otherwise comply with the requirements and procedures of Section 262 of the General Corporation Law of the State of Delaware, or DGCL, have appraisal rights. A detailed description of the appraisal rights and procedures available to record holders of Old SAIC class B common stock is included in Proposal I The Merger Appraisal Rights beginning on page 56. The full text of Section 262 of the DGCL is included as Annex E to this proxy statement/prospectus.

Q17. If I submitted my proxy or voting instructions for the special meeting originally scheduled for December 16, 2005, do I need to submit a new proxy or voting instructions for the upcoming special meeting?

A. Yes. None of the proxies or voting instructions received by Old SAIC that accompanied the original proxy statement/prospectus, or received by the Internet or telephone pursuant to instructions in the original proxy statement/prospectus, for the December 16, 2005 meeting can be voted at the upcoming special meeting. In order for your vote to be counted at the upcoming special meeting, you must submit a new proxy or voting instructions by the Internet, telephone or mail, or vote in person at the meeting.

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Q18. What happens if the stockholders do not adopt the merger agreement?

A. If stockholder approval for the merger is not obtained, the merger and the IPO will not occur, and the special dividend will not be paid. If we are unable to complete the IPO, we will reassess how to satisfy the needs of our stock system and yet achieve our long-term strategic objectives. We may not be able, or desire, to balance the stock system indefinitely.

Q19. Can our board of directors abandon the merger and other transactions even if stockholder approval is obtained?

A. Yes. If prior to completion of the merger our board of directors decides that it is not in the best interests of the stockholders to proceed, the board can terminate the merger agreement and abandon the IPO and special dividend.

The Initial Public Offering

Q20. What is an IPO?

A. An IPO, or initial public offering, is the first sale of stock by a company to the public in a transaction registered with the SEC.

Q21. How and when will we complete our IPO?

A. Before shares of new common stock can be offered to public investors, the stockholders of Old SAIC must approve the merger and related proposals at the special meeting of stockholders. If the merger is approved by stockholders, our senior management will meet with prospective public investors, including institutional investors, mutual fund managers and other potential investors, to present information about the company and its prospects. Thereafter, we expect to negotiate the price of the new common stock with the lead underwriters, Morgan Stanley & Co. Incorporated and Bear, Stearns & Co. Inc. At the same time, we would request that the SEC declare the IPO related registration statement effective to permit the sale of shares of new common stock to public investors. If the price negotiated with the lead underwriters is acceptable to our board of directors (or a designated board committee), we anticipate that we would agree to sell a certain number of shares of new common stock to the underwriters at that price, less a customary underwriting discount, upon satisfactory completion of various closing conditions. Shares of new common stock would then begin to trade on the New York Stock Exchange in anticipation of the closing. Just prior to closing the IPO, we would expect to complete the merger and, thereafter, the sale of new common stock to the underwriters who would distribute the shares to the public investors.

The precise timing of the merger and the IPO is subject to general market and economic conditions, the SEC s review process, and several other factors that we do not control. Although it is not possible to determine with certainty when we will complete the merger, the IPO and related transactions, we anticipate that it will be in the Fall of 2006 and within about six to eight weeks following the approval of the merger by the Old SAIC stockholders. If the merger is not approved by stockholders, the IPO will not occur and we will not pay the special dividend, which will be specifically conditioned upon completion of the IPO.

Q22. What impact will the Greek Olympic contract have on the timing for completion of the IPO?

A. We initially scheduled a special meeting of our stockholders for December 16, 2005 to consider and vote on the merger and IPO related proposals. Our board of directors and senior management decided to not

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hold that stockholders meeting due to developments relating to a firm-fixed-price contract (Greek contract) with the Hellenic Republic of Greece (the Greek government). These developments included:

the delivery of a letter by us to representatives of the Greek government advising them that, unless agreement on a contract modification was reached, we would invoke arbitration under the provisions of the Greek contract

the initiation of an independent review by a special committee of independent directors with the assistance of an outside law firm to, among other things, identify the causes of the poor financial performance and continuing challenges of the Greek contract

On April 21, 2006, we instituted binding arbitration proceedings, in parallel with our continuing negotiations toward a contract modification, to pursue a final resolution of our rights and remedies under the Greek contract. The outcome of the arbitration is uncertain due to the complex nature of the legal and factual issues involved and the uncertainty of arbitration in general. However, by instituting arbitration, we believe we have established a process to obtain final resolution of the Greek contract issues even if an appropriate contract modification is not obtained.

In addition, the review by a special committee of independent directors was completed in April 2006, and the results of the review have been reported to our board of directors. Following completion of this independent review, our Chief Executive Officer has initiated an analysis of the observations and conclusions resulting from the review and begun the implementation of a number of improvements in our operational policies, processes and procedures with the goal of preventing the recurrence of problems experienced in the Greek contract in the future. The Greek contract status, contingencies and arbitration proceedings are described under Management s Discussion and Analysis of Financial Condition and Results of Operations Commitments and Contingencies Firm Fixed-Price Contract with the Greek Government.

Given the institution of binding arbitration to obtain final resolution of the Greek contract issues (if an appropriate contract modification is not obtained) and the completion of the independent review, we now expect to complete the IPO in the Fall of 2006.

Q23. How will the IPO price be determined?

A. The price of the new common stock in the IPO will be negotiated with the lead underwriters. Among the factors considered in determining the IPO price will be our future prospects and those of our industry in general, our sales, earnings and other financial operating information in recent periods, and the price-earnings ratios, price-sales ratios, market prices of securities and certain financial and operating information of companies engaged in activities similar to ours. Thereafter, our stock price may fluctuate based on market forces influenced by these and other factors. The underwriters and public investors who trade in the new common stock may give different weight to factors or valuation methodologies or consider new factors or valuation methodologies which differ from those relied upon in determining the historical price of Old SAIC common stock. Therefore, the price negotiated with the representatives of the underwriters and the market price at which our new common stock will trade following the IPO may be higher or lower than the historical prices of Old SAIC common stock.

Q24. Where will the new common stock be traded?

A. We have been approved for listing of the new common stock on the New York Stock Exchange under the symbol SAI.

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Q25. How much stock are we selling to the public?

A. In the IPO, we expect to sell a number of shares that will be sufficient to create a public trading market in our new common stock with satisfactory liquidity. After the IPO:

- new class A preferred stock will constitute from 80% to 90% of our total outstanding capital stock and substantially all of our voting power
- new common stock will constitute from 10% to 20% of our total outstanding capital stock

As a result, voting control of New SAIC will remain in the hands of current stockholders after we complete the merger and the IPO.

Q26. How was the size of the IPO determined?

A. The size of the IPO, which was established by our board of directors and senior management in close coordination with our financial advisors, was determined based on the number of shares believed to be needed to create a public trading market in our stock with satisfactory liquidity.

Q27. What are the risks to my investment associated with the IPO?

A. The price of our new common stock will be subject to the fluctuations in the stock market. Initially, there also will be restrictions on your ability to sell or transfer your new class A preferred stock that you are entitled to receive in the merger. In addition, your investment will continue to be subject to many of the same risks to which it is currently subject. Some of the risk factors that we currently face, including those associated with an IPO, are described in Risk Factors beginning on page 31.

Q28. Who do we expect will buy shares in the IPO?

A. We expect that retail and institutional investors, such as insurance companies, mutual funds and other financial institutions, who believe in our strategy, management and industry prospects will buy shares of our new common stock in the IPO.

Q29. Will our employees, officers or directors be given an opportunity to buy stock in the IPO?

A. No. We will not be offering a friends and family directed share or other program whereby employees, officers or directors are allowed to purchase stock in the IPO. Unlike most companies that complete initial public offerings, we already provide numerous opportunities for our employees, officers and directors to buy our stock through the limited market, our employee stock purchase plan and deferrals and rollovers in the SAIC Retirement Plan. We want to discourage speculation or flipping our stock and desire that our stockholders, especially our employees, officers and directors, hold our stock for long-term investment. In addition, there also are logistical and administrative difficulties in offering a friends and family program that is fair to all employees when we have over 40,000 employees in our company. As a result, we will not be offering a friends and family program.

Q30. What will we do with the proceeds from the IPO?

A. The proceeds of the IPO will be held by New SAIC and will be included in our consolidated cash balances, which are used for general corporate purposes, including working capital, capital spending and possible investments and acquisitions. However, the board of directors of Old SAIC intends to declare a special dividend that will be paid from cash held by Old SAIC to stockholders who will be holders of Old SAIC common stock as of the dividend record date to be set by the board of directors. The special dividend could exceed the net proceeds from the IPO, assuming the underwriters do not exercise their over-allotment option, by up to approximately $1 billion.

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The Special Dividend

Q31. What is a dividend?

A. Typically, a dividend is the distribution of cash, stock or other assets to a company s stockholders.

Q32. Why do we plan to pay a special dividend?

A. Given our current strong cash position, we believe the special dividend is an efficient and fair way to return to our stockholders excess cash that no longer will be needed to repurchase stock in the limited market or to otherwise provide liquidity to our stockholders after the IPO.

Q33. What is the amount of the special dividend?

A. The dividend is expected to range from approximately $10 to $15 per share of Old SAIC class A common stock and from approximately $200 to $300 per share of Old SAIC class B common stock.

Q34. How will the amount of the dividend be determined?

A. The amount of the special dividend will be determined by the board of directors, in consultation with our financial advisors, in order to distribute a significant amount of cash to our current stockholders and yet retain sufficient capital to meet our strategic needs.

Q35. What will be the record date for purposes of determining stockholders entitled to receive the special dividend?

A. The board of directors will set the record date as of which all stockholders will be entitled to receive the special dividend. We expect that the record date will be a few days before the new common stock begins to trade on the New York Stock Exchange, which we expect will be six to eight weeks after stockholder approval of the merger at the special meeting.

Q36. When will the special dividend be paid?

A. The board of directors of Old SAIC intends to declare a special dividend that will be paid from cash held by Old SAIC to stockholders who will be holders of Old SAIC common stock as of the dividend record date to be set by the board of directors. Payment will be conditioned upon completion of the IPO and, if you have Old SAIC common stock certificates, upon surrender of your certificates. Old SAIC expects to pay the special dividend within 25 days after the IPO.

Q37. What are the U.S. tax consequences of the special dividend?

A. The special dividend should constitute a taxable dividend for federal income tax purposes to the extent it is paid from current or accumulated earnings and profits, as determined under federal income tax principles. Any dividends in excess of earnings and profits may be treated as a nontaxable return of capital or as a gain realized on the sale or disposition of your Old SAIC common stock. However, if the special dividend is treated as an additional amount paid for your shares in the merger, it would not be treated as a dividend for federal income tax purposes. The federal income tax rate applicable to the dividend will vary depending on a number of factors. For further information about the tax consequences of the special dividend and the tax rates that may be applicable to you, see Proposal I The Merger Material Federal Income Tax Consequences to Stockholders The Special Dividend.

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Q38. What will our dividend policy be after the IPO?

A. Old SAIC has never declared or paid any cash dividends on its capital stock other than the special dividend. New SAIC does not expect to pay any dividends on our capital stock in the foreseeable future, and we currently intend to retain any future earnings to finance our operations and growth. The exact amount of the special dividend and any future determination to pay cash dividends will be at the discretion of our board of directors and will depend on available cash, estimated cash needs, earnings, financial condition, operating results, capital requirements, applicable contractual restrictions and other factors our board of directors deems relevant.

The New Class A Preferred Stock

Q39. What are the differences between the new class A preferred stock and the new common stock?

A. The terms of the new class A preferred stock and the new common stock will be the same except as follows:

- the new class A preferred stock will be subject to certain transfer restrictions set forth below while the new common stock will be freely tradable
- the new class A preferred stock will have 10 votes per share while the new common stock will have one vote per share
- the new class A preferred stock will be convertible into new common stock after the expiration of the restriction periods

The new class A preferred stock has no other preferences.

Q40. Why do the public investors receive a different class of stock than our existing stockholders?

A. As part of an IPO, it is typical for employee-owned companies to establish two classes of voting stock, which enables the employee owners to maintain voting control of the company following the IPO. The new common stock issued to the public will have one vote per share and the new class A preferred stock issued to Old SAIC stockholders will have 10 votes per share.

Q41. What must I do to get my new class A preferred stock?

A. Your shares of Old SAIC common stock will be converted into the right to receive new class A preferred stock pursuant to the merger.

- If you hold your shares directly in a book-entry account, they will be converted automatically and you will receive a statement for the shares of new class A preferred stock you own following the merger. You can confirm that your account is in book-entry form by reviewing the first page of a recent Stock Summary Statement previously mailed to you by Old SAIC.
- If you hold your shares directly and they are represented by certificates at the effective time of the merger, we will send you a letter shortly after the merger explaining how you can surrender your certificates. All the shares to which you are entitled will be converted to book entry form, but your account will be blocked by our transfer agent until your certificates are surrendered.

If you hold shares in one of our employee benefit plans, the plan will handle conversion of the shares without any action by you.

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All the shares of new class A preferred stock issued pursuant to the merger will be uncertificated shares.

Q42. What will happen to our right of first refusal and right to repurchase your stock?

A. When we are a publicly traded company, you will not be required to offer your shares to us before you can sell them to third parties. Since September 1, 2005, we have suspended repurchasing shares upon termination of affiliation pending completion of the merger, except for repurchasing shares of Old SAIC common stock transferred to a charity prior to October 25, 2005.

Q43. What will happen to the new class A preferred stock that I will own if my affiliation terminates or I retire?

A. Nothing. Currently, your shares are subject to our right of first refusal and right to repurchase if your affiliation as an employee, director or consultant is terminated. Following the merger, we will no longer have these rights. You may continue to hold your shares indefinitely, regardless of your employment status or affiliation with us.

Q44. What if I am no longer affiliated with SAIC and hold shares subject to a special arrangement (e.g., the alumni program, former employee program or other agreement extending Old SAIC s right of repurchase)?

A. Currently, your shares are subject to our right of first refusal and right to repurchase. After the merger, your shares will no longer be subject to these rights. You will be able to continue to hold new class A preferred stock indefinitely.

Transfer Restrictions

Q45. Will I be able to sell or transfer my new class A preferred stock immediately?

A. To facilitate the IPO, New SAIC s restated certificate of incorporation will, for certain periods of time, restrict you from selling or transferring new class A preferred stock to anyone other than permitted transferees. These restrictions will expire:

90 days after our IPO for series A-1 preferred stock

180 days after our IPO for series A-2 preferred stock

270 days after our IPO for series A-3 preferred stock

360 days after our IPO for series A-4 preferred stock

If, during the restriction period, you transfer your new class A preferred stock to a permitted transferee, the transferee will receive the new class A preferred stock subject to the same restrictions. After the expiration of these restriction periods, you also will be able to sell your shares in the public market. If, after the expiration of the applicable restriction period, you transfer your new class A preferred stock to anyone other than a permitted transferee, your shares will convert automatically into new common stock, so that the transferees or buyers will acquire only new common stock.

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Q46. Who is a permitted transferee ?

A. Permitted transferees generally include:

- members of your immediate family
- trusts for the sole benefit of you or members of your immediate family
- your estate
- a financial institution to which you pledge your shares as collateral
- New SAIC or any of its subsidiaries

You should read Proposal I The Merger Transfer Restrictions on Shares of New Class A Preferred Stock on page 53 for important details and conditions of transfers to permitted transferees.

Q47. Why will the sale of my stock be restricted?

A. The transfer restrictions will permit some period of trading of the new common stock to take place in the market without the potential introduction of a significant number of additional shares, which could negatively affect the price. These restrictions are intended to promote an orderly trading market for our new common stock for a period following the commencement of trading. We have staggered the expiration of the transfer restrictions so that all existing shares do not become freely tradable at the same time.

Q48. Will any additional transfer restrictions apply to our directors and executive officers?

A. In addition to the general transfer restrictions, shares of new class A preferred stock received in connection with the merger by our directors and executive officers, and shares of new common stock received by them on conversion of the new class A preferred stock, may not be sold, transferred or otherwise disposed of unless:

- made in conformity with the requirements of Rule 145(d) under the Securities Act of 1933, as amended, or the Securities Act
- made pursuant to an effective registration statement under the Securities Act
- otherwise exempt from registration under the Securities Act

In addition, in connection with the proposed IPO, our directors and executive officers have entered into lock-up agreements with the underwriters of the IPO. Under these agreements, these directors and executive officers generally may not, during the period ending 180 days after the IPO, directly or indirectly sell or dispose of their capital stock without the prior written consent of Morgan Stanley & Co. Incorporated and Bear, Stearns & Co. Inc.

The registration statement of which this proxy statement/prospectus is a part does not cover the resale of shares of New SAIC stock to be received by our directors and executive officers pursuant to the merger.

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Q49. Will I be permitted to enter into a hedging transaction to avoid the risk of my new class A preferred stock?

A. No. You will be prohibited from buying a put option, selling a call option, selling short or entering into any other hedging or insurance transaction relating to your new class A preferred stock during the applicable restriction periods.

Stock Transactions

Q50. Can I buy or sell shares in the limited market before the IPO?

A. The last limited market trade prior to the proposed IPO occurred on June 30, 2006. If, however, the IPO is postponed, we intend to conduct a limited market trade at the same time as the retirement plans trades until the IPO process recommences. A retirement plans trade has been scheduled for October 27, 2006 and at least three additional retirement plans trade dates will be announced, at which time limited market trades also may be held if the IPO is postponed.

Q51. Will Bull, Inc. continue to maintain a limited market after the IPO?

A. No. Bull, Inc. was established specifically to administer our limited market trades. Old SAIC s stock transfer and stock plan administration have been outsourced to Mellon Investor Services LLC. After the IPO, subject to the restriction periods set forth above, you will be able to sell shares in the public market.

Q52. After the IPO, how can I sell my shares of new class A preferred stock? What will be the price?

A. If you wish to sell your shares of new class A preferred stock after the restriction periods expire, they will be converted into new common stock when you sell them in the public market. When you sell, you will receive the prevailing market price for your shares.

Q53. Will I be able to buy more shares in the public market?

A. Yes. You will be able to buy shares of our new common stock in the public market at prevailing prices after the IPO. Because you will buy additional shares only in the public market, subject to compliance with our insider trading restrictions, you will no longer be required to obtain other approval for stock purchases.

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SUMMARY

This summary highlights information contained elsewhere in this proxy statement/prospectus and may not include all of the information that is important to you. To better understand the transactions, we urge you to read the entire proxy statement/prospectus carefully, including Risk Factors and the other documents that we refer you to.

Unless otherwise noted, references to years are to fiscal years ended January 31, not calendar years. For example, we refer to the fiscal year ended January 31, 2006 as fiscal 2006. We are currently in fiscal 2007. References to government fiscal years are to fiscal years ended September 30.

Overview

We are a leading provider of scientific, engineering, systems integration and technical services and solutions to all branches of the U.S. military, agencies of the U.S. Department of Defense, the intelligence community, the U.S. Department of Homeland Security and other U.S. Government civil agencies, as well as to customers in selected commercial markets. Our customers seek our domain expertise to solve complex technical challenges requiring innovative solutions for mission-critical functions in such areas as national security, intelligence and homeland defense. Increasing demand for our services and solutions is driven by priorities including the ongoing global war on terror and the transformation of the U.S. military.

From fiscal 2002 to fiscal 2006, our consolidated revenues increased at a compound annual growth rate of 15.6% to a company record of $7.8 billion, inclusive of acquisitions and exclusive of Telcordia Technologies, Inc., our commercial telecommunications subsidiary, which we divested in March 2005. As of April 30, 2006, we had a portfolio of approximately 9,000 active contracts. Our total consolidated negotiated backlog as of April 30, 2006 was approximately $15.8 billion, which included funded backlog of approximately $3.9 billion, compared to approximately $15.1 billion and $3.9 billion, respectively, as of January 31, 2006. In May 2006, Washington Technology, a leading industry publication, ranked us number three in its list of Top Federal Prime Contractors in the United States based on information technology (IT), telecommunications and systems integration revenues.

The U.S. Government is our largest customer, in the aggregate representing 89% of our total consolidated revenues in fiscal 2006. According to Congressional Budget Office estimates, U.S. Government total discretionary outlays in government fiscal 2006 will be approximately $1,035 billion, and we estimate that more than $200 billion of this amount will be spent in areas in which we compete. We believe that U.S. Government spending in these areas will continue to grow as a result of homeland security and intelligence needs arising from the global war on terror, the ongoing transformation of the U.S. military and the increased reliance on outsourcing by the U.S. Government.

Competitive Strengths

To maximize our ability to consistently deliver innovative solutions to help meet our customers most challenging needs, and to grow our business and increase stockholder value, we rely on the following key strengths:

Skilled personnel and experienced management

Employee ownership and core values

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Knowledge of customers needs

Technical expertise

Trusted services and solutions provider

Proven marketing and business development organization

Ability to complete and integrate acquisitions

Growth Strategy

We are focused on continuing to grow our business as a leading scientific, engineering, systems integration and technical services and solutions company. In our Government segment, we seek to become the leading provider of systems engineering, systems integration and technical services and solutions by focusing on the U.S. Government s increased emphasis on defense transformation, intelligence and homeland defense. In addition, we plan to continue to pursue strategic acquisitions in areas such as these, where we anticipate higher growth. In our Commercial segment, we seek to grow our business in our existing targeted markets, in addition to becoming a leader in new selected vertical markets in which we can leverage our specialized experience and skill sets.

Our Services and Solutions

We offer a broad range of services and solutions to address our customers most complex and critical technology-related needs. These services and solutions include the following:

Defense Transformation. We develop leading-edge concepts, technologies and systems to solve complex challenges facing the U.S. military and its allies, helping them transform the way they fight.

Intelligence. We develop solutions to help the U.S. defense, intelligence and homeland security communities build an integrated intelligence picture, allowing them to be more agile and dynamic in challenging environments and produce actionable intelligence.

Homeland Security and Defense. We develop technical solutions and provide systems integration and mission-critical support services to help federal, state, local and foreign governments and private-sector customers protect the United States and allied homelands.

Logistics and Product Support. We provide logistics and product support solutions to enhance the readiness and operational capability of U.S. military personnel and weapon and support systems.

Systems Engineering and Integration. We provide systems engineering and integration solutions to help our customers design, manage and protect complex IT networks and infrastructure.

Research and Development. As one of the largest science and technology contractors to the U.S. Government, we conduct leading-edge research and development of new technologies with applications in areas such as national security, intelligence and life sciences.

Commercial Services. We help our customers become more competitive, offering technology-driven consulting, systems integration and outsourcing services and solutions in selected commercial markets, currently IT support for oil and gas exploration and production, applications and IT infrastructure management for utilities and data lifecycle management for pharmaceuticals.

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We are headquartered in San Diego, California. Our address is 10260 Campus Point Drive, San Diego, California 92121, and our telephone number is (858) 826-6000.

New SAIC

We formed New SAIC as a Delaware corporation on August 12, 2005. To date, it has not conducted any activities other than those incident to its formation, and the preparation of the merger agreement, this proxy statement/prospectus, and the registration statement on Form S-1 with respect to the IPO. Upon completion of the merger, Old SAIC will be a wholly-owned subsidiary of New SAIC.

PROPOSAL I THE MERGER

The first proposal is to approve and adopt an Agreement and Plan of Merger, as amended and restated as of July 24, 2006, among Old SAIC, New SAIC and SAIC Merger Sub, Inc., pursuant to which Old SAIC will become a wholly-owned subsidiary of New SAIC, and the Old SAIC common stock will be converted into the right to receive new class A preferred stock. **Our board of directors unanimously determined that the merger agreement and the merger are advisable and in the best interests of SAIC and its stockholders, and recommends that the stockholders vote FOR the approval and adoption of the merger agreement.**

Purposes of the Merger (see page 49)

We are pursuing these transactions because, after a thorough review of several options, we have determined that an IPO will best address our long-term objectives. The merger is a necessary step for us to take in order to effect our IPO. The IPO will provide us with greater financial flexibility to grow our business. We also believe that these transactions enable us to implement our vision and long-term strategy while preserving our core values, and focus on providing an environment where our employees entrepreneurial spirit can flourish.

Our board of directors has carefully studied this question and unanimously believes that creating a publicly traded stock is in the best interests of SAIC and our stockholders and employees.

How the Merger is Structured (see page 50)

The merger has been structured so that Old SAIC will become a wholly-owned subsidiary of New SAIC, and the stockholders of Old SAIC will have the right to receive shares of new class A preferred stock in exchange for their Old SAIC common stock. In order to achieve this result:

- Old SAIC has formed a wholly-owned subsidiary (New SAIC) and, strictly for the purpose of facilitating the merger, New SAIC has formed a wholly-owned subsidiary (Merger Sub)

Merger Sub will merge into Old SAIC, at which time the outstanding shares of class A common stock and class B common stock will be converted into the right to receive shares of new class A preferred stock, and Merger Sub will cease to exist

New SAIC will have a new restated certificate of incorporation and restated bylaws.

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The following diagram illustrates the merger process from a stockholder s perspective:

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What You Will Be Entitled to Receive Pursuant to the Merger (see page 50)

When the merger occurs:

- Each share of outstanding class A common stock and each share of outstanding class B common stock, subject to the exercise of appraisal rights, will be converted into the right to receive shares of new class A preferred stock on the basis set forth below.

- The new class A preferred stock you receive will be allocated among four series as illustrated below, with transferability and convertibility of each series being subject to a separate restriction period that expires at the times indicated:

The Public Offering (see page 51)

Soon after the merger is approved, subject to market conditions, we plan to conduct an IPO of new common stock.

After the IPO:

- new class A preferred stock will constitute from 80% to 90% of our total outstanding capital stock and substantially all of our voting power

- new common stock will constitute from 10% to 20% of our total outstanding capital stock

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The Special Dividend (see page 52)

The board of directors of Old SAIC intends to declare a special dividend that will be paid from cash held by Old SAIC to stockholders who will be holders of Old SAIC common stock as of the dividend record date to be set by the board of directors. Payment will be conditioned upon completion of the IPO, and Old SAIC expects to pay the special dividend within 25 days after the IPO. The special dividend is expected to range from approximately $10 to $15 per share of Old SAIC class A common stock and from approximately $200 to $300 per share of Old SAIC class B common stock, which is the equivalent of a range from approximately $5 to $7.50 per share of new class A preferred stock. The special dividend could exceed the net proceeds from the IPO, assuming the underwriters do not exercise their over-allotment option, by up to approximately $1 billion.

How We Will Effect the Merger and the Special Dividend (see page 52)

The IPO is conditioned on completion of the merger. If approved, we will effect the merger shortly before the closing of the IPO. In the merger, your shares of class A common stock and class B common stock (excluding shares for which appraisal rights have been exercised) will be converted into the right to receive new class A preferred stock. Prior to the merger, the board of directors of Old SAIC intends to declare a special dividend on Old SAIC common stock. Payment will be conditioned upon completion of the IPO, and Old SAIC expects to pay the special dividend within 25 days after the IPO.

New SAIC s Restated Certificate of Incorporation (see page 52)

New SAIC s restated certificate of incorporation will be different from our current certificate of incorporation in that it will:

- replace the current class A and class B common stock with a single new class A preferred stock that will be entitled to 10 votes per share and is comprised of four series to implement the transfer restrictions
- authorize a class of common stock that will have the same economic rights as the new class A preferred stock, but will be entitled to one vote per share
- eliminate the requirement that you must offer your shares to us for purchase before you can sell them to third parties
- eliminate our right to repurchase your shares on termination of affiliation
- add provisions that restrict the transferability of the new class A preferred stock for a period of time

Voting Rights (see page 53)

Holders of new class A preferred stock will be entitled to 10 votes per share on all matters voted upon by our stockholders. Holders of new common stock will have the same economic rights as holders of new class A preferred stock, but will be entitled to one vote per share on all matters voted upon by our stockholders.

Listing (see page 58)

The new class A preferred stock will not be listed on a national securities exchange or traded in the organized over-the-counter market. We have been approved for listing of the new common stock on the New York Stock Exchange under the symbol SAI.

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Conditions to the Merger (see page 58)

We will cause the merger to become effective only if certain conditions specified in the merger agreement are satisfied or waived.

Material Federal Income Tax Consequences to Stockholders The Merger (see page 60)

In the opinion of our outside legal counsel, Heller Ehrman LLP, the exchange of your class A and class B common stock for new class A preferred stock pursuant to the merger will not be a taxable transaction for you for federal income tax purposes.

Material Federal Income Tax Consequences to Stockholders The Special Dividend (see page 60)

The special dividend should constitute a taxable dividend for federal income tax purposes to the extent it is paid from current or accumulated earnings and profits, as determined under federal income principles. Any dividends in excess of earnings and profits may be treated as a nontaxable return of capital or as a gain realized on the sale or disposition of your Old SAIC common stock. However, if the special dividend is treated as an additional amount paid for your shares in the merger, it would not be treated as a dividend for federal income tax purposes. The federal income tax rate applicable to the dividend will vary depending on a number of factors.

Accounting Treatment (see page 62)

For accounting purposes, the merger will be treated as a recapitalization of Old SAIC with New SAIC as the acquirer (a reverse merger). The accounting basis used to initially record the assets and liabilities in New SAIC will be the carryover basis of Old SAIC.

PROPOSAL II 2006 EQUITY INCENTIVE PLAN

The second proposal is to approve and adopt the 2006 Equity Incentive Plan. The 2006 Equity Incentive Plan provides for the grant of stock options (including incentive stock options, as defined in section 422 of the Internal Revenue Code, and nonstatutory stock options), restricted stock, restricted stock units, deferred stock, stock appreciation rights, performance shares and other similar types of stock awards, as well as cash awards. **Our board of directors unanimously determined that the 2006 Equity Incentive Plan is in the best interests of SAIC and its stockholders, and recommends that the stockholders vote FOR the approval and adoption of the 2006 Equity Incentive Plan.**

General (see page 65)

The 2006 Equity Incentive Plan will become effective on the effective date of the merger, subject to stockholder approval. If the 2006 Equity Incentive Plan is not approved by our stockholders or the merger is not consummated, the 1999 Stock Incentive Plan will continue in operation pursuant to its terms.

Old SAIC seeks stockholder approval in order to qualify the 2006 Equity Incentive Plan and certain awards made pursuant to it under the incentive stock option provisions of the Internal Revenue Code and to increase the potential that New SAIC may fully deduct for federal income tax purposes certain compensation that may be paid under the 2006 Equity Incentive Plan in accordance with Section 162(m) of the Internal Revenue Code.

New SAIC stock subject to the 2006 Equity Incentive Plan will either be our new class A preferred stock or new common stock as determined by the committee of our board of directors administering the 2006 Equity Incentive Plan.

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The 2006 Equity Incentive Plan provides that an aggregate of up to 75,000,000 shares will be available to be issued pursuant to awards granted under the 2006 Equity Incentive Plan, plus additional shares that may be added to the 2006 Equity Incentive Plan as described below.

The 2006 Equity Incentive Plan has an evergreen feature pursuant to which additional shares will automatically be added to the shares available for issuance under the 2006 Equity Incentive Plan without further stockholder approval beginning February 1, 2007 and on each February 1 for nine years thereafter. The number of shares that may be added each year will equal the least of 5% of New SAIC s outstanding common stock as of the preceding January 31 (measured on an as-converted basis with respect to the outstanding shares of new class A preferred stock), 30,000,000 shares or a number of shares determined by our board of directors or the committee of our board of directors administering the 2006 Equity Incentive Plan.

Administration (see page 65)

The 2006 Equity Incentive Plan will be administered by our board of directors, a committee of our board of directors or a delegated officer in certain circumstances.

Eligibility (see page 65)

Nonstatutory stock options, stock awards and cash awards may be granted to employees, directors (including non-employee directors) and consultants of New SAIC, Old SAIC or other affiliates of New SAIC. Incentive stock options may be granted only to employees of New SAIC or its affiliates.

Federal Income Tax Consequences of Awards (see page 68)

See Proposal II 2006 Equity Incentive Plan Federal Income Tax Consequences of Awards for a description of the tax consequences of awards granted under the 2006 Equity Incentive Plan.

Accounting Treatment (see page 70)

Based on Statement of Financial Accounting Standards No. 123(R), which was adopted on February 1, 2006, New SAIC will recognize compensation expense in an amount equal to the fair value on the date of grant of all stock options granted under the 2006 Equity Incentive Plan. In addition, New SAIC will recognize compensation expense for other awards granted under the 2006 Equity Incentive Plan. In general, the expense associated with each award will be recognized over the requisite employee service period, generally the vesting period.

PROPOSAL III 2006 EMPLOYEE STOCK PURCHASE PLAN

The third proposal is to approve and adopt the 2006 Employee Stock Purchase Plan. The 2006 Employee Stock Purchase Plan provides employees of New SAIC (and Old SAIC and any of our other majority-owned subsidiaries designated by our board of directors) with an opportunity to purchase our new class A preferred stock or new common stock as determined by the compensation committee of our board of directors through accumulated payroll deductions at a discounted purchase price. **Our board of directors unanimously determined that the 2006 Employee Stock Purchase Plan is in the best interests of SAIC and its stockholders, and recommends that the stockholders vote FOR the approval and adoption of the 2006 Employee Stock Purchase Plan.**

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General (see page 71)

The 2006 Employee Stock Purchase Plan will become effective on the date the first offering period commences as determined by the compensation committee, subject to stockholder approval and the consummation of the merger. Old SAIC seeks stockholder approval of the 2006 Employee Stock Purchase Plan to qualify the 2006 Employee Stock Purchase Plan and the right of participants to purchase shares under Section 423 of the Internal Revenue Code. In addition, the 2006 Employee Stock Purchase Plan authorizes the purchase of shares under a non-Section 423 qualified component of the plan by employees of international subsidiaries in situations where a qualified plan creates adverse tax consequences in a particular jurisdiction. If the 2006 Employee Stock Purchase Plan is not approved by our stockholders or the merger is not consummated, the 2004 Employee Stock Purchase Plan will continue in operation pursuant to its terms.

The 2006 Employee Stock Purchase Plan provides that an aggregate of up to 9,000,000 shares will be available for issuance, plus additional shares that may be added as described below.

The 2006 Employee Stock Purchase Plan has an evergreen feature pursuant to which additional shares will automatically be added to the shares available for issuance without further stockholder approval beginning February 1, 2007 and on each February 1 thereafter for nine more years. The number of shares that may be added each year will equal the least of 9,000,000 shares, 2% of New SAIC s outstanding common stock on the last day of the immediately preceding fiscal year (measured on an as-converted basis with respect to the outstanding shares of new class A preferred stock) or a number of shares established by the compensation committee of our board of directors.

Administration (see page 71)

The 2006 Employee Stock Purchase Plan will be administered by the board of directors, the compensation committee of our board of directors or a management committee which has been delegated administrative responsibilities.

Eligibility (see page 71)

Generally, any person who is employed by New SAIC, Old SAIC or any of New SAIC s majority-owned subsidiaries designated by our board of directors is eligible to participate, provided that the employee is employed on the first day of an offering period and subject to certain limitations imposed by Section 423(b) of the Internal Revenue Code.

Participation (see page 72)

Eligible employees may participate by completing a subscription agreement in the form provided by New SAIC and filing it with New SAIC prior to the first business day of the applicable offering period or such other date as specified by the compensation committee.

Offering Periods (see page 72)

Unless and until the compensation committee determines to implement longer periods and except for the first offering period, each offering period will have a duration of three months and will commence on April 1, July 1, October 1 or January 1 of each year and will have only one purchase period which will run simultaneously with the offering period. The first offering period will commence and end on dates determined by the compensation committee.

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Purchase Price (see page 72)

The purchase price per share at which shares are purchased under the 2006 Employee Stock Purchase Plan is 85% of the fair market value of the stock on the applicable purchase date. The compensation committee has the authority to change the purchase price within a range of 85% to 100% of the fair market value of the stock on the offering date or the purchase date. If our new common stock is listed on a stock exchange, the fair market value of the stock subject to the 2006 Employee Stock Purchase Plan will be the closing sales price of our new common stock.

Payment of Purchase Price; Payroll Deductions (see page 72)

The purchase price of the shares is paid with payroll deductions accumulated during the applicable offering period. The deductions are made as a percentage of the participant s compensation in 1% increments, not less than 1% nor greater than 10%. If payroll deductions are not permitted in a jurisdiction, participants in that jurisdiction may contribute via check or pursuant to another method approved by the compensation committee of our board of directors. A participant may discontinue his or her participation in the 2006 Employee Stock Purchase Plan at any time during an offering period and may increase or decrease the rate of the participant s payroll deductions once during an ongoing offering period by completing and filing a new authorization for payroll deductions. No interest accrues on the payroll deductions of a participant unless required by local law.

Holding Period (see page 74)

The compensation committee has the authority to establish a minimum holding period for shares purchased under the 2006 Employee Stock Purchase Plan.

Withdrawal (see page 74)

A participant may withdraw from an offering period by signing and delivering to New SAIC a notice of withdrawal from the 2006 Employee Stock Purchase Plan at any time prior to the end of the offering period.

Any withdrawal by the participant of accumulated payroll deductions for a given offering period automatically terminates the participant s interest in that offering period. All of the participant s contributions credited to the participant s account will be paid to the participant without interest. A participant s withdrawal from an offering period does not have an effect upon the participant s eligibility to participate in subsequent offering periods. However, a participant may not re-enroll in the same offering period after withdrawal.

Federal Income Tax Consequences (see page 75)

See Proposal III 2006 Employee Stock Purchase Plan Federal Income Tax Consequences for a description of the tax consequences of options granted under the 2006 Employee Stock Purchase Plan.

Accounting Treatment (see page 76)

Based on Statement of Financial Accounting Standards No. 123(R), which was adopted on February 1, 2006, New SAIC will recognize compensation expense in connection with the 2006 Employee Stock Purchase Plan. So long as New SAIC continues issuing shares under the 2006 Employee Stock Purchase Plan with a purchase price at a discount to the fair market value of its stock, New SAIC will recognize compensation expense which will be determined by the level of participation in the 2006 Employee Stock Purchase Plan. However, in

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certain cases where the purchase price is greater than 95% of the fair market value of the stock subject to the 2006 Employee Stock Purchase Plan, there would be no compensation expense under Statement of Financial Accounting Standards No. 123(R).

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THE SPECIAL MEETING

Date and Time	, 2006, at
Location	
Meeting Videocast and Webcast	For the convenience of our stockholders, the meeting will be videocast to and at other locations, and will be webcast on our website (www.saic.com) and on ISSAIC.
Record Date	July 7, 2006.
Shares Entitled to Vote	Only stockholders of record as of the close of business on the record date will be entitled to vote at the special meeting.
Quorum	The presence at the meeting, either in person or by proxy, of the holders of a majority of the total voting power of the shares of Old SAIC common stock outstanding on the record date is necessary to constitute a quorum and to conduct business at the special meeting.
Votes Required	A majority in voting power of all issued and outstanding shares of Old SAIC common stock entitled to vote is required for adoption of the merger agreement, and a majority in voting power of the issued and outstanding shares of Old SAIC common stock present in person or by proxy at the special meeting and entitled to vote thereon is required for approval of each of Proposal II and Proposal III.
Voting	Proxies or voting instructions to trustees of retirement plans may be submitted by the Internet, by telephone or by mail in the manner indicated on the proxy and voting instruction card. Proxies and voting instructions may be changed or revoked by:

- submitting another proxy or voting instructions with a later date, or
- sending a written notice of revocation to our Secretary at our principal executive offices.

Proxies or notices of revocation of proxies must be submitted no later than 11:59 p.m. Eastern time on , 2006 and voting instructions or notices of revocation of voting instructions must be submitted no later than 11:59 p.m. Eastern time on , 2006.

If a record holder attends the special meeting and votes by ballot, any proxy that such record holder submitted previously to vote the same shares will be revoked automatically and only the vote at the special meeting will be counted. You must attend the special meeting at in order to be entitled to vote in person.

None of the proxies or voting instructions received by Old SAIC that accompanied the original proxy statement/prospectus, or received by the Internet or telephone pursuant to instructions in the original proxy

	statement/prospectus, for the December 16, 2005 meeting can be voted at the upcoming special meeting. In order for your vote to be counted at the upcoming special meeting, you must submit a new proxy or voting instructions by the Internet, telephone or mail, or vote in person at the meeting.
Confidentiality of Voting	The manner in which record holders vote their shares will be maintained in confidence, and we will not have access to individual voting directions of plan participants.
Recommendation of the Board of Directors	The board of directors of Old SAIC unanimously recommends that stockholders vote **FOR** approval and adoption of the merger agreement, **FOR** approval and adoption of the 2006 Equity Incentive Plan and **FOR** approval and adoption of the 2006 Employee Stock Purchase Plan.

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SUMMARY CONSOLIDATED FINANCIAL DATA

You should read the summary consolidated financial data presented below in conjunction with Selected Consolidated Financial Data and Management s Discussion and Analysis of Financial Condition and Results of Operations and our audited consolidated financial statements, unaudited condensed consolidated financial statements and the related notes included elsewhere in this proxy statement/prospectus. The summary consolidated financial data presented below under Consolidated Statement of Income Data for the years ended January 31, 2006, 2005 and 2004 have been derived from our audited consolidated financial statements included elsewhere in this proxy statement/prospectus. The summary consolidated financial data presented below under Consolidated Statement of Income Data for the three months ended April 30, 2006 and 2005 and Consolidated Balance Sheet Data as of April 30, 2006 have been derived from our unaudited condensed consolidated financial statements that are included elsewhere in this proxy statement/prospectus and have been prepared on the same basis as our audited consolidated financial statements. In the opinion of management, the unaudited condensed consolidated financial statements reflect all adjustments, consisting only of normal and recurring adjustments, necessary to state fairly our results of operations for and as of the periods presented. Historical results are not necessarily indicative of the results of operations to be expected for future periods.

The pro forma earnings per share and the pro forma preferred equivalent shares reflect the change in our capital structure of converting each share of class A common stock into two shares of new class A preferred stock and each share of class B common stock into 40 shares of new class A preferred stock. The payment of the special dividend will have a dilutive effect on basic and diluted earnings per share and the preferred equivalent shares used in this calculation. This dilutive effect of the payment of the special dividend has not been reflected in the pro forma earnings per share calculation as the final dividend has not been declared and the offering price of the new common stock has not been determined. If the IPO is completed, we will utilize a two-class method for computing earnings per share for the new common stock and the new class A preferred stock.

	Year Ended January 31			Three Months Ended April 30	
	2006	2005	2004	2006	2005
	(in millions, except per share data)				
Consolidated Statement of Income Data:					
Revenues	$ 7,792	$ 7,187	$ 5,833	$ 1,958	$ 1,846
Cost of revenues	6,801	6,283	5,053	1,686	1,614
Selling, general and administrative expenses	494	418	378	129	120
Goodwill impairment			7		
Gain on sale of business units, net		(2)			
Operating income	497	488	395	143	112
Net (loss) gain on marketable securities and other investments, including impairment losses	(15)	(16)	5		
Interest income	97	45	49	29	19
Interest expense	(89)	(88)	(80)	(23)	(22)
Other income (expense), net	7	(12)	5	2	(1)
Minority interest in income of consolidated subsidiaries	(13)	(14)	(10)	(3)	(3)
Income from continuing operations before income taxes	484	403	364	148	105
Provision for income taxes	139	131	140	54	50
Income from continuing operations	345	272	224	94	55
Income from discontinued operations, net of tax	582	137	127	12	530

Net income	$ 927	$ 409	$ 351	$ 106	$ 585

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	Year Ended January 31			Three Months Ended April 30	
	2006	2005	2004	2006	2005
	(in millions, except per share data)				
Earnings per share:					
Basic:					
Income from continuing operations	$ 1.98	$ 1.49	$ 1.22	$ .56	$ .31
Income from discontinued operations	3.35	.74	.68	.07	2.96
	$ 5.33	$ 2.23	$ 1.90	$ .63	$ 3.27
Diluted:					
Income from continuing operations	$ 1.92	$ 1.45	$ 1.19	$ .54	$ .30
Income from discontinued operations	3.23	.73	.67	.07	2.88
	$ 5.15	$ 2.18	$ 1.86	$ .61	$ 3.18
Common equivalent shares:					
Basic	174	183	185	168	179
Diluted	180	188	189	174	184
Pro forma earnings per share:					
Basic: (1)					
Income from continuing operations	$ .99	$ .75	$ .61	$ .28	$ .15
Income from discontinued operations	1.67	$ .37	$ .34	.04	1.48
	$ 2.66	$ 1.12	$ .95	$ .32	$ 1.63
Diluted: (1)(2)					
Income from continuing operations	$ .96	$ .73	$ .59	$ .27	$ .15
Income from discontinued operations	1.62	$ .36	$ .34	.04	1.44
	$ 2.58	$ 1.09	$ .93	$ .31	$ 1.59
Pro forma preferred equivalent shares:					
Basic (1)	348	365	370	336	358
Diluted (1)(2)	359	375	377	347	367

	As of April 30, 2006
	(in millions)
Consolidated Balance Sheet Data:	
Cash and cash equivalents	$ 2,717
Working capital	3,051
Total assets	5,686

Long-term debt, net of current portion	1,192
Stockholders equity	2,962

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	Year Ended January 31			Three Months Ended April 30	
	2006	2005	2004	2006	2005
	(dollars in millions)				
Other Data:					
EBITDA (3)	$ 1,421	$ 687	$ 622	$ 157	$ 989
Adjusted EBITDA (4)	563	519	438	157	127
Number of contracts generating more than $10 million in annual revenues (5)	106	91	66	N/A	N/A

	As of January 31			As of April 30
	2006	2005	2004	2006
	(dollars in millions)			
Total consolidated negotiated backlog (6)	$ 15,062	$ 13,416	$ 10,901	$ 15,764
Total consolidated funded backlog (6)	3,888	3,646	3,355	3,932
Total number of employees (7)	43,600	42,400	39,300	43,300

(1) For the periods noted, the pro forma basic and diluted earnings per share and pro forma basic and diluted preferred equivalent shares reflect the conversion of each share of class A common stock outstanding into two shares of new class A preferred stock and each share of class B common stock outstanding into 40 shares of new class A preferred stock. The pro forma basic and diluted earnings per share and pro forma preferred equivalent shares do not reflect the dilutive effect of the payment of the special dividend as the final dividend has not been declared and the offering price of the new common stock has not been determined.

(2) The pro forma diluted earnings per share and pro forma diluted preferred equivalent shares include the effect of converting the dilutive securities on the same basis as the class A common stock. The pro forma dilutive preferred equivalent shares are comprised of preferred stock options and other preferred stock awards granted to employees under stock-based compensation plans that were outstanding during the periods noted.

(3) EBITDA is defined as net income plus income tax expense, net interest expense, and depreciation and amortization expense. EBITDA is considered a non-GAAP financial measure. We believe that EBITDA is an important measure of our performance and is a useful supplement to net income and other income statement data. We believe EBITDA is useful to management and investors in comparing our performance to that of other companies in our industry, since it removes the impact of (a) differences in capital structure, including the effects of interest income and expense, (b) differences among the tax regimes to which we and comparable companies are subject and (c) differences in the age, method of acquisition and approach to depreciation and amortization of productive assets. However, because other companies may calculate EBITDA differently than we do, it may be of limited usefulness as a comparative measure. EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are: (a) EBITDA does not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments, (b) EBITDA does not reflect changes in, or cash requirements for, our working capital needs, (c) EBITDA does not reflect the interest expense, or the cash requirements necessary to service our principal payments, on our debt, (d) EBITDA does not reflect income taxes or the cash requirements for any tax payments, and (e) although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and EBITDA does not reflect any cash requirements for such replacements.

The following is a reconciliation of EBITDA to net income.

	Year Ended January 31			Three Months Ended April 30	
	2006	2005	2004	2006	2005

	(in millions)				
Net income	$ 927	$ 409	$ 351	$ 106	$ 585
Interest income	(97)	(45)	(49)	(29)	(19)
Interest expense	89	88	80	23	22
Provision for income taxes	432	149	159	42	385
Depreciation and amortization	70	86	81	15	16
EBITDA	$ 1,421	$ 687	$ 622	$ 157	$ 989

(4) Adjusted EBITDA equals EBITDA minus income from discontinued operations before income taxes and gain on sale of business units and subsidiary common stock, plus goodwill impairment, net gain or (loss) on marketable securities and other investments including impairment losses and investment activities by our venture capital subsidiary. We utilize and present Adjusted EBITDA as a further

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supplemental measure of our performance. We prepare Adjusted EBITDA to eliminate the impact of items we do not consider indicative of ongoing operating performance. You are encouraged to evaluate each adjustment and the reasons we consider them appropriate for supplemental analysis. As an analytical tool, Adjusted EBITDA is subject to all of the limitations applicable to EBITDA.

The following is a reconciliation of Adjusted EBITDA to EBITDA.

	Year Ended January 31			Three Months Ended April 30	
	2006	2005	2004	2006	2005
			(in millions)		
EBITDA	$ 1,421	$ 687	$ 622	$ 157	$ 989
Income from discontinued operations, net of tax	(582)	(137)	(127)	(12)	(530)
Depreciation and amortization of discontinued operations		(30)	(44)		
Provision for income taxes of discontinued operations	(293)	(18)	(19)	12	(335)
Gain on sale of business units and subsidiary common stock		(2)			
Goodwill impairment			7		
Net loss (gain) on marketable securities and other investments, including impairment losses	15	16	(5)		2
Investment activities by venture capital subsidiary	2	3	4		1
Adjusted EBITDA	$ 563	$ 519	$ 438	$ 157	$ 127

(5) Number of contracts from which we recognized more than $10 million in annual revenues in the period presented.

(6) Total consolidated negotiated backlog consists of funded backlog and negotiated unfunded backlog. Funded backlog represents the portion of backlog for which funding currently is appropriated or otherwise authorized and is payable to us upon completion of a specified portion of work, less revenues previously recognized. Our funded backlog does not include the full potential value of our contracts because the U.S. Government and our other customers often appropriate or authorize funds for a particular program or contract on a yearly or quarterly basis, even though the contract may call for performance over a number of years. Negotiated unfunded backlog represents (a) firm orders for which funding has not been appropriated or otherwise authorized and (b) unexercised contract options. When a definitive contract or contract amendment is executed and funding has been appropriated or otherwise authorized, funded backlog is increased by the difference between the funded dollar value of the contract or contract amendment and the revenues recognized to date. Negotiated unfunded backlog does not include any estimate of future potential task orders that might be awarded under (a) indefinite delivery / indefinite quantity contract vehicles, (b) government-wide acquisition contract vehicles or (c) U.S. General Services Administration Schedule contract vehicles. See Risk Factors Risks Relating to Our Business We may not realize as revenues the full amounts reflected in our backlog, which could adversely affect our future revenues and growth prospects, Management s Discussion and Analysis of Financial Condition and Results of Operations Key Financial Metrics Sources of Revenues Backlog and Business Contracts Backlog.

(7) Includes full-time and part-time employees and excludes employees of our former Telcordia Technologies, Inc. subsidiary.

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RISK FACTORS

You should carefully consider the risks and uncertainties described below in your evaluation of the transactions, our business and us. If any of these risks or uncertainties actually occur, our business, financial condition or operating results could be materially harmed and the price of our stock could decline.

Risks Relating to the Transactions and Our Stock

The new class A preferred stock that you receive initially will be illiquid.

The new class A preferred stock that you receive as a result of the merger will not be listed on a national securities exchange or traded in an organized over-the-counter market. In addition, the terms and conditions of New SAIC s restated certificate of incorporation will further restrict the transferability of your new class A preferred stock, which will be allocated among the four series. Under these provisions:

- series A-1 preferred stock may not be transferred to anyone other than a permitted transferee or converted into new common stock until 90 days after our IPO
- series A-2 preferred stock may not be transferred to anyone other than a permitted transferee or converted into new common stock until 180 days after our IPO
- series A-3 preferred stock may not be transferred to anyone other than a permitted transferee or converted into new common stock until 270 days after our IPO
- series A-4 preferred stock may not be transferred to anyone other than a permitted transferee or converted into new common stock until 360 days after our IPO

You also will be prohibited from buying a put option, selling a call option, short selling or entering into any other hedging or insurance transaction relating to your new class A preferred stock during these restriction periods.

Because shares of new common stock will be publicly traded following completion of the IPO and new class A preferred stock will be convertible into new common stock as the applicable restriction periods lapse, we will discontinue the limited market and terminate the share repurchase program.

Our new common stock has not been publicly traded, and the price of our new common stock may fluctuate substantially.

Although Old SAIC has sponsored a limited market in its common stock, there has been no public market for new common stock prior to the IPO. The price of the new common stock in the IPO will be negotiated with the lead underwriters and the market price at which our new common stock will trade following the IPO will be determined by market forces. The underwriters and public investors who trade in the new common stock may give different weight to factors or valuation methodologies or consider new factors or valuation methodologies other than those relied upon in determining the historical price of Old SAIC common stock. Therefore, the price negotiated with the lead underwriters and the market price at which our new common stock will trade following the IPO may be higher or lower than the historical prices of Old SAIC common stock. In addition, we cannot predict the extent to which a trading market will develop for new common stock or how liquid that market might become.

Broad market and industry factors may adversely affect the market price of our new common stock, regardless of our actual operating performance. Factors that could cause fluctuations in our stock price include, among other things:

- actual or anticipated variations in quarterly operating results

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- changes in financial estimates by us, by investors or by any financial analysts who might cover our stock
- our ability to meet the performance expectations of financial analysts or investors
- negative publicity regarding us, including relating to poor performance on a particular contract, employee misconduct or information security breaches
- disclosure of non-compliance with government laws and regulations relating to the protection of classified information, the procurement of government contracts and the conduct of lobbying and other activities
- changes in market valuations of other companies in our industry
- the expiration of the applicable restriction periods to which the class A preferred stock is subject, which could result in additional shares of our common stock being sold in the market
- general market and economic conditions
- announcements by us or our competitors of significant acquisitions, strategic partnerships or divestitures
- additions or departures of key personnel
- sales of our common stock, including sales by our directors and officers or our principal stockholders
- the relatively small percentage of our stock that will be held by non-employees following the IPO

Fluctuations caused by factors such as these may negatively affect the market price of our new common stock. In addition, the other risks described elsewhere in this proxy statement/prospectus could adversely affect our stock price.

Before the merger, Old SAIC intends to declare a special dividend payable to its stockholders of record. The net proceeds from the IPO will be less than the amount of this special dividend and we will have less cash available after the IPO and the payment of the special dividend.

Before the merger, the board of directors of Old SAIC intends to declare a special dividend that will be paid from cash held by Old SAIC to stockholders who will be holders of Old SAIC common stock as of the dividend record date to be set by the board of directors. The special dividend could exceed the net proceeds from the IPO, assuming the underwriters do not exercise their over-allotment option, by up to approximately $1 billion. As a result of the payment of the special dividend, we will have less cash available for working capital, capital spending and possible investments and acquisitions.

Except for the special dividend that Old SAIC intends to pay to holders of Old SAIC common stock, we do not intend to pay dividends on our capital stock.

Old SAIC has never declared or paid any cash dividend on its capital stock other than the special dividend. New SAIC does not expect to pay any dividends on our capital stock in the foreseeable future and intends to retain any future earnings to finance our operations and growth.

The Sarbanes-Oxley Act of 2002 requires us to document and test our internal controls over financial reporting as of fiscal 2008 and requires our independent registered public accounting firm to report on our assessment as to the effectiveness of these controls. Any delays or difficulty in satisfying these requirements could cause some investors to lose confidence in, or otherwise be unable to rely on, the accuracy of our reported financial information, which could adversely affect the trading price of our new common stock.

Section 404 of the Sarbanes-Oxley Act of 2002 requires us to document and test the effectiveness of our internal controls over financial reporting in accordance with an established internal control framework and to

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report on our conclusion as to the effectiveness of our internal controls. It also requires our independent registered public accounting firm to test our internal controls over financial reporting and report on the effectiveness of such controls as of January 31, 2008. Our independent registered public accounting firm is also required to test, evaluate and report on management s assessment of internal control.

In the second quarter of fiscal 2005, we reported the existence of a material weakness in our internal controls relating to income tax accounting. During a review and reconciliation of our worldwide income tax liabilities, we identified an overstatement of income tax expense of $13 million related to fiscal 2003 (which was corrected in an amendment to our Annual Report on Form 10-K for fiscal 2004). Although we believe we have remediated this weakness, similar or other weaknesses may be identified. If we conclude that our controls are not effective or if our independent registered public accounting firm concludes that either our controls are not effective or that we did not appropriately document and test our controls, investors could lose confidence in, or otherwise be unable to rely on, our reported financial information, which could adversely affect the trading price of our new common stock.

Future sales of substantial amounts of our new common stock, or the perception in the public markets that these sales may occur, could depress our stock price.

We cannot predict the effect, if any, that market sales of our new common stock or the availability of shares for sale will have on the market price prevailing from time to time. Although the shares of new class A preferred stock are subject to restrictions on conversion, the possibility of the conversion and sale, as well as the actual sales of this stock, may adversely affect the market price of our new common stock. These sales may also make it more difficult for us to raise capital through the issuance of equity securities at a time and at a price we deem appropriate.

The number of shares of new common stock to be sold in the IPO has not been determined, but it is expected to range from 10% to 20% of the total outstanding capital stock of New SAIC after the IPO. These shares will be freely transferable without restriction or further registration under the Securities Act. In addition, based on the number of shares of class A and class B common stock of Old SAIC outstanding as of the record date, approximately 326,216,092 shares of new class A preferred stock are expected to be outstanding as a result of the merger. The holders of our new class A preferred stock have owned their shares for many years and have not had access to a public market in which to sell their shares. After the restriction periods expire, shares of new class A preferred stock will be convertible on a one-for-one basis into shares of new common stock. A significant number of holders of our new class A preferred stock may convert their shares to take advantage of the public market in new common stock. Subject to certain limitations, those shares of new common stock will be freely tradable without restriction following the expiration of the transfer restriction periods. In addition to outstanding shares eligible for sale, additional shares of our new class A preferred stock will be issuable upon completion of the IPO under currently outstanding stock options. Substantial sales of these shares could adversely affect the market value of the new common stock.

Provisions in our charter documents and under Delaware law could delay or prevent transactions that many stockholders may favor.

Some provisions of our restated certificate of incorporation and restated bylaws may have the effect of delaying, discouraging or preventing a merger or acquisition that our stockholders may consider favorable, including transactions in which stockholders might receive a premium for their shares. These restrictions, which may also make it more difficult for our stockholders to elect directors not endorsed by our current directors and management, include the following:

Our restated certificate of incorporation provides for new class A preferred stock, which initially will give our founders, executive officers, employees and directors and their respective affiliates voting

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control over all matters requiring stockholder approval, including the election of directors and significant corporate transactions such as a merger or other sale of our company or its assets. This concentrated control could discourage others from initiating any potential merger, takeover or other business combination that other stockholders may view as beneficial.

Our restated certificate of incorporation provides that our restated bylaws and certain provisions of our restated certificate of incorporation may be amended only by two-thirds or more voting power of all of the outstanding shares entitled to vote. These supermajority voting requirements could impede our stockholders ability to make changes to our restated certificate of incorporation and restated bylaws, which could delay, discourage or prevent a merger, acquisition or business combination that our stockholders may consider favorable.

Our restated certificate of incorporation generally provides that mergers and certain other business combinations between us and a related person be approved by the holders of securities having at least 80% of our outstanding voting power, as well as by the holders of a majority of the voting power of such securities that are not owned by the related person. This supermajority voting requirement could prevent a merger, acquisition or business combination that our stockholders may consider favorable.

Our stockholders may not act by written consent. As a result, a holder, or holders, controlling a majority of our capital stock would not be able to take certain actions without holding a stockholders meeting.

Our board of directors may issue, without stockholder approval, shares of undesignated preferred stock. The ability to authorize undesignated preferred stock makes it possible for our board of directors to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to acquire us.

Our board of directors is classified and members of our board of directors serve staggered terms. Our classified board structure may discourage unsolicited takeover proposals that stockholders may consider favorable.

As a Delaware corporation, we are also subject to certain restrictions on business combinations. Under Delaware law, a corporation may not engage in a business combination with any holder of 15% or more of its capital stock unless the holder has held the stock for three years or, among other things, the board of directors has approved the business combination or the transaction pursuant to which such person became a 15% holder prior to the time the person became a 15% holder. Our board of directors could rely on Delaware law to prevent or delay an acquisition of us.

Risks Relating to Our Business

We depend on our contracts with U.S. Government agencies for a significant portion of our revenues and, if our reputation or relationships with these agencies were harmed, our future revenues and growth prospects would be adversely affected.

We are heavily dependent upon the U.S. Government as our primary customer and we believe that the success and development of our business will continue to depend on our successful participation in U.S. Government contract programs. We generated 89%, 86% and 85% of our total consolidated revenues from the U.S. Government (including all branches of the U.S. military) in fiscal 2006, 2005 and 2004, respectively. Revenues from the U.S. Army represented 16%, 13% and 13% of our total consolidated revenues in fiscal 2006, 2005 and 2004, respectively. Revenues from the U.S. Navy represented 14%, 13% and 12% of our total consolidated revenues in fiscal 2006, 2005 and 2004, respectively. Revenues from the U.S. Air Force represented 10%, 11% and 11% of our total consolidated revenues in fiscal 2006, 2005 and 2004, respectively.

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For the foreseeable future, we expect to continue to derive a substantial portion of our revenues from work performed under U.S. Government contracts. Our reputation and relationship with the U.S. Government, and in particular with the agencies of the Department of Defense (DoD) and the U.S. intelligence community, is a key factor in maintaining and growing revenues under contracts with the U.S. Government. Negative press reports regarding poor contract performance, employee misconduct, information security breaches or other aspects of our business could harm our reputation, particularly with these agencies. If our reputation with these agencies is negatively affected, or if we are suspended or debarred from contracting with government agencies for any reason, such actions would decrease the amount of business that the U.S. Government does with us and our future revenues and growth prospects would be adversely affected.

The U.S. Government may modify, curtail or terminate our contracts at any time prior to their completion and, if we do not replace them, we may be unable to sustain our revenue growth and may suffer a decline in revenues.

Many of the U.S. Government programs in which we participate as a contractor or subcontractor may extend for several years. These programs are normally funded on an annual basis. Under our contracts, the U.S. Government generally has the right not to exercise options to extend or expand our contracts and may modify, curtail or terminate the contracts and subcontracts at its convenience. Any decision by the U.S. Government not to exercise contract options or to modify, curtail or terminate our major programs or contracts would adversely affect our revenues and revenue growth.

We may not realize as revenues the full amounts reflected in our backlog, which could adversely affect our future revenues and growth prospects.

As of April 30, 2006, our total consolidated negotiated backlog was $15.8 billion, which included $3.9 billion in funded backlog (for information regarding our historical backlog levels, see Business Contracts Backlog). The U.S. Government s ability not to exercise contract options or to modify, curtail or terminate our major programs or contracts makes the calculation of backlog subject to numerous uncertainties. Due to the uncertain nature of our contracts with the U.S. Government and the rights of our customers in our Commercial segment to cancel contracts and purchase orders in certain circumstances, we may never realize revenues from some of the engagements that are included in our backlog. Our unfunded backlog, in particular, contains amounts that we may never realize as revenues because the maximum contract value specified under a U.S. Government contract or task order awarded to us is not necessarily indicative of the revenues that we will realize under that contract. If we fail to realize as revenues amounts included in our backlog, our future revenue and growth prospects may be adversely affected.

The U.S. Government has increasingly relied on certain types of contracts that are subject to a competitive bidding process. Due to this competitive pressure, we may be unable to sustain our revenue growth and profitability.

The U.S. Government has increasingly been using contract vehicles, such as indefinite delivery/indefinite quantity (IDIQ), government-wide acquisition contracts (GWACs) and General Services Administration (GSA) Schedule contract vehicles, to obtain commitments from contractors to provide various products or services on pre-established terms and conditions. Under these contracts, the U.S. Government issues task orders for specific services or products it needs and the contractor supplies these products or services in accordance with the previously agreed terms. These contracts often have multi-year terms and unfunded ceiling amounts, therefore enabling but not committing the U.S. Government to purchase substantial amounts of products and services from one or more contractors. These contracts are typically subject to a competitive bidding process that results in greater competition and increased pricing pressure. Accordingly, we may not be able to realize revenues and/or

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maintain our historical profit margins under these contracts. The competitive bidding process also presents a number of more general risks, including the risk of unforeseen technological difficulties and cost overruns that may result from our bidding on programs before completion of their design and the risk that we may encounter expense, delay or modifications to previously awarded contracts as a result of our competitors protesting or challenging contracts awarded to us in competitive bidding. Our failure to compete effectively in this procurement environment would adversely affect our revenues and/or profitability.

Our overall profit margins on our contracts may decrease and our results of operations could be adversely affected if material and subcontract revenues continue to grow at a faster rate than labor-related revenues.

Our revenues are generated from either the efforts of our technical staff, which we refer to as labor-related revenues, or the receipt of payments for the costs of materials and subcontracts used in a project, which we refer to as material and subcontract (M&S) revenues. Generally, our M&S revenues have lower profit margins than our labor-related revenues. Our labor-related revenues increased by 6% from fiscal 2005 to 2006, by 16% from fiscal 2004 to 2005 and by 16% from fiscal 2003 to 2004, while our M&S revenues increased by 13% from fiscal 2005 to 2006, by 39% from fiscal 2004 to 2005 and by 32% from fiscal 2003 to 2004. M&S revenues accounted for 37%, 36% and 32% of our total consolidated revenues for fiscal 2006, 2005 and 2004, respectively, and labor-related revenues accounted for 63%, 64% and 68% of our total consolidated revenues for fiscal 2006, 2005 and 2004, respectively. If M&S revenues continue to grow at a faster rate than labor-related revenues, our overall profit margins on our contracts may decrease and our profitability could be adversely affected.

A decline in the U.S. defense budget or changes in budgetary priorities may adversely affect our future revenues and limit our growth prospects.

Revenues under contracts with the DoD, including subcontracts under which the DoD is the ultimate purchaser, represented 69% of our total consolidated revenues in fiscal 2006. Changes in the budgetary priorities of the U.S. Government or the DoD could directly affect our operating results. For example, the U.S. defense budget declined in the late 1980s and the early 1990s, resulting in a slowing of new program starts, program delays and program cancellations. These reductions caused most defense-related government contractors to experience declining revenues, increased pressure on operating margins and, in some cases, net losses. While spending authorizations for defense-related programs by the U.S. Government have increased in recent years, and in particular after the September 11, 2001 terrorist attacks, these spending levels may not be sustainable, and future levels of spending and authorizations for these programs may decrease, remain constant or shift to programs in areas where we do not currently provide services. Such changes in spending authorizations and budgetary priorities could occur due to the significant relief and recovery costs associated with natural disasters, the rapid growth of the federal budget deficit, increasing political pressure to reduce overall levels of government spending, or other factors. The U.S. Government conducted a strategic review of the U.S. defense budget in government fiscal 2005 and 2006, known as the Quadrennial Defense Review (QDR), and the results of this strategic review may result in shifts in DoD budgetary priorities or reductions in overall U.S. Government spending for defense-related programs, including with respect to programs from which we expect to derive a significant portion of our revenues. A significant decline in overall U.S. Government spending, including in the areas of national security, defense transformation, intelligence and homeland security, or a significant shift in its spending priorities, or the substantial reduction or elimination of particular defense-related programs, would adversely affect our future revenues and limit our growth prospects.

A delay in the completion of the U.S. Government s budget process could delay procurement of our services and solutions and have an adverse effect on our future revenues.

In years when the U.S. Government does not complete its budget process before the end of its fiscal year on September 30, government operations are typically funded pursuant to a continuing resolution that

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authorizes agencies of the U.S. Government to continue to operate, but does not authorize new spending initiatives. When the U.S. Government operates under a continuing resolution, delays can occur in the procurement of our services and solutions. We have from time to time experienced a decline in revenues in our quarter ending January 31 as a result of this annual budget cycle, and we could experience similar declines in revenues if the budget process is delayed significantly in future periods. For example, the delay in the approval of a supplemental spending bill in 2006 resulted in procurement delays by the U.S. Government. Similar delays could have an adverse effect on our future revenues.

Our financial results may vary significantly from period-to-period.

Our financial results may fluctuate as a result of a number of factors, many of which are outside of our control. For these reasons, comparing our operating results on a period-to-period basis may not be meaningful, and you should not rely on our past results as an indication of our future performance. Our financial results may be negatively affected by any of the risk factors listed in this Risk Factors section and, in particular, the following risks:

- a reduction of government funding or delay in the completion of the U.S. Government s budget process
- decisions by the U.S. Government not to exercise contract options or to modify, curtail or terminate our major programs or contracts
- the potential decline in our overall profit margins if our material and subcontract revenues grow at a faster rate than labor-related revenues
- failure to accurately estimate or control costs under firm fixed price (FFP) contracts
- adverse judgments or settlements in legal disputes
- expenses related to acquisitions, mergers or joint ventures
- other one-time financial charges

The failure to successfully resolve issues related to our Greek Olympic contract could adversely affect our profitability and could require us to make large payments to the Greek government.

We entered into an FFP contract with the Greek government (Greek contract) to provide the security infrastructure that was used to support the 2004 Athens Summer Olympic Games and to serve as the security system for the Greek government s public order departments after the Olympic Games. The Greek government has not made various payments under this contract and has not yet formally accepted the security infrastructure, which contains certain omissions and deviations from the contractual requirements. In 2005, we submitted a proposal for an alternative technical approach for the Command Decision and Support System (subsystems 1-7) and are attempting to address the omissions and deviations identified on the other subsystems. We have been negotiating for many months with the Greek government for a contractual modification to address technical, financial and contractual issues. To date, a mutually satisfactory agreement on the contractual modification has not been reached. Standby letters of credit relating to payment, performance and offset bonding arrangements under the contract totaling

$234 million have been issued. Under the terms of these bonding arrangements, the Greek government could call these standby letters of credit at any time by submitting a written statement to the guaranteeing bank that we have not fulfilled our obligations under the contract. If this occurs, the banks issuing the letters of credit supporting these bonding arrangements will be entitled to immediate payment from us for the amount obtained from the guaranteeing banks by the Greek government, reducing our cash balances. Although we believe that any amounts obtained by the Greek government through the calling of these letters of credit may be retained by the Greek government only as security against any actual damages it proves in arbitration, if the

Greek government does call these letters of credit, we can make no assurances as to whether we will be successful in arbitration or able to recover amounts owed from the Greek government.

Although we have been in discussions with the Greek government and our principal subcontractor to attempt to resolve these issues, we may not be able to reach mutually acceptable agreements, and we cannot predict the financial impact on us of the resolution of these issues. On April 21, 2006, we instituted arbitration proceedings before the International Chamber of Commerce to pursue our rights and remedies related to this contract. Under the terms of the contract, disputes are subject to ultimate resolution by binding arbitration before a panel of three Greek arbitrators in Greece. We have received $147 million of payments from the Greek government under the contract and recognized as revenues only $119 million of the total system price of $199 million. Even though the Greek government requested an extension of time in which to submit its answer to our arbitration complaint and we have continued efforts to attempt to negotiate a contract modification, the Greek government may file a counterclaim against us in the arbitration for damages, which could include reprocurement costs, repayment of amounts paid under the contract and penalties for delayed delivery and other types of damages. Due to the early stage of the arbitration, the amount of any claims that the Greek government may assert against us in the arbitration is not known. As of April 30, 2006, we have recorded $121 million of losses on this contract and unfavorable resolution of this matter could further adversely affect our profitability and cash balances. See Management s Discussion and Analysis of Financial Condition and Results of Operations Commitments and Contingencies Firm Fixed-Price Contract with the Greek Government and Note 19 of the notes to consolidated financial statements for fiscal 2006.

We use estimates in recognizing revenue, and changes in our estimates could adversely affect our future financial results.

Revenues from our contracts are primarily recognized using the percentage-of-completion method based on progress towards completion, with performance measured by the cost-to-cost method, efforts-expended method or units-of-delivery method, all of which require estimates of total costs at completion. Estimating costs at completion on our long-term contracts, particularly due to the technical nature of the services being performed, is complex and involves significant judgment. Adjustments to original estimates are often required as work progresses, experience is gained and additional information becomes known, even though the scope of the work required under the contract may not change. Any adjustment as a result of a change in estimate is recognized as events become known. Should updated estimates indicate that we will experience a loss on the contract, we recognize the estimated loss at the time it is determined. Additional information may subsequently indicate that the loss is more or less than initially recognized, which requires further adjustments in our consolidated financial statements, as was the case with the Greek contract. Due to the size of many of our contracts, changes in the underlying assumptions, circumstances or estimates could result in adjustments that may adversely affect future financial results.

Adverse judgments or settlements in legal disputes could require us to pay potentially large damage awards, which would adversely affect our cash balances and profitability.

We are subject to, and may become a party to, a variety of litigation or other claims and suits that arise from time to time in the ordinary course of our business. Adverse judgments or settlements in some or all of these legal disputes may result in significant monetary damages or injunctive relief against us. The litigation and other claims described in this proxy statement/prospectus are subject to inherent uncertainties and management s view of these matters may change in the future. For example, an unfavorable final settlement or judgment of our dispute with the Greek government, Telcordia Technologies, Inc. s dispute with Telkom South Africa, or our disputes relating to our joint venture, INTESA, could adversely affect our cash balances and profitability. See Management s Discussion and Analysis of Financial Condition and Results of Operations Commitments and Contingencies.

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Our failure to attract, train and retain skilled employees, including our management team, would adversely affect our ability to execute our strategy.

The availability of highly trained and skilled technical, professional and management personnel is critical to our future growth and profitability. Competition for scientists, engineers, technicians and professional and management personnel is intense and competitors aggressively recruit key employees. Because of our growth and increased competition for experienced personnel, particularly in highly specialized areas, it has become more difficult to meet all of our needs for these employees in a timely manner and this may affect our growth in the current fiscal year. Although we intend to continue to devote significant resources to recruit, train and retain qualified employees, we may not be able to attract and retain these employees. Any failure to do so would have an adverse effect on our ability to execute our strategy.

In addition to attracting and retaining qualified engineering, technical and professional personnel, we believe that our success will also depend on the continued employment of a highly qualified and experienced senior management team and its ability to generate new business. Our inability to retain appropriately qualified and experienced senior executives could cause us to lose customer relationships or new business opportunities.

Our revenues and growth prospects may be adversely affected if we or our employees are unable to obtain the security clearances or other qualifications we and they need to perform services for our customers.

Many U.S. Government programs require contractors to have security clearances. Depending on the level of required clearance, security clearances can be difficult and time-consuming to obtain. If we or our employees are unable to obtain or retain necessary security clearances, we may not be able to win new business, and our existing customers could terminate their contracts with us or decide not to renew them. To the extent we cannot obtain or maintain the required security clearances for our employees working on a particular contract, we may not derive the revenue anticipated from the contract.

Employee misconduct, including security breaches, or our failure to comply with laws or regulations applicable to our business could cause us to lose customers or our ability to contract with the U.S. Government.

Because we are a U.S. Government contractor, misconduct, fraud or other improper activities by our employees or our failure to comply with laws or regulations could have a significant negative impact on our business and reputation. Such misconduct could include the failure to comply with U.S. Government procurement regulations, regulations regarding the protection of classified information, legislation regarding the pricing of labor and other costs in U.S. Government contracts, regulations on lobbying or similar activities, environmental laws and any other applicable laws or regulations. Many of the systems we develop involve managing and protecting information relating to national security and other sensitive government functions. A security breach in one of these systems could prevent us from having access to such critically sensitive systems. Other examples of potential employee misconduct include time card fraud and violations of the Anti-Kickback Act. The precautions we take to prevent and detect these activities may not be effective, and we could face unknown risks or losses. Our failure to comply with applicable laws or regulations or misconduct by any of our employees could subject us to fines and penalties, loss of security clearance and suspension or debarment from contracting with the U.S. Government, any of which would adversely affect our business.

Our U.S. Government contracts may be terminated and we may be liable for penalties under a variety of procurement rules and regulations and changes in government regulations or practices could adversely affect our profitability, cash balances or growth prospects.

We must comply with laws and regulations relating to the formation, administration and performance of U.S. Government contracts, which affect how we do business with our customers. Such laws and regulations may

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potentially impose added costs on our business and our failure to comply with them may lead to penalties and the termination of our U.S. Government contracts. Some significant regulations that affect us include:

- the Federal Acquisition Regulation and supplements, which regulate the formation, administration and performance of U.S. Government contracts
- the Truth in Negotiations Act, which requires certification and disclosure of cost and pricing data in connection with contract negotiations
- the Cost Accounting Standards, which impose accounting requirements that govern our right to reimbursement under certain cost-based government contracts

The U.S. Government may revise its procurement practices or adopt new contract rules and regulations, such as cost accounting standards, at any time. In addition, the U.S. Government may face restrictions or pressure from government employees and their unions regarding the amount of services the U.S. Government may obtain from private contractors. Any of these changes could impair our ability to obtain new contracts or contracts under which we currently perform when those contracts are put up for recompetition bids. Any new contracting methods could be costly or administratively difficult for us to implement and could adversely affect our future revenues.

Additionally, our contracts with the U.S. Government are subject to periodic review and investigation. If such a review or investigation identifies improper or illegal activities, we may be subject to civil or criminal penalties or administrative sanctions, including the termination of contracts, forfeiture of profits, the triggering of price reduction clauses, suspension of payments, fines and suspension or debarment from doing business with U.S. Government agencies. We could also suffer harm to our reputation if allegations of impropriety were made against us, which would impair our ability to win awards of contracts in the future or receive renewals of existing contracts. We are from time to time subject to investigations by the DoD and other agencies. Although we have never had any material penalties or administrative sanctions imposed upon us, such penalties and sanctions are not uncommon in the industry. If we incur a material penalty or administrative sanction or otherwise suffer harm to our reputation, our profitability, cash position and future prospects could be adversely affected.

Our business is subject to routine audits and cost adjustments by the U.S. Government, which, if resolved unfavorably to us, could adversely affect our profitability.

U.S. Government agencies routinely audit and review their contractors performance on contracts, cost structure, pricing practices and compliance with applicable laws, regulations and standards. They also review the adequacy of, and a contractor s compliance with, its internal control systems and policies, including the contractor s purchasing, property, estimating, compensation and management information systems. Such audits may result in adjustments to our contract costs, and any costs found to be improperly allocated will not be reimbursed. To date, none of our audits have resulted in material adjustments and all of our indirect contract costs have been agreed upon through fiscal 2003 and are not subject to further adjustment. We have recorded contract revenues in fiscal 2006, 2005 and 2004 based upon costs we expect to realize upon final audit. However, we do not know the outcome of any future audits and adjustments and, if future audit adjustments exceed our estimates, our profitability could be adversely affected.

If we are unable to accurately estimate the costs, time and resources, or to effectively manage and control costs, associated with various contractual commitments, our profitability may be adversely affected.

Over the last three fiscal years, an average of 18% of our total consolidated revenues were derived from FFP and target cost and fee with risk sharing contracts, in which we bear risk that our actual costs may exceed the

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estimated costs on which the prices are negotiated. Under FFP contracts, we agree to fulfill our obligations at a set price. Under target cost and fee with risk sharing contracts, customers reimburse our costs plus a specified or target fee or profit, if our actual costs equal a negotiated target cost. Under such contracts, if our actual costs exceed the target costs, our target fee and cost reimbursement are reduced by a portion of the cost overrun. When making proposals for engagements on these types of contracts, we rely heavily on our estimates of costs and timing for completing the associated projects, as well as assumptions regarding technical issues. In each case, our failure to accurately estimate costs or the resources and technology needed to perform our contracts or to effectively manage and control our costs during the performance of our work could result, and in some instances, including the Greek contract, has resulted, in reduced profits or in losses. More generally, any increased or unexpected costs or unanticipated delays in connection with the performance of these contracts, including costs and delays caused by contractual disputes or other factors outside of our control, could make these contracts less profitable or unprofitable. We have recorded losses on FFP contracts from time to time, including the Greek contract. Future losses could have a material adverse effect on our profitability.

Our services and operations sometimes involve using, handling or disposing of hazardous materials, which could expose us to potentially significant liabilities.

Our services sometimes involve the investigation or remediation of environmental hazards, as well as the use, handling or disposal of hazardous materials. These activities and our operations generally subject us to extensive foreign, federal, state and local environmental protection and health and safety laws and regulations, which, among other things, require us to incur costs to comply with these regulations and could impose liability on us for contamination. Furthermore, failure to comply with these environmental protection and health and safety laws could result in civil or criminal sanctions, including fines, penalties or suspension or debarment from contracting with the U.S. Government. Additionally, our ownership and operation of real property also subjects us to environmental protection laws, some of which hold current or previous owners or operators of businesses and real property liable for contamination, even if they did not know of and were not responsible for the contamination. Although we have not incurred any material costs related to environmental matters to date, any violations of, or liabilities pursuant to, these laws or regulations could adversely affect our financial condition and operating results.

Acquisitions, investments and joint ventures could result in operating difficulties, dilution and other adverse consequences to our business.

We have historically supplemented our internal growth through acquisitions, investments and joint ventures and expect that a significant portion of our planned growth will continue to come from these transactions. We evaluate potential acquisitions, investments and joint ventures on an ongoing basis. Our acquisitions, investments and joint ventures pose many risks, including:

- we may not be able to compete successfully for available acquisition candidates, complete future acquisitions and investments or accurately estimate the financial effect of acquisitions and investments on our business
- future acquisitions, investments and joint ventures may require us to issue capital stock or spend significant cash or may result in a decrease in our operating income or operating margins and we may be unable to recover investments made in any such acquisitions
- we may have trouble integrating acquired businesses or retaining their personnel or customers
- acquisitions, investments or joint ventures may disrupt our business and distract our management from other responsibilities

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we may not be able to effectively influence the operations of our joint ventures, which could adversely affect our operations

We may not be able to continue to identify attractive acquisitions or joint ventures. Acquired entities or joint ventures may not operate profitably. Additionally, we may not realize anticipated synergies and acquisitions may not result in improved operating performance. If our acquisitions, investments or joint ventures fail or perform poorly, our business could be adversely affected.

In conducting our business, we depend on other contractors and subcontractors. If these parties fail to satisfy their obligations to us or the U.S. Government, or if we are unable to maintain these relationships, our revenues, profitability and growth prospects could be adversely affected.

We depend on contractors and subcontractors in conducting our business. There is a risk that we may have disputes with our subcontractors arising from, among other things, the quality and timeliness of work performed by the subcontractor, customer concerns about the subcontractor, our failure to extend existing task orders or issue new task orders under a subcontract, or our hiring of a subcontractor s personnel. In addition, if any of our subcontractors fail to deliver on a timely basis the agreed-upon supplies and/or perform the agreed-upon services, our ability to fulfill our obligations as a prime contractor may be jeopardized. During the past five fiscal years, on several occasions we have incurred non-material losses resulting from the failure of our subcontractors to perform their subcontract obligations. Although material losses due to subcontractor performance problems have been rare, material losses could arise in future periods and subcontractor performance deficiencies could result in a customer terminating a contract for default. A termination for default could expose us to liability and have an adverse effect on our ability to compete for future contracts and orders, especially if the customer is an agency of the U.S. Government.

We also rely on relationships with other contractors when we act as their subcontractor or joint venture partner. Our future revenues and growth prospects could be adversely affected if other contractors eliminate or reduce their subcontracts or joint venture relationships with us, or if the U.S. Government terminates or reduces these other contractors programs, does not award them new contracts or refuses to pay under a contract. Additionally, companies that do not initially have access to U.S. Government contracts may perform services as our subcontractor for a U.S. Government customer, and through that exposure secure future positions as prime U.S. Government contractors. If any of our current subcontractors were awarded prime contractor status in the future, not only would we have to compete with them for future U.S. Government contracts, but our ability to perform our current and future contracts might also be impaired.

Systems failures could disrupt our business and impair our ability to effectively provide our products and services to our customers, which could damage our reputation and adversely affect our revenues and profitability.

We are subject to systems failures, including network, software or hardware failures, whether caused by us, third-party service providers, intruders or hackers, computer viruses, natural disasters, power shortages or terrorist attacks. Through fiscal 2008, we will be making significant changes to our internal financial systems, which could also subject us to systems failures. Any such failures could cause loss of data and interruptions or delays in our or our customers businesses and could damage our reputation. In addition, the failure or disruption of our communications or utilities could cause us to interrupt or suspend our operations or otherwise adversely affect our business. Our property and business interruption insurance may be inadequate to compensate us for all losses that may occur as a result of any system or operational failure or disruption and, as a result, our future results could be adversely affected.

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The systems and networks that we maintain for our customers could also fail. If a system or network we maintain were to fail or experience service interruptions, we might experience loss of revenue or face claims for damages or contract termination. Our errors and omissions liability insurance may be inadequate to compensate us for all the damages that we might incur and, as a result, our future results could be adversely affected.

We have only a limited ability to protect our intellectual property rights, which are important to our success. Our failure to adequately protect our intellectual property rights could adversely affect our competitive position.

Our success depends, in part, upon our ability to protect our proprietary information and other intellectual property. We rely principally on trade secrets to protect much of our intellectual property where we do not believe that patent or copyright protection is appropriate or obtainable. However, trade secrets are difficult to protect. Although our employees are subject to confidentiality obligations, this protection may be inadequate to deter or prevent misappropriation of our confidential information. In addition, we may be unable to detect unauthorized use of our intellectual property or otherwise take appropriate steps to enforce our rights. Failure to obtain or maintain trade secret protection would adversely affect our competitive business position. In addition, if we are unable to prevent third parties from infringing or misappropriating our copyrights, trademarks or other proprietary information, our competitive position could be adversely affected.

We face risks associated with our international business.

Approximately 3% of our total consolidated revenues in each of fiscal 2006, 2005 and 2004 was generated by SAIC entities outside of the United States. Additionally, our domestic entities periodically enter into contracts with foreign customers. These international business operations are subject to a variety of the risks associated with conducting business internationally, including:

- changes in or interpretations of foreign laws, regulations or policies that may adversely affect the performance of our services, sale of our products or repatriation of our profits to the United States
- the imposition of tariffs
- hyperinflation or economic or political instability in foreign countries
- imposition of limitations on or increase of withholding and other taxes on remittances and other payments by foreign subsidiaries or joint ventures
- conducting business in places where laws, business practices and customs are unfamiliar or unknown
- the imposition of restrictive trade policies
- the imposition of inconsistent laws or regulations

- the imposition or increase of investment and other restrictions or requirements by foreign governments
- uncertainties relating to foreign laws and legal and arbitration proceedings
- compliance with a variety of U.S. laws, including the Foreign Corrupt Practices Act
- compliance with U.S. export control regulations and policies that restrict our ability to communicate with non-U.S. employees and supply foreign affiliates and customers
- compliance with licensing requirements

Although revenues derived from our international operations have been relatively low, we do not know the impact that these regulatory, geopolitical and other factors may have on our business in the future and any of

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these factors could materially adversely affect our business. Failure to comply with U.S. Government laws and regulations applicable to international business like the Foreign Corrupt Practices Act or U.S. export control regulations could have an adverse impact on our business with the U.S. Government. Additionally, these risks relating to international operations may expose us to potentially significant contract losses. For example, we have incurred significant losses under our Greek contract, and a portion of these losses may be attributable to difficulties associated with conducting business internationally.

We face aggressive competition that can impact our ability to obtain contracts and therefore affect our future revenues and growth prospects.

Our business is highly competitive in both the Government and Commercial segments. We compete with larger companies that have greater name recognition, financial resources and larger technical staffs. We also compete with smaller, more specialized entities that are able to concentrate their resources on particular areas. In the Government segment, we also compete with the U.S. Government s own capabilities and federal non-profit contract research centers. To remain competitive, we must provide superior service and performance on a cost-effective basis to our customers.

Our existing indebtedness may affect our ability to take certain extraordinary corporate actions and may negatively affect our ability to borrow additional amounts at favorable rates.

As of April 30, 2006, we had approximately $1.2 billion in notes payable and long-term debt. The terms of the credit facilities place certain limitations on our ability to undertake extraordinary corporate transactions, such as a sale of significant assets. As a result, it may be more difficult for us to take these actions and the interests of our creditors in such transactions may be different from the interests of our stockholders. Additionally, the existence of this debt may make it more difficult for us to borrow additional amounts at favorable rates. For additional information regarding our existing indebtedness, see Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Outstanding Indebtedness.

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FORWARD-LOOKING STATEMENTS

This proxy statement/prospectus, including the sections entitled Questions and Answers, Summary, Risk Factors, Forward-Looking Statements, Proposal I The Merger, Management s Discussion and Analysis of Financial Condition and Results of Operations, and Business, contains forward-looking statements that are based on our management s belief and assumptions about the future in light of information currently available to our management. These statements relate to the proposed merger, IPO and special dividend, as well as to future events or our future financial performance, and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. These factors include, but are not limited to:

- changes in the U.S. Government defense budget or budgetary priorities or delays in the U.S. budget process
- changes in U.S. Government procurement rules and regulations
- our compliance with various U.S. Government and other government procurement rules and regulations
- the outcome of U.S. Government audits of our company
- our ability to win contracts with the U.S. Government and others
- our ability to attract, train and retain skilled employees
- our ability to maintain relationships with prime contractors, subcontractors and joint venture partners
- our ability to obtain required security clearances for our employees
- our ability to accurately estimate costs associated with our firm fixed price and other contracts
- resolution of legal and other disputes with our customers and others, including our ability to resolve issues related to the Greek contract
- our ability to acquire businesses and make investments
- our ability to manage risks associated with our international business
- our ability to compete with others in the markets in which we operate

our ability to execute our business plan effectively and to overcome these and other known and unknown risks that we face

In some cases, you can identify forward-looking statements by terminology such as may, will, should, expects, intends, plans, anticipate believes, estimates, predicts, potential, continue or the negative of these terms or other comparable terminology. Although we believe that th expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. There are a number of important factors that could cause our actual results to differ materially from those results anticipated by our forward-looking statements. These factors are discussed elsewhere in this proxy statement/prospectus, including under the heading Risk Factors. We do not intend to update any of the forward-looking statements after the date of this proxy statement/prospectus or to conform these statements to actual results.

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THE SPECIAL MEETING, VOTING AND PROXIES

Date, Time and Place

The special meeting will be held at , on , 2006, at (local time). For the convenience of our stockholders, the meeting will be videocast to and at other locations, and will be webcast on our website (www.saic.com) and on ISSAIC.

Purpose of the Special Meeting

At the special meeting, the stockholders of Old SAIC are being asked to consider and vote upon: (1) an Agreement and Plan of Merger, as amended and restated as of July 24, 2006, among Old SAIC, New SAIC and SAIC Merger Sub, Inc., pursuant to which Old SAIC will become a wholly-owned subsidiary of New SAIC, and each outstanding share of class A common stock will be converted into the right to receive two shares of new class A preferred stock and each outstanding share of class B common stock will be, subject to the exercise of appraisal rights, converted into the right to receive 40 shares of new class A preferred stock; (2) the 2006 Equity Incentive Plan; and (3) the 2006 Employee Stock Purchase Plan.

Our board of directors has unanimously determined that the merger agreement and the approval and adoption of the 2006 Equity Incentive Plan and the 2006 Employee Stock Purchase Plan are advisable and in the best interests of our stockholders and, unanimously recommends that you vote **FOR** each of these proposals.

Votes Required to Approve the Proposals

A majority in voting power of all issued and outstanding shares of Old SAIC common stock entitled to vote is required for adoption of the merger agreement, and a majority in voting power of the issued and outstanding shares of Old SAIC common stock present in person or by proxy at the special meeting and entitled to vote thereon is required for approval of the 2006 Equity Incentive Plan and the 2006 Employee Stock Purchase Plan.

Record Date and Shares Outstanding

Stockholders of record of class A common stock and class B common stock as of the close of business on July 7, 2006, the record date, are entitled to notice of, and to vote at, the special meeting.

As of the record date, Old SAIC had 159,073,906 shares of class A common stock and 201,707 shares of class B common stock outstanding. Old SAIC has no other class of capital stock outstanding. The Old SAIC class A common stock and the class B common stock vote together as a single class on all proposals.

Quorum and Abstentions

The presence at the meeting, either in person or by proxy, of the holders of a majority of the total voting power of the shares of Old SAIC common stock outstanding on the record date is necessary to constitute a quorum and to conduct business at the special meeting. Abstentions will be counted for the purpose of determining whether a quorum is present for the transaction of business, but will not be counted for approval of a proposal. As a result, abstentions will have the effect of a vote against a proposal. All votes will be tabulated by the inspectors of election appointed for the special meeting, who will separately tabulate affirmative and negative votes and abstentions.

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Votes Per Share

Each holder of class A common stock will be entitled to one vote per share and each holder of class B common stock will be entitled to 20 votes per share, in person or by proxy, for each share of Old SAIC common stock held in such stockholder s name as of the record date on any matter submitted to a vote of stockholders at the special meeting.

Methods for Voting

To ensure that your vote is recorded promptly, please submit your proxy or voting instructions as soon as possible, even if you plan to attend the special meeting in person. Most stockholders have three options for submitting their proxy or voting instructions: (1) by the Internet by following the instructions at www.proxyvote.com, (2) by telephone by calling 1-800-690-6903 and following the instructions or (3) by mail by signing and returning the proxy and voting instruction card in the enclosed postage-paid envelope. Proxies must be submitted no later than 11:59 p.m. Eastern time on , 2006, and voting instructions to trustees of retirement plans must be submitted no later than 11:59 p.m. Eastern time on , 2006. If you have Internet access, we encourage you to record your proxy or voting instructions on the Internet. It is convenient, and it saves us significant postage and processing costs.

Regardless of the method used to submit your proxy or voting instructions, your shares will be voted at the special meeting as you direct. If you sign and return your proxy (or submit a proxy via the Internet or by telephone) without providing voting directions, your shares will be voted in favor of each of the proposals. The persons appointed as proxies to vote at the special meeting may vote or act in accordance with their judgment on any other matters properly presented for action at the special meeting and at any adjournments, postponements or continuations of the meeting.

None of the proxies or voting instructions received by Old SAIC that accompanied the original proxy statement/prospectus, or received by the Internet or telephone pursuant to instructions in the original proxy statement/prospectus, for the December 16, 2005 meeting can be voted at the upcoming special meeting. In order for your vote to be counted at the upcoming special meeting, you must submit a new proxy or voting instructions by the Internet, telephone or mail, or vote in person at the meeting.

Revocation of Proxies or Voting Instructions and Voting in Person

You may revoke or change your proxy or voting instructions by submitting another proxy or voting instructions with a later date, or by sending a written notice of revocation to our Secretary at our principal executive offices. Revocations or changes in proxies must be submitted no later than 11:59 p.m. Eastern time on , 2006, and revocations or changes in voting instructions must be submitted no later than 11:59 p.m. Eastern time on , 2006. If you attend the special meeting and vote by ballot, any proxy that you submitted previously to vote the same shares will be revoked automatically and only your vote at the special meeting will be counted. You must attend the special meeting at in order to be entitled to vote in person.

Voting of Shares Held by the SAIC Retirement Plans

Each participant in the SAIC Retirement Plan, the Telcordia Technologies 401(k) Savings Plan of Telcordia Technologies, Inc., a wholly-owned subsidiary of SAIC until its sale on March 15, 2005, and the AMSEC Employees 401(k) Profit Sharing Plan of AMSEC LLC, a joint venture in which SAIC owns 55%, has the right to instruct Vanguard Fiduciary Trust Company, as trustee, on a confidential basis how to vote his or her

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proportionate interests in all allocated shares of common stock held in the plans. The trustee will vote all allocated shares held in the plans as to which no voting instructions are received, together with all unallocated shares held in the plans, in the same proportion, on a plan-by-plan basis, as the allocated shares for which voting instructions have been received. The trustee s duties with respect to voting the common stock in the plans are governed by the fiduciary provisions of the Employee Retirement Income Security Act of 1974, as amended.

Voting of Shares Held by the SAIC Stock Plans

Under the terms of SAIC s Stock Compensation Plan, Management Stock Compensation Plan and Key Executive Stock Deferral Plan, Wachovia Bank, N.A., as trustee, has the power to vote the shares of class A common stock held on behalf of participants of the plans. Wachovia will vote all such shares of class A common stock in the same proportion that the other stockholders of SAIC vote their shares of common stock.

Confidentiality of Voting

The manner in which record holders vote their shares will be maintained in confidence, and we will not have access to individual voting directions of plan participants.

Solicitation

We will bear the entire cost of this solicitation of proxies, including the preparation, assembly, printing, and mailing of this proxy statement/prospectus, the proxy, and any additional solicitation materials furnished to stockholders by us. Certain of our directors, officers and other employees, without commission or other remuneration, may also solicit proxies personally or in writing, by telephone, e-mail or otherwise.

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PROPOSAL I THE MERGER

Purposes of the Merger

Our stockholders and employees were informed in June 2005 that our board of directors was conducting a review of strategic alternatives that included selling stock to the public in an IPO, seeking private equity capital, issuing additional long-term debt and exploring various means of increasing employee purchases of our common stock. After completing this review, the board determined that an IPO would best address our long-term objectives. The other alternatives were rejected for a variety of reasons, including that they did not solve the imbalance in the stock system, involved higher financing costs or represented only a temporary solution to our capital structure issues.

Our board of directors unanimously believes that creating a publicly traded stock is in the best interests of SAIC and our stockholders and employees. An IPO will provide us with greater financial flexibility to grow our business. We also believe that the IPO and new capital structure created by the merger will enable us to implement our vision and long-term strategy while preserving our core values, and focus on providing an environment where our employees entrepreneurial spirit can flourish. Specifically, we believe the IPO is the preferred alternative because it will:

- Enable us to use our cash and cash flows generated from operations to fund internal growth and growth through acquisitions. Although we had no legal obligation to do so, over the five fiscal years ended January 31, 2006 we used more than $2.4 billion of cash to provide liquidity to our stockholders by purchasing shares in our limited secondary market and in other transactions. We have maintained excess cash to address this ongoing imbalance in our stock system caused by more shares sold by selling stockholders than the number of shares purchased by buyers other than us. We expect that this significant stock system imbalance, and the related need to maintain excess cash, would continue for the foreseeable future without the IPO. Creating a public market for our common stock will eliminate our use of cash to provide liquidity to our stockholders by repurchasing their shares in the limited market or in other transactions.

- Provide us with the ability to use our publicly-traded common stock to pursue stock-based acquisitions that otherwise might not be available to us. We intend to continue our disciplined approach to internal investments and acquisitions that support our strategic growth plans.

Our company was founded on the belief that those who contribute to our success should own the company and benefit from that success. The transfer restrictions on the Old SAIC common stock have ensured that we remained owned and controlled by our current and former employees and their families. We have been able to provide limited liquidity by offering to purchase shares on a quarterly basis at prices set by our board of directors. This dedication to employee ownership has served us well over the years.

Our customers require us to make significant financial investments in our business. Our cash position is strong, but our stock system has consumed substantial amounts of our cash because of a significant imbalance between the number of shares sold and purchased by buyers other than the company. If we do nothing, this imbalance is expected to continue and consume a substantial portion of the cash generated by our business. If this happens, we will not be able to make the investments in our business we believe are necessary to be successful. Our board of directors and management believe that using our cash to grow the business and take advantage of business opportunities as they are presented is preferable.

Our board of directors and management firmly believe that maintaining employee ownership and control over our business is an important part of our culture and should not be sacrificed. We also believe that we and

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many of our stockholders would benefit from the greater liquidity provided by a publicly traded equity security. Therefore, the merger and new capital structure have been designed to maintain our culture of employee ownership and control, while simultaneously gaining access to the public equity market.

We hope to accomplish these goals by concentrating our equity ownership and voting power in our new class A preferred stock, and offering to the public our new common stock, which has the same economic rights but has less voting power and represents less of our total equity than the new class A preferred stock. Our new class A preferred stock will only be issued to our current stockholders in the merger and, after the merger, our new class A preferred stock and new common stock will be issued to our employees through our retirement and equity plans. At the same time, our new common stock will be publicly traded, providing us with a market pricing mechanism for our stock and an equity security that we can use when appropriate for strategic alliances and acquisitions in the future.

How the Merger is Structured

The merger is structured so as to provide greater flexibility in dealing with our diverse operations, and to authorize two classes of stock, one of which will be held by our existing stockholders and the other of which will be offered to the public in connection with the IPO. The stockholders of Old SAIC will have the right to receive shares of new class A preferred stock in exchange for their Old SAIC common stock. To achieve this structure:

- Old SAIC has formed a wholly-owned subsidiary (New SAIC) and, strictly for the purpose of facilitating the merger, New SAIC has formed a wholly-owned subsidiary (Merger Sub).
- Merger Sub will merge into Old SAIC, at which time the outstanding shares of class A common stock and class B common stock will be converted into the right to receive shares of new class A preferred stock, and Merger Sub will cease to exist.

The result will be that our current company, Old SAIC, will become a subsidiary of New SAIC, and you will own new class A preferred stock instead of Old SAIC common stock.

A copy of the merger agreement is included as Annex A to this proxy statement/prospectus.

What You Will Be Entitled to Receive Pursuant to the Merger

When the merger occurs:

- Each share of our outstanding class A common stock will be converted into the right to receive two shares of new class A preferred stock, and each share of our outstanding class B common stock, subject to the exercise of appraisal rights, will be converted into the right to receive 40 shares of new class A preferred stock.

All of the class A and class B common stock you currently own will be converted into and allocated among four series of new class A preferred stock on the following basis:

- 20 percent will be designated series A-1 preferred stock
- 20 percent will be designated series A-2 preferred stock
- 30 percent will be designated series A-3 preferred stock
- 30 percent will be designated series A-4 preferred stock

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For example, a stockholder holding 1,000 shares of class A common stock will be entitled to receive the following shares of new class A preferred stock in the merger:

400 shares of series A-1 preferred stock

400 shares of series A-2 preferred stock

600 shares of series A-3 preferred stock

600 shares of series A-4 preferred stock

A stockholder holding 1,000 shares of class B common stock will be entitled to receive the following shares of new class A preferred stock in the merger:

8,000 shares of series A-1 preferred stock

8,000 shares of series A-2 preferred stock

12,000 shares of series A-3 preferred stock

12,000 shares of series A-4 preferred stock

While the conversion will be on a per share basis, the allocation of the new class A preferred stock among the four series will be completed on an account-by-account basis. For example, if shares of Old SAIC common stock are held both individually and in a revocable trust, the new class A preferred stock will be separately allocated among the four series separately for each account. Moreover, all shares of new class A preferred stock that are issued to a single account will be aggregated and allocated among the four series, even if the shares of Old SAIC common stock that were held in that account were acquired at different times or in a different manner (e.g. an option exercise).

Except for the transfer restrictions that we describe below, each share of new class A preferred stock will be identical.

The Public Offering

After the merger is approved, subject to market conditions, we plan to conduct a IPO of new common stock. The board will proceed with the IPO at a time when it believes that the offering is likely to be well received in the marketplace.

In the IPO, we expect to sell a number of shares that will be sufficient to create a satisfactory trading market in our new common stock. After the IPO:

- new class A preferred stock will constitute from 80% to 90% of our total outstanding capital stock and substantially all of our total voting power

- new common stock will constitute from 10% to 20% of our total outstanding capital stock

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We do not expect to determine the IPO price for the new common stock until the Fall of 2006. The IPO price of these shares will be determined in our negotiations with the representatives of the underwriters, Morgan Stanley & Co. Incorporated and Bear, Stearns & Co. Inc. In determining the IPO price, we and the underwriters expect to consider a number of factors in addition to prevailing market conditions, including:

- the history of and prospects for our industry and for professional and technical services companies generally
- an assessment of our management
- our current operations
- our historical results of operations
- the trend of our revenues and earnings
- our earnings prospects

The Special Dividend

The board of directors of Old SAIC intends to declare a special dividend that will be paid from cash held by Old SAIC to stockholders who will be holders of Old SAIC common stock as of the dividend record date to be set by the board of directors. Payment will be conditioned upon completion of the IPO, and Old SAIC expects to pay the special dividend within 25 days after the IPO. The special dividend is expected to range from approximately $10 to $15 per share of Old SAIC class A common stock and from approximately $200 to $300 per share of Old SAIC class B common stock, which is the equivalent of a range from approximately $5 to $7.50 per share of new class A preferred stock. The special dividend could exceed the net proceeds from the IPO, assuming the underwriters do not exercise their over-allotment option, by up to approximately $1 billion.

How We Will Effect the Merger and the Special Dividend

The IPO is conditioned on completion of the merger. If approved, we will effect the merger shortly before the closing of the IPO. At that time, we will file a certificate of merger with the Secretary of State of the State of Delaware. We currently expect that this will occur in the Fall of 2006.

Prior to the merger, the board of directors of Old SAIC intends to declare a special dividend on Old SAIC common stock. Payment will be conditioned upon completion of the IPO, and Old SAIC expects to pay the special dividend within 25 days after the IPO.

New SAIC s Restated Certificate of Incorporation

New SAIC s restated certificate of incorporation will:

- replace the current class A and class B common stock with a single new class A preferred stock that will be entitled to 10 votes per share and is comprised of four series to implement the transfer restrictions described below

- authorize a new common stock that will have the same economic rights as the new class A preferred stock, but will be entitled to one vote per share

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eliminate the requirement that you must offer your shares to us for purchase before you can sell them to third parties

eliminate our right to repurchase your shares on termination of affiliation

add provisions that restrict the transferability of the new class A preferred stock for a period of time

There are additional changes in New SAIC s restated certificate of incorporation. You should read Description of Capital Stock, Certificate of Incorporation and Bylaws and New SAIC s form of restated certificate of incorporation, which is included as Annex B to this proxy statement/prospectus.

Voting Rights

Holders of new class A preferred stock will be entitled to 10 votes per share on all matters voted upon by our stockholders. Holders of new common stock will have the same economic rights as holders of new class A preferred stock, but will be entitled to one vote per share on all matters voted upon by our stockholders.

Transfer Restrictions on Shares of New Class A Preferred Stock

To facilitate the IPO, New SAIC s restated certificate of incorporation will, for certain periods of time, restrict you from selling or transferring new class A preferred stock to anyone other than permitted transferees. These restrictions will expire:

90 days after our IPO for shares of series A-1 preferred stock

180 days after our IPO for shares of series A-2 preferred stock

270 days after our IPO for shares of series A-3 preferred stock

360 days after our IPO for shares of series A-4 preferred stock

You also will be prohibited from buying a put option, selling a call option or entering into any other hedging or insurance transaction relating to your new class A preferred stock during these restriction periods.

Subject to restrictions on persons deemed to be our affiliates, you will be able to transfer shares of new class A preferred stock freely after the applicable restriction period expires. Management thinks that it is important for our employees to have a significant investment in our stock in order to be truly motivated to strive for our continued success and expects employees will maintain investments in the company until retirement.

During the restriction periods for any shares of new class A preferred stock, transfers will only be allowed to someone who is a permitted transferee. If, during the restriction period, you transfer any shares of new class A preferred stock to a permitted transferee, the transferee will receive the new class A preferred subject to the same restrictions. If you transfer any shares of new class A preferred stock to someone who is not a permitted transferee after the applicable restriction period expires, those shares automatically will convert into shares of new common stock.

A permitted transferee includes:

an immediate family member of the transferor

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a trust for the sole benefit of the transferor or an immediate family member of the transferor, and the transferor or any immediate family member of the transferor who receives shares of new class A preferred stock from any such trust

an individual retirement account that receives shares of new class A preferred stock, provided that (1) the transferor is an employee benefit plan sponsored by New SAIC or any of its subsidiaries, (2) the transferor is a distributee of an employee benefit plan sponsored by New SAIC or any of its subsidiaries, or (3) the transferor is an individual retirement account for the benefit of a distributee of an employee benefit plan sponsored by New SAIC or any of its subsidiaries

the beneficial owner of an individual retirement account, provided that the transferor is such individual retirement account

the estate of a deceased holder of shares, provided that such transfer was pursuant to the deceased holder s will or the laws of distribution

the beneficiary of an estate of a deceased holder of shares, provided that the transferor is such estate and such beneficiary is the immediate family member of the deceased or a trust for the sole benefit of such immediate family member

an employee benefit plan sponsored by New SAIC or any of its subsidiaries

a lending institution in connection with a pledge of shares and such shares are pledged as bona fide collateral for a loan to the transferor

New SAIC or any of its subsidiaries

any distributee of an employee benefit plan sponsored by New SAIC or any of its subsidiaries pursuant to the terms of such plan, provided that the transferor is such employee benefit plan

an employee of New SAIC or any of its subsidiaries, provided that the transferor is New SAIC or any of its subsidiaries

Interests of Our Directors and Executive Officers in the Merger

In considering our board of directors recommendation that you vote for the adoption and approval of the merger agreement, you should be aware that our directors and executive officers may have interests in the merger that are different from, or in addition to, the interests of the other stockholders of Old SAIC. Our board of directors was aware of these interests and considered them, among other things, in making its recommendation.

Directors and Executive Officers of New SAIC

As a condition to the closing of the merger, the directors and executive officers of Old SAIC immediately before the merger will become the directors and executive officers of New SAIC. New SAIC has not paid its directors or executive officers for their service since its formation, and has not entered into any employment, severance or other agreements with its executive officers. We anticipate, however, that New SAIC s compensation policies will be substantially similar to Old SAIC s compensation policies. See Management Director Compensation for information related to the compensation of the directors and Executive Compensation for information related to the compensation of, and agreements with, the executive officers of Old SAIC.

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Stock, Options and Employee Benefits

Our directors and executive officers will be entitled to receive shares of new class A preferred stock as a result of the merger and participate in the special dividend based on their respective Old SAIC common stock and option holdings on the same terms and conditions as the other stock and option holders of Old SAIC.

Assuming that the IPO is completed, we estimate that the following dollar amounts will be paid to the current directors and named executive officers of Old SAIC (defined on page 144) as part of the special dividend:

	Estimated Range of Dividend(1)(2)	
Name	**Minimum**	**Maximum**
K.C. Dahlberg	$2,909,270	$4,363,905
W.H. Demisch	1,314,040	1,971,060
J.A. Drummond	110,620	165,930
D.H. Foley	1,938,210	2,907,315
J.J. Hamre	23,900	35,850
A.K. Jones	662,240	993,360
H.M.J. Kraemer, Jr.	1,026,440	1,539,660
W.A. Roper, Jr.	3,521,800	5,282,700
E.J. Sanderson, Jr.	158,970	238,455
L.A. Simpson		
G.T. Singley	800,000	1,200,000
J.P. Walkush	2,557,070	3,835,605
J.H. Warner, Jr.	3,642,020	5,463,030
A.T. Young	849,990	1,274,985

(1) The estimated range of dividend assumes that the board of directors of Old SAIC declares a special cash dividend payable to holders of record of Old SAIC common stock prior to the merger, and that the special dividend ranges from approximately $10 to $15 per share of Old SAIC class A common stock and approximately $200 to $300 per share of Old SAIC class B common stock.

(2) The estimated dividend is based on beneficial ownership of Old SAIC common stock as of July 7, 2006 and assumes that shares subject to options exercisable within 60 days following July 7, 2006 will be exercised on or before the record date for the special dividend.

For more information, see Principal Stockholders concerning the beneficial ownership of shares of class A common stock as of July 7, 2006 by each of our current directors and named executive officers, and Executive Compensation concerning the compensation of, and arrangements with, our named executive officers.

The merger will not impact any unvested equity awards held by members of our board of directors and executive officers. In addition to their current stock and option holdings under the compensation plans of Old SAIC, our directors and executive officers will be entitled to participate in the 2006 Equity Incentive Plan and the 2006 Employee Stock Purchase Plan, if they are approved by our stockholders, and any other benefit and compensation plans of New SAIC.

Indemnification and Insurance

Old SAIC has entered into, and New SAIC intends to assume, indemnification agreements with each of its directors, executive officers and board appointed officers. See Management Indemnification of Directors and Officers. In addition, New SAIC intends to maintain directors and officers liability insurance for its directors and executive officers similar to that of Old SAIC.

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Appraisal Rights

Stockholders who hold class A common stock do not have appraisal rights in connection with the merger. Under Section 262 of the DGCL, record holders of shares of class B common stock who do not vote in favor of the adoption of the merger agreement but who properly demand appraisal of their shares will be entitled to appraisal rights as a result of the merger.

The following summary of the provisions of Section 262 of the DGCL is not a complete statement of the provisions of that section and is qualified in its entirety by reference to the full text of Section 262 of the DGCL, a copy of which is attached to this proxy statement/prospectus as Annex E and is incorporated into this summary by reference.

Under Section 262, Old SAIC is required to notify each Old SAIC stockholder entitled to appraisal rights that appraisal rights are available at least 20 days before the meeting of stockholders. **This proxy statement/prospectus constitutes notice to holders of class B common stock of their right to exercise appraisal rights.**

Failure to comply with the procedures set forth in Section 262 of the DGCL, in a timely and proper manner, will result in the loss of appraisal rights.

A vote against the adoption of the merger agreement or an abstention will not constitute a demand for appraisal. Holders of class B common stock wishing to exercise the right to seek an appraisal of their shares must hold of record the shares on the date the written demand for appraisal is made and must continue to hold the shares of record through the effective time of the merger, and must take the following actions:

- not vote in favor of adoption of the merger agreement, or vote against the adoption of the merger agreement or abstain if voting by proxy
- deliver a written demand for appraisal to Old SAIC before the taking of the vote on the merger agreement at the special meeting; the demand must reasonably inform us of the identity of the stockholder and that the stockholder intends thereby to demand the appraisal of such holder s shares
- follow the procedures set forth in Section 262

A stockholder who elects to exercise appraisal rights under Section 262 should mail or deliver a written demand for appraisal to: Corporate Secretary, Science Applications International Corporation, 10260 Campus Point Drive, San Diego, California 92121.

A demand for appraisal in respect of shares of class B common stock issued and outstanding immediately prior to the effective time of the merger must be executed by or on behalf of the holder of record, fully and correctly, as his, her or its name appears on his, her or its stock certificates or in our stock records, and must state that such person intends thereby to demand appraisal of his, her or its shares of class B common stock issued and outstanding immediately prior to the effective time of the merger in connection with the merger. If the shares of class B common stock are owned of record in a fiduciary capacity, such as by a trustee, guardian or custodian, execution of the demand should be made in that capacity, and if the shares of class B common stock are owned of record by more than one person, as in a joint tenancy and tenancy in common, the demand should be executed by or on behalf of all joint owners. An authorized agent, including two or more joint owners, may execute a demand for appraisal on behalf of a holder of record; however, the agent must identify the record owner or owners and expressly disclose the fact that, in executing the demand, the agent is agent for such owner or

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owners. A record holder who holds shares of class B common stock as nominee for several beneficial owners, may exercise appraisal rights with respect to the shares of class B common stock issued and outstanding immediately prior to the effective time of the merger held for one or more beneficial owners while not exercising such rights with respect to the shares of class B common stock held for other beneficial owners; in such case, however, the written demand should set forth the number of shares of class B common stock issued and outstanding immediately prior to the effective time of the merger as to which appraisal is sought and where no number of shares of class B common stock is expressly mentioned the demand will be presumed to cover all shares of class B common stock that are held in the name of the record owner.

The fair value of class B common stock will be determined by the Delaware Court of Chancery. The appraised value of the shares will not include any value arising from the accomplishment or expectation of the merger. The Court will also determine the amount of interest, if any, to be paid upon the amounts to be received by persons whose shares of class B common stock have been appraised. Holders of class B common stock considering seeking appraisal should be aware that the fair value of their shares of class B common stock as determined under Section 262 could be more or less than or the same as the consideration they would receive pursuant to the merger if they did not seek appraisal of their shares of class B common stock. The shares of class B common stock with respect to which holders have perfected their appraisal rights in accordance with Section 262 and have not effectively withdrawn or lost their appraisal rights are referred to in this proxy statement/prospectus as the dissenting shares.

The costs of the appraisal proceeding may be determined by the Court of Chancery and taxed upon the parties as the Court deems equitable. The Court may also order that all or a portion of the expenses incurred by any stockholder in connection with an appraisal, including, without limitation, reasonable attorneys fees and the fees and expenses of experts utilized in the appraisal proceeding, be charged pro rata against the value of all the shares entitled to be appraised.

Within 10 days after the effective date of the merger, Old SAIC must mail a notice to all stockholders who filed a written demand for appraisal in compliance with Section 262, and who have not voted in favor of the approval and adoption of the merger agreement, notifying those stockholders of the effective date of the merger. Within 120 days after the effective date of the merger, holders of dissenting shares may file a petition in the Delaware Court of Chancery for the appraisal of their shares, although they may at any time within 60 days after the effective date of the merger, or thereafter with the approval of Old SAIC, withdraw their demand for appraisal. Notwithstanding the foregoing, no appraisal proceeding in the Court of Chancery shall be dismissed as to any stockholder without the approval of the Court. Within 120 days after the effective date of the merger, the holders of dissenting shares may also, upon written request, receive from Old SAIC a statement setting forth the aggregate number of shares not voted in favor of the merger and with respect to which demands for appraisal have been received and the aggregate number of holders of such shares. Such statement must be mailed within 10 days after a written notice therefor has been received by Old SAIC or within 10 days after the expiration of the period for delivery of demands for appraisal, whichever is later. If a petition for an appraisal is timely filed by a holder of shares of class B common stock and a copy thereof is served upon Old SAIC, Old SAIC will then be obligated within 20 days to file with the Delaware Register in Chancery a duly verified list containing the names and addresses of all stockholders who have demanded an appraisal of their shares and with whom agreements as to the value of their shares have not been reached. After notice to such stockholders as required by the Court, the Delaware Court of Chancery is empowered to conduct a hearing on such petition to determine those stockholders who have complied with Section 262 and who have become entitled to appraisal rights thereunder. The Delaware Court of Chancery may require the holders of shares of class B common stock who demanded payment for their shares to submit their stock certificates to the Register in Chancery for notation thereon of the pendency of the appraisal proceeding; and if any stockholder fails to comply with such direction, the Court of Chancery may dismiss the proceedings as to such stockholder.

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Any holder of shares of class B common stock who has duly demanded an appraisal in compliance with Section 262 will not, after the effective time of the merger, be entitled to vote the shares of class B common stock subject to such demand for any purpose or be entitled to the payment of dividends or other distributions on those shares of class B common stock (except dividends or other distributions payable to holders of record of class B common stock at a date which is prior to the effective date of the merger).

Dissenting shares lose their status as dissenting shares if:

- the merger is abandoned
- the stockholder fails to make a timely written demand for appraisal
- neither Old SAIC nor the stockholder files a petition in the Delaware Court of Chancery demanding a determination of the value of the stock within 120 days after the effective date of the merger
- the stockholder delivers to Old SAIC, within 60 days after the effective date of the merger, or thereafter with the approval of Old SAIC, a written withdrawal of the stockholder s demand for appraisal of the dissenting shares, although no appraisal proceeding in the Delaware Court of Chancery may be dismissed as to any stockholder without the approval of the court

Failure to follow the procedures required by Section 262 of the DGCL for perfecting appraisal rights is likely to result in the loss of appraisal rights. If a holder of class B common stock withdraws a demand for appraisal or has the appraisal rights terminated as described above, the holder of class B common stock will only be entitled to receive the merger consideration for those shares pursuant to the terms of the merger agreement (as well as its pro rata share of the special dividend).

Consequently, any stockholder willing to exercise appraisal rights is urged to consult with legal counsel prior to attempting to exercise such rights.

Listing

The new class A preferred stock will not be listed on a national securities exchange or traded in the organized over-the-counter market. We have been approved for listing of the new common stock on the New York Stock Exchange under the symbol SAI.

Conditions to the Merger

We will cause the merger to become effective only if each of the following conditions is satisfied or waived:

adoption of the merger agreement by the requisite vote of stockholders of Old SAIC and by New SAIC, in its capacity as the sole stockholder of SAIC Merger Sub

the amendment and restatement of the certificate of incorporation and bylaws of New SAIC to the extent set forth substantially in the forms attached to the merger agreement

the directors and executive officers of Old SAIC immediately before the merger shall be elected or appointed to serve as the directors and executive officers of New SAIC on or before the effective time of the merger

the effectiveness of New SAIC s registration statement on Form S-4 and any post-effective amendments thereto registering the shares of its new class A preferred stock pursuant to the merger and its new common stock to be issued upon conversion of the new class A preferred stock, of which this proxy statement/prospectus is a part, without the issuance of a stop order or initiation of any proceeding seeking a stop order by the Securities and Exchange Commission

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- the effectiveness of New SAIC s registration statement on Form S-1 registering the shares of its new common stock for sale to the public, without the issuance of a stop order or initiation of any proceeding seeking a stop order by the Securities and Exchange Commission, and the determination by Old SAIC s board of directors or a designated board committee that the sale of such stock will be successfully completed promptly after the completion of the merger

- there is no statute, rule, regulation, executive order, decree, injunction or other order that will prohibit the consummation of the merger

- the receipt of all governmental and third party consents to the merger, except for consents which, if not obtained, would not reasonably be expected to have a material adverse effect on the business, financial condition or results of operations of SAIC and its subsidiaries taken as a whole

We are not aware of any federal or state regulatory requirements that must be complied with or approvals that must be obtained in connection with the merger, other than pursuant to the applicable requirements of the Securities Act or the Securities Exchange Act of 1934, as amended.

Material Federal Income Tax Consequences to Stockholders

In the opinion of Heller Ehrman LLP, the following discussion constitutes, in all material respects, a fair and accurate summary under current law of the material anticipated U.S. federal income tax consequences of the merger and the special dividend to Old SAIC stockholders who exchange their shares of class A and class B common stock for shares of new class A preferred stock pursuant to the merger and receive the special dividend. This discussion addresses only holders of class A and class B common stock who hold such common stock as a capital asset. It does not address all of the federal income tax consequences that may be relevant to a particular Old SAIC stockholder in light of that stockholder s individual circumstances or to an Old SAIC stockholder who is subject to special rules, including, without limitation:

- a financial institution or insurance company

- a mutual fund

- a tax-exempt organization

- a stockholder who is not a U.S. person for federal income tax purposes

- a pass-through entity or an investor in such an entity

- a dealer or broker in securities or foreign currencies

- an Old SAIC stockholder who holds class A and/or class B common stock through individual retirement or other tax-deferred accounts

- a trader in securities who elects to apply a mark-to-market method of accounting

- an Old SAIC stockholder who holds class A and/or class B common stock as part of a hedge, appreciated financial position, straddle, constructive sale or conversion transaction

- an Old SAIC stockholder who acquired class A and/or class B common stock pursuant to the exercise of employee stock options or otherwise as compensation

The following discussion is based on the Internal Revenue Code of 1986, as amended, or Code, applicable Treasury regulations, administrative interpretations and court decisions, each as in effect as of the date of this proxy statement/prospectus and all of which are subject to change, possibly with retroactive effect. It is not binding on the courts or the IRS. In addition, this discussion does not address any state, local or foreign tax

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consequences of the merger or the special dividend. Old SAIC stockholders are strongly urged to consult their tax advisors as to the specific tax consequences to them of the merger and the special dividend in light of their particular circumstances including the applicability and effect of federal, state, local, foreign and other tax laws.

The Merger

The following federal income tax consequences will result from the merger:

- a holder of class A or class B common stock will not recognize gain or loss upon the exchange of such class A or class B common stock solely for new class A preferred stock pursuant to the merger
- the tax basis of a holder of class A or class B common stock in such holder s new class A preferred stock received pursuant to the merger will equal the tax basis of the Old SAIC shares surrendered in the merger
- the holding period of a holder of class A and class B common stock in the new class A preferred stock received pursuant to the merger will include the holding period for the class A and class B common stock surrendered in the merger

The foregoing conclusions are dependent on the accuracy of certain assumptions, including assumptions regarding the absence of changes in existing facts and law, the accuracy of the statements and facts concerning the merger set forth in the merger agreement and in this proxy statement/prospectus, the completion of the merger in the manner contemplated by the merger agreement and this proxy statement/prospectus, and the accuracy of representations and covenants made by Old SAIC and New SAIC contained in representation letters of officers of Old SAIC and New SAIC. If any of those representations, covenants or assumptions is inaccurate, the foregoing conclusions may not apply and the tax consequences of the merger could differ from those discussed here. In addition, an opinion of counsel represents only counsel s best legal judgment and is not binding on the IRS or any court, nor does it preclude the IRS from adopting a contrary position. No ruling has been or will be sought from the IRS on the federal income tax consequences of the merger.

It is conceivable that the IRS would seek to have the special dividend and the merger treated as part of a single integrated transaction for federal income tax purposes in which you are exchanging your Old SAIC shares for a combination of cash and the class A preferred stock rather than giving the dividend independent significance. If the IRS asserts this position and if that position is ultimately sustained, any gain you realize on the exchange would be taxable to the extent of the amount of the cash received as a special dividend. For this purpose, the gain you realize would be equal to the value of the Old SAIC stock at the time of the merger over your tax basis in that stock. The taxable gain recognized would be long-term capital gain if you held the Old SAIC stock for more than one year at the time of the merger, and short-term capital gain if your holding period was one year or less. To the extent the cash received is in excess of the gain you realize in the transaction, the remaining cash would be treated as a non-taxable return of your investment in the Old SAIC stock (to the extent thereof) and would reduce your basis in the new class A preferred stock received in the merger. If the special dividend is treated as additional amount paid for your shares in the merger, it would not be treated as a dividend for federal income tax purposes. Old SAIC intends to take the position that the special dividend should not be treated as an amount paid in exchange for the Old SAIC stock in the merger and will report the transactions for federal income tax purposes consistent with the descriptions of the federal income tax consequences of each such transaction as set forth herein and in the next section, respectively.

The Special Dividend

The special dividend should constitute a taxable dividend to you to the extent it is treated as paid from Old SAIC s current or accumulated earnings and profits, as determined under federal income principles. However, if

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the special dividend is treated as an additional amount paid for your shares in the merger as discussed above, it would not be treated as a dividend for federal income tax purposes. Dividends in excess of our earnings and profits will constitute a return of capital that will first be applied against and reduce your adjusted tax basis in your Old SAIC common stock, but not below zero. Any remaining excess will be treated as gain realized on the sale or other disposition of your Old SAIC common stock and will be long-term capital gain if your holding period for your Old SAIC common stock was more than one year at the time the special dividend is received.

Holders of Old SAIC common stock who are individuals and satisfy a holding period requirement with respect to their Old SAIC common stock will be subject to federal income taxation at a maximum rate of 15% on such portion of the special dividend as constitutes dividend income to them. To satisfy the holding period requirement, you must hold your Old SAIC common stock for a period of at least 61 days of the 121-day period beginning 60 days before the ex-dividend date (which should be the record date of the dividend). Individual Old SAIC stockholders should consult their own tax advisors as to satisfaction of the holding period requirement and other possible limitations on eligibility for such maximum 15% rate under their particular circumstances, in particular if such Old SAIC stockholder is under an obligation (whether pursuant to a short sale or otherwise) to make related payments with respect to positions in substantially similar or related property. Individual Old SAIC stockholders will be subject to tax on any long-term capital gain that may be recognized in connection with the special dividend at a maximum federal income tax rate of 15% and will be taxable at ordinary income rates on any short-term capital gain.

The Management Stock Compensation Plan, the Stock Compensation Plan and the Key Executive Stock Deferral Plan hold shares of Old SAIC common stock. The special dividend payable with respect to those shares (whether vested or unvested) will be held in trust and paid in accordance with the terms of each plan. Upon distribution, such portion which is attributable to the special dividend will be taxable at ordinary income tax rates and will not be subject to the maximum tax rate of 15%.

Dividends will be paid on vesting stock held directly by employees and former employees. Dividends payable on vested stock will be eligible for the 15% dividend tax rate discussed above. However, unless the participant has filed an election under Section 83(b) of the Code, dividends payable on unvested stock will be taxable at ordinary income rates and will not be subject to the maximum tax rate of 15%.

Holders of Old SAIC common stock who are corporations will recognize ordinary dividend income with respect to such portion of the special dividend that constitutes dividend income to them. This dividend income may be eligible for a dividends received deduction. Dividend income and long-term capital gains of corporate taxpayers are not eligible for the special tax rates applicable to individual taxpayers as described above.

We will issue information reports to Old SAIC stockholders and the IRS after the end of the year in which the special dividend is paid advising as to how much of the special dividend is paid from Old SAIC s current or accumulated earnings and profits and therefore constitutes dividend income to you.

Backup Withholding

You may be subject to backup withholding with respect to receipt of the special dividend and cash paid in lieu of fractional shares if you are not exempt from backup withholding (by reason of being a corporation, tax-exempt entity or certain other exempt payees) and if you:

- fail to furnish your taxpayer identification number, which, for an individual, is ordinarily his or her social security number furnish an incorrect taxpayer identification number

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- are notified by the IRS that you have failed to properly report payments of interest or dividends

- fail to certify, under penalties of perjury, that you have furnished a correct taxpayer identification number and that the IRS has not notified you that you are subject to backup withholding

Backup withholding is not an additional tax but a method of tax collection. You generally will be entitled to credit any amounts withheld under the backup withholding rules against your federal income tax liability provided that the required information is furnished to the IRS in a timely manner.

Accounting Treatment

For accounting purposes, the merger will be treated as a recapitalization of Old SAIC with New SAIC as the acquiror (a reverse merger). The accounting basis used to initially record the assets and liabilities in New SAIC will be the carryover basis of Old SAIC.

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PROPOSAL II 2006 EQUITY INCENTIVE PLAN

The 2006 Equity Incentive Plan was adopted by our board of directors, subject to stockholder approval. The 2006 Equity Incentive Plan provides for the grant of stock options (including incentive stock options, as defined in section 422 of the Internal Revenue Code, and nonstatutory stock options), restricted stock, restricted stock units, deferred stock, stock appreciation rights, performance shares and other similar types of awards (including other awards under which recipients are not required to pay any purchase or exercise price, such as phantom stock rights), as well as cash awards. New SAIC stock subject to the 2006 Equity Incentive Plan will either be our new class A preferred stock or new common stock as determined by the committee of our board of directors administering the 2006 Equity Incentive Plan.

The purpose of the 2006 Equity Incentive Plan is to enhance the long-term stockholder value of New SAIC by offering incentives to attract, retain and motivate the best available personnel. The 2006 Equity Incentive Plan permits eligible individuals to participate in the growth in value of the equity of New SAIC. Our board of directors believes that equity compensation awards are an important part of New SAIC s overall compensation program and that the awards are important in retaining and motivating existing personnel.

The 2006 Equity Incentive Plan will become effective on the effective date of the merger, subject to stockholder approval. Old SAIC seeks stockholder approval in order to qualify the 2006 Equity Incentive Plan and certain awards made pursuant to it under the incentive stock option provisions of the Internal Revenue Code and to permit New SAIC to increase the potential that it may deduct for federal income tax purposes certain compensation that may be paid under the 2006 Equity Incentive Plan in accordance with Section 162(m) of the Internal Revenue Code.

The 2006 Equity Incentive Plan provides that an aggregate of up to 75,000,000 shares of our stock will be available to be issued pursuant to awards granted under the 2006 Equity Incentive Plan, plus additional shares that may be added to the 2006 Equity Incentive Plan as described below. Shares that (1) are forfeited or repurchased by New SAIC at the original purchase price or less, (2) are restored by our board of directors or its committee pursuant to provisions under the 2006 Equity Incentive Plan that permit options to be settled in shares on a net appreciation basis, (3) are issuable upon exercise of awards that expire or become unexercisable for any reason without having been exercised in full or (4) are not delivered to a holder in consideration for applicable tax withholding will continue to be available for issuance under the 2006 Equity Incentive Plan.

In addition, the 2006 Equity Incentive Plan has an evergreen feature pursuant to which additional shares will automatically be added to the shares available for issuance under the 2006 Equity Incentive Plan without further stockholder approval beginning February 1, 2007 and on each February 1 for nine years thereafter. The number of shares that may be added each year will equal the least of 30,000,000 shares, 5% of New SAIC s outstanding common stock as of the preceding January 31 (measured on an as-converted basis with respect to our outstanding shares of new class A preferred stock) or a number of shares established by our board of directors or the committee of our board of directors administering the 2006 Equity Incentive Plan.

If the 2006 Equity Incentive Plan is approved by the stockholders and the merger is consummated, Old SAIC will cease granting awards under the 1999 Stock Incentive Plan and the Restated Bonus Compensation Plan. In addition, if the 2006 Equity Incentive Plan becomes effective, the evergreen feature of the 1999 Stock Incentive Plan will terminate. If the 2006 Equity Incentive Plan is not approved by the stockholders or the merger is not consummated, the 1999 Stock Incentive Plan and the Restated Bonus Compensation Plan will continue in operation pursuant to its terms.

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The material terms of the 2006 Equity Incentive Plan include the following:

- the types of awards that may be granted are stock options (including incentive stock options and nonstatutory stock options), restricted stock, restricted stock units, deferred stock, stock appreciation rights, performance shares and other similar types of awards (including other awards under which recipients are not required to pay any purchase or exercise price, such as phantom stock rights), as well as cash awards;
- the maximum number of shares that will be available for issuance under the 2006 Equity Incentive Plan is 75,000,000 shares plus additional shares added pursuant to the evergreen feature of the plan described above;
- the maximum number of shares subject to options or stock appreciation rights that may be granted to any one participant under the 2006 Equity Incentive Plan during any fiscal year of New SAIC is 1,000,000 shares;
- the committee administering the plan has the authority to determine the maximum number of shares subject to other stock awards that may be granted to any one participant under the 2006 Equity Incentive Plan during any fiscal year of New SAIC and the maximum value of any cash awards granted to any participant for any fiscal year under the 2006 Equity Incentive Plan;
- New SAIC may reprice or otherwise adjust the exercise price of outstanding options or stock appreciation rights granted under the 2006 Equity Incentive Plan without the approval of our stockholders;
- the number and type of shares available for issuance under the 2006 Equity Incentive Plan (including the maximum number of shares in the evergreen feature) and subject to outstanding awards; the exercise, purchase or repurchase price per share applicable to outstanding awards; and the maximum number of shares that may be granted to one participant pursuant to stock options or stock appreciation rights in one year will each be proportionately adjusted to reflect the terms of certain corporate transactions including stock splits, stock dividends, extraordinary cash dividends and certain other transactions affecting the capital stock of New SAIC;
- shares subject to awards that expire or become unexercisable for any reason without having been exercised in full or without the shares subject thereto having been issued in full will continue to be available for issuance under the 2006 Equity Incentive Plan;
- shares that are forfeited or repurchased by New SAIC at the original purchase price or less will become available for reissuance under the 2006 Equity Incentive Plan;
- shares which are restored by our board of directors or the committee administering the plan pursuant to provisions under the 2006 Equity Incentive Plan that permit options to be settled in shares on a net appreciation basis will continue to be available for issuance under the 2006 Equity Incentive Plan;
- shares that are not delivered to a holder in consideration for payment of applicable tax withholding will continue to be available for issuance under the 2006 Equity Incentive Plan; and
- the 2006 Equity Incentive Plan will terminate in 2016 unless it is extended or terminated earlier pursuant to its terms.

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General

A copy of the 2006 Equity Incentive Plan is attached to this proxy statement/prospectus as Annex C. The following description of the 2006 Equity Incentive Plan is only a summary and is qualified by reference to the complete text of the 2006 Equity Incentive Plan.

Administration. The 2006 Equity Incentive Plan will be administered by our board of directors, a committee of our board of directors or a delegated officer in certain circumstances.

Section 162(m) Limitations. Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to public companies for compensation in excess of $1 million paid to certain executive officers (our chief executive officer and our other four most highly compensated officers). Certain performance-based compensation is specifically exempt from this deduction limit if it otherwise meets the requirements of Section 162(m). Stock options and other equity awards pursuant to which the recipient s compensation is based solely on the appreciation of the value of the underlying shares from the date of grant until the date of the income recognition event may qualify as performance-based compensation if the company satisfies certain requirements in connection with the plan under which the awards are granted. Specifically, the plan must be stockholder-approved and must contain a limit on the number of shares that may be granted to any one individual under the plan during a specified period. Accordingly, the 2006 Equity Incentive Plan provides that no employee may be granted more than 1,000,000 shares subject to stock options and stock appreciation rights in any fiscal year.

Additional requirements apply to certain forms of compensation, such as stock awards and cash awards, in order for them to qualify as performance-based compensation, including a requirement that payment of the value of the awards be contingent upon achievement of performance goals that are established in a manner specified under Section 162(m) of the Internal Revenue Code. The 2006 Equity Incentive Plan permits New SAIC to issue awards incorporating the performance objectives and provides that these performance objectives called objectively determinable performance conditions may be based upon: net revenue dollars, revenue growth, earnings per share, return on assets, return on equity, net order dollars, net profit dollars, net profit growth, other financial objectives, objective customer satisfaction indicators, efficiency measures and individual performance, each with respect to New SAIC and/or an affiliate or individual business unit. Each performance condition will be (1) established either at the time an award is granted or no later than the earlier of 90 days after the beginning of the period of service to which it relates or before the elapse of 25% of the period of service to which it relates, (2) uncertain of achievement at the time it is established and (3) determinable as to achievement by a third party with knowledge of relevant facts. Despite the provisions above, certain awards under the 2006 Equity Incentive Plan, such as time vested restricted stock or restricted stock units, may not qualify for the performance-based exemption from the $1 million deduction limit.

Stockholder approval of the 2006 Equity Incentive Plan pursuant to this proposal will constitute stockholder approval of the share limitations for Section 162(m) purposes, as well as of the objectively determinable performance conditions, set forth above.

Eligibility. Nonstatutory stock options, stock awards and cash awards may be granted under the 2006 Equity Incentive Plan to employees, directors (including non-employee directors) and consultants of New SAIC or its affiliates. Incentive stock options may be granted only to employees of New SAIC or its affiliates. The administrator, in its discretion, selects the employees to whom stock options and other stock awards, as well as cash awards, may be granted, the time or times at which awards are granted and the terms of awards to be granted under the 2006 Equity Incentive Plan.

New Plan Benefits. Because benefits under the 2006 Equity Incentive Plan will depend on the administrator s actions and, with respect to options and other stock awards, the fair market value of our stock at

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various future dates, it is not possible to determine the benefits that employees, officers, directors and consultants will receive under awards if the 2006 Equity Incentive Plan is approved by the stockholders. No awards have been granted or promised to be granted under the 2006 Equity Incentive Plan.

Nonassignability of Awards. Unless otherwise determined by the administrator, awards granted under the 2006 Equity Incentive Plan are not assignable other than by will or the laws of descent and distribution, pursuant to a qualified domestic relations order or to a designated beneficiary upon death and may be exercised, purchased or settled during the lifetime of the holder of the award only by the holder.

Termination of Awards. Generally, unless otherwise provided in the award agreement, if an awardee s services to New SAIC as an employee, consultant or director terminate other than for death or disability or for cause, vested awards will remain exercisable for a period of 90 days following the awardee s termination, or if earlier, until the expiration of the term of the award. If an awardee s services to New SAIC as an employee, consultant or director terminate for cause, all of the awardee s awards will immediately terminate as of the date of termination unless otherwise provided for in the award agreement. Unless otherwise provided for in the award agreement, if an awardee becomes disabled or dies while an employee, consultant or director of New SAIC, the vesting of all of the awardee s unvested awards will accelerate, and all of the awardee s awards will be exercisable until the expiration of the term of the award. The administrator has the authority to extend the period of time for which an award is to remain exercisable following an awardee s termination (taking into account limitations under the Internal Revenue Code) but not beyond the expiration of the term of the award and to permit an award to be exercised with respect to unvested shares.

Adjustments on Changes in Capitalization, Change of Control or Dissolution. In the event of any stock dividend, stock split, reverse stock split, recapitalization, combination or reclassification, spin-off, extraordinary cash dividend or similar change to the capital structure of New SAIC (not including a fundamental transaction or change in control), our board of directors will make appropriate and equitable adjustments to (1) the number and type of shares subject to the 2006 Equity Incentive Plan (including the number of shares subject to the evergreen feature), (2) any limits on the number of shares that may be granted to a participant under the 2006 Equity Incentive Plan and (3) the exercise, purchase or repurchase price and number and class of shares under each outstanding award. The specific form of any such adjustments shall be determined by the board.

The 2006 Equity Incentive Plan provides that in the event of our merger with or into another corporation, a sale of substantially all of our assets or another change of control transaction as determined by the administrator, the successor entity may assume or substitute all outstanding awards. If the successor entity does not assume or substitute all outstanding awards, the vesting of all awards will accelerate and any repurchase rights on awards will terminate. If a successor entity assumes or substitutes all awards and a participant is involuntarily terminated by the successor entity for any reason other than death, disability or cause within 18 months following the change of control, all outstanding awards of the terminated participant will immediately vest and be exercisable for a period of six months following termination. In the event of a change of control, the vesting of all awards held by non-employee directors of New SAIC will accelerate.

In the event of a proposed dissolution or liquidation of New SAIC, our board may cause awards to fully vest and may cause New SAIC s repurchase rights to lapse upon completion of the dissolution. In the event of a dissolution or liquidation of New SAIC, all outstanding awards will terminate immediately prior to the dissolution.

Amendment and Termination. The board may amend, suspend or terminate the 2006 Equity Incentive Plan. However, New SAIC will obtain stockholder approval for any amendment to the 2006 Equity Incentive Plan to the extent required to comply with applicable laws and New York Stock Exchange listing requirements.

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Generally, no action by the board or stockholders may alter or impair any outstanding award under the 2006 Equity Incentive Plan without the written consent of the holder. Awards may be granted during the ten years from the latest date our stockholders approve the 2006 Equity Incentive Plan, subject to extension or termination earlier pursuant to its terms.

Stock Options

Each option is evidenced by a stock option agreement between New SAIC and the optionee and is subject to the following additional terms and conditions. Options will be exercisable for either our new common stock or new class A preferred stock as determined by the committee of our board of directors administering the 2006 Equity Incentive Plan. The 2006 Equity Incentive Plan allows the administrator broad discretion to determine the terms of individual options. The committee of our board of directors administering the 2006 Equity Incentive Plan may substitute our new common stock for new class A preferred stock at the time of exercise of an option.

Exercise Price. The administrator determines the exercise price of options at the time the options are granted. The exercise price of incentive stock options granted under the 2006 Equity Incentive Plan may not be less than 100% of the fair market value of the stock subject to the option on the date of grant of the option, provided that the exercise price of an incentive stock option to an employee who is also a greater than 10% stockholder of New SAIC must have an exercise price at least equal to 110% of the fair market value of the stock subject to the option on the date of grant of the option. The exercise price of nonstatutory stock options granted under the 2006 Equity Incentive Plan may not be less than 85% of the fair market value of the stock subject to the option on the date of grant of the option. However, New SAIC may grant options with exercise prices equal to less than the fair market value of the stock subject to the option on the date of grant in connection with an acquisition by New SAIC of another company. If our new common stock is listed on a stock exchange, the fair market value of the stock subject to the 2006 Equity Incentive Plan will be the closing sales price of our new common stock.

Exercise of Option; Form of Consideration. The administrator determines when options vest and become exercisable and in its discretion may accelerate the vesting and/or exercisability of any outstanding option. New SAIC s standard vesting schedule applicable to options granted to employees is 20% of the total number of shares subject to the option become vested and exercisable on each of the first, second and third anniversaries of the date of grant and an additional 40% of the total number of shares subject to the option become vested and exercisable on the fourth anniversary of the date of grant. The means of payment for shares issued upon exercise of an option are specified in each option agreement. The 2006 Equity Incentive Plan permits payment to be made by cash, check, wire transfer, cancellation of indebtedness, other shares of New SAIC stock (with some restrictions), broker assisted same-day sales, in certain circumstances a delivery of cash or stock for any net appreciation in the shares at the time of exercise over the exercise price or any other means of consideration permitted by applicable law and the administrator.

Term of Option. The term of an option may be no more than ten years from the date of grant; provided that the term of an incentive stock option may not be more than five years from the date of grant for an optionee who is also a greater than 10% stockholder. No option may be exercised after the expiration of its term.

Stock Awards

Stock awards may be restricted stock grants, restricted stock units, deferred stock, stock appreciation rights, performance shares or other similar stock awards (including awards having an exercise or purchase price that is less than the fair market value of our stock as of the date of grant of the award, such as phantom stock rights). Restricted stock grants are awards of a specific number of shares of our stock. Restricted stock units represent a

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promise to deliver shares of our stock, or an amount of cash or property equal to the value of the underlying shares, at a future date. Deferred stock is a grant of shares of our stock that are distributed in the future upon vesting. Stock appreciation rights are rights to receive cash and/or shares of our stock based on the amount by which the fair market value of a specific number of shares on the exercise date exceeds the exercise price established by the administrator. Performance shares are rights to receive amounts, denominated in cash or shares of our stock, based upon New SAIC s or a participant s performance during the period between the date of grant and a pre-established future date.

Each stock award is evidenced by a stock award agreement between New SAIC and the participant. The 2006 Equity Incentive Plan allows the administrator broad discretion to determine the terms of individual stock awards. Each stock award agreement may contain provisions such as the following: (1) the number and type of shares subject to the stock award, (2) the purchase price of the shares, if any, and the means of payment for the shares, (3) the performance criteria (including the objectively determinable performance conditions), if any, and level of achievement versus the criteria that will determine the number of shares granted, issued, retainable and vested, as applicable, (4) the terms, conditions and restrictions on the grant, issuance, vesting and forfeiture of the shares, as applicable, as may be determined from time to time by the administrator, (5) restrictions on the transferability of the stock award, and (6) further terms and conditions, in each case not inconsistent with the 2006 Equity Incentive Plan, as may be determined from time to time by the administrator. Shares may be granted under the 2006 Equity Incentive Plan as stock awards without requiring the participant to pay New SAIC an amount equal to the fair market value of the stock subject to the award as of the award grant date in order to acquire the award shares.

Cash Awards

Cash awards may be granted either alone, in addition to, or in tandem with other awards granted under the 2006 Equity Incentive Plan. A cash award granted under the 2006 Equity Incentive Plan may be made contingent on the achievement of objectively determinable performance conditions. The cash award will be reflected in an agreement that contains provisions such as the following: (1) the target and maximum amount payable to the participant as a cash award, (2) the objectively determinable performance conditions and level of achievement versus the criteria that will determine the amount of the payment, (3) restrictions on the alienation or transfer of the cash award prior to actual payment, (4) forfeiture provisions, and (5) further terms and conditions, in each case not inconsistent with the 2006 Equity Incentive Plan, as may be determined from time to time by the administrator. Nothing in the 2006 Equity Incentive Plan prevents New SAIC from granting cash awards outside of the 2006 Equity Incentive Plan to any individual.

Federal Income Tax Consequences of Awards

THE FOLLOWING IS A GENERAL SUMMARY OF THE TYPICAL FEDERAL INCOME TAX CONSEQUENCES OF THE ISSUANCE AND EXERCISE OF OPTIONS OR OTHER AWARDS UNDER THE 2006 EQUITY INCENTIVE PLAN. IT DOES NOT DESCRIBE STATE OR OTHER TAX CONSEQUENCES OF THE ISSUANCE AND EXERCISE OF OPTIONS OR OTHER AWARDS.

Options. An optionee who is granted an incentive stock option does not recognize taxable income at the time the option is granted or upon its exercise although the exercise is an adjustment item for alternative minimum tax purposes and may subject the optionee to the alternative minimum tax. Alternative minimum tax is an alternative method of calculating the income tax that must be paid each year, which includes certain additional items of income and tax preferences and disallows or limits certain deductions otherwise allowable for regular tax purposes. Alternative minimum tax is payable only to the extent that alternative minimum tax income exceeds ordinary federal income tax for the year (computed without regard to certain credits and special taxes).

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Upon a disposition of the shares acquired on exercise of an incentive stock option more than two years after grant of the option and one year after exercise of the option, the optionee will recognize long-term capital gain or loss equal to the difference between the sale price and the exercise price. If a disposition occurs before either of the holding periods are satisfied, referred to as a disqualifying disposition, then (1) if the sale price exceeds the exercise price, the optionee will recognize capital gain equal to the excess, if any, of the sale price over the fair market value of the shares on the date of exercise and will recognize ordinary income equal to the difference, if any, between the lesser of the sale price or the fair market value of the shares on the exercise date and the exercise price; or (2) if the sale price is less than the exercise price, the optionee will recognize a capital loss equal to the difference between the exercise price and the sale price. New SAIC is not entitled to a federal income tax deduction in connection with incentive stock options, except to the extent that the optionee has taxable ordinary income on a disqualifying disposition (unless limited by Section 162(m) of the Internal Revenue Code).

An optionee does not recognize any taxable income at the time a nonstatutory stock option is granted. Upon the exercise of a nonstatutory option with respect to vested shares, the optionee has taxable ordinary income (and unless limited by Section 162(m), New SAIC is entitled to a corresponding deduction) equal to the option spread on the date of exercise. Any taxable income recognized in connection with an option exercise by an employee of New SAIC is subject to tax withholding by New SAIC. Upon a disposition of stock acquired upon exercise of a nonstatutory option, the optionee recognizes either long-term or short-term capital gain or loss, depending on how long the stock was held, on any difference between the sale price and the exercise price, to the extent not recognized as taxable income on the date of exercise. New SAIC may allow nonstatutory options to be transferred subject to conditions and restrictions imposed by the administrator; special tax rules may apply on a transfer.

In the case of both incentive stock options and nonstatutory options, special federal income tax rules apply if New SAIC common stock is used to pay all or part of the option exercise price, and different rules than those described above will apply if unvested shares are purchased on exercise of the option.

In September 2005, the IRS issued proposed regulations under new Section 409A of the Internal Revenue Code, which was enacted by Congress in October 2004 and imposes significant new requirements with respect to nonqualified deferred compensation plans and arrangements. The types of compensatory arrangements affected by this new law are broad and include options to purchase preferred stock. While it is unclear whether the final regulations will retain these provisions or will otherwise apply to our new class A preferred stock, to avoid potentially severe adverse tax consequences, the 2006 Equity Incentive Plan permits New SAIC to substitute our new common stock for the new class A preferred stock at the time of exercise of an option to the extent necessary to comply with Section 409A.

Stock Awards. Stock awards will generally be taxed in the same manner as nonstatutory stock options. However, shares issued under a restricted stock award are subject to a substantial risk of forfeiture within the meaning of Section 83 of the Internal Revenue Code to the extent the shares will be forfeited in the event that the participant ceases to provide services to New SAIC and are nontransferable. If a stock award is subject to a substantial risk of forfeiture, the participant will not recognize ordinary income at the time the award shares are issued. Instead, the participant will recognize ordinary income on the dates when the stock is no longer subject to a substantial risk of forfeiture, or when the stock becomes transferable, if earlier. The participant s ordinary income is measured as the difference between the amount paid for the stock, if any, and the fair market value of the stock on the date the stock is no longer subject to forfeiture.

The employee may accelerate his or her recognition of ordinary income, if any, and begin his or her capital gains holding period by timely filing (i.e., within thirty days of the share issuance date) an election pursuant to

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Section 83(b) of the Internal Revenue Code. In such event, the ordinary income recognized, if any, is measured as the difference between the amount paid for the stock, if any, and the fair market value of the stock on the date of such issuance, and the capital gain holding period commences on the date of issuance. The ordinary income recognized by an employee will be subject to tax withholding by New SAIC. Unless limited by Section 162(m), New SAIC is entitled to a deduction in the same amount as and at the time the employee recognizes ordinary income.

Cash Awards. Upon receipt of cash, the recipient will have taxable ordinary income, in the year of receipt, equal to the cash received. Any cash received will be subject to tax withholding by New SAIC. Unless limited by Section 162(m) of the Internal Revenue Code, New SAIC will be entitled to a tax deduction in the amount and at the time the recipient recognizes compensation income.

Accounting Treatment

Based on Statement of Financial Accounting Standards No. 123(R), which was adopted on February 1, 2006, New SAIC will recognize compensation expense in an amount equal to the fair value on the date of grant of all stock options under the 2006 Equity Incentive Plan. The total compensation expense will be based on the number of option shares times the fair value of an option. New SAIC is using the Black-Scholes valuation model to measure fair value of option grants. In addition, New SAIC will recognize compensation expense for other awards under the 2006 Equity Incentive Plan. In general, the expense associated with each award will be recognized over the requisite employee service period, generally the vesting period.

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PROPOSAL III 2006 EMPLOYEE STOCK PURCHASE PLAN

The 2006 Employee Stock Purchase Plan was adopted by our board of directors, subject to stockholder approval. The 2006 Employee Stock Purchase Plan provides employees of New SAIC (and Old SAIC and any of our majority-owned subsidiaries designated by our board of directors) with an opportunity to purchase new class A preferred stock (or new common stock as determined by the compensation committee of our board of directors) through accumulated payroll deductions at a discounted purchase price. The 2006 Employee Stock Purchase Plan will become effective on the date the first offering period commences as determined by the compensation committee, subject to stockholder approval and the closing of the merger. Old SAIC seeks stockholder approval of the 2006 Employee Stock Purchase Plan in order to qualify the 2006 Employee Stock Purchase Plan and the right of participants to purchase shares under Section 423 of the Internal Revenue Code. In addition, the 2006 Employee Stock Purchase Plan authorizes the purchase of shares under a non-Section 423 qualified component of the plan by employees of international subsidiaries in situations where a qualified plan creates adverse tax consequences in a particular jurisdiction.

The 2006 Employee Stock Purchase Plan provides that an aggregate of up to 9,000,000 shares of our stock will be available for issuance under the 2006 Employee Stock Purchase Plan, plus additional shares that may be added to the 2006 Employee Stock Purchase Plan as described below.

The 2006 Employee Stock Purchase Plan has an evergreen feature pursuant to which additional shares will automatically be added to the shares available for issuance under the 2006 Employee Stock Purchase Plan without further stockholder approval beginning February 1, 2007 and on each February 1 thereafter for nine more years. The number of shares that may be added each year will equal the least of 9,000,000 shares, 2% of New SAIC s outstanding common stock on the last day of the immediately preceding fiscal year (measured on an as-converted basis with respect to our outstanding shares of new class A preferred stock) or a number of shares established by the compensation committee of our board of directors.

If the 2006 Employee Stock Purchase Plan is approved by the stockholders and the merger is consummated, Old SAIC will cease issuing shares under the 2004 Employee Stock Purchase Plan. If the 2006 Employee Stock Purchase Plan is not approved by the stockholders or the merger is not consummated, the 2004 Employee Stock Purchase Plan will continue in operation pursuant to its terms.

A copy of the 2006 Employee Stock Purchase Plan is attached to this proxy statement/prospectus as Annex D. The following description of the 2006 Employee Stock Purchase Plan is only a summary and so is qualified by reference to the complete text of the 2006 Employee Stock Purchase Plan.

Administration

The 2006 Employee Stock Purchase Plan will be administered by the compensation committee of our board of directors or a committee consisting of management employees which has been delegated administrative responsibilities.

Eligibility

Generally, any person who is employed by New SAIC, Old SAIC or any of our majority-owned subsidiaries designated by our board of directors is eligible to participate in the 2006 Employee Stock Purchase Plan, provided that the employee is employed on the first day of an offering period and subject to certain limitations imposed by Section 423(b) of the Internal Revenue Code.

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Participation

Eligible employees may participate in the 2006 Employee Stock Purchase Plan by completing a subscription agreement in the form provided by New SAIC and filing it with New SAIC prior to the first business day of the applicable offering period or such other date as specified by the compensation committee.

Plan Characterization

The 2006 Employee Stock Purchase Plan is not subject to the provisions of the Employment Retirement Income Security Act of 1974, as amended, and is not qualified under Section 401(a) of the Internal Revenue Code.

Nonassignability of Options

Neither payroll deductions credited to a participant s account nor any rights with regard to the exercise of an option or to receive shares under the 2006 Employee Stock Purchase Plan may be assigned, transferred, pledged or otherwise disposed of in any way other than by will, the laws of descent and distribution or designation of a beneficiary in event of death.

New Plan Benefits

Because benefits under the 2006 Employee Stock Purchase Plan will depend on the fair market value of our stock at various future dates, it is not possible to determine the benefits that will be received by employees if the 2006 Employee Stock Purchase Plan is approved by the stockholders.

Offering Periods

Unless and until the compensation committee determines to implement longer periods and except for the first offering period, each offering period will have a duration of three months and will commence on April 1, July 1, October 1 or January 1 of each year and will have only one purchase period which will run simultaneously with the offering period. The first offering period to commence after the date of this proxy statement/prospectus will commence and end on dates determined by the compensation committee. The first business day of each offering period is referred to as the offering date. The last business day of each purchase period is referred to as the purchase date.

Purchase Price

The purchase price per share at which shares are purchased under the 2006 Employee Stock Purchase Plan is 85% of the fair market value of the class of stock subject to the 2006 Employee Stock Purchase Plan on the applicable purchase date. The compensation committee has the authority to change the purchase price within a range of 85% to 100% of the fair market value of the stock on the offering date or the purchase date. If our new common stock is listed on a stock exchange, the fair market value of the stock subject to the 2006 Employee Stock Purchase Plan will be the closing sales price of our new common stock.

Payment of Purchase Price; Payroll Deductions

The purchase price of the shares is paid with payroll deductions accumulated during the applicable offering period. The deductions are made as a percentage of the participant s compensation in 1% increments, not less than 1%, nor greater than 10%, or such lower limit set by the compensation committee. Eligible compensation is defined in the 2006 Employee Stock Purchase Plan to include base salary, wages, bonuses, incentive compensation, commissions, overtime, shift premiums and draws against commissions and to exclude long-term disability or workers compensation payments, car allowances, relocation payments and expense reimbursements. If payroll deductions are not permitted in a jurisdiction, participants in that jurisdiction may contribute via check or pursuant to another method approved by the compensation committee. A participant may discontinue his or her participation in the 2006 Employee Stock Purchase Plan at any time during an offering period and may increase or decrease the rate of his or her payroll deductions once during an ongoing offering period by completing and filing a new authorization for payroll deductions. Payroll deductions will commence on the first payday following the offering date and will end on the last payday on or prior to the last purchase date of the offering period to which the subscription agreement is applicable, unless sooner terminated by the participant. No interest accrues on the payroll deductions of a participant in the 2006 Employee Stock Purchase Plan unless required by local law.

Purchase of Stock; Exercise of Option

By executing a subscription agreement to participate in the 2006 Employee Stock Purchase Plan, the participant accepts the grant of a 2006 Employee Stock Purchase Plan option to purchase shares during an offering period. Shares will be purchased at a discount of 15% (unless changed by the compensation committee) of the fair market value of the stock on the purchase date. The number of shares purchased by a participant will be determined by dividing the amount of the participant s total payroll deductions for the offering period accumulated prior to the purchase date by 85% (unless changed by the compensation committee) of the fair market value of the stock on the purchase date for the applicable purchase period. Unless the participant s participation is discontinued, each participant s option for the purchase of shares will be exercised automatically on each purchase date at the applicable price.

No participant will be permitted to subscribe for shares under the 2006 Employee Stock Purchase Plan:

- if immediately after the grant of the option, the participant would own 5% or more of the combined voting power of all classes of stock of New SAIC or of a parent or subsidiary of New SAIC (including stock which may be purchased under the 2006 Employee Stock Purchase Plan or pursuant to any other options);

- if and to the extent the fair market value of the shares (plus the fair market value of all rights to purchase stock under all similar stock plans of New SAIC or of a parent or subsidiary of New SAIC) would exceed $25,000 (determined as of the offering date of the offering period in which the participant is participating) for each calendar year in which an option to purchase stock under the 2006 Employee Stock Purchase Plan is outstanding; or

- if and to the extent immediately after the grant of the option, the participant would have the right to purchase in excess of 2,500 shares during an offering period, which limit is subject to adjustment by the compensation committee if the new limit is announced prior to the scheduled beginning of the first offering period to be affected.

In addition, if the number of shares to be purchased on a purchase date by all participating employees exceeds the number of shares then available under the 2006 Employee Stock Purchase Plan, a pro rata allocation of the available shares will be made in as equitable a manner as is practicable. Any payroll deductions accumulated in a participant s account which are not used to purchase stock due to the limitations described above will be returned to the participant as soon as practicable after the end of the applicable purchase period, without interest unless required by local law.

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Holding Period

The compensation committee has the authority to establish a minimum holding period for shares purchased under the 2006 Employee Stock Purchase Plan.

Withdrawal

A participant may withdraw from an offering period by signing and delivering to New SAIC a notice of withdrawal from the 2006 Employee Stock Purchase Plan. The withdrawal may be elected at any time prior to the end of an offering period or such other time as specified by the compensation committee.

Any withdrawal by the participant of accumulated payroll deductions for a given offering period automatically terminates the participant s interest in that offering period. All of the participant s contributions credited to his or her account will be paid to him or her without interest. A participant s withdrawal from an offering period does not have an effect upon the participant s eligibility to participate in subsequent offering periods under the 2006 Employee Stock Purchase Plan by filing a new authorization for payroll deductions. However, a participant may not re-enroll in the same offering period after withdrawal.

Termination of Employment

Termination of a participant s employment for any reason, including retirement, death or the failure of a participant to remain an eligible employee of New SAIC or of a participating subsidiary, will immediately terminate the participant s participation in the 2006 Employee Stock Purchase Plan. Any payroll deductions credited to the participant s account will be returned to the participant, or, in the case of the participant s death, to the participant s legal representative, without interest.

Amendment and Termination

The 2006 Employee Stock Purchase Plan will terminate ten years from approval by our stockholders, unless it is terminated earlier pursuant to its terms.

Our board may amend or terminate the 2006 Employee Stock Purchase Plan, but New SAIC will obtain stockholder approval for any amendment to the 2006 Employee Stock Purchase Plan to the extent required by applicable laws and New York Stock Exchange listing requirements. Unless approved by the stockholders of New SAIC, our board will not make any amendment that would increase the maximum number of shares that may be issued under the 2006 Employee Stock Purchase Plan or change the designation or class of persons eligible to participate under the 2006 Employee Stock Purchase Plan. In addition, no action by the board or the stockholders may impair any outstanding option without the written consent of the participant except as set forth below.

Our board may make amendments to the 2006 Employee Stock Purchase Plan as it determines to be advisable, including changes with respect to current offering periods or purchase periods, if the continuation of the 2006 Employee Stock Purchase Plan or any offering period would result in financial accounting treatment for the 2006 Employee Stock Purchase Plan that is different from the financial accounting treatment in effect on the date our board of directors adopted the 2006 Employee Stock Purchase Plan.

Adjustments upon Changes in Capitalization, Change of Control or Dissolution

Subject to any required action by New SAIC s stockholders, (1) the number and type of shares covered by each outstanding option, (2) the price per share subject to each outstanding option and (3) the number and type of shares which have been authorized for issuance under the 2006 Employee Stock Purchase Plan (including the

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maximum number in the evergreen feature) will each be proportionately adjusted for any increase or decrease in the number or kind of issued and outstanding shares resulting from a stock split, stock dividend or any other increase or decrease in the number of issued and outstanding shares of the class of New SAIC s stock subject to the 2006 Employee Stock Purchase Plan effected without receipt of consideration by New SAIC or other change in the corporate structure or capitalization affecting the class of New SAIC s stock subject to the 2006 Employee Stock Purchase Plan.

In the event of a change in control transaction of New SAIC, the 2006 Employee Stock Purchase Plan will continue with regard to offering periods that commenced prior to the closing of the proposed transaction and shares will be purchased based on the fair market value of the successor entity s stock on each purchase date, unless otherwise provided by the compensation committee. In addition, in the event that New SAIC effects a reorganization, recapitalization, rights offering or other increase or reduction of shares of its outstanding stock, or in the event of New SAIC s being consolidated with or merged into any other corporation, the compensation committee may, in its sole discretion, also make provision for adjusting the number and type of shares which have been authorized for issuance under the 2006 Employee Stock Purchase Plan, as well as the price per share of the stock covered by each outstanding option.

In the event of a dissolution or liquidation of New SAIC, each offering period under the 2006 Employee Stock Purchase Plan then in progress will terminate immediately prior to the consummation of the dissolution or liquidation, unless otherwise provided by the compensation committee. In addition, in the event of a dissolution or liquidation, the compensation committee may terminate the 2006 Employee Stock Purchase Plan as of a date fixed by the compensation committee and give each participant the right to purchase shares under the 2006 Employee Stock Purchase Plan prior to the termination.

Federal Income Tax Consequences

THE FOLLOWING IS A GENERAL SUMMARY OF THE TYPICAL FEDERAL INCOME TAX CONSEQUENCES OF THE PURCHASE OF SHARES UNDER THE 2006 EMPLOYEE STOCK PURCHASE PLAN. IT DOES NOT DESCRIBE STATE OR OTHER TAX CONSEQUENCES OF THE PURCHASE OF SHARES UNDER THE 2006 EMPLOYEE STOCK PURCHASE PLAN.

The 2006 Employee Stock Purchase Plan, and the right of participants to make purchases under the plan, is intended to qualify for the federal income tax treatment provided to employee stock purchase plans and their participants under the provisions of Sections 421 and 423 of the Internal Revenue Code. Under these provisions, no income will be taxable to a participant until the shares purchased under the 2006 Employee Stock Purchase Plan are sold or otherwise disposed of. Upon sale or other disposition of the shares, the participant will generally be subject to tax in a manner that depends upon the holding period of the shares. If the shares are sold or otherwise disposed of (including by gift) more than two years from the first day of the offering period and more than one year from the date the shares are purchased, the participant will recognize ordinary income measured as the lesser of (1) the excess of the fair market value of the shares at the time of the sale or disposition over the purchase price, or (2) an amount equal to 15% of the fair market value of the shares as of the first day of the offering period. Any additional gain or loss will be treated as long-term capital gain or loss. If the shares are sold or otherwise disposed of (including by gift) before the expiration of either of these holding periods, the participant will recognize ordinary income generally measured as the excess of the fair market value of the shares on the date the shares are purchased over the purchase price. Any additional gain or loss on the sale or disposition will be long-term or short-term capital gain or loss, depending on whether or not the disposition occurs more than one year after the date the shares are purchased. New SAIC is not entitled to a deduction for amounts taxed as ordinary income or capital gain to a participant except to the extent of ordinary income recognized by a participant upon a sale or disposition of shares prior to the expiration of the holding periods described above.

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Accounting Treatment

Based on Statement of Financial Accounting Standards No. 123(R), which was adopted on February 1, 2006, New SAIC will recognize compensation expense in connection with the 2006 Employee Stock Purchase Plan. So long as New SAIC continues issuing shares under the 2006 Employee Stock Purchase Plan with a purchase price at a discount to the fair market value of its stock, New SAIC will recognize compensation expense which will be determined by the level of participation in the 2006 Employee Stock Purchase Plan and the amount of the discount. However, in certain cases where the purchase price is greater than 95% of the fair market value of the stock subject to the 2006 Employee Stock Purchase Plan, there would be no compensation expense under Statement of Financial Accounting Standards No. 123(R).

TRANSACTION OF OTHER BUSINESS

The board of directors knows of no other matters that will be presented for consideration at the special meeting. If any other matters properly come before the special meeting, it is the intention of the proxy holders named on the proxy to vote the shares they represent as the board of directors may recommend. Discretionary authority with respect to such other matters is granted by the delivery of a proxy.

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SELECTED CONSOLIDATED FINANCIAL DATA

You should read the selected consolidated financial data presented below in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and our audited consolidated financial statements, unaudited condensed consolidated financial statements and the related notes included elsewhere in this proxy statement/prospectus. The selected consolidated financial data presented below under Consolidated Statement of Income Data for the years ended January 31, 2006, 2005 and 2004 and the selected consolidated financial data presented below under Consolidated Balance Sheet Data as of January 31, 2006 and 2005 have been derived from our audited consolidated financial statements included elsewhere in this proxy statement/prospectus. The selected consolidated financial data presented below under Consolidated Statement of Income Data for the years ended January 31, 2003 and 2002 and under Consolidated Balance Sheet Data as of January 31, 2004, 2003 and 2002 have been derived from our audited consolidated financial statements not included in this proxy statement/prospectus. The selected consolidated financial data presented below under Consolidated Statement of Income Data for the three months ended April 30, 2006 and 2005 and Consolidated Balance Sheet Data as of April 30, 2006 have been derived from our unaudited condensed consolidated financial statements that are included elsewhere in this proxy statement/prospectus and have been prepared on the same basis as our audited consolidated financial statements. In the opinion of management, the unaudited condensed consolidated financial statements reflect all adjustments, consisting only of normal and recurring adjustments, necessary to state fairly our results of operations for and as of the periods presented. Historical results are not necessarily indicative of the results of operations to be expected for future periods.

	Year Ended January 31					Three Months Ended April 30	
	2006	2005	2004	2003	2002	2006	2005
	(in millions, except per share data)						
Consolidated Statement of Income Data:							
Revenues	$ 7,792	$ 7,187	$ 5,833	$ 4,835	$ 4,374	$ 1,958	$ 1,846
Cost of revenues	6,801	6,283	5,053	4,169	3,786	1,686	1,614
Selling, general and administrative expenses	494	418	378	347	352	129	120
Goodwill impairment			7	13			
Gain on sale of business units, net		(2)		(5)	(10)		
Operating income	497	488	395	311	246	143	112
Net (loss) gain on marketable securities and other investments, including impairment losses (1)	(15)	(16)	5	(134)	(456)		
Interest income	97	45	49	37	50	29	19
Interest expense	(89)	(88)	(80)	(45)	(14)	(23)	(22)
Other income (expense), net	7	(12)	5	6	10	2	1
Minority interest in income of consolidated subsidiaries	(13)	(14)	(10)	(7)	(5)	(3)	(3)
Income (loss) from continuing operations before income taxes	484	403	364	168	(169)	148	105
Provision (benefit) for income taxes	139	131	140	61	(80)	54	50
Income (loss) from continuing operations	345	272	224	107	(89)	94	55
Income from discontinued operations, net of tax	582	137	127	152	107	12	530
Net income	$ 927	$ 409	$ 351	$ 259	$ 19	$ 106	$ 585
Earnings per share: (2)							
Basic:							
Income (loss) from continuing operations	$ 1.98	$ 1.49	$ 1.22	$ .55	$ (.41)	$ .56	$ .31
Income from discontinued operations	3.35	.74	.68	.77	.50	.07	2.96

	$ 5.33	$ 2.23	$ 1.90	$ 1.32	$ .09	$ .63	$ 3.27
Diluted:							
Income (loss) from continuing operations	$ 1.92	$ 1.45	$ 1.19	$ .53	$ (.41)	$ .54	$ .30
Income from discontinued operations	3.23	.73	.67	.75	.50	.07	2.88
	$ 5.15	$ 2.18	$ 1.86	$ 1.28	$ .09	$ .61	$ 3.18
Common equivalent shares:							
Basic	174	183	185	196	215	168	179
Diluted	180	188	189	203	215	174	184

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	As of January 31					As of April 30
	2006	2005	2004	2003	2002	2006
	(in millions)					
Consolidated Balance Sheet Data:						
Total assets	$ 5,655	$ 6,010	$ 5,540	$ 4,876	$ 4,678	$ 5,686
Working capital (3)	2,912	2,687	2,230	1,967	875	3,051
Long-term debt	1,192	1,215	1,232	897	100	1,192
Other long-term liabilities	111	99	86	75	48	112
Stockholders equity	2,807	2,351	2,203	2,020	2,524	2,962

(1) Includes impairment losses of $108 million and $467 million on marketable equity securities and other private investments in 2003 and 2002, respectively.

(2) The 2002 amount includes the cumulative effect of an accounting change for the adoption of SFAS No. 133, Accounting for Derivative Investments and Hedging Activities, as amended.

(3) Working capital for fiscal 2004 and 2002 excludes the effect of reclassifications for discontinued operations that were made in fiscal 2005 and 2003 in order to conform the fiscal 2004 and 2002 consolidated balance sheets to reflect discontinued operations that occurred in fiscal 2005 and 2003.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our audited consolidated financial statements and our unaudited condensed consolidated financial statements and related notes that appear elsewhere in this proxy statement/prospectus. In addition to historical consolidated financial information, the following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. See Forward-Looking Statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this proxy statement/prospectus, particularly in Risk Factors.

Unless otherwise noted, references to years are for fiscal years ended January 31, not calendar years. For example, we refer to the fiscal year ended January 31, 2006 as fiscal 2006. We are currently in fiscal 2007.

Overview

We are a leading provider of scientific, engineering, systems integration and technical services and solutions to all branches of the U.S. military, agencies of the U.S. Department of Defense, the intelligence community, the U.S. Department of Homeland Security and other U.S. Government civil agencies, as well as to customers in selected commercial markets. Demand for our services is driven by priorities such as the ongoing war on terrorism and the transformation of the U.S. military. We have three reportable segments: Government, Commercial, and Corporate and Other. Except in Discontinued Operations, all amounts in this Management s Discussion and Analysis of Financial Condition and Results of Operations are presented for our continuing operations only.

Government Segment. Through the Government segment, we provide systems engineering, systems integration and advanced technical services and solutions primarily to U.S. federal, state and local government agencies and foreign governments. Revenues from our Government segment accounted for 94% of our total consolidated revenues in fiscal 2006 and 2005 and 93% of our total consolidated revenues in fiscal 2004. Within the Government segment, substantially all of our revenues are derived from contracts with the U.S. Government. Revenues from contracts with the U.S. Government accounted for 89%, 86% and 85% of our total consolidated revenues in fiscal 2006, 2005 and 2004, respectively. These revenues include contracts where we serve as the prime or lead contractor, as well as contracts where we serve as a subcontractor to other parties who are engaged directly with various U.S. Government agencies as the prime contractor.

In the period since the September 11, 2001 terrorist attacks, U.S. Government spending has increased in response to the global war on terror and efforts to transform the U.S. military. This increased spending has had a favorable impact on our business. Our results have also been favorably impacted by increased outsourcing of information technology (IT) and other technical services by the U.S. Government. However, these U.S. Government spending levels may not continue and future levels of spending and authorizations for these programs may decrease, remain constant or shift to programs in areas where we do not currently provide services. Such changes in spending authorizations and budgetary priorities could occur due to the significant relief and recovery costs associated with natural disasters, the rapid growth of the federal budget deficit, increasing political pressure to reduce overall levels of government spending or other factors. In addition, the U.S. Government conducted its Quadrennial Defense Review in government fiscal 2005 and 2006, the results of which may significantly affect future defense budgets and priorities, including programs from which we have and expect to derive a significant portion of our revenues.

Competition for contracts with the U.S. Government is intense. In addition, in recent years, the U.S. Government has increasingly used contracting processes that give it the ability to select multiple winners or pre-qualify certain contractors to provide various products or services at established general terms and conditions. Such processes include purchasing services and solutions using indefinite delivery / indefinite quantity (IDIQ), government-wide acquisition contract (GWAC), and U.S. General Services Administration (GSA) Schedule contract vehicles. This trend has served to increase competition for U.S. Government contracts and increase pressure on the prices we charge for our services. See Risk Factors Risks Relating to Our Business and Business Contracts.

Commercial Segment. Through our Commercial segment, we primarily target commercial customers worldwide in selected commercial markets, which currently includes IT support for oil and gas exploration and production, applications and IT infrastructure management for utilities and data lifecycle management for pharmaceuticals. We provide our Commercial segment customers with systems integration and advanced technical services and solutions we have developed for the commercial marketplace, often based on expertise developed in serving our Government segment customers. Revenues from our Commercial segment accounted for 7% of our total consolidated revenues in each of fiscal 2006, 2005 and 2004. Revenues from our Commercial segment are primarily driven by our customers desire to reduce their costs related to IT management and other complex technical functions by outsourcing to third-party contractors.

Corporate and Other Segment. Our Corporate and Other segment includes the operations of our broker-dealer subsidiary, Bull, Inc., our internal real estate management subsidiary, Campus Point Realty Corporation, and various corporate activities, including elimination of intersegment revenues. We expect that the operations of Bull, Inc. will cease if we complete the IPO. Our Corporate and Other segment does not contract with third parties for the purpose of generating revenues. However, for internal management reporting purposes, we record certain revenue and expense items incurred by the Government and Commercial segments in the Corporate and Other segment in certain circumstances as determined by our chief operating decision-maker (currently our Chief Executive Officer).

Key Financial Metrics

Sources of Revenues

Contracts. We generate revenues under the following types of contracts: (1) cost-reimbursement, (2) time-and-materials (T&M), (3) fixed price level-of-effort, (4) firm fixed-price (FFP) and (5) target cost and fee with risk sharing. Cost-reimbursement contracts provide for reimbursement of our direct costs and allocable indirect costs, plus a fee or profit component. T&M contracts typically provide for the payment of negotiated fixed hourly rates, which include allocable indirect costs and fees for labor hours plus reimbursement of our other direct costs. Fixed price level-of-effort contracts are substantially similar to T&M contracts except that the deliverable is the labor hours provided to the customer. FFP contracts provide for payments to us of a fixed price for specified products, systems and/or services. If actual costs vary from the FFP target costs, we can generate more or less than the targeted amount of profit or even incur a loss. Target cost and fee with risk sharing contracts provide for reimbursement of costs, plus a specified or target fee or profit, if our actual costs equal a negotiated target cost. Under these contracts, if our actual costs are less than the target costs, we receive a portion of the cost underrun as an additional fee or profit. If our actual costs exceed the target costs, our target fee and cost reimbursement are reduced by a portion of the cost overrun. We do not use target cost and fee with risk sharing contracts in our Government segment.

The following table summarizes revenues by contract type as a percentage of total contract revenues for the periods noted:

	Year Ended January 31			Three Months Ended April 30	
	2006	2005	2004	2006	2005
Cost-reimbursement	46%	44%	45%	46%	45%

T&M and fixed price level-of-effort	35	38	38	35	37
FFP and target cost and fee with risk sharing	19	18	17	19	18
Total	100%	100%	100%	100%	100%

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We generate revenues under our contracts from (1) the efforts of our technical staff, which we refer to as labor-related revenues and (2) receipt of payments based on the costs of materials and subcontractors used in a project, which we refer to as M&S revenues. M&S revenues are generated primarily from large, multi-year systems integration contracts and contracts in our logistics and product support business area. If M&S revenues grow at a faster rate than our labor-related revenues, our overall profit margin could be impacted negatively because our M&S revenues generally have lower margins than our labor-related revenues.

The following table summarizes labor-related revenues and M&S revenues as a percentage of total consolidated revenues for the periods noted:

	Year Ended January 31			Three Months Ended April 30	
	2006	**2005**	**2004**	**2006**	**2005**
Labor-related	63%	64%	68%	66%	65%
M&S	37	36	32	34	35
Total	100%	100%	100%	100%	100%

The growth of our business is directly related to the receipt of contract awards, the ability to hire personnel to perform on service contracts and contract performance. In fiscal 2006, we derived more than $10 million in annual revenues from each of 106 contracts, compared to 91 and 66 contracts in fiscal 2005 and 2004, respectively. These larger contracts represented 38%, 35% and 31% of our total consolidated revenues in fiscal 2006, 2005 and 2004, respectively. We recognized more than $50 million in annual revenues from ten contracts in fiscal 2006, compared to nine and eight contracts in fiscal 2005 and 2004, respectively. The remainder of our revenues is derived from a large number of smaller contracts with annual revenues of less than $10 million.

We recognize revenues under our contracts primarily using the percentage-of-completion method. Under the percentage-of-completion method, revenues are recognized based on progress towards completion, with performance measured by the cost-to-cost method, efforts-expended method or units-of-delivery method, all of which require estimating total costs at completion. The contracting process used for procurement, including IDIQ, GWAC and GSA Schedule contract vehicles, does not determine revenue recognition. See Critical Accounting Policies.

Backlog. Total consolidated negotiated backlog consists of funded backlog and negotiated unfunded backlog. Government segment funded backlog primarily represents the portion of backlog for which funding is appropriated and is payable to us upon completion of a specified portion of work, less revenues previously recognized on these contracts. Commercial segment funded backlog represents the full value on firm contracts, which may cover multiple future years, under which we are obligated to perform less revenues previously recognized on these contracts. Our funded backlog in the Government segment does not include the full potential value of our contracts because the U.S. Government and our other customers often appropriate or authorize funds for a particular program or contract on a yearly or quarterly basis, even though the contract may call for performance over a number of years. When a definitive contract or contract amendment is executed and funding has been appropriated or otherwise authorized, funded backlog is increased by the difference between the funded dollar value of the contract or contract amendment and the revenues recognized to date. Negotiated unfunded backlog represents (1) firm orders for which funding has not been appropriated or otherwise authorized and (2) unexercised priced contract options. Negotiated unfunded backlog does not include any estimate of future potential task orders that might be awarded under IDIQ, GWAC or GSA Schedule contract vehicles.

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The approximate value of our total consolidated negotiated backlog January 31, 2006, 2005 and 2004 and April 30, 2006 was as follows:

	January 31			April 30
	2006	2005	2004	2006
	(in millions)			
Government Segment:				
Funded backlog	$ 3,398	$ 3,333	$ 3,127	$ 3,268
Negotiated unfunded backlog	11,169	9,656	7,359	11,814
Total negotiated backlog	$ 14,567	$ 12,989	$ 10,486	$ 15,082
Commercial Segment:				
Funded backlog	$ 490	$ 313	$ 228	$ 664
Negotiated unfunded backlog	5	114	187	18
Total negotiated backlog	$ 495	$ 427	$ 415	$ 682
Total Consolidated:				
Funded backlog	$ 3,888	$ 3,646	$ 3,355	$ 3,932
Negotiated unfunded backlog	11,174	9,770	7,546	11,832
Total consolidated negotiated backlog	$ 15,062	$ 13,416	$ 10,901	$ 15,764

We expect to recognize a substantial portion of our funded backlog as revenues within the next 12 months. However, the U.S. Government may cancel any contract or purchase order at any time. In addition, certain contracts and purchase orders in the Commercial segment may include provisions that allow the customer to cancel at any time. Most of our contracts have cancellation terms that would permit us to recover all or a portion of our incurred costs and potential fees in such cases. See Risk Factors Risks Relating to Our Business We may not realize as revenues the full amounts reflected in our backlog, which could adversely affect our future revenues and growth prospects.

Cost of Revenues and Operating Expenses

Cost of Revenues. Cost of revenues includes direct labor and related fringe benefits and direct expenses incurred to complete contracts and task orders. Cost of revenues also includes subcontract work, consultant fees, materials, depreciation, certain management information systems expenses and overhead. Overhead consists of indirect costs relating to operations, rent/facilities, administration, travel and other expenses.

Selling, General and Administrative Expenses. Selling, general and administrative (SG&A) expenses are primarily for corporate administrative functions, such as management, legal, finance and accounting, contracts and administration, human resources and certain management information systems expenses. SG&A also includes bid-and-proposal and independent research and development expenses.

Factors Affecting Our Results of Operations

Greek Contract. Our contract with the Hellenic Republic of Greece, or the Greek government (the Customer), as described in Commitments and Contingencies has adversely impacted our results of operations and may continue to adversely impact our results of operations. While we recorded no loss on this contract during the three months ended April 30, 2006, we recorded $7 million in losses for the three months ended April 30, 2005 and have recorded $121 million in contract losses since the inception of this contract. In fiscal 2006, based on the results of activities conducted to review the omissions and deviations identified by the Customer and additional communication with the Customer, we recorded total contract losses of $83 million. This compares to contract losses of $34 million for fiscal 2005. This contract may continue to have an adverse impact on our results of operations.

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Acquisitions. We acquire businesses in our key markets when opportunities arise. We completed one acquisition during the three months ended April 30, 2006 for a total purchase price of $16 million. During the three months ended April 30, 2005, we did not complete any acquisitions of businesses. We completed four acquisitions in fiscal 2006 for a total purchase price of $234 million. In fiscal 2005, we acquired four businesses for an aggregate purchase price of $236 million and in fiscal 2004, we acquired 10 businesses for an aggregate purchase price of $289 million. We expect the use of cash to acquire businesses will increase in the future. If we complete the IPO, we may also increase our use of capital stock as consideration for acquisitions since our shares will be publicly traded.

Dispositions. As part of our ongoing strategic planning, we have exited, and may in the future exit, certain businesses from time to time. During the three months ended April 30, 2006, we sold our 50% interest in our DS&S joint venture for $9 million. We have deferred recognition of any gain on sale of DS&S pending resolution of certain matters as described in Commitments and Contingencies DS&S Joint Venture. In March 2005, we sold Telcordia Technologies, Inc. (Telcordia) and recognized a gain before income taxes of $861 million during the three months ended April 30, 2005 and $871 million in fiscal 2006. This transaction is reflected as discontinued operations for all periods presented. Prior to the sale, Telcordia s revenues were 1%, 11% and 13% of our total consolidated revenues in fiscal 2006, 2005 and 2004, respectively.

Stock-Based Compensation. We adopted Statement of Financial Accounting Standards (SFAS) No. 123(R), Share-Based Payment, on February 1, 2006. This Statement requires that we recognize as compensation expense the fair value of all stock-based awards, including stock options, granted to employees and others in exchange for services, typically over the period during which such awards are earned. SFAS No. 123(R) requires that we recognize as compensation expense the 15% discount on employee stock purchases made under our employee stock purchase plan (ESPP). SFAS No. 123(R) also requires that cash flows resulting from excess tax benefits be classified as financing cash flows instead of operating cash flows.

We adopted SFAS No. 123(R) using the modified prospective transition method for stock-based awards granted after September 1, 2005, the date New SAIC made its initial filing with the SEC for the IPO. Under this method, compensation expense associated with options granted between September 1, 2005 and January 31, 2006, valued at approximately $11 million, is recognized over their remaining vesting period, net of estimated forfeitures. We continue to account for options granted prior to September 1, 2005 under the provisions of Accounting Principles Board Opinion No. 25. Accordingly, no compensation expense will be recognized for options granted prior to September 1, 2005 unless a modification is made to those options. This difference in accounting treatment is due to the fact that we met the definition of a non-public company under SFAS No. 123 and applied the minimum value method under SFAS No. 123 prior to September 1, 2005. The cumulative effect of adopting SFAS No. 123(R) using the modified prospective transition method was de minimus.

Except for use of the minimum value method, which assumed no stock volatility in our fair value calculations prior to September 1, 2005, there are no significant differences in the methodologies or assumptions used in estimating the fair value of our options under SFAS No. 123(R) from those used prior to adoption of the standard.

We recognize stock-based compensation expense on options and vesting stock awards using the straight-line method over the period the awards are earned. During the three months ended April 30, 2006, we recognized total stock-based compensation expense of $15 million, including $5 million associated with stock options, $7 million associated with vesting stock awards and $3 million associated with the ESPP. During the three months ended April 30, 2005, we recognized total stock-based compensation expense of $8 million associated with vesting stock awards. These amounts do not include amounts accrued under the Bonus Compensation Plan during the three months ended April 30, 2006 and 2005 as the amounts to be settled through issuance of vested stock are not known when the accruals are made. We issued $32 million and $39 million in vested stock during the three months ended April 30, 2006 and 2005, respectively, as settlement of certain bonus and retirement plan amounts expensed during the respective prior years. As of April 30, 2006, total unrecognized compensation cost related to the unvested portion of stock options (granted subsequent to September 1, 2005) and vesting stock awards was $170 million, which is expected to be recognized over a weighted average period of 3.3 years.

Changes When We Are a Public Company

There has been no public trading market for our common stock. However, Old SAIC has maintained a limited secondary market for its common stock, which we call the limited market, through its broker-dealer subsidiary, Bull, Inc. The limited market has enabled Old SAIC stockholders to submit offers to buy and sell Old SAIC common stock on predetermined trade dates. Although we were not contractually required to do so, on all trade dates for the periods presented, we have repurchased the excess of the number of shares offered for sale over the number of shares sought to be purchased in order to improve the liquidity of the shares held by Old SAIC stockholders. In the three months ended April 30, 2006 and 2005, we repurchased $32 million and $244 million of Old SAIC common stock, respectively, and in fiscal 2006, 2005 and 2004, we repurchased $818 million, $607 million and $451 million of Old SAIC common stock, respectively.

Because shares of new common stock will be publicly traded following the completion of the IPO and new class A preferred stock will be convertible into new common stock as the applicable transfer restriction periods lapse, we expect to cease repurchases of our stock from our stockholders through the limited market and wind up the operations of Bull, Inc. The last limited market trade occurred on June 30, 2006. If, however, the IPO is postponed, we intend to conduct a limited market trade at the same time as the retirement plans trades until the IPO process recommences. A retirement plans trade has been scheduled for October 27, 2006 and at least three additional retirement plans trade dates will be announced, at which time limited market trades also may be held if the IPO is postponed.

In these trades, participants may offer to buy or sell shares in accordance with the terms of the plans. In addition, we intend to conduct four scheduled trades for our retirement plans following completion of the IPO in which participants may offer to buy or sell shares in accordance with the terms of the plans. In all these trades, we will have the right, but not the obligation, to buy the net balance of shares, if any, offered by participants in our retirement plans. In addition, following the IPO, the retirement plans will have the opportunity to convert shares of new class A preferred stock into new common stock and sell those shares into the public market to the extent permissible under the transfer restrictions on the new class A preferred stock. These trades are intended to provide participants with liquidity to the extent permitted under the plans. See Liquidity and Capital Resources Historical Trends Cash Used in Financing Activities of Continuing Operations.

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Results of Operations

Comparison of the Three Months Ended April 30, 2006 and 2005

The following table summarizes our consolidated results of operations for the periods noted:

	Three Months Ended April 30		
	2006	Percent change	2005
	(dollars in millions)		
Revenues	$ 1,958	6%	$ 1,846
Cost of revenues	1,686	4	1,614
Selling, general and administrative expenses	129	8	120
Operating income	143	28	112
As a percentage of revenues	7.3%		6.1%
Non-operating income (expense), net	5		(7)
Provision for income taxes	54	8	50
Income from continuing operations	94	71	55
Income from discontinued operations, net of tax	12		530
Net income	106	(82)	585

Revenues. Total consolidated revenues increased 6% for the three months ended April 30, 2006 compared to the same period of the prior year due to a combination of growth in revenues from our U.S. Government and commercial customers and growth through the acquisition of new businesses partially offset by a one-day decline in the number of work days in the three months ended April 30, 2006 compared to the same period of the prior year. This one-day decline in the number of work days adversely affected revenue growth by approximately 1.7 percentage points. Approximately three percentage points of the consolidated growth were a result of acquisitions while three percentage points were internal, or non-acquisition related, growth. We calculate internal growth by comparing our current period reported revenue to prior period revenue adjusted to include the revenue of acquired companies for the comparable prior period. Internal revenue growth in our business was directly related to the receipt of contract awards across a balance of our business areas and the ability to hire personnel to perform on service contracts.

The following table summarizes changes in segment revenues on an absolute basis and as a percentage of total consolidated revenues for the periods noted:

	Three Months Ended April 30			
				Segment revenues as a percentage of total consolidated revenues
	2006	Percent change	2005	

				2006	**2005**
			(dollars in millions)		
Government segment revenues	$ 1,809	5%	$ 1,717	92%	93%
Commercial segment revenues	146	11	131	8	7
Corporate and Other segment revenues	3		(2)		

The growth in our Government segment revenues for the three months ended April 30, 2006 was the result of growth in our traditional business areas with departments and agencies of the U.S. Government as well as through the acquisition of new businesses. Approximately three percentage points of the growth in the Government segment revenues was a result of acquisitions, while the remaining two percentage points represented internal growth. The internal growth in our Government segment revenues for the three months

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ended April 30, 2006 reflects an increase in contract volume due to higher contract awards from the U.S. Government and increased spending by our customers, particularly in our business areas providing services to the Department of Defense.

The growth in our Commercial segment revenues for the three months ended April 30, 2006 relates to internal growth and was attributable principally to higher revenues from our systems integration and domestic outsourcing business areas.

The Corporate and Other segment revenues include the elimination of intersegment revenues of $2 million for the three months ended April 30, 2005. There were no intersegment revenues for the three months ended April 30, 2006. The remaining balance for each of the periods represents the net effect of various revenue items related to operating business units that are excluded from the evaluation of a business unit s operating performance in the Government or Commercial segment and instead are reflected in the Corporate and Other segment.

The following table presents our consolidated revenues on the basis of how such revenues were earned for the periods noted:

	Three Months Ended April 30		
	2006	Percent change	2005
		(dollars in millions)	
Labor-related	$ 1,289	8%	$ 1,199
M&S	669	3	647

The increases in labor-related revenues are attributable to acquisitions, greater employee utilization and overall increases in our technical staff. We had approximately 43,300 full-time and part-time employees at April 30, 2006 compared to 42,500 at April 30, 2005. Growth in M&S revenues as a percentage of total revenues slowed slightly during the three months ended April 30, 2006 primarily due to differences in the timing of work performed or delivery of materials under several contracts with M&S activity in each period.

Cost of Revenues. The following table summarizes cost of revenues as a percentage of revenues for the periods noted:

	Three Months Ended April 30	
	2006	2005
Total consolidated cost of revenues as a percentage of total consolidated revenues	86.1%	87.4%
Segment cost of revenues as a percentage of segment revenues:		
Government segment	87.2	88.4
Commercial segment	73.1	75.9

Total consolidated cost of revenues increased $72 million, or 4%, on an absolute basis but declined as a percentage of total consolidated revenues for the three months ended April 30, 2006 as compared to the three months ended April 30, 2005. This improvement as a percentage of revenues is primarily due to greater direct labor utilization during the three months ended April 30, 2006. In addition, we recorded no loss on the Greek contract during the three months ended April 30, 2006 compared to losses of $7 million for the same period of the prior year. Total consolidated cost of revenues as a percentage of total consolidated revenues includes a portion of the Corporate and Other segment operating loss as described in Segment Operating Income.

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Government segment cost of revenues increased by $60 million, or 4%, on an absolute basis but decreased as a percentage of segment revenues for the three months ended April 30, 2006 as compared to the three months ended April 30, 2005, primarily due to greater direct labor utilization during the three months ended April 30, 2006. In addition, we recorded no loss on the Greek contract during the three months ended April 30, 2006 compared to losses of $7 million for the same period of the prior year.

Commercial segment cost of revenues increased by $7 million, or 7%, on an absolute basis and decreased as a percentage of segment revenues for the three months ended April 30, 2006, primarily reflecting improved contract margins and greater direct labor utilization.

Selling, General and Administrative Expenses. The following table summarizes SG&A as a percentage of revenues for the periods noted:

	Three Months Ended April 30	
	2006	**2005**
Total consolidated SG&A as a percentage of total consolidated revenues	6.6%	6.5%
Segment SG&A as a percentage of segment revenues:		
Government segment	4.9	4.9
Commercial segment	16.4	18.2

Total consolidated SG&A increased $9 million, or 8%, on an absolute basis for the three months ended April 30, 2006 compared to the same period of the prior year.

Government segment SG&A increased $5 million, or 6%, on an absolute basis for the three months ended April 30, 2006 compared to the same period of the prior year. This includes increases in Government segment G&A costs of $6 million and a decrease in Government segment bid-and-proposal costs of $1 million. The level of bid-and-proposal activities fluctuates depending on the timing of bidding opportunities. Government segment independent research and development costs have remained relatively consistent as a percentage of segment revenues.

Commercial segment SG&A expenses during the three months ended April 30, 2006 remained consistent with the same period of the prior year.

Corporate and Other segment SG&A expenses increased $4 million, or 41%, during the three months ended April 30, 2006 compared to the same period of the prior year due primarily to the expensing of stock options under SFAS No. 123(R), which was adopted on February 1, 2006.

Segment Operating Income. We use segment operating income (SOI) as our internal measure of operating performance. It is calculated as operating income before income taxes less losses on impaired intangible and goodwill assets, less non-recurring gains or losses on sales of business units, subsidiary stock and similar items, plus equity in the income or loss of unconsolidated affiliates, and minority interest in income or loss of consolidated subsidiaries. We use SOI as our internal performance measure because we believe it provides a comprehensive view of our ongoing business operations and is therefore useful in understanding our operating results. Unlike operating income, SOI includes only our ownership interest in income or loss from our majority-owned consolidated subsidiaries and our partially-owned unconsolidated affiliates. In addition, SOI excludes the effects of transactions that are not part of on-going operations such as gains or losses from the sale of business units or other operating assets as well as investment activities of our subsidiary, SAIC Venture Capital Corporation.

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In accordance with SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information, the reconciliation of total reportable SOI of $142 million and $110 million, respectively, to consolidated operating income of $143 million and $112 million, respectively, for the three months ended April 30, 2006 and 2005, is shown in Note 2 of the notes to condensed consolidated financial statements for the three months ended April 30, 2006.

The following table summarizes changes in SOI on an absolute basis and as a percentage of related revenues:

	Three Months Ended April 30				
				SOI as a percentage of related revenues	
	2006	Percent change	2005	2006	2005
	(dollars in millions)				
Government segment	$ 141	24%	$ 114	7.8%	6.6%
Commercial segment	15	114	7	10.3	5.3
Corporate and Other segment	(14)		(11)		
Total reportable SOI	$ 142	29%	$ 110	7.3%	6.0%

The increase in total reportable SOI for the three months ended April 30, 2006 primarily reflects higher contract volume and greater direct labor utilization. In addition, we recorded no loss on the Greek contract during the three months ended April 30, 2006 compared to losses of $7 million for the same period of the prior year.

The increase in Government segment SOI for the three months ended April 30, 2006 primarily reflects higher contract volume and greater direct labor utilization. In addition, we recorded no loss on the Greek contract during the three months ended April 30, 2006 compared to losses of $7 million for the same period of the prior year.

The increase in Commercial segment SOI reflects higher contract volume, improved contract margins and greater direct labor utilization.

Corporate and Other segment operating loss for the three months ended April 30, 2006 remained consistent with the three months ended April 30, 2005.

Other Income Statement Items

Interest Income and Interest Expense. Interest income increased by $10 million or 53% for the three months ended April 30, 2006 compared to the same period of the prior year primarily due to higher interest rates in the three months ended April 30, 2006 as compared to the same period of the prior year.

Interest expense reflects interest on (1) our outstanding debt securities, (2) a building mortgage, (3) deferred compensation arrangements and (4) notes payable. Interest expense remained consistent for the three months ended April 30, 2006 compared to the same period of the prior year, as our debt instruments have fixed interest rates and there was no significant change in the underlying debt balances.

Other Income (Expense), Net. Other income (expense), net includes our equity interest in the earnings of unconsolidated affiliates of $2 million for the three months ended April 30, 2006 and other-than-temporary impairment losses on marketable securities and other investments of $2 million for the three months ended April 30, 2005.

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Provision for Income Taxes. The provision for income taxes as a percentage of income from continuing operations before income taxes was 36.8% and 47.6% for the three months ended April 30, 2006 and 2005, respectively. The lower effective tax rate for the three months ended April 30, 2006 was partially due to the reversal of $7 million in tax expense accruals for tax contingencies as a result of settlements of federal and state audits and audit issues for amounts different than the recorded accruals for tax contingencies. The higher tax rate for the three months ended April 30, 2005 was due to an increase in tax expense of $9 million related to a change in state tax law during the three months ended April 30, 2005.

We are subject to routine compliance reviews by the Internal Revenue Service (IRS) and other taxing jurisdictions on various tax matters, which may include challenges to various tax positions we have taken. We have recorded liabilities for tax contingencies for open years based upon our best estimate of the taxes ultimately to be paid. As of April 30, 2006, our income taxes payable balance included $58 million of tax expense accruals that have been recorded for tax contingencies. We are currently undergoing several routine IRS and other tax jurisdiction examinations. While we believe we have adequate accruals for tax contingencies, there is no assurance that the tax authorities will not assert that we owe taxes in excess of our accruals, or that our accruals will not be in excess of the final amounts agreed to by tax authorities.

We anticipate the payment of the special dividend to Old SAIC stockholders, including the SAIC Retirement Plan, upon completion of the IPO. We believe the dividend payable on our common stock held by the SAIC Retirement Plan may be deductible for tax purposes in the year of payment and have requested rulings from the IRS to confirm deductibility. Accordingly, if we pay a dividend in connection with the IPO contemplated in the Fall of 2006 and favorable rulings are received, we expect a significant reduction in our tax liability.

Income from Continuing Operations. Income from continuing operations increased $39 million, or 71%, for the three months ended April 30, 2006 compared to the same period of the prior year primarily due to increased operating income of $31 million, increased interest income of $10 million and a lower effective tax rate described above.

Discontinued Operations. We sold one of our subsidiaries, Telcordia, for $1.35 billion and recorded a gain of $861 million during the three months ended April 30, 2005. An income tax benefit of $12 million was recorded during the three months ended April 30, 2006 to reflect the resolution of certain tax contingencies related to Telcordia operations prior to the sale.

The operating results of Telcordia, which have been classified as discontinued operations for all periods presented, were as follows:

	Three Months Ended April 30	
	2006	2005
	(in millions)	
Revenues	$	$ 89
Costs and expenses		
Cost of revenues		57
Selling, general and administrative expenses		28
Income before income taxes	$	$ 4

We have indemnified the buyer for all income tax obligations on and through the closing date of the transaction. While we believe we have appropriate accruals for these tax contingencies, the ultimate resolution of

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these matters could differ from the amounts accrued. We also have customary indemnification obligations owing to the buyer, as well as an obligation to indemnify the buyer for any loss Telcordia may incur as a result of an adverse judgment in the Telkom South Africa litigation. We are also entitled to receive additional amounts as contingent sale price, including all of the net proceeds from any judgment or settlement of the litigation Telcordia initiated against Telkom South Africa and 50% of the net proceeds received in connection with the prosecution of certain patent rights of Telcordia as discussed in Commitments and Contingencies. All these future contingent payments or contingent purchase price proceeds and changes in our estimates of these items and other related Telcordia items will continue to be reflected as discontinued operations and result in adjustments to the gain on sale in the period in which they arise.

Net Income. Net income decreased $479 million, or 82%, for the three months ended April 30, 2006 compared to the same period of the prior year primarily due to the after-tax gain of $530 million on the sale of Telcordia during the three months ended April 30, 2005.

Comparison of Years Ended January 31, 2006, 2005 and 2004

The following table summarizes our consolidated results of operations for the periods noted:

	Year Ended January 31				
	2006	Percent change	2005	Percent change	2004
			(dollars in millions)		
Revenues	$ 7,792	8%	$ 7,187	23%	$ 5,833
Cost of revenues	6,801	8	6,283	24	5,053
Selling, general and administrative expenses	494	18	418	11	378
Operating income	497	2	488	24	395
As a percentage of revenues	6.4%		6.8%		6.8%
Non-operating expense, net	(13)	(85)	(85)	174	(31)
Provision for income taxes, continuing operations	139	6	131	(6)	140
Income from continuing operations	345	27	272	21	224
Income from discontinued operations, net of tax	582	325	137	8	127
Net income	927	127	409	17	351

Revenues. Total consolidated revenues increased 8% and 23% in fiscal 2006 and 2005, respectively, due to a combination of growth in revenues from our U.S. Government customers as well as growth through the acquisition of new businesses. Approximately five percentage points of the consolidated fiscal 2006 growth was a result of acquisitions, compared to six percentage points of the fiscal 2005 growth. Consolidated internal, or non-acquisition related, growth was three percentage points in fiscal 2006 as compared with 17 percentage points in fiscal 2005. We calculate internal growth by comparing our current period reported revenue to prior period revenue adjusted to include the revenue of acquired companies for the prior periods comparable to those for which they are included in the current period s revenue.

The strong internal growth in fiscal 2005 was due primarily to increased work on several large systems integration and engineering programs with our U.S. Government customers that included significant M&S efforts. These large systems and engineering programs had relatively high revenues in fiscal 2005 as compared to fiscal 2006. Additional growth was achieved through higher revenues from the sale to our commercial customers of security systems used to protect ports, cargo terminals and containers.

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The following table summarizes changes in segment revenues on an absolute basis and as a percentage of total consolidated revenues for the periods noted:

	Year Ended January 31							
						Segment revenues as a percentage of total consolidated revenues		
	2006	Percent change	2005	Percent change	2004	2006	2005	2004
	(dollars in millions)							
Government segment revenues	$ 7,289	8%	$ 6,738	24%	$ 5,426	94%	94%	93%
Commercial segment revenues	533	2	521	24	419	7	7	7
Corporate and Other revenues	(30)		(72)		(12)	(1)	(1)	

The growth in our Government segment revenues for fiscal 2006 was the result of growth in our traditional business areas revenues from departments and agencies of the U.S. Government as well as growth through the acquisition of new businesses. Approximately five percentage points of the fiscal 2006 growth in the Government segment revenues was a result of acquisitions made in fiscal 2006, while the remaining three percentage points represented internal growth. This compares to six percentage points of acquisition-related growth versus 18 percentage points of internal growth for fiscal 2005. The internal growth in our Government segment revenues in fiscal 2006 and 2005 reflects an increase in contract awards from the U.S. Government and increased budgets of our customers, particularly in our business areas providing services to the Department of Defense. Revenue growth declined in fiscal 2006 compared to fiscal 2005 due to several large systems integration, engineering and M&S programs, which had relatively high revenues in fiscal 2005 as compared to fiscal 2006, and funding delays in the homeland security and defense business area and our naval maintenance engineering and technical support services area.

The percentage of total consolidated revenues from U.S. Government customers representing greater than 10% of our total consolidated revenues were as follows:

	Year Ended January 31		
	2006	2005	2004
U.S. Army	16%	13%	13%
U.S. Navy	14	13	12
U.S. Air Force	10	11	11

Fiscal 2006 Commercial segment revenues remained relatively consistent with fiscal 2005 revenues. The increase in our Commercial segment revenues in fiscal 2005 was attributable principally to higher revenues from the sale of security systems used to protect ports, cargo terminals and containers, including revenues from a Canadian security system business acquired late in fiscal 2004. In fiscal 2005, four percentage points of the increase in revenues was attributable to exchange rate changes between the U.S. dollar and the British pound, which caused a relatively constant level of local U.K. revenues to be translated into a higher level of U.S. dollars. Revenues from our U.K. subsidiary represented 32%, 31% and 33% of the Commercial segment revenues in fiscal 2006, 2005 and 2004, respectively.

The Corporate and Other segment includes the elimination of intersegment revenues of $3 million, $45 million and $25 million in fiscal 2006, 2005 and 2004, respectively. The remaining balance for each of the years represents the net effect of various revenue items related to operating business units that are excluded from the evaluation of a business unit s operating performance in the Government or Commercial segment and instead are reflected in the Corporate and Other segment.

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The following table presents our consolidated revenues on the basis of how such revenues were earned for the periods noted:

	Year Ended January 31				
	2006	Percent change	2005	Percent change	2004
	(dollars in millions)				
Labor-related	$ 4,880	6%	$ 4,603	16%	$ 3,977
M&S	2,912	13	2,584	39	1,856

The increases in labor-related revenues are attributable to greater employee utilization and overall increases in our technical staff. At the end of fiscal 2006, we had approximately 43,600 full-time and part-time employees compared to 42,400 and 39,300 at the end of fiscal 2005 and 2004, respectively. The increase in M&S revenues in fiscal 2006 is primarily related to the overall growth and acquisitions in the logistics and product support business areas and, in fiscal 2005, certain systems engineering and integration contracts in the Government segment that had significant quantities of materials that were delivered and integrated.

Cost of Revenues. The following table summarizes cost of revenues as a percentage of revenues for the periods noted:

	Year Ended January 31		
	2006	2005	2004
Total consolidated cost of revenues as a percentage of total consolidated revenues	87.3%	87.4%	86.6%
Segment cost of revenues as a percentage of segment revenues:			
Government segment	88.3	87.9	87.1
Commercial segment	74.2	75.5	75.3

Total consolidated cost of revenues as a percentage of total consolidated revenues decreased slightly in fiscal 2006 as compared with fiscal 2005 and reflected the following factors: (1) improved contract margins, greater direct labor utilization and lower employee fringe benefit expenses related to changes in our retirement and bonus compensation plans, which decreased cost of revenues as a percentage of total consolidated revenues, and (2) the adverse impact of Greek contract losses of $83 million, which increased cost of revenues as a percentage of total consolidated revenues. During fiscal 2006, in part to encourage employee retention, we decided to provide a higher portion of our bonus compensation plan awards in the form of vesting stock as compared to vested stock. Vesting stock bonus expense is recognized over the period in which the employee provides service, generally four years. This decision had the effect of reducing the estimated bonus compensation expense by approximately $10 million in fiscal 2006 compared to the expense that would have been recognized for a fully vested stock and cash bonus. Total consolidated cost of revenues as a percentage of total consolidated revenues includes a portion of the Corporate and Other segment operating loss as described in Segment Operating Income.

Government segment cost of revenues increased by $515 million, or 9%, on an absolute basis and as a percentage of segment revenues in fiscal 2006 primarily due to the $83 million Greek contract losses, partially offset by improved contract margins in the remainder of the segment and greater direct labor utilization. Government segment cost of revenues increased $1.2 billion, or 25%, on an absolute basis and as a percentage of segment revenues in fiscal 2005 primarily due to Greek contract losses of $34 million and lower margins realized on the higher level of M&S revenues in fiscal 2005 as compared with fiscal 2004.

Commercial segment cost of revenues increased by $2 million, or 1%, on an absolute basis and decreased as a percentage of segment revenues in fiscal 2006, primarily reflecting improved contract margins. Commercial

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segment cost of revenues as a percentage of segment revenues did not change significantly between fiscal 2005 and 2004.

Selling, General and Administrative Expenses. The following table summarizes SG&A as a percentage of revenues for the periods noted:

	Year Ended January 31		
	2006	2005	2004
Total consolidated SG&A as a percentage of total consolidated revenues	6.3%	5.8%	6.5%
Segment SG&A as a percentage of segment revenues:			
Government segment	4.8	4.2	4.7
Commercial segment	17.3	16.1	18.1

Total consolidated SG&A increased $76 million, or 18%, in fiscal 2006 and $40 million, or 11%, in fiscal 2005 on an absolute basis. SG&A increased in fiscal 2006 primarily due to increasing IT and other infrastructure expenditures in support of current and anticipated future growth, including $9 million in IPO related costs which were expensed due to the postponement of the IPO. Additionally, we incurred a higher amount of amortization expense on intangible assets due to our increased volume of acquisitions. During fiscal 2006, we reversed a previously accrued expense of $10 million related to a class action lawsuit that was dismissed by plaintiffs without prejudice in September 2005. This reversal is reflected in the Corporate and Other segment. SG&A decreased as a percentage of total consolidated revenues in fiscal 2005 due to the factors noted below for our Government and Commercial segments and an $18 million gain on the sale of land and buildings reflected in our Corporate and Other segment.

Government segment SG&A increased $64 million, or 22%, in fiscal 2006 and $34 million, or 14%, in fiscal 2005 on an absolute basis. Government segment SG&A increased as a percentage of revenues in fiscal 2006 primarily due to increasing IT and other infrastructure expenditures in support of current and anticipated future growth. We expect to maintain this higher level of expense throughout fiscal 2007. Additionally, we incurred a higher amount of amortization expense on intangible assets due to our increased volume of acquisitions, primarily in our Government segment. Government segment SG&A decreased as a percentage of segment revenues in fiscal 2005 primarily because revenues grew more quickly than our SG&A expenses during fiscal 2005. During fiscal 2004, we recorded workforce reduction and realignment charges of $8 million stemming from efforts to reorganize and streamline some of our operations to better align ourselves with major customers and key markets.

Government segment G&A costs increased $56 million, or 29%, in fiscal 2006 as compared with fiscal 2005. As a percentage of segment revenues, G&A costs were 3.4% in fiscal 2006 compared to 2.8% in fiscal 2005. Bid-and-proposal costs increased $6 million, or 8%, on an absolute basis in fiscal 2006 compared to the prior year. The level of bid-and-proposal activities fluctuates depending on the timing of bidding opportunities. Government segment independent research and development costs have remained relatively consistent as a percentage of segment revenues.

Commercial segment SG&A increased $8 million, or 10%, in fiscal 2006 and $8 million or 11% in fiscal 2005 primarily due to an increase in headcount and other infrastructure expenditures. Commercial segment SG&A decreased as a percentage of segment revenues in fiscal 2005 primarily because revenue grew more quickly than our SG&A expenses in that year.

Segment Operating Income. We use segment operating income (SOI) as our internal measure of operating performance. It is calculated as operating income before income taxes less losses on impaired intangible and goodwill assets, less non-recurring gains or losses on sales of business units, subsidiary stock and similar items,

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plus equity in the income or loss of unconsolidated affiliates, and minority interest in income or loss of consolidated subsidiaries. We use SOI as our internal performance measure because we believe it provides a comprehensive view of our ongoing business operations and is therefore useful in understanding our operating results. Unlike operating income, SOI includes only our ownership interest in income or loss from our majority-owned consolidated subsidiaries and our partially-owned unconsolidated affiliates. In addition, SOI excludes the effects of transactions that are not part of on-going operations, such as gains or losses from the sale of business units or other operating assets and investment activities of our subsidiary, SAIC Venture Capital Corporation. Effective in fiscal 2006, we no longer allocate an internal interest charge or credit to our operating segments as a measure of their effective management of operating capital.

In accordance with SFAS No. 131, for fiscal 2006, 2005 and 2004, the reconciliation of total reportable SOI of $491 million, $470 million and $401 million, respectively, to consolidated operating income of $497 million, $488 million and $395 million, respectively, is shown in Note 2 of the notes to consolidated financial statements for fiscal 2006.

The following table, with prior year information reclassified for the internal interest change noted above, summarizes changes in SOI on an absolute basis and as a percentage of related revenues:

	Year Ended January 31							
						SOI as a percentage of related revenues		
	2006	Percent change	2005	Percent change	2004	2006	2005	2004
	(dollars in millions)							
Total reportable SOI	$ 491	4%	$ 470	17%	$ 401	6.3%	6.5%	6.9%
Government SOI	499	(3)	516	17	442	6.8	7.7	8.1
Commercial SOI	37	(8)	40	43	28	6.9	7.7	6.7
Corporate and Other segment operating loss	(45)		(86)		(69)			

The fiscal 2006 increase in total reportable SOI primarily reflects decreased operating loss within the Corporate and Other segment and improved contract margins and greater direct labor utilization in the Government segment, partially offset by the Greek contract losses of $83 million and increases in SG&A expenses. The fiscal 2005 increase in total reportable SOI primarily reflects our overall revenue growth and lower SG&A expenses as a percentage of revenues.

The fiscal 2006 decrease in Government SOI primarily reflects losses of $83 million on our Greek contract and an increase in SG&A caused by higher spending on our IT and other infrastructure areas and higher bid-and-proposal costs. Partially offsetting the impact of the Greek contract losses were improved contract margins with respect to other contracts in the Government segment and greater direct labor utilization. The fiscal 2005 increase in Government SOI, on an absolute basis, reflects the increase in segment revenues and lower SG&A expenses as a percentage of revenues. However, the fiscal 2005 decrease in Government SOI as a percentage of segment revenues reflects lower margins earned on the higher level of M&S revenues and losses on the Greek contract of $34 million.

Growth in commercial segment revenues during fiscal 2006 was not sufficient to cover increases in Commercial segment cost of revenues and SG&A expenses. The fiscal 2005 increase in our Commercial SOI, on an absolute basis and as percentage of revenues, was primarily attributable to growth in revenues and improved contract margins which more than offset increases in SG&A expenses in fiscal 2005.

The decrease in our fiscal 2006 Corporate and Other segment operating loss was primarily due to lower intersegment revenue eliminations of $42 million, lower accrued fringe benefit expenses related to our retirement

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and bonus compensation plans for employees in all segments and the reversal to income of an accrued expense recorded in fiscal 2005 of $10 million related to a class action lawsuit that was dismissed by plaintiffs without prejudice in fiscal 2006. These fiscal 2006 declines were partially offset by increases in IT and other infrastructure expenditures in support of current and anticipated growth. The increase in our fiscal 2005 Corporate and Other segment operating loss was primarily related to higher unallocated accrued incentive compensation costs as a result of improved SOI in our Government segment and an increase in certain revenue and expense items recorded within Corporate and Other and excluded from other segments operating performance as well as $10 million related to the class action lawsuit described above. Partially offsetting the fiscal 2005 increase in Corporate and Other segment operating loss is an $18 million gain on the sale of land and buildings at two different locations.

Other Income Statement Items

Net (Loss) Gain on Marketable Securities and Other Investments, Including Impairment Losses. Net loss on marketable securities and other investments, including impairment losses, reflects gains or losses and other-than-temporary impairment losses on our investments that are accounted for as marketable equity or debt securities or as cost method investments and are part of non-operating income or expense. Due to the non-routine nature of the transactions that are recorded in this financial statement line item, significant fluctuations from year to year are not unusual.

Components of this financial statement line item are as follows:

	Year Ended January 31		
	2006	**2005**	**2004**
		(in millions)	
Impairment losses on marketable securities and other investments	$ (6)	$ (20)	$ (19)
Net (loss) gain on sale of marketable securities and other investments	(9)	4	24
	$ (15)	$ (16)	$ 5

Substantially all of the impairment losses in fiscal 2006, 2005 and 2004 were related to our private equity securities. The carrying value of our private equity securities as of January 31, 2006 was $38 million. The gross realized losses on the sale of investments in fiscal 2006 were primarily due to the liquidation of fixed rate securities prior to their stated maturities to achieve greater liquidity. The market value of these securities has recently been negatively impacted by rising interest rates.

The net gain on sale of investments in fiscal 2004 was primarily from the sale of our investment in publicly-traded equity securities of Tellium, Inc., which resulted in a gain before income taxes of $17 million.

Goodwill Impairment. We did not record any impairment of goodwill during fiscal 2006 or 2005. During fiscal 2004, as a result of the loss of certain significant contracts and proposals related to a reporting unit, we determined that goodwill assigned to that reporting unit had become impaired and we recorded goodwill impairment charges of $7 million. Impairment losses on intangible assets were not material in fiscal 2006 and 2005. There were no intangible asset impairments in fiscal 2004.

Interest Income and Interest Expense. Interest income increased by $52 million or 116% and decreased $4 million or 8% in fiscal 2006 and 2005, respectively. During fiscal 2006, average interest rates increased significantly and our average cash balances increased over fiscal 2005. During fiscal 2005, average interest rates

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increased slightly while our average cash balances remained consistent with 2004 levels. In fiscal 2004, interest income increased primarily as a result of interest received from a favorable audit settlement with the IRS for a refund of research tax credits.

Interest expense reflects interest on (1) our outstanding debt securities, (2) a building mortgage, (3) deferred compensation arrangements and (4) notes payable. Interest expense remained consistent in fiscal 2006 compared to fiscal 2005. Interest expense increased $8 million in fiscal 2005 primarily as a result of interest on $300 million aggregate amount of our 5.5% notes that were issued in the second quarter of fiscal 2004 and outstanding for a full year in fiscal 2005.

As more fully described in Quantitative and Qualitative Disclosures About Market Risk and Note 8 of the notes to consolidated financial statements for fiscal 2006, we are currently exposed to interest rate risks, foreign currency risks and equity price risks that are inherent in the financial instruments arising from transactions entered into in the normal course of business. We will from time to time use derivative instruments to manage this risk. The derivative instruments we currently hold have not had a material impact on our consolidated financial position or results of operations. Net losses from derivative instruments in fiscal 2006, 2005 and 2004 were not material.

Other Income (Expense). Other income (expense) includes our equity interest in the earnings (loss) and other-than-temporary impairment losses on equity method investees.

Components of this financial statement line item are as follows:

	Year Ended January 31		
	2006	**2005**	**2004**
		(in millions)	
Equity interest in earnings (loss)	$ 5	$ (6)	$ 5
Impairment losses on equity method investees		(9)	
Other	2	3	
	$ 7	$ (12)	$ 5

In fiscal 2005, an impairment loss of $9 million on our investment in Data Systems & Solutions, LLC (DS&S), was recorded primarily due to a significant business downturn at DS&S caused by a loss of business and an ongoing government investigation. On March 24, 2006, we sold our 50% interest in DS&S to our joint venture partner for approximately $9 million. Our financial commitments related to DS&S are described in Commitments and Contingencies.

Provision for Income Taxes. The provision for income taxes as a percentage of income from continuing operations before income taxes was 28.7% in fiscal 2006, 32.5% in fiscal 2005 and 38.4% in fiscal 2004. The lower effective tax rate for fiscal 2006 was primarily due to the reversal of approximately $50 million in accruals for tax contingencies as a result of settlements of federal and state audits and audit issues for amounts different than the recorded accruals for tax contingencies, as well as the expiration of statutes on open tax years. The effective tax rate in fiscal 2005 was lower than in fiscal 2004 primarily as a result of the favorable closure of state tax audit matters.

We are subject to routine compliance reviews by the IRS and other taxing jurisdictions on various tax matters, which may include challenges to various tax positions we have taken. We have recorded liabilities for tax contingencies for open years based upon our best estimate of the taxes ultimately to be paid. As of January 31, 2006, our income taxes payable balance included $113 million of tax accruals that have been recorded for tax contingencies. The income taxes payable balance is reduced by deposits made with various tax authorities for anticipated tax payments due on prior tax periods. We are currently undergoing several routine

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IRS and other tax jurisdiction examinations. While we believe we have adequate accruals for tax contingencies, there is no assurance that the tax authorities will not assert that we owe taxes in excess of our accruals, or that our accruals will not be in excess of the final amounts agreed to by tax authorities.

Income from Continuing Operations. Income from continuing operations increased $73 million or 27% in fiscal 2006 primarily due to increased interest income of $52 million, other income from our equity investments, and a lower fiscal 2006 effective tax rate described above. Offsetting the decrease in non-operating expense are the contract losses we recorded related to our Greek contract. These contract losses more than offset the increases in the Government SOI from our improved contract margins on other contracts and higher direct labor utilization. Income from continuing operations increased $48 million in fiscal 2005 or 21% over fiscal 2004. The increase in fiscal 2005 was primarily due to the growth in total consolidated revenues with lower SG&A expenses as a percentage of total consolidated revenues and the lower income tax rate as described above. Offsetting some of the favorable increase in income was an increase in cost of revenues and in net interest expense, which is interest income less interest expense, an impairment loss on our DS&S equity investment, and lower gains from the sale of investments in marketable securities or our private equity securities as described above.

Discontinued Operations. We sold one of our subsidiaries, Telcordia Technologies, Inc., during fiscal 2006. The following table summarizes Telcordia s operating results for fiscal 2006, 2005 and 2004, which for fiscal 2006 reflects the period of February 1, 2005 through March 14, 2005 (prior to the sale):

	Year Ended January 31		
	2006	2005	2004
		(in millions)	
Revenues	$ 89	$ 874	$ 887
Costs and expenses:			
Cost of revenues	57	489	484
Selling, general and administrative expenses, including depreciation and amortization of $30 million and $44 million in fiscal 2005 and 2004, respectively	28	235	258
Other (expense) income, net		(1)	1
Income before income taxes	4	149	146
(Benefit) provision for income taxes	(32)	16	19
Income from discontinued operations	$ 36	$ 133	$ 127

After the sale of Telcordia, an income tax benefit of $32 million related to discontinued operations was recorded to reflect the resolution of certain tax contingencies of Telcordia s operations prior to the sale. We have indemnified the buyer for all income tax obligations on and through the closing date of the transaction. While we believe we have appropriate accruals for these tax contingencies, the ultimate resolution of these matters could differ from the amounts accrued.

We also have customary indemnification obligations owing to the buyer, as well as an obligation to indemnify the buyer against any loss Telcordia may incur as a result of an adverse judgment in the Telkom South Africa litigation. All these future contingent payments or contingent purchase price proceeds and changes in our estimates of these items and other related Telcordia items will continue to be reflected as discontinued operations and result in adjustments to the gain on sale in the period in which they arise.

Net Income. Net income increased $518 million or 127% in fiscal 2006 primarily due to the after-tax gain of $546 million on the sale of Telcordia. Net income in fiscal 2005 increased $58 million or 17% over fiscal 2004, primarily due to the increase in income from continuing operations described above and an increase of $6 million in income from discontinued operations of INTESA.

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Selected Quarterly Financial Data

The following tables set forth our selected unaudited quarterly consolidated financial data for fiscal 2006 and 2005 and for the first quarter of fiscal 2007. The information for each of these quarters has been derived from our unaudited consolidated financial statements, which have been prepared on the same basis as the audited consolidated financial statements included in this proxy statement/prospectus and, in the opinion of management, reflect all adjustments, consisting only of normal and recurring adjustments, necessary to fairly state our results of operations for the periods presented. These quarterly operating results are not necessarily indicative of our operating results for any future period.

	Three Months Ended (1)			
	April 30	July 31	October 31	January 31
	(in millions, except per share amounts)			
Fiscal 2007				
Revenues	$ 1,958			
Operating income	143			
Income from continuing operations	94			
Income from discontinued operations	12			
Net income	106			
Basic earnings per share (2)	$ .63			
Diluted earnings per share (2)	$ .61			
Fiscal 2006				
Revenues	$ 1,846	$ 1,952	$ 2,028	$ 1,966
Operating income	112	144	108	133
Income from continuing operations	55	85	72	133
Income from discontinued operations	530	12	19	21
Net income	585	97	91	154
Basic earnings per share (2)	$ 3.27	$ .55	$ .53	$ .90
Diluted earnings per share (2)	$ 3.18	$ .54	$ .51	$ .87
Fiscal 2005 (1)				
Revenues	$ 1,706	$ 1,768	$ 1,837	$ 1,876
Operating income	120	114	130	124
Income from continuing operations	67	52	68	85
Income from discontinued operations	22	29	27	59
Net income	89	81	95	144
Basic earnings per share (2)	$ .48	$ .44	$ .52	$ .80
Diluted earnings per share (2)	$ .47	$ .43	$ .51	$ .78

(1) Amounts for the first, second and third quarters of fiscal 2005 have been reclassified to conform to the presentation of Telcordia as discontinued operations at January 31, 2005.

(2) Earnings per share are calculated independently for each quarter presented and therefore may not sum to the total for the year.

Liquidity and Capital Resources

We financed our operations from our inception in 1969 primarily through cash flow from operations, proceeds from the sale of investments, issuance of debt securities and our credit facilities. Following the IPO and the payment of the special dividend, our principal sources of liquidity will be cash flow from operations and borrowings under our revolving credit facilities, and our principal uses of cash will be for operating expenses, capital expenditures, working capital requirements, possible acquisitions and equity investments, debt service requirements and repurchases of class A preferred stock from our retirement plans during the restriction periods in order to provide participants in those plans with liquidity to the extent permitted under the plans. Whether or not we complete the IPO, we anticipate that our operating cash flow, existing cash, cash equivalents and borrowing capacity under our new credit facility will be sufficient to meet our anticipated cash requirements for at least the next 12 months.

Historical Trends

Cash and cash equivalents and short-term investments in marketable securities totaled $2.7 billion at April 30, 2006 and January 31, 2006.

Cash Provided by (Used in) Operating Activities of Continuing Operations. We generated cash flows from operating activities of $81 million for the three months ended April 30, 2006 and used $6 million for the three months ended April 30, 2005. The improvement in cash flows from operating activities for the three months ended April 30, 2006 is primarily due to a $39 million increase in income from continuing operations and the settlement of certain tax contingencies for the three months ended April 30, 2006 as compared to the same period of the prior year.

In fiscal 2006, 2005 and 2004, we generated cash flows from operating activities of $595 million, $588 million and $374 million, respectively. Factors impacting cash flows in fiscal 2006 were higher income from continuing operations and a lower investment in receivables as a result of improvements in our working capital management processes partially offset by an increase in tax payments, including deposits made with various tax authorities for anticipated tax payments due on prior tax periods.

Cash Provided by (Used in) Investing Activities of Continuing Operations. We generated cash flows from investing activities of $1.6 billion for the three months ended April 30, 2006 due to the liquidation of our investments in marketable securities, in part, to prepare for the expected payment of a dividend in connection with the IPO. We also used $18 million for property, plant and equipment and $14 million (net of cash acquired of $1 million) to acquire one business in our Government segment during the three months ended April 30, 2006. We did not complete any business acquisitions in the three months ended April 30, 2005. We used $33 million in cash in support of investing activities during the three months ended April 30, 2005, including payments of $11 million for property, plant and equipment and $12 million for the settlement of certain contingencies associated with previous business acquisitions. Acquisitions are part of our overall growth strategy.

We used cash of $583 million, $345 million and $468 million for investing activities in fiscal 2006, 2005 and 2004, respectively. The increase in use of cash for 2006 was primarily due to purchases of debt and equity securities that are managed by outside investment managers and the acquisition of four businesses. The primary source of cash to fund these purchases was the proceeds from the sale of Telcordia, which was reflected as cash from investing activities of discontinued operations. In fiscal 2005, we used less cash for investing activities because we did not purchase any land or buildings as we did in fiscal 2004, and our purchases of debt and equity securities, net of proceeds from sales of investments, decreased compared to fiscal 2004. In fiscal 2004, we used cash to purchase land and buildings in McLean, Virginia that had previously been leased. In each of fiscal 2006 and 2005, we used $212 million to acquire four businesses for our Government segment. In fiscal 2004, we used cash of $193 million to acquire eight businesses for our Government segment and two businesses for our Commercial segment. All of these acquisitions were part of our overall growth strategy.

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Cash Used in Financing Activities of Continuing Operations. We used cash of $37 million and $238 million for financing activities during the three months ended April 30, 2006 and 2005, respectively, and used cash of $713 million, $478 million and $26 million in fiscal 2006, 2005 and 2004, respectively, primarily for repurchases of Old SAIC common stock. Fiscal 2004 uses of cash for financing activities were offset by net proceeds from a debt offering in June 2003. The use of cash resources to repurchase shares of Old SAIC common stock limits our ability to use that cash for other purposes. Old SAIC common stock repurchase activities were as follows for the periods noted:

	Year Ended January 31			Three Months Ended April 30	
	2006	2005	2004	2006	2005
	(in millions)				
Repurchases of Old SAIC common stock:					
Limited market stock trades	$ 399	$ 413	$ 265	$	$ 149
Retirement plans	228	75	74		48
Upon employee terminations	112	68	56		28
Other stock transactions	79	51	56	32	19
Total	$ 818	$ 607	$ 451	$ 32	$ 244

We have the right, but not the obligation, to repurchase stock in the limited market, to the extent that total planned sales exceed total planned purchases. The decrease in repurchases from the limited market trades and retirement plans during the three months ended April 30, 2006 compared to the same period of the prior year is primarily due to the fact that there were no limited market stock trades or retirement plans trades during the three months ended April 30, 2006. A retirement plans trade was held on May 12, 2006 and both a limited market trade and a retirement plans trade were held on June 30, 2006. The decrease in repurchases upon employee terminations is due to the fact that since September 1, 2005, we have suspended repurchasing shares upon termination of employment pending completion of the proposed merger and IPO. The increase in repurchases in fiscal 2006 and 2005 was primarily attributable to an increase in the number of shares offered for sale relative to the number of shares sought to be purchased, in addition to increases in share price. Included in the fiscal 2005 shares offered for sale were approximately 1.5 million shares sold by our founder and former chairman who retired in fiscal 2005. The increase in repurchases from the retirement plans in fiscal 2006 is primarily due to repurchases of $106 million from the Telcordia 401(k) Plan and repurchase of $122 million from the SAIC Retirement Plan. As a result of the sale of Telcordia, Old SAIC common stock is no longer an investment choice for future contributions in the Telcordia 401(k) Plan. As of April 30, 2006, the Telcordia 401(k) Plan held approximately 3.5 million shares of class A common stock, which had a fair value of $156 million. We no longer have a right of repurchase under the terms of our Restated Certificate of Incorporation with respect to the shares of our common stock held by the Telcordia 401(k) Plan or any other contractual right to repurchase these shares. However, we agreed with Telcordia to provide an opportunity for the Telcordia 401(k) Plan to sell shares of class A common stock in any trade in which our retirement plans have such an opportunity prior to completion of the IPO. Further, we agreed that if the IPO is completed, the Telcordia 401(k) Plan will have the same opportunity to sell shares of new class A preferred stock as other stockholders generally, but will not have the opportunity to sell such shares in any additional opportunities provided to our retirement plans that are not otherwise provided to other stockholders generally.

Repurchases of our shares reduce the amount of retained earnings in the stockholders equity section of our consolidated balance sheets. If we continue to repurchase our shares in excess of our cumulative earnings, our retained earnings will be reduced, which could result in an accumulated deficit within our stockholders equity.

Cash from Discontinued Operations. There were no material cash flows of discontinued operations for the three months ended April 30, 2006. During the three months ended April 30, 2005, we generated cash proceeds

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of $1.1 billion from the sale of Telcordia. In fiscal 2006, we used $319 million of cash in the operating activities of our Telcordia discontinued operations, primarily for income tax payments related to the sale of Telcordia, and we generated cash of $1.1 billion from investing activities, representing the net cash proceeds from the sale of Telcordia.

Outstanding Indebtedness

Notes payable and long-term debt totaled $1.2 billion at April 30, 2006 and January 31, 2006 with debt maturities between calendar 2008 and 2033. In addition to our long-term debt, we have a new credit facility totaling $750 million. If the merger is approved by Old SAIC stockholders, shortly before the completion of the merger, New SAIC intends to guarantee approximately $1.2 billion of Old SAIC s notes payable and long-term debt obligations in addition to Old SAIC s credit facility.

Notes Payable and Long-term Debt. Our outstanding notes payable and long-term debt consisted of the following as of the dates noted:

	April 30, 2006	January 31, 2006
	(in millions)	
5.5% notes due 2033	$ 296	$ 296
7.125% notes due 2032	248	248
6.25% notes due 2012	549	548
6.75% notes due 2008	94	94
3-year note due 2006		17
Other notes payable	32	36
	1,219	1,239
Less current portion	27	47
Total	$ 1,192	$ 1,192

During the three months ended April 30, 2006, our 55% owned joint venture, AMSEC LLC, repaid its 3-year term note that was scheduled to mature in December 2006.

All of the long-term notes described above contain customary restrictive covenants, including, among other things, restrictions on our ability to create liens and enter into sale and leaseback transactions. We were in compliance with such covenants as of April 30, 2006. Our other notes payable have interest rates from 3.1% to 6.0% and are due on various dates through 2016. For additional information on our notes payable and long-term debt, see Note 13 of the notes to consolidated financial statements for fiscal 2006.

Revolving Credit Facilities. As of April 30, 2006, we had two revolving five-year credit facilities providing for an aggregate $750 million in unsecured borrowing capacity at interest rates determined, at our option, based on either LIBOR plus a margin or a defined base rate. As of April 30, 2006, no loans were outstanding, although our borrowing capacity was reduced by $113 million to secure standby letters of credit issued in connection with bonding requirements that we have under the Greek contract. The terms of the standby letters of credit require them to remain outstanding until the customer has formally accepted the system pursuant to the contract. We are in dispute with the customer on this contract as described in Commitments and Contingencies Firm Fixed-Price Contract with the Greek Government.

These facilities contained various customary restrictive covenants, including financial covenants. As of April 30, 2006, we were in compliance with all covenants under the credit facilities.

In June 2006, we terminated and replaced these credit facilities with a new credit facility that provides for borrowings of up to $750 million through 2011. The new facility s terms and conditions are generally more favorable to us and are structured to facilitate the IPO and the payment of the special dividend if New SAIC guarantees the new facility. Borrowings under this new facility are unsecured and bear interest at a rate determined, at our option, based on either LIBOR plus a margin or a defined base rate. We have transitioned the standby letters of credit issued in connection with the Greek contract to this new credit facility.

The new credit facility contains certain customary representations and warranties, as well as certain affirmative and negative covenants, including the following two financial covenants: (i) a ratio of consolidated funded debt to earnings before interest, taxes, depreciation and amortization (EBITDA) that requires us to maintain a ratio of consolidated funded debt to EBITDA of not more than 3.0 to 1.0 for each trailing four fiscal quarters beginning with the fiscal year ended January 31, 2006; and (ii) an interest coverage ratio that requires us to maintain a ratio of EBITDA to interest expense of greater than 3.5 to 1.0 for the same period. As of the most recent fiscal quarter ended April 30, 2006, we would have been in compliance with these financial covenants if the new credit facility had been in place at that time.

Cash Flow Expectations for Fiscal 2007

Assuming we complete the IPO, we expect the proceeds from the IPO to be a significant cash inflow for fiscal 2007 and the payment of a special dividend to be a significant use of cash for fiscal 2007. We expect to make approximately $80 million to $120 million of capital expenditures in fiscal 2007.

In contemplation of the IPO, the last limited market trade occurred in June 2006. For our retirement plans, we held May 2006 and June 2006 trades to permit participants to offer to buy or sell shares in accordance with the terms of those plans. In addition, in connection with the June 2006 retirement plans trade, we provided our retirement plan participants with an opportunity to exchange out of their investments in the SAIC Non-Exchangeable Stock Funds. Generally, each plan participant s balances held in the Non-Exchangeable Stock Funds can only be transferred into other investment options following such plan participant s termination or retirement. We repurchased $490 million of our common stock in the June 2006 limited market and retirement plans trades, a significant amount of which was attributable to the repurchase of common stock held in the Non-Exchangeable Stock Funds. While we cannot predict how many shares, if any, we will repurchase through retirement plan trades in fiscal 2007, it is possible that we will spend as much or more than we spent for repurchases in fiscal 2006. If the IPO is completed, we will conduct four scheduled trades for our retirement plans following completion of the IPO through which participants in retirement plans may offer to buy or sell shares in accordance with the terms of those plans. In these four scheduled trades, we will have the right, but not the obligation, to buy the net balance of shares offered by participants in the retirement plans. If the IPO is completed, the retirement plans will also have the opportunity to convert shares of new class A preferred stock into new common stock and to sell those shares into the public market to the extent permissible under the transfer restrictions on the new class A preferred stock.

If we complete the IPO, we expect to have sufficient funds from our existing cash, cash equivalents and borrowing capacity to pay a special dividend. Assuming we complete the IPO and pay a special dividend, we expect our cash and cash equivalents, borrowing capacity and expected cash flows from operations to provide sufficient funds for at least the next 12 months for our operations, capital expenditures, stock repurchases from our retirement plans, possible business acquisitions and equity investments, and to meet our contractual obligations, including interest payments on our outstanding debt. There is a greater likelihood that we will borrow funds under our credit facility if we ultimately declare and pay the special dividend at the higher end of the stated range.

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Off-Balance Sheet Arrangements

We are party to various off-balance sheet arrangements including various guarantees, indemnifications and lease obligations. We have outstanding performance guarantees and cross-indemnity agreements in conjunction with our joint venture investments. See Notes 16 and 19 of the notes to consolidated financial statements for fiscal 2006 for detailed information about our lease commitments and Commitments and Contingencies for detailed information about our guarantees associated with our joint ventures.

In connection with the sale of Telcordia, as described in Note 11 of the notes to condensed consolidated financial statements for the three months ended April 30, 2006, we retained certain obligations as described in Commitments and Contingencies. We also have customary indemnification obligations and have waived our right to repurchase our common stock from the Telcordia 401(k) Plan as previously discussed.

Contractual Obligations

The following table summarizes our obligations to make future payments pursuant to certain contracts or arrangements as of January 31, 2006, as well as an estimate of the timing in which these obligations are expected to be satisfied:

		Payments Due by Fiscal Year			
	Total	2007	2008-2009	2010-2011	2012 and After
			(in millions)		
Contractual obligations:					
Long-term debt (1)	$ 2,417	$ 120	$ 249	$ 139	$ 1,909
Operating lease obligations (2)	300	103	113	47	37
Capital lease obligations (3)	4	3	1		
Estimated purchase obligations (4)	48	26	22		
Other long-term liabilities (5)	83	18	33	24	8
Total contractual obligations	$ 2,852	$ 270	$ 418	$ 210	$ 1,954

(1) Includes total interest payments on our outstanding debt of $76 million in fiscal 2007, $148 million in fiscal 2008-2009, $137 million in fiscal 2010-2011 and $806 million in fiscal 2012 and after.

(2) Excludes $91 million related to an operating lease on a contract with the Greek government as we are not obligated to make the lease payments to the lessee if our customer defaults on payments to us, as described in Commitments and Contingencies Firm Fixed-Price Contract with the Greek Government, Business Legal Proceedings, and Notes 16 and 19 of the notes to consolidated financial statements for fiscal 2006.

(3) Includes interest and executory costs of approximately $1 million.

(4) Includes estimated obligations to transfer funds under legally enforceable agreements for fixed or minimum amounts or quantities of goods or services at fixed or minimum prices. Excludes purchase orders for products or services to be delivered pursuant to U.S. Government contracts in which we have full recourse under normal contract termination clauses.

(5) Includes estimated payments to settle the fiscal 2002 and 2003 swap agreements (as described in Note 8 of the notes to consolidated financial statements for fiscal 2006), contractually required payments to the foreign defined benefit pension plan and deferred compensation arrangements. Because payments under the deferred compensation arrangements are based upon the participant s termination, we are unable to determine when such amounts will become due. Therefore, for purpose of this table we assumed equal payments over the next six years.

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Commitments and Contingencies

Telkom South Africa

As described in Note 10 of the notes to condensed consolidated financial statements for the three months ended April 30, 2006, our former Telcordia subsidiary instituted arbitration proceedings before the International Chamber of Commerce (ICC), against Telkom South Africa in March 2001 as a result of a contract dispute. Telkom South Africa successfully challenged the arbitrator s partial award in our favor in the South African trial court, and we have appealed this decision to the South African Supreme Court. The hearing on this appeal is scheduled for October 31, 2006. In a separate proceeding, we unsuccessfully attempted to have our partial arbitration award confirmed by the U.S. District Court. Telcordia has appealed this ruling to the U.S. Court of Appeals for the Third Circuit. Oral arguments were held on January 13, 2006 and the parties are awaiting a decision.

On March 15, 2005, we sold Telcordia to an affiliate of Warburg Pincus LLC and Providence Equity Partners Inc. Pursuant to the definitive stock purchase agreement relating to the sale, we are entitled to receive all of the net proceeds from any judgment or settlement with Telkom South Africa, and, if this dispute is settled or decided adversely against Telcordia, we are obligated to indemnify the buyer of Telcordia against any loss that may result from such an outcome.

Due to the complex nature of the legal and factual issues involved in the dispute and the uncertainty of litigation in general, the outcome of the arbitration and the related court actions are not presently determinable; however, an adverse resolution could materially harm our business, consolidated financial position, results of operations and cash flows. We do not have any assets or liabilities recorded related to this contract and the related legal proceedings as of April 30, 2006 and January 31, 2006. We do not believe a material loss is probable based on the procedural standing of the case and our understanding of applicable laws and facts.

Firm Fixed-Price Contract with the Greek Government

Original Contract. In May 2003, we entered into a euro-denominated firm-fixed-price contract with the Hellenic Republic of Greece (the Customer), as represented by the Ministry of Defense, to provide a C4I (Command, Control, Communications, Coordination and Integration) System (the System), to support the 2004 Athens Summer Olympic Games (the Olympics), and to serve as the security system for the Customer s public order departments following completion of the Olympics. The System is comprised of 29 subsystems, organized into three major functional areas: the Command Decision Support System (CDSS), the Communication and Information System and the Command Center Systems. A significant amount of effort on this contract has been and will be performed by subcontractors to us. Under the contract, the System was to be completed, tested, and accepted by September 1, 2004, at a price of approximately $199 million. To date, we have received advance payments totaling approximately $147 million. The contract also requires us to provide five years of System support and maintenance for approximately $12 million and ten years of TETRA radio network services for approximately $104 million. Under the terms of the contract, our obligation to provide the System support and maintenance and TETRA radio network services only begins upon System acceptance, which has not yet occurred. The contract contains an unpriced option for an additional five years of TETRA network services.

The Memorandum. On July 7, 2004, shortly before the start of the Olympics, we entered into an agreement (the Memorandum) with the Hellenic Republic, as represented by the Committee for Planning and Monitoring the Olympic Security Command Centers, pursuant to which the parties recognized and agreed that: (1) delivery and acceptance of the System had not been completed by the scheduled date; (2) the System would be delivered for use at the Olympics in its then-current state, which included certain omissions and deviations attributable to

both parties; (3) a new process for testing and acceptance of the System would be instituted, with final acceptance to occur no later than October 1, 2004; (4) the Customer would proceed with the necessary actions for the completion of a contract modification as soon as possible; and (5) we would receive a milestone payment of approximately $23 million immediately upon the execution of the contract modification.

Delivery of System, Testing and Negotiations. The Customer took delivery of the System for use and operation during the Olympics, and continues to use significant portions of the System. The System has not been accepted by the Customer under the terms of the Greek contract, and the contract modification anticipated under the Memorandum has not been obtained. In November 2004, we delivered a revised version of the CDSS portion of the System to the Customer. Beginning in December 2004 and continuing through April 2005, the Customer performed subsystems acceptance testing on each of the subsystems comprising the System based on test procedures that had not been mutually agreed upon by the parties. The Customer identified numerous omissions and deviations in its test reports. We believe that certain of these omissions and deviations are valid, while others are not. From December 2004 through April 2005, we engaged in negotiations with the Customer concerning a modification to the contract to resolve the disputes. On April 28, 2005, the Customer formally notified us that the System delivered had significant deviations and omissions from the contractual requirements and may not be accepted.

Under the terms of the contract and the Memorandum between the parties, we submitted various proposals to the Customer to remedy these omissions and deviations. The most significant of these proposals includes a redevelopment of CDSS using an alternative technical approach, and a redesigned port security system. The first such proposal for an alternative CDSS technical approach was submitted in June 2005. On November 25, 2005, the Customer notified us that its technical advisors had declined to recommend either the acceptance or rejection of our remediation plan for an alternative CDSS. On December 5, 2005, we sent a letter advising the Customer that unless an agreement was reached with respect to the alternative CDSS approach, we intended to initiate the dispute process contained in the Greek contract, which includes binding arbitration as our final step. On December 13, 2005, the Customer delivered a letter to us indicating that our proposal based on the alternative CDSS approach was deemed acceptable in principle on the terms proposed. The parties reengaged in negotiations in early January 2006 on a contract modification to incorporate these proposals. A contract modification has not yet been executed and would be required in order for us to implement the proposals and achieve Customer acceptance of the System. We anticipate that such modification would include a revised testing and acceptance procedure which would provide for acceptance of individual subsystems on satisfactory completion of the testing of the subsystem. Until such acceptance occurs, the Customer has advised us that it cannot negotiate appropriate price adjustments for omissions and deviations of a subsystem. As of July 24, 2006, agreement with the customer on a modification to the Greek contract had not been reached and a contract modification will not be executed prior to the July 31, 2006 deadline for the Customer to submit its response to the arbitration complaint.

Subcontracts. We have subcontracted a significant portion of the requirements under the Greek contract, including the lease of certain equipment and TETRA network services for at least 10 years. In order for us to implement the technical proposals submitted to the Customer and contemplated by the modification being negotiated with the Customer, we would need to negotiate and execute modifications to the subcontracts with our subcontractors, including price. Certain of the omissions and deviations of the System are attributable to subcontracted work. Payments to the subcontractors are generally required only if we receive payment from the Customer related to the subcontractors work. If it is determined we breached our obligations to any of our subcontractors, we may incur additional losses. We and our principal subcontractor disagree as to whether the principal subcontractor fully performed its obligations under the subcontract.

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Under the terms of the Greek contract, we are not obligated to provide TETRA network services to the Customer until the Customer has accepted the System. We and our subcontractors have provided System support and maintenance and TETRA network services to the Customer since the Olympics in August 2004, without receiving any compensation. In September 2005, our principal subcontractor notified us that it would no longer commit to continue providing TETRA network services, although it has continued to provide such services to date. On May 19, 2006, a second-tier subcontractor working for our principal subcontractor responsible for providing the TETRA radio network services provided legal notice to our principal subcontractor that it will stop supporting and maintaining the TETRA subsystem at an unspecified date in the future. In a letter dated May 24, 2006, our principal subcontractor requested payment within 10 days from us of all amounts due under the subcontract. In a letter dated May 26, 2006, we advised our principal subcontractor that under the terms of the subcontract, receipt of full payment from the Customer is a condition to our obligation to pay the subcontractor and that the Customer s refusal to pay us relates in part to deviations and omissions in our principal subcontractor s work. In a letter dated June 13, 2006, the second-tier subcontractor responsible for providing TETRA radio network operation and maintenance services notified our principal subcontractor that it would cease providing such services on June 30, 2006. On June 27, 2006, our principal subcontractor agreed to cover the TETRA subsystem operational/maintenance cost of the second tier subcontractor from June 27, 2006 until August 1, 2006. As of July 24, 2006, the second-tier subcontractor continues to provide such services but has indicated to us that it would cease providing such services by August 1, 2006.

Legality of the Contract. In March 2005, the Customer notified us that an issue had been raised concerning the legality of the Greek contract by a Greek government auditor. In August 2005, we learned that the Court of Auditors of the Hellenic Republic (the Greek Audit Court), a government agency with authority to review and audit procurements, issued a decision finding that certain mistakes in the procurement process committed by the Greek government rendered the contract illegal. The Customer requested revocation of the Greek Audit Court decision. On November 17, 2005, the Greek Audit Court issued a decision finding that the errors committed by the Customer in the procurement process constituted pardonable mistakes with respect to prior payments under the contract. Although the rationale of the Greek Audit Court decision suggests that the Customer may be able to make future payments under the contract, the impact of the decision on the legality of the contract and the Customer s ability to make future payments is not clear. Recent communications from the Customer suggest that the Greek Audit Court may have to approve any modification to the contract, and any payments made under the modified contract.

Financial Status and Contingencies of the Contract. We have recorded $121 million of contract losses under the Greek contract as of April 30, 2006. While we recorded no losses on this contract during the three months ended April 30, 2006, $7 million was recorded during the three months ended April 30, 2005. These losses reflect our estimated total cost to complete the System and obtain Customer acceptance and estimated results of negotiations on reductions in price for omissions and deviations from contract requirements. Because of the significant uncertainties related to ultimate acceptance and payment from the Customer, our current accounting treatment assumes the contract value is limited to the cash received to date. Although we expect to pursue remaining amounts owed under the terms of the contract, this reduction in total estimated revenues to be realized under the contract increased the total loss by $32 million during the year ended January 31, 2006, which is included in the loss amounts discussed above. Through April 30, 2006, we have recognized revenues of $119 million, which represent a portion of the $147 million cash received to date based upon the percentage-of-completion method of revenue recognition.

As of April 30, 2006, the estimated future costs to complete the System and obtain Customer acceptance is $52 million. This estimated cost is included in the $121 million contract losses recorded as of April 30, 2006. Management has used this estimate and its judgment in evaluating the various uncertainties and assumptions necessary to recognize the total estimated loss on this contract. Such assumptions include obtaining mutual

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agreement with the Customer regarding system requirements, execution of a modification to the contract, completion of the System and Customer acceptance. The total costs are significantly affected by the timing of events such as executing a contract modification and ultimate Customer acceptance. Management has estimated that final acceptance of the System under a modified contract will occur in January 2008. Our recorded losses exclude potential subcontractor payments associated with the omissions and deviations related to specific subsystems supplied by subcontractors in the amount of $13 million that management believes will not be paid under the subcontract terms.

We have $14 million of accounts receivable relating to Value Added Taxes (VAT) that we have paid and believe we are entitled to recover either as a refund from the taxing authorities or as a payment under the Greek contract upon final billing. The contract requires the Customer to pay amounts owed for VAT for the System delivered. Failure by the Customer to pay these amounts could result in an additional obligation payable by us to the Greek taxing authorities and would increase our total losses on the contract.

In accordance with the terms of the contract, we are required to provide certain payment, performance and offset bonds in favor of the Customer. These bonding requirements have been met through the issuance of standby letters of credit. Under the terms of these bonding arrangements, the Customer currently has the right to call some or all of the $242 million of standby letters of credit outstanding. The letters of credit supporting the payment bonds ($157 million) and performance bonds ($33 million) may be called by the Customer submitting a written statement to the guaranteeing bank that we have not fulfilled our obligations under the contract. The letters of credit supporting the offset bonds ($52 million) may be called by the Customer submitting a written statement to the guaranteeing bank that we have not fulfilled our obligations under a separate offset contract requiring us, among other things, to use Greek subcontractors on the contract. We believe that any amounts obtained by the Customer through such a calling of these letters of credit may be retained by the Customer only as security against any actual damages it proves in arbitration, and that any excess must be returned to us. We do not currently believe it is probable that the Customer will call these standby letters of credit. If the standby letters of credit are called, we may have the right to call some or all of the $102 million in bonds provided by our subcontractors in connection with their work under the contract.

Arbitration Proceedings. Although we have been pursuing a contract modification with the Customer since shortly after the Memorandum was signed in July 2004, due to the difficulties in reaching mutually satisfactory terms, we instituted arbitration proceedings on April 21, 2006 before the International Chamber of Commerce (ICC) against the Customer to pursue our rights and remedies provided for in the contract and the Memorandum and under Greek law. The arbitration complaint filed by us: (1) seeks an order under the contract that the Customer s extended use of the System under the circumstances constitutes constructive acceptance and precludes the Customer from rejecting the System, (2) seeks damages for breach of contract, bad faith, use of the System and other damages, (3) seeks a determination as to the legal status of the contract as a result of the illegality issue discussed above, and (4) if the contract is determined to be illegal, seeks compensation for the commercial value of the System delivered and its use by the Customer and other damages. We are seeking total damages in excess of $76 million, with the precise amount to be proven in arbitration. We agreed to extend to July 31, 2006, the time period in which the Customer may submit its response to the arbitration complaint in order to provide the parties additional time to attempt to negotiate and complete a modification. As of July 24, 2006, agreement with the customer on a modification to the Greek contract had not been reached and a contract modification will not be executed prior to the July 31, 2006 deadline. Under the terms of the contract, disputes are subject to ultimate resolution by binding arbitration before a panel of three Greek arbitrators in Greece. Due to the complex nature of the legal and factual issues involved and the uncertainty of litigation in general, the outcome of the arbitration is uncertain. There is no assurance that we will prevail in the arbitration.

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In the event we do not prevail in the arbitration or are unable to resolve the various disputes under the contract as anticipated, we could incur additional losses. If the Customer asserts claims against us in the arbitration and it is determined that we have breached the contract and, as a result, owe the Customer damages, such damages could include, but are not limited to, (1) re-procurement costs, (2) repayment of amounts paid of $147 million under the contract, (3) penalties for delayed delivery in an amount up to $15 million, and (4) forfeiture of good performance bonds in the amount of $33 million. Due to the early stage of the arbitration, the amount of any claims that the Customer may assert against us in the arbitration is not known.

Successful imposition of damages or claims by the Customer or subcontractors against us, the calling of our bonds, additional contract costs required to fulfill our obligations, or additional revenue reductions arising from the negotiation of the contract modification could have a material adverse affect on our consolidated financial position, results of operations and cash flows.

DS&S Joint Venture

In March 2006, we sold our interest in DS&S, a joint venture in which we owned a 50% interest. As part of the sale, we agreed to indemnify the purchaser for certain legal costs and expenses, including those relating to an on-going government investigation involving DS&S and any litigation resulting from that investigation up to the sum of the sales price of $9 million plus the amount received by us in repayment of a $1 million loan receivable owed by DS&S. As of April 30, 2006, we have deferred any gain on the sale of DS&S pending resolution of the on-going investigation and any resulting litigation.

INTESA Joint Venture

INTESA, a Venezuelan joint venture we formed in fiscal 1997 with Venezuela s national oil company, PDVSA, to provide information technology services in Latin America, is involved in various legal proceedings. We had previously consolidated our 60% interest in the joint venture, but the operations of INTESA were classified as discontinued operations as of January 31, 2003 and INTESA is currently insolvent. PDVSA has refused to have the joint venture declared bankrupt as required under Venezuelan law.

Outsourcing Services Agreement and Guarantee. INTESA had derived substantially all its revenues from an outsourcing services agreement with PDVSA that it entered into at the time the joint venture was formed. The services agreement expired on June 30, 2002 and the parties were not able to reach agreement on a renewal. We guaranteed INTESA s obligations under the services agreement to PDVSA. Under the terms of the services agreement, INTESA s liability for damages to PDVSA in any calendar year is capped at $50 million. As a result, our maximum potential liability to PDVSA under the guarantee in any calendar year, based on our guarantee of PDVSA s ownership interest in INTESA, is $20 million. To date, PDVSA has not asserted any claims.

Expropriation of Our Interest in INTESA. In fiscal 2003 and 2004, PDVSA and the Venezuelan government took certain actions, including denying INTESA access to certain of its facilities and assets, which prevented INTESA from continuing operations. In fiscal 2005, the Overseas Private Investment Company (OPIC), a U.S. governmental entity that provides insurance coverage against expropriation of U.S. business interests by foreign governments, determined that the Venezuelan government had expropriated our interest in INTESA without compensation and paid us approximately $6 million in settlement of our claim.

Employment Claims of Former INTESA Employees. INTESA is a defendant in a number of lawsuits brought by former employees seeking unpaid severance and pension benefits. PDVSA and SAIC Bermuda, our wholly-owned subsidiary and the entity that held our interest in INTESA, were added as defendants in a number of these suits. Based on the procedural standing of the cases and our understanding of applicable laws and facts, we believe that our exposure to any possible loss related to these employment claims is either remote or, if reasonably possible, immaterial.

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Other Legal Proceedings Involving INTESA. The Attorney General of Venezuela initiated a criminal investigation of INTESA in fiscal 2003 alleging unspecified sabotage by INTESA employees. We believe this investigation is inactive. In connection with our expropriation claim, OPIC determined that INTESA did not sabotage PDVSA s infrastructure as alleged by PDVSA and the Venezuelan government. In addition, the SENIAT, the Venezuelan tax authority, filed a claim against INTESA in fiscal 2004 for approximately $30 million for alleged non-payment of VAT taxes in fiscal 1998.

Potential Financial Impact. Many issues relating to INTESA, including the termination of the services agreement and the employment litigation brought by former INTESA employees, remain unresolved. Due to the complex nature of the legal and factual issues involved in these matters and the uncertain economic and political environment in Venezuela, the outcome is not presently determinable; however, adverse resolutions could materially harm our business, consolidated financial position, results of operations and cash flows.

Other Joint Ventures

We are an investor in Danet Partnership GbR (Danet GbR), a German partnership accounted for under the equity method. Danet GbR is the controlling shareholder in Danet GmbH, a German operating company. Danet GbR has an internal equity trading market similar to our limited market. We are required to provide liquidity rights to the other Danet GbR investors in certain circumstances. Absent a change in control whereby we gain control over Danet GbR, these rights allow Danet GbR investors who are withdrawing from the partnership to put their Danet GbR shares to us in exchange for the current fair value of those shares. If we gain control over Danet GbR, all Danet GbR investors have the right to put their shares to us in exchange for the current fair value of those shares. If Danet GbR investors put their shares to us, we may pay the put price in shares of our common stock or cash. We do not currently record a liability for these put rights because their exercise is contingent upon the occurrence of future events which we cannot determine will occur with any certainty. During the three months ended April 30, 2006, we paid less than $1 million to withdrawing Danet GbR investors who exercised their right to put their Danet GbR shares to us. The maximum potential obligation, assuming all the current Danet GbR investors were to put their Danet GbR shares to us, was $7 million as of April 30, 2006. If we were to incur the maximum obligation and buy all the partnership shares currently held by other Danet GbR investors, we would then own 100% of Danet GbR and would hold a controlling interest in Danet GmbH.

We have a guarantee that relates only to claims brought by the sole customer of another of our joint ventures, Bechtel SAIC Company, LLC, for specific contractual nonperformance of the joint venture. We also have a cross-indemnity agreement with the joint venture partner, pursuant to which we will only be ultimately responsible for the portion of any losses incurred under the guarantee equal to our ownership interest of 30%. Due to the nature of the guarantee, as of April 30, 2006 we are not able to project the maximum potential amount of future payments we could be required to make under the guarantee but, based on current conditions, we believe the likelihood of having to make any payment is remote. Accordingly, no liability relating to this guarantee is currently recorded.

On September 15, 2004, we entered into an agreement with EG&G Technical Services, Inc. (EG&G), and Parsons Infrastructure & Technology Group, Inc. (Parsons), to form Research and Development Solutions, LLC (RDS), a Delaware limited liability company that will pursue contracts offered by the Department of Energy s National Energy Technical Laboratory. We, EG&G and Parsons, each have a one-third equal joint venture interest. In conjunction with a contract award to RDS, each joint venture partner was required to sign a performance guarantee agreement with the U.S. Government. Under this agreement, we unconditionally guarantee all of RDS s obligations to the U.S. Government under the contract award, which has an estimated total value of $217 million. We also have a cross-indemnity agreement with each of the other two joint venture

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partners to protect us from liabilities for any U.S. Government claims resulting from the actions of the other two joint venture partners and to limit our liability to our share of the contract work. As of April 30, 2006, the fair value of the guarantee is not material to us.

Other

We are subject to investigations and reviews relating to compliance with various laws and regulations with respect to our role as a contractor to agencies and departments of the U.S. Government and in connection with performing services in countries outside of the United States. Such matters can lead to criminal, civil or administrative proceedings and we could be faced with penalties, fines, repayments or compensatory damages. Adverse findings could also have a material adverse effect on us because of our reliance on government contracts. Although we can give no assurance, based upon management s evaluation of current matters that are subject to U.S. Government investigations of which we are aware and based on management s current understanding of the facts, we do not believe that the outcome of any such matter would have a material adverse effect on our consolidated financial position, results of operations, cash flows or our ability to conduct business.

We are also involved in various claims and lawsuits arising in the normal conduct of our business, none of which, in the opinion of our management, based upon current information, will likely have a material adverse effect on our consolidated financial position, results of operations, cash flows or ability to conduct business.

In the normal conduct of our business, we seek to monetize our patent portfolio through licensing agreements. We also have and will continue to defend our patent positions when we believe our patents have been infringed and are involved in such litigation from time to time. As described in Note 11 of the notes to condensed consolidated financial statements for the three months ended April 30, 2006, on March 15, 2005, we sold our Telcordia subsidiary. Pursuant to the terms of the definitive stock purchase agreement, we will receive 50% of any net proceeds Telcordia receives in the future in connection with the enforcement of certain patent rights.

As part of the terms of the sale of Telcordia, in addition to the indemnification related to the Telkom South Africa litigation, we also have indemnified the buyer for all income tax obligations on and through the date of close. While we believe we have adequate accruals for these tax contingencies, the ultimate resolution of these matters could differ from the amounts accrued. All of these future contingent payments or contingent purchase price proceeds will continue to be reflected as discontinued operations in the period in which they arise.

Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The preparation of these financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingencies at the date of the financial statements as well as the reported amounts of revenues and expenses during the reporting period. Management evaluates these estimates and assumptions on an on-going basis, including those relating to allowances for doubtful accounts, inventories, fair value and impairment of investments, fair value and impairment of intangible assets and goodwill, income taxes, warranty obligations, estimated profitability of long-term contracts, pension benefits, contingencies and litigation. Our estimates and assumptions have been prepared on the basis of the most current reasonably available information. The results of these estimates form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates under different assumptions and conditions.

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We have several critical accounting policies that are both important to the portrayal of our financial condition and results of operations and require management s most difficult, subjective and complex judgments. Typically, the circumstances that make these judgments complex and difficult have to do with making estimates about the effect of matters that are inherently uncertain. We no longer consider our accounting policies for pension plans and derivative instruments to be critical accounting policies. With the sale of Telcordia, our remaining pension plans are not of a material size, and therefore our accounting policies for pension plans are not considered critical accounting policies as the impact of management judgment related to pension plans is not considered significant. Similarly, our use of derivative instruments has not been material since fiscal 2003, and therefore we no longer consider our derivative instrument accounting policies to be critical accounting policies. Our critical accounting policies are as follows:

Revenue Recognition. Our revenues are primarily recognized using the percentage-of-completion method as discussed in Statement of Position 81-1, Accounting for Performance of Construction-Type and Certain Production-Type Contracts. Under the percentage-of-completion method, revenues are recognized based on progress towards completion, with performance measured by the cost-to-cost method, efforts-expended method or units-of-delivery method, all of which require estimating total costs at completion. Estimating costs at completion on our long-term contracts, particularly due to the technical nature of the services being performed, is complex and involves significant judgment. Factors that must be considered in making estimates include labor productivity and availability, the nature and technical complexity of the work to be performed, potential performance delays, the availability and timing of funding from the customer, the progress toward completion and the recoverability of claims. Adjustments to original estimates are often required as work progresses, experience is gained and additional information becomes known, even though the scope of the work required under the contract may not change. Any adjustment as a result of a change in estimates is made when facts develop, events become known or an adjustment is otherwise warranted, such as in the case of a contract modification. When estimates indicate that we will experience a loss on the contract, we recognize the estimated loss at the time it is determined. Additional information may subsequently indicate that the loss is more or less than initially recognized, which would require further adjustment in our financial statements. We have procedures and processes in place to monitor the actual progress of a project against estimates and our estimates are updated quarterly or more frequently if circumstances warrant.

Although our primary revenue recognition policy is the percentage-of-completion method, we do have contracts under which we use alternative methods to record revenue (see Note 1 of the notes to consolidated financial statements for fiscal 2006). Selecting the appropriate revenue recognition method involves judgment based on the contract and can be complex depending upon the structure and terms and conditions of the contract.

Costs incurred on projects accounted for under the percentage-of-completion method can be recognized as pre-contract costs and deferred as an asset when we have been requested by the customer to begin work under a new contract, or extend or modify work under an existing contract (change order). We record pre-contract costs when formal contracts or contract modifications have not yet been executed, and it is probable that we will recover the costs through the issuance of a contract or contract modification. When the formal contract or contract modification has been executed, the costs are recorded to the contract and revenue is recognized based on the percentage-of-completion method of accounting.

Contract claims are unanticipated additional costs incurred in excess of the executed contract price that we seek to recover from the customer. Such costs are expensed as incurred. Additional revenue related to contract claims is recognized when the amounts are awarded by the customer.

Income Taxes. Income taxes are provided utilizing the liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the

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carrying amounts and the tax basis of assets and liabilities. Under the liability method, changes in tax rates and laws are reflected in income in the period such changes are enacted. In addition, the provisions for federal, state, foreign and local income taxes are calculated on reported financial statement income before income taxes based on current tax law and include the cumulative effect of any changes in tax rates from those used previously in determining deferred tax assets and liabilities. Such provisions differ from the amounts currently payable because certain items of income and expense are recognized in different time periods for financial reporting purposes than for income tax purposes. We also have recorded liabilities for tax contingencies for open years based upon our best estimate of the taxes ultimately expected to be paid. A significant portion of our income taxes payable balance is comprised of tax accruals that have been recorded for tax contingencies.

Recording our provision for income taxes requires management to make significant judgments and estimates for matters whose ultimate resolution may not become known until final resolution of an examination by the IRS or State agencies. Additionally, recording liabilities for tax contingencies involves significant judgment in evaluating our tax positions and developing our best estimate of the taxes ultimately expected to be paid.

Stock-Based Compensation. We recognize as compensation expense the fair value of all stock-based awards, including stock options, granted to employees and others in exchange for services, typically over the period during which such awards are earned. We are also required to recognize as compensation expense the 15% discount on employee stock purchases made under our ESPP. The estimation of stock option fair value requires management to make complex estimates and judgments about, among other things, employee exercise behavior, forfeiture rates, and the volatility of our common stock. These judgments directly affect the amount of compensation expense that will ultimately be recognized.

Investments in Marketable and Private Equity Securities. Our marketable debt and equity securities are carried on the balance sheet at fair value, with changes in fair value recorded through equity. When the fair value of a security falls below its cost basis and the decline is deemed to be other-than-temporary, we record the difference between cost and fair value as an unrealized loss. Investments accounted for on the cost method or equity method must be marked down to estimated fair value if an other-than-temporary decline occurs. In determining whether a decline is other-than-temporary, management considers a wide range of factors that may vary depending upon whether the investment is a marketable debt or equity security or a private investment. These factors include the duration and extent to which the fair value of the security or investment has been below its cost, recent financing rounds at a value that is below our carrying value, the operating performance of the entity, its liquidity and our investment intent. The private equity investments involve more judgment than the marketable equity securities because there is no readily available fair market value of a private equity security. Therefore, management, in addition to considering a wide range of other factors, must also use valuation methods to estimate the fair value of a private equity investment. Management judgments about these factors may impact the timing of when an other-than-temporary loss is recognized, and management s use of valuation methods to estimate fair value may also impact the amount of the impairment loss.

Business Combinations and Goodwill Impairment. We have engaged and expect to continue to engage in significant business acquisition activity. The accounting for business combinations requires management to make judgments and estimates of the fair value of assets acquired, including the identification and valuation of intangible assets, as well as the liabilities and contingencies assumed. Such judgments and estimates directly impact the amount of goodwill recognized in connection with each acquisition. As of January 31, 2006, goodwill represents 52% of our consolidated long-term assets and 12% of consolidated total assets.

Goodwill is tested annually in our fourth fiscal quarter and whenever an event occurs or circumstances change such that it is reasonably possible that an impairment condition may exist. The goodwill impairment test is a two-step process that requires management to make judgments in determining what assumptions to use in the calculation. The first step of the process consists of estimating the fair value of each of the reporting units based on a discounted cash flow model using revenue and profit forecasts and comparing those estimated fair values with the carrying values, which includes the allocated goodwill. If the fair value is less than the carrying value, a second step is performed to compute the amount of the impairment by determining an implied fair value of goodwill. The implied fair value of goodwill is the residual fair value derived by deducting the fair value of a reporting unit s identifiable assets and liabilities from its estimated fair value calculated in step one. The impairment charge represents the excess of the carrying amount of the reporting unit s goodwill over the implied fair value of goodwill. The revenue and profit forecasts used in step one are based on management s best estimate of future revenues and operating costs. Changes in these forecasts could cause a particular reporting unit to either pass or fail the first step in the impairment test, which could significantly change the amount of the impairment recorded from step two. In addition, the estimated future cash flows are adjusted to present value by applying a discount rate. Changes in the discount rate impact the impairment by affecting the calculation of the fair value of the reporting unit in step one.

Effects of Inflation

Our cost-reimbursement type contracts are generally completed within one year. As a result, we have generally been able to anticipate increases in costs when pricing our contracts. Bids for longer-term FFP and T&M contracts typically include sufficient provisions for labor and other cost escalations to cover cost increases over the period of performance. Consequently, revenues and costs have generally both increased commensurate with the general economy. As a result, net income as a percentage of total consolidated revenues has not been significantly impacted by inflation.

Quantitative and Qualitative Disclosures About Market Risk

We are exposed to certain market risks in the normal course of business. Our current market risk exposures are primarily related to interest rates and foreign currency fluctuations. The following information about our market sensitive financial instruments contains forward-looking statements.

Interest Rate Risk. Our exposure to market risk for changes in interest rates relates primarily to our cash equivalents, investments in marketable securities, interest rate swaps and long-term debt obligations.

We have established an investment policy to protect the safety, liquidity and after-tax yield of invested funds. This policy establishes guidelines regarding acceptability of instruments and maximum maturity dates and requires diversification in the investment portfolios by establishing maximum amounts that may be invested in designated instruments. We do not authorize the use of derivative financial instruments in our managed short- term investment portfolios. Our policy authorizes the limited use of derivative instruments only to hedge specific interest rate risks.

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The table below provides information about our financial instruments at January 31, 2006 that are sensitive to changes in interest rates. For debt obligations and short-term investments, the table presents principal cash flows in U.S. dollars and related weighted average interest rates by expected maturity dates. For interest rate swap agreements, the table presents the notional amounts and weighted average interest rates. The notional amounts are used to calculate the contractual cash flows to be exchanged under the contracts. As described in Note 8 of the notes to consolidated financial statements for fiscal 2006, the swap agreements we entered into in May 2003 are expected to substantially offset interest rate exposures related to the swap agreements previously entered into in January 2002. As a result, on a combined basis, these swaps are no longer exposed to changing interest rates and we have excluded these swap agreements from the table below.

	2007	2008	2009	2010	2011	There-after	Total	Estimated Fair Value as of January 31, 2006
				(dollars in millions)				
Assets:								
Cash equivalents (1)	$ 1,032						$ 1,032	$ 1,032
Average interest rate	4.41%							
Investment in marketable securities:								
Variable rate	$ 1,659						$ 1,659	$ 1,659
Weighted average interest rate	4.53%							
Liabilities:								
Short-term and long-term debt:								
Variable interest rate (2)	$ 44		$ 1	$ 1	$ 1	$ 3	$ 50	$ 50
Weighted average interest rate	4.01%		4.46%	4.46%	4.46%	4.46%		
Fixed rate	$ 3	$ 1	$ 100			$ 1,100	$ 1,204	$ 1,252
Weighted average interest rate	5.87%	5.90%	6.75%			6.24%		
Interest Rate Derivatives								
Interest rate swap agreements								
Fixed to variable			$ 100				$ 100	$ 3
Average receive rate	6.75%	6.75%	6.75%					
Average pay rate	7.88%	7.88%	7.88%					

(1) Includes $21 million denominated in British pounds

(2) The fiscal 2006 amount includes $19 million denominated in Euros and $7 million denominated in Canadian dollars

Short term interest rates related to these financial instruments have increased since January 31, 2005, while long term interest rates remained relatively consistent. At January 31, 2006, our investments in marketable securities and cash equivalents were higher than January 31, 2005 by approximately $292 million and $64 million, respectively. We also had a larger portion of our marketable securities invested in financial instruments bearing variable interest rates at January 31, 2006 than January 31, 2005. Short term interest rates related to these financial instruments have increased since January 31, 2006. At April 30, 2006, a significant portion of our total assets consisted of cash equivalents which are subject to fluctuations in short term interest rates. This increase in overall investments in cash equivalents bearing variable interest rates has increased our sensitivity to changes in interest rates.

Foreign Currency Risk. Although the majority of our transactions are denominated in U.S. dollars, some transactions are denominated in various foreign currencies. Our objective in managing our exposure to foreign currency exchange rate fluctuations is to mitigate adverse fluctuations in earnings and cash flows associated with foreign currency exchange rate fluctuations. Our policy allows us to actively manage cash flows, anticipated transactions and firm commitments through the use of natural hedges and forward foreign exchange contracts. We do not use foreign currency derivative instruments for trading purposes.

We assess the risk of loss in fair values from the impact of hypothetical changes in foreign currency exchange rates on market sensitive instruments by performing a sensitivity analysis. The fair values for forward foreign exchange contracts were estimated using spot rates in effect on April 30, 2006. The differences that result

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from comparing hypothetical foreign exchange rates and actual spot rates as of April 30, 2006 are the hypothetical gains and losses associated with foreign currency risk. As of April 30, 2006, holding all other variables constant, a 10% weakening of the U.S. dollar against each hedged currency would affect the fair values of the forward foreign exchange contracts by immaterial amounts.

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BUSINESS

Overview

We are a leading provider of scientific, engineering, systems integration and technical services and solutions to all branches of the U.S. military, agencies of the U.S. Department of Defense (DoD), the intelligence community, the U.S. Department of Homeland Security (DHS) and other U.S. Government civil agencies, as well as to customers in selected commercial markets. Our customers seek our domain expertise to solve complex technical challenges requiring innovative solutions for mission-critical functions in such areas as national security, intelligence and homeland defense. Increasing demand for our services and solutions is driven by priorities including the ongoing global war on terror and the transformation of the U.S. military.

From fiscal 2002 to fiscal 2006, our consolidated revenues increased at a compound annual growth rate of 15.6% to a company record of $7.8 billion, inclusive of acquisitions and exclusive of Telcordia Technologies, Inc., our commercial telecommunications subsidiary, which we divested in March 2005. As of April 30, 2006, we had a portfolio of approximately 9,000 active contracts. Our total consolidated negotiated backlog as of April 30, 2006 was approximately $15.8 billion, which included funded backlog of approximately $3.9 billion, compared to $15.1 billion and $3.9 billion, respectively, as of January 31, 2006.

Currently, we serve more than 500 U.S. federal, state and local government agencies through our contracts, which include active task orders under indefinite delivery/indefinite quantity (IDIQ) contract vehicles, under which the U.S. Government issues task orders for specific services or products to be procured on previously negotiated terms. We believe we have a diversified portfolio of contracts, with revenues recognized in fiscal 2006 under our largest contract representing less than 3% of our total consolidated revenues. In addition to our national security customers, we provide services to various other U.S. federal civil agencies, including the U.S. National Aeronautics and Space Administration (NASA), the U.S. Department of Energy (DOE), the National Institutes of Health (NIH) and the National Cancer Institute (NCI). In May 2006, Washington Technology, a leading industry publication, ranked us number three in its list of Top Federal Prime Contractors in the United States based on IT, telecommunications and systems integration revenues. We expect to continue to derive the vast majority of our revenues and cash flows from our installed base of U.S. Government customers.

We view our 43,300 employees as our most valuable asset. We have historically attracted and retained our employees by providing challenging and important work, an entrepreneurial culture and broad employee stock ownership opportunities. Approximately 23,000 of our employees have national security clearances provided by the U.S. Government. Many U.S. Government programs require contractors to have high-level security clearances. Depending on the required level of clearance, security clearances can be difficult and time-consuming to obtain, and our large pool of cleared employees allows us to allocate the appropriate human resources to sensitive projects, facilitating our ability to win and execute contracts with the DoD, DHS and U.S. intelligence community. Our Chief Executive Officer, our seven Executive Vice Presidents and our five Group Presidents have industry experience averaging over 32 years and tenure with our company averaging over 12 years experience.

Our Government segment provides a broad range of technical services and solutions in the following areas, which are described under Services and Solutions:

- *Defense Transformation.* We develop leading-edge concepts, technologies and systems to solve complex challenges facing the U.S. military and its allies, helping them transform the way they fight.

Intelligence. We develop solutions to help the U.S. defense, intelligence and homeland security communities build an integrated intelligence picture, allowing them to be more agile and dynamic in challenging environments and produce actionable intelligence.

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Homeland Security and Defense. We develop technical solutions and provide systems integration and mission-critical support services to help federal, state, local and foreign governments and private-sector customers protect the United States and allied homelands.

Logistics and Product Support. We provide logistics and product support solutions to enhance the readiness and operational capability of U.S. military personnel and weapon and support systems.

Systems Engineering and Integration. We provide systems engineering and integration solutions to help our customers design, manage and protect complex IT networks and infrastructure.

Research and Development. As one of the largest science and technology contractors to the U.S. Government, we conduct leading-edge research and development of new technologies with applications in areas such as national security, intelligence and life sciences.

The percentage of our total consolidated revenues generated by our Government segment for fiscal 2006, 2005 and 2004 was 94%, 94% and 93%, respectively.

Our Commercial segment provides technology-driven consulting, systems integration and outsourcing services and solutions in selected commercial markets, currently IT support for oil and gas exploration and production, applications and IT infrastructure management for utilities and data lifecycle management for pharmaceuticals, in the United States and abroad. We apply domain-specific expertise, and adapt consulting and technology services and solutions developed for our Government segment customers, to fulfill the needs of our Commercial segment customers. These needs include enterprise IT optimization, data lifecycle management, asset management and business process analysis and transformation. The percentage of our total consolidated revenues generated by our Commercial segment was 7% for each of fiscal 2006, 2005 and 2004.

Industry Background

In fiscal 2006, 2005 and 2004, we derived 89%, 86% and 85% of our revenues, respectively, from various departments and agencies of the U.S. Government. According to the Congressional Budget Office estimates, U.S. Government total discretionary outlays in government fiscal 2006 will be approximately $1,035 billion, and we estimate that more than $200 billion of this amount will be spent in areas in which we compete.

U.S. Government National Security Spending

Spending on national security accounts for the largest portion of the discretionary U.S. Government budget. According to Congressional Budget Office estimates, aggregate defense and homeland security discretionary outlays will be $555 billion for government fiscal 2006. These government fiscal 2006 outlays represent an increase of $56 billion over government fiscal 2005, an 11% increase.

Military

Global War on Terror. National security spending is driven primarily by the DoD. After substantial contraction in the DoD budget during the early 1990s with the end of the Cold War, spending on national security began to rebound significantly in 1999. This trend was accelerated by the U.S. Government s response to the September 11, 2001 terrorist attacks. According to Congressional Budget Office estimates, DoD discretionary outlays will grow at a rate of 6.0% from government fiscal 2005 to 2006. These discretionary outlays do not include the June 2006 legislation for $65.88 billion in supplemental defense appropriations for the global war on terror. As a result of the ongoing global war on terror and the U.S. military s continued deployment to Iraq and Afghanistan, we expect the U.S. Government to continue investing heavily in national security.

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Defense Transformation. Another key driver of recent U.S. Government national security spending has been defense transformation with a focus on command, control, communications, computers, intelligence, surveillance and reconnaissance (C4ISR). Although it predated the September 11, 2001 terrorist attacks, the effort to transform the military has accelerated as a result of the global war on terror. We believe that U.S. Government spending on defense transformation will be driven by several interrelated goals, including (1) improved threat assessment, dissemination of actionable intelligence and advance warning of threats, (2) a more mobile, versatile and effective military and (3) the development of network-centric warfighting capabilities. We believe the DoD s annual investment in defense transformation will average more than $75 billion in each of the next four government fiscal years. Of this amount, we expect approximately $60 billion will be spent each year to acquire transformational systems and capabilities and approximately $15 billion each year to improve and outsource business, logistics and product support functions. Of the spending on the acquisition of systems and capabilities, we estimate that approximately $30 billion will be spent each year on defense transformation-related research and development, testing and evaluation (RDT&E), a large portion of which will be spent on contractors like us. Of the $15 billion that we estimate will be spent each year to improve and outsource business, logistics and product support functions, we estimate that approximately $5 billion will be spent on contractors like us.

Intelligence

Budget data for government fiscal 1998, the most recent period for which intelligence-related budget data has been declassified, indicated an annual intelligence budget in excess of $26 billion. We believe that the U.S. Government s response to the global war on terror has resulted in increased spending by U.S. intelligence agencies and expect it to continue to grow in the foreseeable future. The Intelligence Reform and Terrorism Prevention Act of 2004 mandated better integration and timeliness of global and domestic threat assessment and dissemination of actionable information and created the office of Director of National Intelligence with budgetary authority over 16 intelligence agencies. We expect that the increased focus on coordination and interoperability among these intelligence agencies will require significant support by outside contractors like us.

Homeland Defense

In addition to spending on the global war on terror overseas, the U.S. Government has intensified its efforts to protect the United States against terrorism at home. The Congressional Budget Office estimates that homeland security outlays will increase from $33.3 billion in government fiscal 2005 to $61 billion in government fiscal 2006, representing a growth rate of 84.7%. Homeland security outlays include homeland defense, disaster relief and emergency preparedness activities. We believe that a significant portion of future homeland defense spending will focus on protecting U.S. citizens from chemical, biological, radiological and nuclear (CBRN) attacks, protecting and fortifying critical infrastructure, enhancing information security, upgrading enterprise systems to better facilitate communications and facilitating coordination and communication within and among government agencies.

U.S. Government IT Spending

The U.S. Government is the largest single consumer of IT solutions, systems and services in the world. According to the Government Electronics & Information Technology Association, an industry association, the portion of total U.S. Government IT spending that is contracted to private sector providers like us will be $65 billion in government fiscal 2006 and will grow at a compound annual growth rate of 2.9% to $75 billion in government fiscal 2011. We believe that the U.S. Government s demand for IT systems and services is driven by the national security concerns stemming from the global war on terror, the ongoing transformation of the military and the increased reliance on IT outsourcing by the U.S. Government.

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Commercial Services

We compete in targeted areas of the commercial business services market, which is driven largely by corporate investment in technology to enhance productivity, reduce costs and increase profitability. Competitive factors, including emerging technologies and globalization, are highlighting critical areas of corporate IT spending such as enterprise information technology optimization, data lifecycle management, asset management and business analysis and transformation. The ability of businesses to capture, access, analyze and transmit data rapidly throughout an organization and between remote geographic locations is becoming more critical. In addition, increased merger and acquisition activity is also generating higher corporate IT spending. With IT projects becoming more complex in scale and scope, businesses are increasingly turning to IT services providers for access to specialized expertise and systems engineering and integration capabilities that are either not readily available from internal resources or not in their core competency. As a result, we have focused our efforts in selected commercial markets in which we can leverage our specialized experience and skill sets, currently oil and gas, utilities and pharmaceuticals.

Oil and Gas. The oil and gas industry is experiencing a period of historically high levels of cash flow and profitability. At the same time, diminishing reserves at proven sites and disappointing trends in greenfield exploration are placing an increased premium on data integration and exploitation at all phases of the upstream exploration and development process. Also, the oil and gas industry is relying more heavily on data management and integration to match its upstream production capabilities with downstream distribution to its end-user customers more effectively and efficiently. According to IDC, total IT spending in the North American resource industries, which includes oil and gas, was approximately $16.2 billion in 2004.

Utilities. With the consolidation and deregulation of utilities in the United States and United Kingdom, utility companies are facing increased profitability and financial performance expectations from their stakeholders. Utilities resulting focus on more efficient power generation, distribution and asset management is driving investment in IT infrastructure and business processes. According to IDC, total IT spending in North America for the utilities market was approximately $16.9 billion in 2004.

Pharmaceuticals. Advances in medical knowledge and research tools have dramatically increased the sources and amount of information available to scientists in the fields of drug discovery and development. Simultaneously, the high costs of clinical trials, increased pressure on drug pricing and prescription reimbursement and product liability risks have increased the importance of systems to manage drug development data. We believe that these trends are driving spending on data integration and lifecycle management in every phase of the drug discovery and development process. Industry consolidation in the pharmaceuticals and life sciences sectors is also driving the necessity for data management and IT optimization. According to Health Industry Insights, an IDC company, worldwide total IT spending for the life sciences sector, which includes pharmaceutical companies and biotechnology companies, was approximately $30 billion in 2004.

Competitive Strengths

To maximize our ability to consistently deliver innovative solutions to help meet our customers most challenging needs, and to grow our business and increase stockholder value, we rely on the following key strengths:

Skilled Personnel and Experienced Management. Our people are our most valuable asset. Our professional staff is highly educated, with more than 22,000 holding college degrees, of which 45% hold advanced degrees, including more than 1,500 with doctoral degrees. As of April 30, 2006, we had 43,300 employees, approximately 23,000 of whom had national security clearances. Many U.S. Government programs require contractors to have

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high-level security clearances. Depending on the required level of clearance, security clearances can be difficult and time consuming to obtain, and our large pool of cleared employees allows us to allocate the appropriate human resources to sensitive projects, facilitating our ability to win and execute contracts with the DoD, DHS and U.S. intelligence community. In addition, our Chief Executive Officer, our seven Executive Vice Presidents and our five Group Presidents have industry experience averaging over 32 years and tenure with our company averaging over 12 years.

Employee Ownership and Core Values. We believe that a cornerstone of our success has been our culture of employee ownership supported by our long-standing core values. Approximately 35,500 of our 43,300 employees own our stock. We believe that we have a high level of employee ownership relative to our competitors, and this better aligns our employees interests with those of our company, our other non-employee stockholders and our customers. Following the IPO, we intend to continue to provide our employees with opportunities to own our stock through bonuses in stock or stock options, stock contributions to our employee benefit plans and participation in our employee stock purchase plan. We believe that our employee ownership culture, in addition to our core values, differentiate us from our competition. These core values include:

- commitment to ethical conduct
- fostering entrepreneurship and innovation
- pursuit of technical excellence
- focus on high level of customer satisfaction

Knowledge of Customers Needs. Over the past 35 years, we have developed a deep and sophisticated knowledge of our customers, enabling us to design effective solutions that address their mission-critical needs and integrate these solutions with existing systems. We have also made strategic hires of managerial-level employees with significant government experience who have supplemented our knowledge of our customers business processes and who have extended our expertise into new areas.

Technical Expertise. We have deep technical expertise stemming from our work on our customers most challenging and complex problems. This technical expertise allows us to stay at the forefront of technology and innovation in key technical areas, such as:

- computer network technologies and infrastructure
- data mining and management
- high performance computing and storage
- modeling and simulation
- sensors, surveillance, and signal processing

supply chain management

unmanned vehicles and robotics

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Trusted Services and Solutions Provider. We have provided platform-independent systems engineering and IT services and solutions to the U.S. Government and other customers since 1969. Over this time, we believe we have earned a reputation as a trusted provider of services and solutions for complex problems, including those with significant national security implications. We believe our position as a prime contractor on several key U.S. Government programs reflects the U.S. Government s confidence in our abilities to address its mission-critical needs. As a result of our strong record of performance, we have become one of the top three IT and systems integrators for the U.S. Government, as evidenced by industry publications:

- #2 Top Federal Prime IT Contractors INPUT (May 2005)
- #2 Top Systems Integrators Federal Computer Week (September 2005)
- #3 Top Federal Prime Contractors Washington Technology (May 2006)
- #3 Top Technology Contractors Government Executive (August 2005)
- #3 GSA Contractor Federal Computer Week (September 2005)
- #3 Top U.S. Government IT Vendors IDC (October 2005)

Proven Marketing and Business Development Organization. Our highly effective marketing and business development organization has helped us achieve high contract win rates and grow our business with existing and new customers. Our non-IDIQ contract win rates, based on award values, were 69%, 65% and 64% in fiscal 2006, 2005 and 2004, respectively.

Ability to Complete and Integrate Acquisitions. To complement our internal growth, we have completed and integrated approximately 70 acquisitions of small- and medium-sized companies over the 10 fiscal years ended January 31, 2006, with an aggregate purchase price of approximately $1.7 billion. These acquisitions have provided us with highly skilled personnel including many with security clearances and specialized technical expertise, as well as valuable customer relationships, thereby enhancing our internally-developed capabilities. We believe that our ability to identify, acquire and integrate complementary businesses is a core strength that will continue to play a significant role in our growth and success.

Strong Relationships with Small Businesses. The U.S. Government is focused on supporting small and disadvantaged businesses through formal procurement regulations and set-asides. We have strong relationships with a large number of small and disadvantaged businesses that possess a wide range of skills and significant customer contacts. These relationships provide us access to specialized capabilities, allow us to participate with these businesses in programs with set-aside requirements and improve our competitive positioning in programs for which small and disadvantaged business participation is important.

Growth Strategy

We are focused on continuing to grow our business as a leading scientific, engineering, systems integration and technical services and solutions company. In our Government segment, we seek to become the leading provider of systems engineering, systems integration and technical services and solutions. In our Commercial segment, we seek to become a leading supplier of scientific, engineering and business solutions to our customers in additional targeted vertical markets. Elements of our growth strategy include:

Leverage Our Existing Customer Relationships. We plan to continue expanding the scope of the services we provide to our existing customers. We are adept at penetrating, cross-selling to and building-out existing customer accounts through our successful performance and comprehensive knowledge of our customers needs, which has led to many long-term contract relationships. We believe our high level of customer satisfaction and deep knowledge of our customers business processes enhances our ability to cross-sell additional services.

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Increase Our U.S. Government Customer Base. We believe that the U.S. Government s increased emphasis on national security, intelligence and homeland security has significantly increased our market opportunity. We have extensive experience supporting the U.S. Government in the areas of contingency and emergency response and recovery planning, information assurance, critical infrastructure protection and command, control, communications and intelligence. We intend to leverage this broad experience to expand our customer base to include organizations in the U.S. Government for which we have not historically worked. We believe our ability to win new customers is enhanced by our position as a prime contractor on four of the five largest IT services GWACs, which are task-order or delivery-order contracts for IT services established by one agency for government-wide use. These contracts enable us to sell our services and solutions to virtually any U.S. Government agency. In addition we have used and intend to continue to use strategic hires as a cost-effective way to build out customer accounts, to establish new competencies and to penetrate new markets.

Pursue Strategic Acquisitions. In order to complement our internal growth, we plan to continue to pursue strategic acquisitions in areas that we expect to experience high growth. Our acquisition strategy is focused on companies that will enable us to cost-effectively add new customers, specific agency knowledge and/or technical expertise. We have acquired more than 70 companies over the 10 fiscal years ended January 31, 2006 and we intend to continue to selectively acquire high quality companies that accelerate our access to existing or new markets that we believe have strong growth dynamics. Following the completion of the IPO, we will have greater flexibility to make acquisitions through the issuance of publicly traded shares of our common stock.

Grow High Value-Added Business in Selected Commercial Markets. We intend to grow in our current selected commercial markets and identify other markets in which we can leverage our specialized experience and skill sets.

Services and Solutions

We offer a broad range of services and solutions to address our customers most complex and critical needs. Below is a summary of our principal services and some representative projects that illustrate the breadth of our capabilities. References below to total contract value mean the aggregate potential value of a given contract, assuming that all options are exercised under that contract. See Risk Factors Risks Relating to Our Business.

Defense Transformation

We develop leading-edge concepts, technologies and systems to solve complex challenges facing the U.S. military and its allies, helping them transform the way they fight. To help ensure that U.S. military personnel are better equipped, protected and trained, we assist the DoD in developing and implementing advanced technologies into the current armed forces. As a leader in the emerging area of network-centric operations, we are helping the U.S. military to develop next-generation C4ISR capabilities, including advanced communications networks, shared situational awareness, improved collaborative planning and enhanced mobility and logistics. We received the 2004 Frost & Sullivan Competitive Strategy Leadership Award, which recognized us as one of the most trusted and influential high-level C4ISR systems integrators. Some examples of our defense transformation projects are described below.

U.S. Army s Future Combat Systems Program (FCS). The U.S. Army is undertaking a major program to design, prototype and build combat technologies and systems to serve as the centerpiece of the U.S. Army s transformation into a more mobile, versatile and effective force. We and The Boeing Company were selected in June 2003 by the U.S. Army as the lead systems integrator team for FCS. When completed, FCS will consist of 19 individual battlefield systems interconnected and commanded through an advanced network. The FCS network will be capable of monitoring and directing military equipment and personnel in all kinds of terrain and

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weather conditions and providing an integrated picture of the battlefield wherever located. This program highlights our ability to conceive and design a large system of systems employing leading-edge technology to address the military s future needs in new and innovative ways. The FCS Program is scheduled to run through December 31, 2014 and has a total contract value to us of approximately $3 billion. FCS currently is our largest non-IDIQ contract.

Global Information Grid-Bandwidth Expansion (GIG-BE). Providing military personnel with the right information at the right place and time requires a worldwide network with substantial bandwidth. We have provided significant contributions to the architecture of a new DoD global information network. Currently, we are the prime contractor supporting the Defense Information Systems Agency (DISA) in the development of the network s backbone, known as the GIG-BE program. GIG-BE is bringing an optical mesh network with 10-gigabyte-per-second connectivity to approximately 100 U.S. military bases, posts and stations worldwide. GIG-BE achieved initial operating capability in only 20 months, meeting the compressed schedule set forth by DISA and demonstrating our ability to rapidly develop and deploy highly complex network technology solutions. Under multiple task orders, the GIG-BE program has a total contract value to us of $450 million.

Net-Centric Enterprise Services. We are supporting the DoD s efforts to migrate from the current Global Command and Control System (GCCS) to the next generation of Joint Command and Control (JC2) based on a new services-based approach called Net-Centric Enterprise Service (NCES). We are helping define how a services-oriented architecture and web services technology should be integrated on an enterprise scale in support of warfighter operations. We are providing architecture, design, systems engineering, integration of commercial and government software, performance testing, security and information assurance engineering and deployment support to this migration effort. We believe our experience and capabilities developed in connection with the GIG-BE program, the GCCS-Joint program and the NCES initiatives have positioned us well for future major C4ISR programs.

Intelligence

We develop solutions to help the U.S. defense, intelligence and homeland security communities build an integrated intelligence picture, allowing them to be more agile and dynamic in challenging environments and produce actionable intelligence.

We provide operations, engineering and technical support for the development and improvement of technologies relating to intelligence collection, processing, dissemination, collaboration and implementation. Our intelligence services include activities related to (1) the support of intelligence and operations centers, (2) surveillance and reconnaissance through satellite technologies and unmanned aerial vehicle operations centers and (3) enhanced radar and sensors on weapon systems. We also support human intelligence and counterintelligence activities. Much of the information regarding our intelligence programs is classified. Some unclassified examples of our intelligence projects are provided below.

Geospatial Intelligence. Imagery, mapping and geospatial reference data are essential elements of all military activity. Our services include activities related to the acquisition, management, interpretation, integration, analysis and display of imagery and related mapping and intelligence data, referred to as geospatial intelligence. For example, we help U.S. Northern Command (NORTHCOM), the U.S. military command responsible for, among other things, U.S. homeland defense, and other government agencies provide timely, relevant, and actionable intelligence to homeland defenders. As part of this work, we developed, and now maintain, the geospatial component of NORTHCOM s intelligence operations. We are one of the largest contract producers of geospatial information for the National Geospatial-Intelligence Agency, having provided new imagery exploitation capabilities to 15 sites worldwide last year.

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Surveillance and Reconnaissance. Unmanned vehicles have become an increasingly important intelligence-gathering tool. Our technologies are used in some of the most sophisticated unmanned aerial vehicles (UAV) ever developed. We previously integrated and recently upgraded the operations center and ground stations for the Predator UAV, which was widely used in Iraq, and our technical staff supports operational crews during all Predator missions. We have also played a key role in the design and integration of the high-altitude, long-range Global Hawk UAV, and, at the other end of the spectrum, we helped test and evaluate a hand-launched UAV called Dragon Eye, which provided U.S. Marines in Iraq with infrared surveillance videos of their operating area. Our wide-ranging system, software and engineering services are at the forefront of developing and fielding emerging UAV surveillance and reconnaissance technologies.

Homeland Security and Defense

We develop technical solutions and provide systems integration and mission-critical support services to help federal, state, local and foreign governments and private-sector customers protect the United States and allied homelands. Our innovation and breadth of solutions in homeland security was recently recognized when Frost & Sullivan named us as the 2005 Homeland Security Company of the Year.

We provide services and solutions including vulnerability analysis, infrastructure protection and emergency response and recovery. We contribute to critical counterintelligence plans and programs to assess vulnerabilities and help safeguard important events and infrastructure, including the 2004 national political conventions, the U.S. Capitol, House and Senate office buildings and the Library of Congress. We are also developing countermeasures to address a range of threats from dirty bombs to improvised nuclear devices to full-scale nuclear weapons. We are also working on multiple fronts to attack the toughest problems in bioagent detection. Following a disaster, managing critical infrastructure information is crucial for ensuring continuity of operations. We have designed more than a dozen emergency operations centers, primarily for state and local agencies, to manage the interoperability between new equipment and legacy responder systems. Some examples of our projects in homeland security are described below.

Protecting Against Chemical, Biological, Radiological, and Nuclear (CBRN) Threats. We have an extensive understanding of the design and employment of weapons of mass destruction which is critical to detection of, protection from and response to these threats. Our expertise spans the range of CBRN threats, as evidenced by the DoD s recent selection of us as the prime contractor under the Guardian Installation Protection Program to provide CBRN protection for up to 200 DoD installations. Commanders at these installations are facing the full range of CBRN threats and a confusing array of CBRN detection, protection and response choices. As the prime contractor for the Guardian project, we will help choose and field the appropriate integrated detection, protection and response capabilities. The Guardian program has a total contract value to us of $390 million.

Protecting Ports, Borders and Transportation. Only a small portion of the millions of cargo containers moving by ship, road and rail are screened for weapons of mass destruction or other hazards. To help address this threat, we developed the Integrated Container Inspection System (ICIS), which scans sealed containers for hazardous materials at cargo terminals and border crossings without disrupting normal traffic flow. ICIS employs several of our technologies, including (1) EXPLORANIUM detectors for low-level radiation scanning, (2) optical character recognition technology for automated container identification and (3) VACIS® inspection systems for identification of a wide range of substances, including weapons, hazardous materials and drugs. Nearly 300 VACIS systems are deployed globally, and the ICIS has been deployed in two pilot programs in Hong Kong. Our products and services are now deployed in 20 major ports in multiple countries, demonstrating international adoption of this solution.

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Enterprise Systems Integration for Homeland Defense. Following the consolidation of 22 U.S. Government agencies into the Department of Homeland Security (DHS), we were selected under the STARS System Management and Integration program as the prime contractor to provide enterprise-wide integration services for the Immigration and Customs Enforcement element of the DHS. Some of the services included implementation of a data network backbone connecting the formerly separate agencies and the development of the first enterprise architecture in DHS. By laying this foundation, we helped the DHS map its IT systems to specific business functions, identify overlapping systems and more effectively identify needed IT programs. In fiscal 2006, we were selected as prime contractor under the follow-on Information Technology Engineering Support Services (ITESS) program to continue to provide integration services. The follow-on ITESS program has a total contract value to us of $446 million.

Logistics and Product Support

Maintaining and delivering a ready supply of fuel, parts, munitions, food and other supplies is a constant challenge for the U.S. military. Our logistics and product support solutions enhance the readiness and operational capability of U.S. military personnel and weapon and support systems.

To keep up with the pace of military operations, logisticians need intelligence sensors, communications networks and analytics, as well as the same best-in-class supply chain solutions that are used in the commercial sector, such as demand forecasting, total asset visibility and just-in-time inventory. To address these needs for the U.S. Navy, we are providing a supply chain management solution to Naval Aviation Depots and the Defense Logistics Agency in support of maintenance, repair and overhaul of 72 weapon systems. Under the contract, we employ a supplier/manufacturer network with supply chain management capability to supply more than 84,000 items. Our supply chain management system incorporates intelligent agent technology, which automatically tracks inventory levels in tens of thousands of bins as parts are consumed and forecasts when items should be reordered, cutting average supply delivery times. This program has a total contract value to us of $627 million.

Systems Engineering and Integration

Large government organizations face increasingly tough challenges to integrate and share massive amounts of data from geographically remote and disparate databases and legacy systems. We provide systems engineering and integration solutions to help our customers design, manage and protect complex IT networks and infrastructure. We support customers across the domains and mission areas of the U.S. Government, providing a range of services from full-scale systems deployment to systems engineering support services.

With the increasing complexity of weapons systems and military tactics, the U.S. military has an increasing need for more sophisticated training tools and solutions. Through our software and systems-engineering organizations, we have pioneered innovative modeling and simulation technologies, including distributed simulation for training and distributed test and evaluation. Today, our expertise ranges from traditional areas, such as training and analysis simulation, to emerging areas, such as simulation-based acquisition. Currently, we lead the development of the DoD s architecture and middleware for seamlessly integrating live-virtual-constructive simulation for experimentation, training, test and evaluation and acquisition. As a leader in modeling and simulation, we support the U.S. s three premier military simulation training programs: the Army Warfighter Simulation (WARSIM), the Joint Simulation System (JSIMS), and the Air Force National Air and Space Model (NASM). Additionally, our expertise in semi-automated forces technology in the United States resulted in our selection to lead the software implementation of British doctrine and tactics for the U.K.

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Combined Arms Tactical Trainer. These four programs have an aggregate total contract value to us of $126 million. Our success with these programs demonstrates our ability to leverage our experience and capabilities to obtain new projects.

Research and Development

As one of the largest science and technology contractors to the U.S. Government, we conduct leading-edge research and development of new technologies with applications in areas such as national security, intelligence and life sciences. We believe that being at the forefront of science and technology provides us with a competitive advantage and positions us as a solution provider for our customers next-generation challenges. Some examples of our research and development projects are described below.

Advanced Robotics. We develop and test advanced robotic systems, including prototype unmanned robotic vehicles. An advanced autonomous robotic vehicle that we developed in collaboration with Carnegie Mellon University recently competed in a Defense Advanced Research and Projects Agency (DARPA) sponsored test, designed to prove the concept of integration of advanced robotic vehicles into unmanned military systems. The mapping and route planning software we developed for this project has provided valuable insights that could be used for geospatial intelligence requirements for future military robotic systems. For DARPA, we developed a networked system of 100 small robots that are able to intelligently collaborate on missions. In the future, these robots may be used to search and map terrorist-occupied or earthquake-damaged buildings, as well as track intruders.

Wireless Sensors. For DARPA, we are also exploring innovative ways to deploy tiny wireless sensors, known as Smart Dust, that can self-configure into a network and gather and fuse information into actionable intelligence information. For example, we are researching how these sensors could help the U.S. military improve situational awareness, reconnaissance, surveillance and target acquisition capabilities in urban areas.

Biopharmaceutical and Medical Research. We operate the National Cancer Institute (NCI) at Frederick, Maryland, one of the world s premier cancer and AIDS research facilities. We support a wide range of research areas for NCI, the National Institute of Allergy and Infectious Diseases, and the U.S. Army, including the development of nanotechnology applications for the prevention and treatment of cancer, as well as vaccines for HIV, anthrax and malaria. The NCI s new cancer Biomedical Informatics Grid will enable cross-disciplinary sharing of research between more than 600 cancer researchers from over 50 different cancer centers. We are developing important grid-based middleware, applications and security for this groundbreaking initiative.

Commercial Services

We help our Commercial segment customers become more competitive, offering technology-driven consulting, systems integration and outsourcing services and solutions primarily to customers in selected commercial markets, currently IT support for oil and gas exploration and production, applications and IT infrastructure management for utilities and data lifecycle management for pharmaceuticals, in the United States and abroad. We apply domain-specific expertise, as well as consulting and technology services and solutions adapted from our experience with our Government segment customers, to fulfill the needs of our Commercial segment customers. These needs include enterprise IT optimization, data lifecycle management, asset management and business process analysis and transformation. Some examples of our commercial projects are described below.

The Digital Oilfield. The oil and gas industry faces significant challenges to maximize exploration and production while minimizing capital risk and requirements. The industry employs highly specialized systems and

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solutions to meet these challenges. To help one of the largest global oil and gas companies design and operationalize its next generation oilfield and refinery called the Field of the Future and Refinery of the Future, respectively, we are working to implement and manage mission-critical geophysical data collection and decision support systems. Our solutions provide the architecture for more complete asset awareness, enabling improved decision making. We have similar projects with two other major oil and gas companies.

Asset Management for Utility Companies. Asset management has become increasingly important to utility companies as they look to streamline costs and create other efficiencies related to their extensive assets, many of which have useful lives spanning decades. A leading U.K. utility company sought to create more efficient methods to provide maintenance and emergency repairs of its physical assets used in electricity delivery, such as power substations, pole-mounted transformers, overhead lines and underground cables. We helped design and implement an asset management system for this utility company. This system provides field personnel with up-to-date, easy-to-access mapping information which is used to readily locate electricity substations, transformers and power cables, as well as to facilitate the use of fault diagnosis tools to enable technicians to efficiently and effectively address power loss problems across the utility s power grid.

Contracts

As of April 30, 2006, we had a portfolio of approximately 9,000 active contracts, including active task orders under IDIQ contract vehicles. We have a diversified portfolio of contracts, with revenues recognized in fiscal 2006 under our largest contract representing approximately 4% of our total consolidated revenues. Listed below are the 10 contracts which generated the most revenues and which in the aggregate represented 14% of our total consolidated revenues in fiscal 2006.

Contract title	Customer
Future Combat Systems (FCS)	U.S. Army
Unified NASA Information Technology Services (UNITeS)	NASA
Global Information Grid-Bandwidth Expansion (GIG-BE)	U.S. Defense Information Systems Agency (DISA)
Air Force Industrial Prime Vendor	U.S. Air Force
Data Services Installation & Maintenance	DISA
Information Technology Services Agreement	Entergy
Safety, Reliability & Quality Assurance (SR&QA)	NASA
Omnibus 2000 Systems & Computer Resources Support	U.S. Army
EXECUTELOCUS (formerly Trailblazer Technical Development Program)	Confidential
Information Technology Systems, Engineering and Management Support Services (ISEM)	Department of Transportation

Contract Procurement. The U.S. Government technology services procurement environment has evolved in recent years due to statutory and regulatory procurement reform initiatives. U.S. Government agencies traditionally have procured technology services and solutions through agency-specific contracts awarded to a single contractor. However, in recent years the number of procurement contracting methods available to U.S. Government customers for services procurements has increased substantially. Today, there are three predominant contracting methods through which U.S. Government agencies procure technology services: traditional single award contracts, GSA Schedule contracts, and single and multiple award IDIQ contracts. Each of these is described below:

Traditionally, U.S. Government agencies have procured services and solutions through single award contracts which specify the scope of services that will be delivered and identify the contractor that will provide the specified services. When an agency has a requirement, interested contractors are solicited, qualified and then provided with a request for a proposal. The process of qualification, request for proposals and evaluation of bids requires the agency to maintain a large, professional procurement staff and can take a year or more to complete.

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GSA Schedule contracts are listings of services, products and prices of contractors maintained by the GSA for use throughout the U.S. Government. In order for a company to provide services under a GSA Schedule contract, the company must be pre-qualified and awarded a contract by GSA. When an agency uses a GSA Schedule contract to meet its requirements, the agency, or the GSA on behalf of the agency, conducts the procurement. The user agency, or the GSA on its behalf, evaluates the user agency s services requirements and initiates a competition limited to GSA Schedule qualified contractors. GSA Schedule contracts are designed to provide the user agency with reduced procurement time and lower procurement costs.

Single and multiple award IDIQ contracts are contract forms used to obtain commitments from contractors to provide certain products or services on pre-established terms and conditions. Under IDIQ contracts, the U.S. Government issues task orders for specific services or products it needs and the contractor supplies products or services in accordance with the previously agreed terms. The competitive process to obtain task orders is limited to the pre-selected contractor(s). If the IDIQ contract has a single prime contractor, the award of task orders is limited to that party. If the contract has multiple prime contractors, the award of the task order is competitively determined. Multiple-contractor IDIQ contracts that are open for any government agency to use for the procurement of services are commonly referred to as government-wide acquisition contracts, or GWACs. Due to the lower cost, reduced procurement time, and increased flexibility of GWACs, there has been greater use of GWACs among many agencies for large-scale procurements of technology services. IDIQ contracts often have multi-year terms and unfunded ceiling amounts, therefore enabling but not committing the U.S. Government to purchase substantial amounts of products and services from one or more contractors.

Below is a list of our 10 largest non-IDIQ contracts based on total contract value to us, including funded backlog and negotiated unfunded backlog as of April 30, 2006. For information regarding our backlog, see Backlog.

Top 10 non-IDIQ contracts by total contract value

Contract title	Customer	Total SAIC contract value	Contract expiration date
		(in millions)	
Future Combat Systems (FCS)	U.S. Army	$ 2,177	Dec 31, 2014
Navy Aviation Industrial Prime Vendor Generation II	U.S. Navy	627	Sep 30, 2014
Information Technology Services Agreement	Entergy	545	Dec 31, 2006
Information Technology Engineering & Support Services (ITESS)	DHS	446	Dec 31, 2010
Guardian Installation Protection Program	U.S. Army	390	Apr 27, 2010
EXECUTELOCUS (formerly Trailblazer Technical Development Program)	Confidential	362	Sep 30, 2006
City Time, Office of Payroll Administration	New York City	353	Aug 12, 2009
Information Technology & Telecommunications Services Outsourcing	San Diego County	320	Dec 13, 2006
Safety and Mission Assurance Support Services (S&MA)	NASA	276	Apr 30, 2011
Systems Engineering & Integration Contract (SEIC)	U.S. Air Force	257	Apr 21, 2017
		$ 5,753	

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Below is a list of our 10 largest GSA Schedule or IDIQ contract vehicles based on total contract vehicle ceiling value that could be awarded to all contractors, including us, as of April 30, 2006.

Top 10 GSA Schedule or IDIQ contract vehicles by total contract vehicle ceiling value (1)

Contract title	Customer	Total contract vehicle ceiling value to all contractors	Contract vehicle expiration date
		(in millions)	
SeaPort Enhanced (2)	U.S. Navy	$ 45,409	Apr 1, 2019
Millennia	GSA Federal Technology Service	25,000	Apr 27, 2009
Millennia Lite	GSA Federal Technology Service	20,000	Apr 21, 2010
Defense Medical Information Systems (D/SIDDOMS III)	Defense Contracting Command	8,000	Dec 14, 2013
Flexible Acquisition Sustainment Tool (FAST)	U.S. Air Force	7,441	Feb 23, 2008
Simulation, Training & Instrumentation Command (STRICOM) Omnibus	U.S. Army	4,000	Sep 20, 2008
DISN Global Solutions	DISA	3,000	Sep 30, 2010
Weapons of Mass Destruction Defeat Technology	Defense Threat Reduction Agency	1,260	Apr 30, 2008
Applications & Support for Widely-Diverse End User Requirements (ANSWER)	GSA Federal Technology Service	1,100	Dec 31, 2008
Next Generation Engineering	DISA	1,000	Apr 21, 2009
		$ 116,310	

(1) Total contract ceiling value represents the maximum amount of contract awards that could be awarded to all contractors, including us, eligible to compete for task orders under the contract vehicle.

(2) Contract with AMSEC, LLC, our 55% owned joint venture.

Backlog

Government segment funded backlog primarily represents the portion of backlog for which funding is appropriated and is payable to us upon completion of a specified portion of work, less revenues previously recognized on these contracts. Commercial segment funded backlog represents the full value on firm contracts, which may cover multiple future years, under which we are obligated to perform less revenues previously recognized on these contracts. Our funded backlog in the Government segment does not represent the full potential value of our contracts because the U.S. Government and our other customers often appropriate or authorize funds for a particular program or contract on a yearly or quarterly basis, even though the contract may call for performance over a number of years. When a definitive contract or contract amendment is executed and funding has been appropriated or otherwise authorized, funded backlog is increased by the difference between the funded dollar value of the contract or contract amendment and the revenues recognized to date on the contract. Negotiated unfunded backlog represents (1) firm orders for which funding has not been appropriated or otherwise authorized and (2) unexercised priced contract options. Negotiated unfunded backlog does not include any estimate of future potential task orders that might be awarded under IDIQ, GWAC or GSA Schedule contract vehicles.

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The approximate value of our total consolidated negotiated backlog as of January 31, 2006, 2005 and 2004 and April 30, 2006 was as follows:

	January 31			April 30
	2006	2005	2004	2006
	(in millions)			
Government Segment:				
Funded backlog	$ 3,398	$ 3,333	$ 3,127	$ 3,268
Negotiated unfunded backlog	11,169	9,656	7,359	11,814
Total negotiated backlog	$ 14,567	$ 12,989	$ 10,486	$ 15,082
Commercial Segment:				
Funded backlog	$ 490	$ 313	$ 228	$ 664
Negotiated unfunded backlog	5	114	187	18
Total negotiated backlog	$ 495	$ 427	$ 415	$ 682
Total Consolidated:				
Funded backlog	$ 3,888	$ 3,646	$ 3,355	$ 3,932
Negotiated unfunded backlog	11,174	9,770	7,546	11,832
Total consolidated negotiated backlog	$ 15,062	$ 13,416	$ 10,901	$ 15,764

We expect to recognize a substantial portion of our funded backlog as revenues within the next 12 months. However, the U.S. Government may cancel any contract or purchase order at any time. In addition, certain contracts and purchase orders in the Commercial segment may include provisions that allow the customer to cancel at any time. Most of our contracts have cancellation terms that would permit us to recover all or a portion of our incurred costs and potential fees in such cases. See Risk Factors Risks Relating to Our Business We may not realize as revenues the full amounts reflected in our backlog, which could adversely affect our operating results.

Key Customers

Our largest customer is the U.S. Government, in the aggregate accounting for 89%, 86% and 85% of our total consolidated revenues in fiscal 2006, 2005 and 2004, respectively. Within the U.S. Government, our largest customers for each of the last three fiscal years were the U.S. Army, U.S. Navy and U.S. Air Force. Each of these customers has a number of subsidiary agencies which have separate budgets and procurement functions. Our contracts may be with the highest level or with the subsidiary agencies of these customers.

The percentage of total consolidated revenues attributable to each of these three major customers for the last three fiscal years was as follows:

	Year Ended January 31		
	2006	2005	2004
U.S. Army	16%	13%	13%
U.S. Navy	14	13	12
U.S. Air Force	10	11	11

Competition

Competition for U.S. Government contracts is intense. We compete against a large number of major, established multinational corporations which may have greater financial capabilities than we do. We also compete against smaller, more specialized companies that concentrate their resources on particular areas. As a

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result of the diverse requirements of the U.S. Government and our commercial customers, we frequently form teams with other companies to compete for large contracts, while bidding against team members in other situations. Because of the current industry trend toward consolidation, we expect major changes in the competitive landscape. See Risk Factors Risks Relating to Our Business We face aggressive competition. We believe that our principal competitors include the following companies:

Among contractors focused principally on U.S. Government IT and other technical services, we compete primarily with companies such as Anteon International Corporation, which was acquired by General Dynamics, CACI International Inc, ManTech International Corporation, SRA International, Inc. and The Titan Corporation, which was acquired by L-3 Communications.

Among the large defense contractors which provide U.S. Government IT services in addition to other hardware systems and products, we compete primarily with engineering and technical services divisions of The Boeing Company, General Dynamics Corporation, Lockheed Martin Corporation, Northrop Grumman Corporation and Raytheon Company.

Among the diversified commercial and U.S. Government IT providers, we compete primarily with companies such as Accenture Ltd, BearingPoint, Inc., Booz Allen Hamilton Inc., Computer Sciences Corporation, Electronic Data Systems Corporation, International Business Machines Corporation and Unisys Corporation.

We compete on factors including, among others, our technical expertise, our ability to deliver cost-effective solutions in a timely manner, our reputation and standing with government and commercial customers, pricing and the size and scale of our company.

Patents and Proprietary Information

Our technical services and products are not generally dependent upon patent protection. We claim a proprietary interest in certain of our products, software programs, methodology and know-how. This proprietary information is protected by copyrights, trade secrets, licenses, contracts and other means.

We actively pursue opportunities to license our technologies to third parties and enforce our patent rights. We also evaluate potential spin-offs of our technologies.

In connection with the performance of services for customers in the Government segment, the U.S. Government has certain rights to data, software codes and related material that we develop under U.S. Government-funded contracts and subcontracts. Generally, the U.S. Government may disclose such information to third parties, including, in some instances, competitors. In the case of subcontracts, the prime contractor may also have certain rights to the programs and products that we develop under the subcontract.

Research and Development

We conduct research and development activities under customer-funded contracts and with independent research and development (IR&D) funds. IR&D efforts consist of projects involving basic research, applied research, development and systems and other concept formulation studies. In fiscal 2006, 2005 and 2004, we spent approximately $27 million, $25 million and $19 million, respectively, on IR&D, which was included in selling, general and administrative expenses.

Seasonality

The U.S. Government s fiscal year ends on September 30 of each year. It is not uncommon for U.S. Government agencies to award extra tasks or complete other contract actions in the weeks before the end of its

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fiscal year in order to avoid the loss of unexpended fiscal year funds. As a result of this cyclicality in the U.S. Government budget process, we have from time to time experienced higher revenues in our third fiscal quarter, ending October 31, and lower revenues in our fourth fiscal quarter, ending January 31.

Regulation

We are heavily regulated in most fields in which we operate. We deal with numerous U.S. Government agencies and entities, including all of the branches of the U.S. military, the DoD, NASA, intelligence agencies, the Nuclear Regulatory Commission and the DHS. When working with these and other U.S. Government agencies and entities, we must comply with and are affected by laws and regulations relating to the formation, administration and performance of contracts. These laws and regulations, among other things:

- require certification and disclosure of all cost or pricing data in connection with various contract negotiations
- impose acquisition regulations that define allowable and unallowable costs and otherwise govern our right to reimbursement under various cost-based U.S. Government contracts
- restrict the use and dissemination of information classified for national security purposes and the exportation of certain products and technical data.

In order to help ensure compliance with these laws and regulations, all of our employees are required to attend ethics training at least bi-annually and other compliance training relevant to their position.

Internationally, we are subject to special U.S. Government laws and regulations (such as the Foreign Corrupt Practices Act), local government regulations and procurement policies and practices (including regulations relating to import-export control, investments, exchange controls and repatriation of earnings) and varying currency, political and economic risks. Some international customers require contractors to comply with industrial cooperation regulations, sometimes referred to as offset programs. Offset programs may require in-country purchases, manufacturing and financial support projects as a condition to obtaining orders or other arrangements. Offset programs generally extend over several years and may provide for penalties in the event we fail to perform in accordance with offset requirements.

See Risk Factors Risks Relating to Our Business Our U.S. Government contracts may be terminated and we may be liable for penalties under a variety of procurement rules and regulations and changes in government regulations or practices could adversely affect our profitability, cash balances or growth prospects.

Environmental Matters

Our operations, including the environmental consulting and investigative services we provide to third parties, and our ownership or operation of real property are subject to various foreign, federal, state and local environmental protection and health and safety laws and regulations. Failure to comply with those laws could result in civil or criminal sanctions, including fines, penalties or suspension or debarment from contracting with the U.S. Government, or could cause us to have to incur costs to change or upgrade or close some of our operations or properties. Some environmental laws hold current or previous owners or operators of businesses and real property liable for contamination, even if they did not know of and were not responsible for the contamination. Environmental laws may also impose liability on any person who disposes, transports, or arranges for the disposal or transportation of hazardous substances to any site. In addition, we may face liability for personal injury, property damage and natural resource damages relating to contamination for which we are otherwise liable or relating to exposure to or the mishandling of chemicals or other hazardous substances in connection with our current and former operations or services.

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Although we do not currently anticipate that the costs of complying with, or the liabilities associated with, environmental laws will materially adversely affect us, we cannot ensure that we will not incur material costs or liabilities in the future. See Risk Factors Risks Relating to Our Business Our services and operations sometimes involve using, handling or disposing of hazardous materials, which could expose us to potentially significant liabilities.

Employees and Consultants

As of April 30, 2006, we employed approximately 43,300 full and part-time employees. We also use consultants to provide specialized technical and other services on specific projects. To date, we have not experienced any strikes or work stoppages and we consider our relations with our employees to be good.

The highly technical and complex services and products provided by us are dependent upon the availability of professional, administrative and technical personnel having high levels of training and skills and, in many cases, security clearances. Because of our growth and the increased competition for qualified personnel, it has become more difficult to meet all of our needs for these employees in a timely manner and this may affect our growth in the current fiscal year. We intend to continue to devote significant resources to recruit and retain qualified employees.

Properties

As of January 31, 2006, we conducted our operations in approximately 400 offices located in 44 states, the District of Columbia and various foreign countries. We occupy a total of approximately 10 million square feet of space. Of this total, we own approximately 3.1 million square feet, and the balance is leased. Our major locations are in the San Diego, California and Washington, D.C. metropolitan areas, where we occupy approximately 1.3 million square feet and 2.7 million square feet of space, respectively.

We own and occupy the following properties:

Location	Number of buildings	Square footage	Acreage
McLean, Virginia	4	900,000	18.3
San Diego, California	7	677,000	22.2
Vienna, Virginia	2	280,000	14.7
Virginia Beach, Virginia	2	159,200	22.5
Huntsville, Alabama	1	100,000	18.0
Columbia, Maryland	1	95,500	7.3
Orlando, Florida	1	85,000	18.0
Oak Ridge, Tennessee	1	83,000	12.5
Dayton, Ohio	2	79,400	4.5
Reston, Virginia	1	62,000	2.6
Richland, Washington	1	23,700	3.1

The nature of our business is such that there is no practicable way to relate occupied space to industry segments. We consider our facilities suitable and adequate for our present needs. See Note 16 of the notes to consolidated financial statements for fiscal 2006 for information regarding commitments under leases.

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Legal Proceedings

Firm Fixed-Price Contract with the Greek Government

Although we have been pursuing a contract modification under this agreement with the Hellenic Republic of Greece (Customer) since shortly after a memorandum agreement with the Customer (Memorandum) was signed in July 2004, due to the difficulties in reaching mutually satisfactory terms, we instituted arbitration proceedings on April 21, 2006, before the International Chamber of Commerce (ICC) against the Customer to pursue our rights and remedies provided for in the contract and the Memorandum and under Greek law. The arbitration complaint filed by us: (1) seeks an order under the contract that the Customer s extended use of the C4I system provided under the contract (System) under the circumstances constitutes constructive acceptance and precludes the Customer from rejecting the System, (2) seeks damages for breach of contract, bad faith, use of the System and other damages, (3) seeks a determination as to the legal status of the contract as a result of the illegality issue discussed above, and (4) if the contract is determined to be illegal, seeks compensation for the commercial value of the System delivered and its use by the Customer and other damages. We are seeking total damages in excess of $76 million, with the precise amount to be proven in arbitration. We agreed to extend to July 31, 2006 the time period in which the Customer may submit its response to the arbitration complaint in order to provide the parties additional time to attempt to negotiate and complete a modification. Under the terms of the contract, disputes are subject to ultimate resolution by binding arbitration before a panel of three Greek arbitrators in Greece. Due to the complex nature of the legal and factual issues involved and the uncertainty of litigation in general, the outcome of the arbitration is uncertain. There is no assurance that we will prevail in the arbitration.

In the event we do not prevail in the arbitration or are unable to resolve the various disputes under the contract as anticipated, we could incur additional losses. If the Customer asserts claims against us in the arbitration and it is determined that we have breached the contract and, as a result, owe the Customer damages, such damages could include, but are not limited to, (1) re-procurement costs, (2) repayment of amounts paid of $147 million under the contract, (3) penalties for delayed delivery in an amount up to $15 million, and (4) forfeiture of good performance bonds in the amount of $33 million. Due to the early stage of the arbitration, the amount of any claims that the Customer may assert against us is not known.

Successful imposition of damages or claims by the Customer or subcontractors against us, the calling of our bonds, additional contract costs required to fulfill our obligations, or additional revenue reductions arising from the negotiation of the contract modification could have a material adverse affect on our consolidated financial position, results of operations and cash flows. For a description of the contract, the disputes and the impact of the contract on our results of operations and financial condition, see Management s Discussion and Analysis of Financial Condition and Results of Operations Commitments and Contingencies Firm Fixed-Price Contract with the Greek Government.

Telkom South Africa

Our former Telcordia Technologies, Inc. subsidiary instituted arbitration proceedings before the ICC against Telkom South Africa in March 2001 as a result of a contract dispute. Telcordia is seeking to recover damages of approximately $130 million, plus interest at a rate of 15.5%. Telkom South Africa counterclaimed, seeking substantial damages from Telcordia, including repayment of approximately $97 million previously paid to Telcordia under the contract and the excess costs of reprocuring a replacement system, estimated by Telkom South Africa to be $234 million. On September 27, 2002, Telcordia prevailed in the initial phase of the arbitration. The arbitrator found that Telkom repudiated the contract and dismissed Telkom s counterclaims against Telcordia. The damages to be recovered by Telcordia were to be determined in a second phase of the arbitration. Telkom challenged the arbitration decision in the South African High Court (Transvaal Provincial Division), and, on November 27, 2003, the High Court judge ordered that the arbitration decision be set aside, that the arbitrator and the ICC be dismissed and that the case be re-arbitrated before a panel of three retired South

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African judges. Although the High Court judge denied Telcordia s motion for leave to appeal his ruling, on November 29, 2004, the South African Supreme Court of Appeal granted Telcordia s motion for leave to appeal the judge s ruling and will hear the appeal. Telcordia filed its appellate brief in September 2005. Telkom has also filed its full brief with the court. The hearing is scheduled for October 31, 2006. In parallel proceedings in the United States District Court (Northern District of New Jersey), Telcordia is seeking to have its ICC arbitration award confirmed. On January 24, 2005, the District Court declined to confirm Telcordia s award and in a February 17, 2005 opinion concluded that the District Court does not have personal jurisdiction over Telkom South Africa. Telcordia has appealed this ruling to the U.S. Court of Appeals for the Third Circuit. Oral arguments were held on January 13, 2006 and the parties are awaiting a decision.

On March 15, 2005, we sold Telcordia to an affiliate of Warburg Pincus LLC and Providence Equity Partners Inc. Pursuant to the definitive stock purchase agreement, we are entitled to receive all of the net proceeds from any judgment or settlement with Telkom South Africa, and, if this dispute is settled or decided adversely against Telcordia, we are obligated to indemnify the buyer of Telcordia against any loss that may result from such an outcome.

Due to the complex nature of the legal and factual issues involved and the uncertainty of litigation in general, the outcome of the arbitration and the related court actions are not presently determinable; however, an adverse resolution could materially harm our business, consolidated financial position, results of operations and cash flows.

INTESA Joint Venture

Informática, Negocios y Tecnología, S.A., (INTESA) a Venezuelan joint venture we formed in fiscal 1997 with Venezuela s national oil company, PDVSA, to provide information technology services in Latin America, is involved in various legal proceedings. We had previously consolidated our 60% interest in the joint venture, but the operations of INTESA were classified as discontinued operations as of January 31, 2003 and INTESA is currently insolvent. PDVSA has refused to have the joint venture declared bankrupt as required under Venezuelan law.

Outsourcing Services Agreement and Guarantee. INTESA had derived substantially all its revenues from an outsourcing services agreement with PDVSA that it entered into at the time the joint venture was formed. The services agreement expired on June 30, 2002 and the parties were not able to reach agreement on a renewal. We guaranteed INTESA s obligations under the services agreement to PDVSA. Under the terms of the services agreement, INTESA s liability for damages to PDVSA in any calendar year is capped at $50 million. As a result, our maximum potential liability to PDVSA under the guarantee in any calendar year, based on our guarantee of their ownership interest in INTESA, is $20 million. To date, PDVSA has not asserted any claims.

Expropriation of Our Interest in INTESA. In fiscal 2003 and 2004, PDVSA and the Venezuelan government took certain actions, including denying INTESA access to certain of its facilities and assets, that prevented INTESA from continuing operations. In fiscal 2005, the Overseas Private Investment Company (OPIC), a U.S. governmental entity that provides insurance coverage against expropriation of U.S. business interests by foreign governments, determined that the Venezuelan government had expropriated our interest in INTESA without compensation and paid us approximately $6 million in settlement of our claim.

Employment Claims of Former INTESA Employees. INTESA is a defendant in a number of lawsuits brought by former employees seeking unpaid severance and pension benefits. PDVSA and SAIC Bermuda, our wholly- owned subsidiary and the entity that held our interest in INTESA, were added as defendants in a number of these suits. Based on the procedural standing of these cases and our understanding of applicable laws and facts, we believe that our exposure to any possible loss related to these employment claims is either remote or, if reasonably possible, immaterial.

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Other Legal Proceedings Involving INTESA. The Attorney General of Venezuela initiated a criminal investigation of INTESA in fiscal 2003 alleging unspecified sabotage by INTESA employees. We believe this investigation is inactive. In connection with our expropriation claim, OPIC determined that INTESA did not sabotage PDVSA s infrastructure as alleged by PDVSA and the Venezuelan government. In addition, the SENIAT, the Venezuelan tax authority, filed a claim against INTESA in fiscal 2004 for approximately $30 million for alleged non-payment of VAT taxes in fiscal 1998.

Potential Financial Impact. Many issues relating to INTESA, including the termination of the services agreement and the employment litigation brought by former INTESA employees, remain unresolved. Due to the complex nature of the legal and factual issues involved in these matters and the uncertain economic and political environment in Venezuela, the outcome is not presently determinable; however, adverse resolutions could materially harm our business, consolidated financial position, results of operations and cash flows.

Other

We are also involved in various investigations, claims and lawsuits arising in the normal conduct of our business, none of which, in the opinion of our management, based upon current information, is expected to have a material adverse effect on our consolidated financial position, results of operations, cash flows or our ability to conduct business.

In the normal conduct of our business, we seek to monetize our patent portfolio through licensing. We also have and will continue to defend our patent position when we believe our patents have been infringed and are involved in such litigation from time to time. On March 15, 2005, we sold our Telcordia subsidiary. Pursuant to the terms of the definitive stock purchase agreement, we will receive 50% of the net proceeds Telcordia receives in the future in connection with the prosecution of certain patent rights.

New SAIC

We formed SAIC, Inc., or New SAIC, as a Delaware corporation on August 12, 2005. To date, it has not conducted any activities other than those incident to its formation, and the preparation of the merger agreement, this proxy statement/prospectus, periodic reports, and the registration statement on Form S-1 with respect to the IPO of its new common stock. Upon completion of the merger, Old SAIC will be a wholly-owned subsidiary of New SAIC.

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MANAGEMENT

Directors and Executive Officers

The following is a list of the names and ages as of the date of this proxy statement/prospectus of all of Old SAIC s directors and key officers, indicating all positions and offices held by each such person and each such person s principal occupation or employment during at least the past five years. Except as otherwise noted, each of the persons listed below has served in his or her present capacity for Old SAIC for at least the past five years. All such persons have been elected to serve until their successors are elected or until their earlier resignation or retirement.

We expect that each of the individuals listed below will serve in the same capacities with New SAIC immediately following the merger and IPO.

Name of director or officer	Age	Position(s) with the company and prior business experience
Deborah H. Alderson	49	Group President since October 2005. Ms. Alderson previously served as Deputy Group President from August 2005 to October 2005. Prior to joining us, Ms. Alderson held various positions with Anteon International Corporation, a systems integration services provider, including President of the Systems Engineering Group from January 2002 to August 2005, and Senior Vice President and General Manager of the Systems Engineering Group from November 1998 to January 2002. Ms. Alderson held various positions with Techmatics, Inc., a systems engineering provider, from 1985 to 1998.
Kenneth C. Dahlberg	61	Chairman of the Board since July 2004 and Chief Executive Officer and Director since November 2003. Mr. Dahlberg previously served as President from November 2003 to July 2006. Prior to joining us, Mr. Dahlberg served as Corporate Executive Vice President of General Dynamics Corp. from March 2001 to October 2003. Mr. Dahlberg served as President of Raytheon International from February 2000 to March 2001, and from 1997 to 2000 he served as President and Chief Operating Officer of Raytheon Systems Company. Mr. Dahlberg held various positions with Hughes Aircraft from 1967 to 1997. Mr. Dahlberg has served as a director of Teledyne Technologies since February 2006.
Thomas E. Darcy	56	Executive Vice President Strategic Projects since November 2005. Mr. Darcy previously served as Corporate Executive Vice President since December 2003 and Chief Financial Officer since October 2000. From October 2000 to December 2003, Mr. Darcy was an Executive Vice President. Prior to joining us, Mr. Darcy was with the accounting firm currently known as PricewaterhouseCoopers LLP from July 1973 to September 2000, where he served as partner from 1985 to 2000.
Wolfgang H. Demisch	61	Director since 1990. Mr. Demisch has been a principal of Demisch Associates LLC, a consulting firm, since 2003. He was a Managing Director of Dresdner Kleinwort Wasserstein, formerly Wasserstein Perella Securities, Inc., from 1998 to 2002. From 1993 to 1998, he was Managing Director of BT Alex. Brown, and from 1988 to 1993, he was Managing Director of UBS Securities, Inc.

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Name of director or officer	Age	Position(s) with the company and prior business experience
Jere A. Drummond	67	Director since 2003. Mr. Drummond was employed by BellSouth Corporation from 1962 until his retirement in December 2001. He served as Vice Chairman of BellSouth Corporation from January 2000 until his retirement. He was President and Chief Executive Officer of BellSouth Communications Group, a provider of traditional telephone operations and products, from January 1998 until December 1999. He was President and Chief Executive Officer of BellSouth Telecommunications, Inc. from January 1995 until December 1997. Mr. Drummond is also a member of the board of directors of Borg-Warner Automotive, AirTran Holdings, Inc. and Centillium Communications, Inc.
Steven P. Fisher	46	Treasurer since January 2001 and Senior Vice President since July 2001. Mr. Fisher has held various positions with us since 1988, including serving as Assistant Treasurer and Corporate Vice President for Finance from 1997 to 2001 and Vice President from 1995 to 1997.
Donald H. Foley	62	Chief Engineering and Technology Officer since January 2005, Executive Vice President since July 2000, and a Director since July 2002. Dr. Foley has held various positions with us since 1992, including serving as Group President from February 2004 to January 2005 and a Sector Vice President from 1992 to July 2000.
John J. Hamre	56	Director since 2005. Dr. Hamre has served as the President and Chief Executive Officer of the Center for Strategic & International Studies, a public policy research institution, since 2000. Dr. Hamre served as U.S. Deputy Secretary of Defense from 1997 to 2000 and Under Secretary of Defense (Comptroller) from 1993 to 1997. Dr. Hamre is also a member of the board of directors of ChoicePoint, Inc., ITT Industries, Inc., and MITRE Corporation.
John R. Hartley	40	Senior Vice President and Corporate Controller since August 2005. Mr. Hartley has held various positions with our finance organization since 2001. For 12 years prior to that, he was with the accounting firm currently known as Deloitte & Touche LLP.
Anita K. Jones	64	Director since 1998. Dr. Jones is the Quarles Professor of Engineering at the University of Virginia where she has taught since 1989. From 1993 to 1997, Dr. Jones was on leave of absence from the University to serve as Director of Defense Research and Engineering in the U.S. Department of Defense. Dr. Jones also served as a Director of the Company from 1987 to 1993.
Harry M. J. Kraemer, Jr.	51	Director since 1997. Mr. Kraemer has been an executive partner of Madison Dearborn Partners, LLC, a private equity investment firm, since April 2005, and has served as a professor at the Kellogg School of Management at Northwestern University since January 2005. Mr. Kraemer previously served as the Chairman of Baxter International, Inc., or Baxter, a health-care products, systems and services company, from January 2000 until April 2004, as Chief Executive Officer of Baxter from January 1999 until April 2004 and as President of Baxter from April 1997 until April 2004. Mr. Kraemer also served as the Senior Vice President and Chief Financial Officer of Baxter from November 1993 to April 1997.

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Name of director or officer	Age	Position(s) with the company and prior business experience
Larry J. Peck	59	Group President since February 2004. Mr. Peck has held various positions with us since 1978, including serving as a Sector Vice President from 1994 to February 2004.
Lawrence B. Prior, III	50	Group President since February 2005. Prior to joining us, Mr. Prior served as Chief Financial Officer and then President and Chief Executive Officer of LightPointe Communications, Inc. from 2000 until 2004.
Arnold L. Punaro	59	Executive Vice President, Government Affairs, Communications and Support Operations since February 2005. Mr. Punaro has held various positions with us since 1997 including Sector Vice President and Senior Vice President, Director of Corporate Development. Mr. Punaro also served as the Staff Director of the Senate Armed Services Committee and retired as a Major General in the United States Marine Corps Reserve.
William A. Roper, Jr.	60	Executive Vice President since December 2005. Mr. Roper served as Corporate Executive Vice President from 2000 to December 2005, Senior Vice President from 1990 to 1999, Chief Financial Officer from 1990 to October 2000 and Executive Vice President from 1999 to 2000. Mr. Roper has served as a director of VeriSign, Inc. since November 2003.
Edward J. Sanderson, Jr.	57	Director since 2002. Mr. Sanderson retired from Oracle Corporation in 2001 after having served as an Executive Vice President since 1995. At Oracle, Mr. Sanderson was responsible for Oracle Product Industries, Oracle Consulting, and the Latin American Division. Prior to that he was President of Unisys World-wide Services and partner at both McKinsey & Company and Accenture (formerly Andersen Consulting).
Douglas E. Scott	49	Secretary since July 2003, Senior Vice President since January 1997 and General Counsel since 1992. Mr. Scott has held various positions with us since 1987, including serving as a Corporate Vice President from 1992 to January 1997.
Louis A. Simpson	69	Director since July 2006. Mr. Simpson has served as President and Chief Executive Officer, Capital Operations, of GEICO Corporation, an auto insurer, since May 1993. Mr. Simpson previously served as Vice Chairman of the Board of GEICO from 1985 to 1993. Mr. Simpson is also a member of the board of directors of VeriSign, Inc., Western Asset Funds, Inc. and Western Asset Income Fund and serves as a trustee of Western Asset Premier Bond Fund. Mr. Simpson previously served as a director from 1999 to 2002.
George T. Singley III	61	Group President since February 2004. Mr. Singley has held various positions with us since 1998, including serving as a Sector Vice President from 2001 to February 2004 and Group Senior Vice President from 2000 to 2001.

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Name of director or officer	Age	Position(s) with the company and prior business experience
Theoren P. Smith, III	51	Group President since February 2005. Dr. Smith served as Sector Vice President from July 2002 until February 2004 and Executive Vice President, Federal Business from February 2004 until February 2005. From 2000 to March 2002, Dr. Smith served as Global Chief Technology Officer at Cable & Wireless, PLC and as President of Cable & Wireless USA, Inc., which filed for bankruptcy protection in December 2003. Dr. Smith also served as Senior Vice President and Chief Technology Officer at Road Runner, LLC from 1999 to 2000.
Mark W. Sopp	40	Executive Vice President and Chief Financial Officer since November 2005. Mr. Sopp served as Senior Vice President, Chief Financial Officer and Treasurer of The Titan Corporation from April 2001 to July 2005, when Titan was acquired by L-3 Communications. From 1998 to 2001, Mr. Sopp served as a Vice President and Chief Financial Officer of Titan Systems Corporation, a subsidiary of The Titan Corporation. Titan provided information and communications products and services primarily to the U.S. Government.
Joseph P. Walkush	54	Executive Vice President since July 2000 and a Director since April 1996. Mr. Walkush has held various positions with us from 1976 to 1979 and since 1981, including serving as a Sector Vice President from 1994 to 2000.
John H. Warner, Jr.	65	Executive Vice President since December 2005, Chief Administrative Officer from December 2003 to July 2006, Corporate Executive Vice President from 1996 to 2005 and a Director from 1988 to 2006. Dr. Warner has held various positions with us since 1973, including serving as Executive Vice President from 1989 to 1996.
A. Thomas Young	68	Director since 1995. Mr. Young retired from Lockheed Martin Corp. in 1995 after having served as an Executive Vice President from March 1995 to July 1995. Prior to its merger with Lockheed Corporation, Mr. Young served as the President and Chief Operating Officer of Martin Marietta Corp. from 1990 to 1995. Mr. Young is also on the board of directors of the Goodrich Corporation.

Board of Directors Composition and Committees

Our restated certificate of incorporation provides for a classified board of directors consisting of three classes, which shall be as equal in number as possible. The total number of authorized directors is to be between 10 and 18, with the exact size of the board to fixed by resolution of the board. Immediately following the merger and IPO, we expect to have 11 directors.

The board of directors of New SAIC will have the following standing committees: an audit committee, a compensation committee, an ethics and corporate responsibility committee, a finance committee and a nominating and corporate governance committee. Except as noted below, we expect that the membership for the New SAIC board committees immediately following the completion of the IPO will be the same as the current membership for Old SAIC s corresponding board committees.

Audit Committee. The purpose of the audit committee is to assist the board of directors in providing oversight of: (1) the integrity of our financial statements, including the financial reporting process, system of

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internal control and audit process, (2) our compliance with legal and regulatory requirements, (3) the registered public accountant s qualifications and independence, (4) the performance of our internal audit function and registered public accountants and (5) financial reporting risk assessment and mitigation. The current members of the Old SAIC audit committee are H.M.J. Kraemer, Jr. (Chair), W.H. Demisch, J.A. Drummond, A.K. Jones and A.T. Young. Our board of directors has determined that each member is an independent director under our corporate governance guidelines. Our board of directors has also determined that H.M.J. Kraemer, Jr., W.H. Demisch and J.A. Drummond qualify as audit committee financial experts as defined by the rules under the Securities Exchange Act of 1934. The background and experience of each of our audit committee financial experts are set forth above.

Compensation Committee. The compensation committee s responsibilities include: (1) determining the compensation of the chief executive officer and reviewing and approving the compensation of the other executive officers named pursuant to Section 16 of the Securities Exchange Act of 1934, (2) exercising all rights, authority and functions under all of our stock, retirement and other compensation plans, (3) approving and making recommendations to the Board regarding non-employee director compensation, (4) preparing an annual report on executive compensation for inclusion in our proxy statement or annual report on Form 10-K, in accordance with the rules and regulations of the Securities and Exchange Commission and (5) providing guidance and monitoring the formation and implementation of human resource management. The current members of the Old SAIC compensation committee are E.J. Sanderson, Jr. (Chair), W.H. Demisch, A.K. Jones and H.M.J. Kraemer, Jr. Our board of directors has determined that each member is an independent director under our corporate governance guidelines.

Ethics and Corporate Responsibility Committee. The ethics and corporate responsibility committee s duties include: (1) reviewing and making recommendations regarding the ethical responsibilities of our employees and consultants under our administrative policies and procedures, (2) reviewing and assessing our policies and procedures addressing the resolution of conflicts of interest involving us, our employees, officers and directors and addressing any potential conflict of interest involving us and a director or an executive officer, (3) reviewing and establishing procedures for the receipt, retention and treatment of complaints regarding violation of our policies, procedures and standards related to ethical conduct and legal compliance and (4) reviewing and evaluating the effectiveness of our ethics, compliance and training programs and related administrative policies. The current members of the Old SAIC ethics and corporate responsibility committee are A.K. Jones (Chair), K.C. Dahlberg, J.A. Drummond, D.H. Foley and J.J. Hamre.

Finance Committee. The finance committee s responsibilities include periodically reviewing and making recommendations to the board of directors and management concerning: (1) our capital structure, including the issuance of equity and debt securities, the incurrence of indebtedness, dividends and related matters, (2) general financial planning, including cash flow and working capital management, capital budgeting and expenditures, tax planning and compliance and related matters, (3) mergers, acquisitions and strategic transactions, (4) proposed offers for the purchase or acquisition of our stock or assets, (5) investor relations programs and policies, (6) investment policies, financial performance and funding of our employee benefit and pension plans and (7) any other transactions or financial issues that the board of directors or management would like the committee to review. The current members of the finance committee of Old SAIC are L.A. Simpson (Chair), W.H. Demisch, E.J. Sanderson, Jr., J.P. Walkush and A.T. Young.

Nominating and Corporate Governance Committee. The nominating and corporate governance committee s responsibilities include: (1) evaluating, identifying and recommending nominees to the board of directors, including nominees proposed by stockholders, (2) reviewing and making recommendations regarding the composition and procedures of the board of directors, (3) making recommendations regarding the size, composition and charters of the committees of the board of directors, (4) reviewing and developing long-range plans for chief executive officer and management succession, (5) developing and recommending to the board of directors a set of corporate governance principles, (6) recommending to the board an independent director to serve as the lead director, and (7) developing and overseeing an annual self-evaluation process of the board of directors and its committees. A.T. Young is currently the lead director. The current members of the Old SAIC nominating and corporate governance committee are J.A. Drummond (Chair), K.C. Dahlberg, J.J. Hamre, L.A. Simpson and A.T. Young. Our board of directors has determined that the following members of the Old SAIC nominating and corporate governance committee are independent under our corporate governance guidelines: J.A. Drummond, J.J. Hamre, L.A. Simpson and A.T. Young. Immediately prior to the completion of the IPO, the membership of the nominating and corporate governance committee will be modified so that it will be comprised solely of independent directors.

Compensation Committee Interlocks and Insider Participation

None of the members of our compensation committee has, at any time, been one of our officers or employees. None of our executive officers currently serves, or in the past fiscal year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our board of directors or compensation committee.

Director Compensation

We intend to establish director compensation policies for New SAIC subsequent to the completion of the IPO that will be substantially similar to the existing policies of Old SAIC. However, where we have described director compensation previously consisting of shares of Old SAIC class A common stock, we instead expect to issue twice as many shares of New SAIC class A preferred stock, after giving effect to the conversion of each share of Old SAIC class A common stock into two shares of New SAIC class A preferred stock in the merger.

All non-employee directors are paid an annual retainer of $25,000 and the chairperson of a committee is paid an additional annual retainer of $10,000, except for the chairperson of the audit committee who is paid an additional annual retainer of $15,000. The lead director is also paid an additional annual retainer of $10,000. Non-employee directors also receive $1,500 for each meeting of the board of directors and $2,000 for each meeting of a committee on which they serve and are reimbursed for expenses incurred while attending meetings or otherwise performing services as a director. The directors are eligible to defer their fees into our Keystaff Deferral and Key Executive Stock Deferral Plans. In addition, a stock bonus of 1,000 shares of Old SAIC class A common stock is offered to independent director nominees as an inducement to join the board of directors.

Directors are eligible to receive stock options under the 1999 Stock Incentive Plan. For services rendered as a director during fiscal 2006, W.H. Demisch, J.A. Drummond, J.J. Hamre, A.K. Jones, H.M.J. Kraemer, Jr., E.J. Sanderson, Jr. and A.T. Young each received options to purchase 11,000 shares of Old SAIC class A common stock at $43.92 per share, which was the stock price on the date of grant. All such options vest as to 20%, 20%, 20% and 40% on the first, second, third and fourth year anniversaries of the date of grant, respectively.

See Certain Relationships and Related Party Transactions for information with respect to transactions between us and certain persons related to or entities in which certain directors may be deemed to have an interest.

Indemnification of Directors and Officers

In conjunction with the IPO, we have entered into separate indemnification agreements with our directors and current executive officers, in addition to the indemnification provided for in our restated certificate of

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incorporation. These agreements, among other things, provide that we will indemnify, subject to applicable law and the terms thereof, our directors and executive officers for certain expenses (including attorneys fees), judgments, fines and settlement amounts incurred by a director or executive officer in any action or proceeding arising out of such person s service as a director or executive officer of us or any of our subsidiaries or any other company or enterprise to which the person provides services at our request. We believe that these provisions and agreements are necessary to attract and retain qualified persons as directors and executive officers.

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EXECUTIVE COMPENSATION

We have not paid our executive officers any compensation for their service to New SAIC since its formation in August 2005. The following table sets forth information regarding the annual and long-term compensation for services to Old SAIC for the fiscal years ended January 31, 2006, 2005 and 2004, of those persons who were, at January 31, 2006 (1) the Chief Executive Officer and (2) the other four most highly compensated executive officers of Old SAIC, all of whom are collectively referred to as our Named Executive Officers. The following summary compensation table sets forth the annual and long-term compensation earned by the Named Executive Officers for the relevant fiscal year, whether or not paid in such fiscal year:

		Annual compensation			Long-term compensation		
Name and principal position(s)	Year	Salary (1)	Bonus (2)	Other annual compensation (3)	Restricted Stock Awards (4)	Number of securities underlying options	All other compensation (5)
K.C. Dahlberg	2006	$ 1,000,000	$ 1,100,000	$ 10,250	$ 400,023	200,000	$ 15,482
Chairman and Chief Executive Officer	2005	1,000,000	1,500,000	77,897(6)	299,989	260,000	
	2004	250,000(7)	1,010,000(8)	229,459(9)	2,687,686	225,000	
D.H. Foley	2006	473,846	500,000	650	100,006	40,000	15,336
Chief Engineering and Technology Officer	2005	457,692	484,994	300	110,012	65,000	9,052
	2004	446,923	415,018		109,998	70,000	13,445
J.H. Warner, Jr.(10)	2006	475,962	450,000	5,575	100,006	25,000	14,598
Executive Vice President	2005	475,962	550,018	5,375	99,996	55,000	9,052
	2004	475,962	510,015	4,725	99,992	50,000	13,445
W.A. Roper, Jr.	2006	475,962	400,000	350	100,006	40,000	14,691
Executive Vice President	2005	475,962	799,996	6,275	130,003	55,000	9,052
	2004	475,962	500,009	5,825	149,988	60,000	13,442
G.T. Singley	2006	375,000	500,000	2,343	100,006	40,000	14,424
Group President	2005	315,000	400,003	2,594	65,002	45,000	9,052
	2004	273,269	234,998	2,418	49,996	30,000	13,462

(1) Includes amounts paid in lieu of unused comprehensive leave.

(2) Amounts include the award of the following number of shares of Old SAIC class A common stock with a market value as of the date of grant (calculated by multiplying the Formula Price, as defined below under Market for Old SAIC Common Stock and Related Stockholder Matters, of Old SAIC class A common stock on the date of grant by the number of shares awarded) for fiscal 2006, 2005 and 2004, respectively, as follows: (a) K.C. Dahlberg: 5,000 net shares (on an after taxes basis) with a market value of $219,600 based on an original bonus amount of $357,354, 10,000 shares with a market value of $405,500 and 0 shares; (b) D.H. Foley: 1,701 net shares (on an after taxes basis) with a market value of $74,750 based on an original bonus amount of $100,000, 3,699 shares with a market value of $149,994 and 3,834 shares with a market value of $140,018; (c) J.H. Warner, Jr.: 1,113 net shares (on an after taxes basis) with a market value of $48,896.50 based on an original bonus amount of $50,000, 1,850 shares with a market value of $75,018 and 2,191 shares with a market value of $80,015; (d) W.A. Roper, Jr.: 1,170 net shares (on an after taxes basis) with a market value of $51,400 based on an original bonus amount of $80,000, 2,466 shares with a market value of $99,996 and 1,917 shares with a market value of $70,009; and (e) G.T. Singley: 1,543 net shares (on an after taxes basis) with a market value of $67,800 based on an original bonus amount of $100,000, 3,206 shares with a market value of $130,003 and 3,012 shares with a market value of $109,998.

(3) Represents amounts paid or reimbursed by us on behalf of the Named Executive Officers for athletic, airline and country club memberships, financial planning and tax preparation services and relocation expenses.

(4) Amounts reported represent the market value on the date of grant (calculated by multiplying the Formula Price of the class A common stock on the date of grant by the number of shares awarded), without giving effect to the diminution in value attributable to the restrictions on such stock. Restricted stock vests as to 20%, 20%, 20% and 40% on the first, second, third and fourth year anniversaries

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of the date of grant, respectively. See Summary of Stock-Based Compensation Plans Continued Vesting on Vesting Stock and Options for Retirees for rights to continued vesting after retirement for certain holders. The amount reported represents the following number of restricted shares of class A common stock awarded for fiscal 2006, 2005 and 2004, respectively: (a) K.C. Dahlberg: 9,108 shares, 7,398 shares and 84,545 shares; (b) D.H. Foley: 2,277 shares, 2,713 shares and 3,012 shares; (c) J.H. Warner, Jr.: 2,277 shares, 2,466 shares and 2,738 shares; (d) W.A. Roper, Jr.: 2,277 shares, 3,206 shares and 4,107 shares; and (e) G.T. Singley: 2,277 shares, 1,603 shares and 1,369 shares. As of January 31, 2006, the aggregate restricted stock holdings (other than restricted stock which has been deferred into the Key Executive Stock Deferral Plan) for the Named Executive Officers were as follows: (a) K.C. Dahlberg: 0 shares; (b) D.H. Foley: 3,313 shares with a market value as of such date of $145,507; (c) J.H. Warner, Jr.: 1,366 shares, with a market value as of such date of $59,995; (d) W.A. Roper, Jr.: 0 shares; and (e) G.T. Singley: 2,449 shares with a market value of $107,560. Dividends are payable on such restricted stock if and when declared. Although the Company has never declared or paid a dividend on its capital stock, we intend to pay a special dividend immediately prior to the completion of the IPO.

(5) Represents amounts contributed or accrued by us for the Named Executive Officers under our 401(k) Profit Sharing Plan, Employee Stock Retirement Plan and SAIC Retirement Plan.

(6) Includes $67,897 for country club dues.

(7) Mr. Dahlberg joined us as Chief Executive Officer in November 2003. Accordingly, compensation for 2004 is for a partial year.

(8) Includes $660,000 paid as a cash sign-on bonus.

(9) Represents the reimbursement of expenses incurred in connection with the relocation of K.C. Dahlberg and his family to our principal place of business.

(10) Dr. Warner resigned as an executive officer for purposes of Rule 16a-1(f) of the Securities Exchange Act of 1934, effective July 14, 2006, as a result of reaching the mandatory retirement age for executive officers.

Option Grants in Last Fiscal Year

The following table sets forth information regarding grants of options to purchase shares of class A common stock pursuant to our 1999 Stock Incentive Plan made during fiscal 2006 to the Named Executive Officers:

					Potential realizable value at assumed annual rates of stock price appreciation for option term(3)	
Name	**Number of securities underlying options granted(1)**	**% of total options granted to employees in fiscal 2006**	**Exercise price (Per share)(2)**	**Expiration date**	**5%**	**10%**
K.C. Dahlberg	200,000(4)	3.0%	$40.55	3/31/10	$ 2,240,643	$ 4,951,236
D.H. Foley	65,000(4)	1.0	40.55	3/31/10	728,209	1,609,152
J.H. Warner, Jr.	55,000(4)	*	40.55	3/31/10	616,177	1,361,590
W.A. Roper, Jr.	55,000(4)	*	40.55	3/31/10	616,177	1,361,590
G.T. Singley	45,000(4)	*	40.55	3/31/10	504,145	1,114,028

* Less than 1% of the total options granted to employees in fiscal 2006.

(1) All such options vest as to 20%, 20%, 20% and 40% on the first, second, third and fourth year anniversaries of the date of grant, respectively. See Summary of Stock-Based Compensation Plans Continued Vesting on Vesting Stock and Options for Retirees for rights to continued vesting after retirement for certain holders.

(2) The exercise price is equal to the Formula Price of the Old SAIC class A common stock on the date of grant.

(3) The potential realizable value is based on an assumption that the Formula Price of the Old SAIC class A common stock will appreciate at the annual rate shown (compounded annually) from the date of grant until the end of the five-year option term. These values are calculated based on the regulations promulgated by the Securities and Exchange Commission and should not be viewed in any way as an estimate or forecast of the future performance of our common stock.

(4) Although the listed grants of options were made during fiscal 2006, such grants relate to service for the fiscal year ended January 31, 2005.

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Option Exercises and Fiscal Year-End Values

The following table sets forth information regarding the exercise of options during fiscal 2006 and unexercised options to purchase Old SAIC class A common stock granted during fiscal 2006 and prior years under our 1999 Stock Incentive Plan to the Named Executive Officers and held by them at January 31, 2006:

Name	Shares acquired on exercise	Value realized	Number of securities underlying unexercised options at January 31, 2006		Value of unexercised in-the-money options at January 31, 2006(1)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
K.C. Dahlberg			102,000	383,000	$ 1,175,580	$ 2,647,070
D.H. Foley	50,000	$ 650,100	85,000	190,000	995,570	1,560,030
J.H. Warner, Jr.	55,000	719,950	64,000	146,000	744,680	1,158,270
W.A. Roper, Jr.	120,000	1,755,600	216,000	184,000	2,711,580	1,624,870
G.T. Singley	17,000	222,530	22,200	84,800	248,214	541,726

(1) Based on the Formula Price of the Old SAIC class A common stock as of such date less the exercise price of such options.

Employment and Severance Agreements

Old SAIC and Mr. Dahlberg are parties to two letter agreements, each dated October 3, 2003 (Dahlberg Letter Agreements) pursuant to which Mr. Dahlberg serves as Old SAIC s Chief Executive Officer. Pursuant to the Dahlberg Letter Agreements, Mr. Dahlberg received or will receive: (1) a base salary of $1,000,000 per year, (2) a cash sign-on bonus of $660,000, (3) an award of 84,545 shares of vesting Old SAIC class A common stock, (4) an award of a vesting option to purchase up to 225,000 shares of Old SAIC class A common stock, (5) reimbursement of expenses incurred in connection with the relocation of Mr. Dahlberg and his family to our principal place of business, (6) a gross up to Mr. Dahlberg s salary to cover the federal, state and local income and employment tax liability on the relocation benefits, (7) a country club membership, (8) first class seating for business travel, (9) up to $10,000 for financial planning and/or tax preparation within the first two years of employment and (10) disability insurance. The Dahlberg Letter Agreements provide that in the event Mr. Dahlberg s employment is involuntarily terminated before November 2006, for reasons other than cause, we would continue Mr. Dahlberg s base salary, target short-term bonus and benefits until November 2006. In order to receive these severance benefits, Mr. Dahlberg would be required to sign a release and a non-compete/non-solicitation agreement. At the end of the severance period, Mr. Dahlberg would be provided with at least two years of non-paid consulting status during which his unvested options and stock would continue to vest. For purposes of the Dahlberg Letter Agreements, cause is defined as (1) a willful failure to substantially perform his duties, (2) gross misconduct or (3) conviction of a felony.

Old SAIC has entered into severance agreements with all of its executive officers. The severance agreements provide that if the officer is involuntarily terminated without cause or resigns for good reason within a 24 month period following a change in control, the officer will be paid all accrued salary and a pro rata bonus for the year of termination and a single lump sum equal to three times the officer s then current salary and bonus amount. The officer will also receive such life insurance, disability, medical, dental, hospitalization, financial counseling and tax consulting benefits as are provided to other similarly situated executives who continue in the employ of Old SAIC for the 36 months following termination and up to 12 months of outplacement counseling. Vesting will be accelerated as provided in Old SAIC s various equity incentive and deferral plans. The officer is not entitled to receive a gross up payment to account for any excise tax that might be payable under the Internal Revenue Code, although he or she may elect to receive the full value of the severance payments and pay the excise tax or have the severance payments reduced to the extent necessary to avoid an excise tax.

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Other than these agreements, we have not entered into any employment or severance agreements with our executive officers.

Equity Compensation Plans

Information with respect to our equity compensation plans as of January 31, 2006 is set forth below:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights(a)	Weighted-average exercise price of outstanding options, warrants and rights(b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))(c)
Equity compensation plans approved by security holders (1)	27,554,786(2)	$34.27	33,276,685(3)(4)
Equity compensation plans not approved by security holders (5)			(5)
Total	27,554,786	$34.27	33,276,685

(1) The following equity compensation plans approved by security holders are included in this plan category: the 1999 Stock Incentive Plan, the Restated Bonus Compensation Plan and the 2004 Employee Stock Purchase Plan. No information is provided with respect to the New SAIC equity compensation plans described below. See Summary of Stock-Based Compensation Plans.

(2) Represents shares of Old SAIC class A common stock reserved for issuance upon the exercise of outstanding options awarded under the 1999 Stock Incentive Plan. Does not include shares to be issued pursuant to purchase rights under the 2004 Employee Stock Purchase Plan.

(3) Represents 8,169,812 shares of Old SAIC class A common stock under the 2004 Employee Stock Purchase Plan and 25,106,873 shares under the 1999 Stock Incentive Plan. The maximum number of shares that may be awarded under the 1999 Stock Incentive Plan is limited to the sum of (a) 24 million shares, (b) the number of shares available for awards under the 1998 Stock Option Plan as of September 30, 1999 and (c) the number of shares which become available under the 1998 Stock Option Plan after September 30, 1999 as a result of forfeitures, expirations, cancellations or sales of shares acquired through the exercise of options to us to satisfy tax withholding obligations. In addition, the 1999 Stock Incentive Plan provides for an automatic share reserve increase on the first day of each calendar year after 1999 by an amount equal to 5% of outstanding shares of Old SAIC class A common stock on such day. However, shares reserved for future awards under the 1999 Stock Incentive Plan is limited to 15% of total outstanding shares of Old SAIC class A common stock.

(4) The Restated Bonus Compensation Plan provides for bonus awards that may be paid in cash, restricted stock or vested stock. The Restated Bonus Compensation Plan does not provide for a maximum number of shares available for future issuance however, the bonus pool for each fiscal year cannot exceed 7.5% of our revenues for the fiscal year.

(5) The Stock Compensation Plan and the Management Stock Compensation Plan are not approved by security holders and are included in this plan category. These plans do not provide for a maximum number of shares available for future issuance.

Summary of Stock-Based Compensation Plans

Set forth below is a summary of the stock-based compensation plans maintained by Old SAIC, which will be assumed by New SAIC following the merger, and the new stock-based compensation plans to be adopted by New SAIC in connection with the merger. All shares of Old SAIC class A common stock outstanding under these compensation plans will be converted into shares of New SAIC class A preferred stock and all stock options and other rights to receive shares of Old SAIC class A common stock under these compensation plans will be assumed by New SAIC pursuant to the merger and will thereafter represent the right to acquire shares of New SAIC class A preferred stock. The special dividend will be paid with respect to Old SAIC class A common stock held by the Old SAIC stock-based compensation plans following the merger and conversion of such shares into New SAIC class A preferred stock.

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1999 Stock Incentive Plan

General. In 1999, our board of directors and stockholders approved the 1999 Stock Incentive Plan. The 1999 Stock Incentive Plan was adopted as a successor to our 1998 Stock Option Plan. The 1999 Stock Incentive Plan provides our and our affiliates employees, directors and consultants the opportunity to receive stock options, stock appreciation rights, vested stock awards, restricted stock awards, restricted stock units, performance awards and other similar types of stock awards. Options granted under the 1999 Stock Incentive Plan may be either incentive stock options, as defined under Section 422 of the Code or nonqualified stock options. The 1999 Stock Incentive Plan terminates on April 9, 2019, but no incentive stock options may be granted under the plan after April 9, 2009.

If the 2006 Equity Incentive Plan becomes effective, we will cease granting awards under the 1999 Stock Incentive Plan. If the 2006 Equity Incentive Plan does not become effective, the 1999 Stock Incentive Plan will continue in operation pursuant to its terms.

Share Reserve. We are authorized to grant stock options and stock awards for the purchase of 6,000,000 shares of Old SAIC class A common stock, plus the shares described below, under the 1999 Stock Incentive Plan. Shares of Old SAIC class A common stock available for issuance under the 1998 Stock Option Plan as of September 30, 1999 and shares of Old SAIC class A common stock subject to outstanding options under the 1998 Stock Option Plan as of September 30, 1999 that may be returned to us because the options are forfeited, expire or are canceled without delivery of shares of stock, the shares are retained to satisfy tax withholding on option exercises or the options result in the forfeiture of shares of stock back to us will continue to be available for issuance under the 1999 Stock Incentive Plan.

Automatic Annual Increase of Share Reserve. The 1999 Stock Incentive Plan provides that the share reserve will be cumulatively increased for each year after 1999 by a number of shares that is equal to 5% of the outstanding shares of Old SAIC class A common stock as of the first business day of each calendar year, provided that in no event will the number of shares authorized for issuance exceed 15% of the outstanding shares of Old SAIC class A common stock. If the 2006 Equity Incentive Plan becomes effective, this annual share increase will cease.

Administration. The 1999 Stock Incentive Plan is administered by our board of directors or a committee or employee as the board of directors may appoint to administer the plan. The board, board committee or employee is referred in the 1999 Stock Incentive Plan as the administrator.

Eligibility. Awards under the 1999 Stock Incentive Plan may be granted to our employees, directors and consultants. Incentive stock options may be granted only to our employees. The administrator determines the individuals who are granted awards under the 1999 Stock Incentive Plan.

Nontransferability of Awards. Unless otherwise provided in an award agreement, awards granted under the 1999 Stock Incentive Plan are not transferable except to a designated beneficiary upon death and may be exercised during the awardee s lifetime only by the awardee or by his or her legal representative.

Right of Repurchase. Pursuant to Old SAIC s certificate of incorporation, all shares of Old SAIC class A common stock acquired pursuant to awards under the 1999 Stock Incentive Plan are subject to our right of repurchase upon the participant s termination of employment or affiliation with us at the then prevailing Formula Price of shares of Old SAIC class A common stock. These restrictions will lapse following the completion of the merger.

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Stock Options. An option represents the right to purchase shares of Old SAIC class A common stock upon the payment of a pre-established exercise price. The 1999 Stock Incentive Plan authorizes the administrator to determine the exercise price of options at the time the options are granted. Unless otherwise specified in an award agreement, the exercise price will be the fair market value of Old SAIC class A common stock on the date of the grant. The exercise price of an incentive stock option may not be less than 100% of the fair market value of our class A common stock on the date of grant. The exercise price of a nonqualified stock option may not be less than 85% of the fair market value of our class A common stock on the date of grant. The 1999 Stock Incentive Plan authorizes the administrator to determine the vesting schedule applicable to options, as well as the means of payment for shares issued on exercise of an option. The term of an option may be no more than ten years from the date of grant, except that an incentive stock option granted to a 10% stockholder may not have a term of more than five years. No option may be exercised after the expiration of its term.

Stock Awards. Stock awards may be restricted stock awards, vested stock awards, restricted stock units, stock appreciation rights, performance awards or other similar stock awards. Restricted stock awards and vested stock awards are grants of a specific number of shares of our class A common stock that either vest or have restrictions that lapse over time in accordance with a vesting schedule. Restricted stock units represent a promise to deliver shares of our class A common stock, or an amount of cash or property equal to the value of the underlying shares, at a future date. Stock appreciation rights are rights to receive cash and/or shares of our class A common stock based on the amount by which the fair market value of a specific number of shares of our class A common stock on the exercise date exceeds the exercise price established by the administrator. Performance awards are rights to receive amounts, in cash or shares of class A common stock, based upon our or a participant s performance during the period between the date of grant and a pre-established future date. The terms and conditions of a stock award will be found in an award agreement. Vesting and restrictions on the ability to exercise stock awards may be conditioned upon the achievement of one or more goals, as determined by the administrator in its discretion. Recipients of restricted shares may have voting rights and may receive dividends on the granted shares prior to the time the restrictions lapse.

Change in Control. The 1999 Stock Incentive Plan provides that, except as provided in an award agreement, outstanding awards will become fully vested upon the occurrence of a change of control. The merger will not constitute a change of control.

Amendment and Termination. Our board of directors may at any time amend, suspend or terminate the 1999 Stock Incentive Plan. However, no amendment may, without stockholder approval, increase the maximum number of shares for which awards may be granted or change the class of employees eligible to participate in the 1999 Stock Incentive Plan.

2004 Employee Stock Purchase Plan

General. In 2004, our board of directors and stockholders approved the 2004 Employee Stock Purchase Plan. The 2004 Employee Stock Purchase Plan was adopted as a successor to our 2001 Employee Stock Purchase Plan. The 2004 Employee Stock Purchase Plan provides our employees with an opportunity to purchase Old SAIC class A common stock through voluntary payroll deductions. The 2004 Employee Stock Purchase Plan terminates on July 31, 2007, unless earlier terminated by our board of directors.

If the 2006 Employee Stock Purchase Plan becomes effective, we will cease issuing shares under the 2004 Employee Stock Purchase Plan. If the 2006 Employee Stock Purchase Plan does not become effective, the 2004 Employee Stock Purchase Plan will continue in operation pursuant to its terms.

Share Reserve. We have reserved a total of 6,000,000 shares of Old SAIC class A common stock for purchase under the 2004 Employee Stock Purchase Plan.

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Administration. The 2004 Employee Stock Purchase Plan is administered by a committee of the board.

Eligibility. Generally, all of our employees are eligible to participate in the 2004 Employee Stock Purchase Plan, except for employees of subsidiaries that have not been designated as eligible for participation. However, no person may participate in the 2004 Employee Stock Purchase Plan who owns stock having more than 5% of the total combined voting power or value of all classes of our capital stock.

Purchase of Shares. Shares of class A common stock purchased under the 2004 Employee Stock Purchase Plan may be acquired in our limited market or purchased from us out of authorized but unissued shares. Shares are purchased for the account of each participant on four predetermined purchase dates during the year.

Payroll Deductions. The 2004 Employee Stock Purchase Plan permits participants to purchase shares of Old SAIC class A common stock through payroll deductions of between 1% and 10% of the participant s compensation up to a maximum of $25,000 per year. Compensation is defined by a committee of the board and includes at a minimum regular wages, salary or commissions paid to the employee.

Company Contribution. We contribute a certain percent of the purchase price of each share of Old SAIC class A common stock purchased under the 2004 Employee Stock Purchase Plan. The percent we contribute is determined by a committee of the board within a range between 0% and 15% of the purchase price.

Purchase Price. Unless otherwise determined by our board of directors, the purchase price of each share of Old SAIC class A common stock purchased under the 2004 Employee Stock Purchase Plan is the prevailing Formula Price.

Withdrawals. Participants may withdraw from the 2004 Employee Stock Purchase Plan, terminate their election to purchase shares and obtain repayment of the balance of any funds held in their accounts, without interest, at any time prior to the purchase of shares.

Restrictions on Shares Purchased. All shares purchased pursuant to the 2004 Employee Stock Purchase Plan are subject to our right of repurchase upon the participant s termination of employment or affiliation with us at the then prevailing Formula Price of shares of Old SAIC class A common stock. These restrictions will lapse following the completion of the merger.

Qualification Under the Code. The 2004 Employee Stock Purchase Plan is designed to qualify as an employee stock purchase plan under Section 423(b) of the Code.

Nontransferability. Amounts credited to a participant employee s stock purchase account may not be transferred by a participant other than by will or the laws of descent and distribution.

Amendment and Termination. Our board of directors has the authority to amend or terminate the 2004 Employee Stock Purchase Plan, except that no amendment may, without stockholder approval, increase the maximum number of shares available for purchase under the 2004 Employee Stock Purchase Plan or deny to participating employees the right to withdraw from the 2004 Employee Stock Purchase Plan and obtain all amounts then held in their stock purchase accounts.

Amended and Restated 1984 Bonus Compensation Plan

General. Our 1984 Bonus Compensation Plan was approved by our directors and stockholders in 1984 and amended and restated by our directors and stockholders in 1999. The Amended and Restated 1984 Bonus

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Compensation Plan provides for the grant of annual and long-term bonuses and other stock- and cash-based performance awards. If the 2006 Equity Incentive Plan becomes effective, we will cease granting awards under the Restated Bonus Compensation Plan. If the 2006 Equity Incentive Plan does not become effective, the Restated Bonus Compensation Plan will continue in effect until terminated by our board of directors.

Authorized Awards. The Restated Bonus Compensation Plan authorizes the grant to eligible participants of bonus awards in each of our fiscal years with an aggregate fair market value of up to the bonus pool for that year. The bonus pool for each fiscal year is established by the committee of our board of directors administering the Restated Bonus Compensation Plan, but may not exceed 7.5% of our consolidated revenue for the year. The maximum fair market value of awards that may be granted to any individual during a fiscal year under the Restated Bonus Compensation Plan is $25,000,000. Bonus awards may be denominated in cash or shares of Old SAIC class A common stock, or any combination of cash and stock.

Administration. The Restated Bonus Compensation Plan is administered by a committee of our board of directors as determined in accordance with the provisions of the Restated Bonus Compensation Plan.

Eligibility. Employees, directors and consultants of us and our affiliates are eligible to participate in the Restated Bonus Compensation Plan. The committee, in its discretion, determines the eligible individuals who will be granted bonus awards.

Form of Bonus Award. Bonus awards under the Restated Bonus Compensation Plan may be granted in the form of cash, restricted stock or vested stock. Restricted stock awards are grants of Old SAIC shares of class A common stock subject generally to forfeiture and transfer restrictions which lapse in accordance with a vesting schedule or upon the satisfaction of specified conditions. Vested stock awards are grants of shares of Old SAIC class A common stock that have rights that vest in accordance with a vesting schedule or upon the satisfaction of specified conditions. The vesting schedule or conditions are established by the committee at the time of grant.

Bonus Programs. Awards under the Restated Bonus Compensation Plan are granted under one of several programs, as described below:

CEO Bonus Program. The CEO bonus program provides for the grant of bonus awards to employees who are involved in corporate development or administration or are senior employees. Awards are made upon recommendation of our chief executive officer and may be granted up to the aggregate amount of the CEO bonus fund for the year.

Group Bonus Program. The group bonus fund provides for the grant of bonus awards to individuals who contribute to the success of each of our major operating groups. Awards are granted upon recommendation of each group manager and may be granted up to the amount of the group bonus fund for the year.

Performance Awards. Performance awards are rights to receive amounts, in cash or shares of Old SAIC class A common stock, based upon our or a participant s performance during the period between the date of grant and a pre-established future date.

Nontransferability. Except as otherwise provided in the award agreement, bonus awards granted pursuant to the Restated Bonus Compensation Plan are not transferable except to a designated beneficiary upon death. All shares of Old SAIC class A common stock acquired pursuant to bonus awards under the Restated Bonus Compensation Plan are subject to our right of repurchase upon the participant s termination of employment or affiliation with us at the then prevailing Formula Price.

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Change in Control. The Restated Bonus Compensation Plan provides that, except as provided in the award agreement, outstanding bonus awards become fully vested on the occurrence of a change in control. The merger will not constitute such a change in control.

Amendment and Termination. Our board of directors or its committee administering the Restated Bonus Compensation Plan may at any time amend, suspend or terminate the Restated Bonus Compensation Plan.

Management Stock Compensation Plan

General. Our Management Stock Compensation Plan was approved by our board of directors in 1996. The Management Stock Compensation Plan is an unfunded compensation arrangement established to make deferred awards of Old SAIC class A common stock to selected management and highly compensated employees. The Management Stock Compensation Plan will continue in effect until all amounts have been distributed in accordance with the terms of the plan or our board of directors terminates the plan.

Administration. The Management Stock Compensation Plan is administered by a committee appointed by our board of directors.

Eligibility. Awards under the Management Stock Compensation Plan may be granted to members of our management or highly compensated employees as determined by a committee appointed by our board of directors.

Participation and Awards. Awards are made by an individual or group of individuals appointed by our board called the awarding authority. The awarding authority has discretion to designate those employees who are to receive share units to be credited to an account created for that employee.

Awards Held in Trust. Within a reasonable period of time following the date of an award, we contribute to a trust fund, formed for purposes of the Management Stock Compensation Plan, shares of Old SAIC class A common stock or an amount of money sufficient for the trustee to purchase shares of Old SAIC class A common stock corresponding to the share units awarded.

Vesting and Forfeiture. Each award is subject to a vesting schedule not to exceed seven years. Awards granted prior to January 1, 2006 will generally vest at the rate of one-third at the end of each of the fifth, sixth and seventh year following the date of award. New awards issued on or after January 1, 2006 will generally vest 100% at the end of the fourth year following the date of award. Vesting ceases upon termination of the awardee s employment for any reason other than death of the awardee. In the event of the death of an awardee, all of his or her accounts become immediately vested. The unvested portion of an awardee s account upon termination of employment is immediately forfeited by the awardee, and the unvested shares are returned to us or reallocated in accordance with the committee s directions and the terms of the trust.

Distribution. For awards made prior to 2006, generally, an awardee may elect to have the vested portion of his or her account distributed within a reasonable period of time following the date it becomes vested or the awardee s employment terminates. If the awardee fails to make an election, his or her account is distributed in full within a reasonable period of time following the seventh anniversary of the date of the award. For awards made after January 1, 2006, participants will generally receive a distribution of their award following termination or retirement. Each distribution is made in the form of Old SAIC class A common stock.

Nontransferability. No awardee may assign any of the benefits or payments or proceeds which the awardee may expect to receive under the Management Stock Compensation Plan except pursuant to the laws of descent and distribution or to a designated beneficiary in the event of the awardee s death.

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Change in Control. Every account will become fully vested and will be immediately distributed to the awardees upon the occurrence of a change in control. The merger will not constitute such a change in control.

Amendment and Termination. Our board of directors may at any time amend or terminate the Management Stock Compensation Plan for any reason. In the event of an amendment or termination, benefits will either be paid out when due under the terms of the Management Stock Compensation Plan or as soon as possible as determined by the committee in its sole discretion.

Stock Compensation Plan

General. Our Stock Compensation Plan was approved by our board of directors in 1996 and was amended in 2001. The Stock Compensation Plan is an unfunded compensation arrangement established to make deferred awards of Old SAIC class A common stock to selected employees. The Stock Compensation Plan will continue in effect until all amounts have been distributed in accordance with the terms of the plan or our board of directors terminates the plan.

Administration. The Stock Compensation Plan is administered by a committee appointed by our board of directors.

Eligibility. Awards under the Stock Compensation Plan may be granted to our employees.

Participation and Awards. Awards are made by an individual or group of individuals appointed by our board called the awarding authority. The awarding authority has discretion to designate those employees who are to receive share units to be credited to an account created in favor of that employee.

Awards Held in Trust. Within a reasonable period of time following the date of an award, we contribute to a trust fund, formed for purposes of the Stock Compensation Plan, shares of Old SAIC class A common stock or an amount of money sufficient for the trustee to purchase shares of Old SAIC class A common stock corresponding to the share units awarded.

Vesting and Forfeiture. Each award is subject to a vesting schedule not to exceed seven years. Awards granted prior to January 1, 2006 will generally vest at the rate of one-third at the end of each of the fifth, sixth and seventh year following the date of award. New awards issued on or after January 1, 2006 will generally vest 100% at the end of the fourth year following the date of award. Vesting ceases upon termination of the awardee s employment for any reason other than death of the awardee. In the event of the death of an awardee, all of his or her accounts become immediately vested. The unvested portion of an awardee s account upon termination of employment is immediately forfeited by the awardee, and the unvested shares are returned to us or reallocated in accordance with the committee s directions and the terms of the trust.

Distribution. For awards made prior to 2006, generally, an awardee may elect to have the vested portion of his or her account distributed within a reasonable period of time following the date it becomes vested or the awardee s employment terminates. If the awardee fails to make this election, his or her account is distributed in full within a reasonable period of time following the seventh anniversary of the date of the award. For awards made after January 1, 2006, participants will receive a distribution of their award once they become vested. Each distribution is made in the form of Old SAIC class A common stock.

Nontransferability. No awardee may transfer any of the benefits or payments or proceeds which the awardee may expect to receive under the plan except pursuant to the laws of descent and distribution or to a designated beneficiary in the event of awardee s death.

Change in Control. Every account will become fully vested and will be immediately distributed to the awardees upon the occurrence of a change in control. The merger will not constitute such a change in control.

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Amendment and Termination. Our board of directors may at any time amend or terminate the Stock Compensation Plan for any reason. In the event of an amendment or termination, benefits will either be paid out when due under the terms of the Stock Compensation Plan or as soon as possible as determined by the committee in its sole discretion.

2006 Equity Incentive Plan

In August 2005, our board of directors adopted the 2006 Equity Incentive Plan, which as subsequently amended is attached to this proxy statement/prospectus as Annex C. The 2006 Equity Incentive Plan provides for the grant of stock options (including incentive stock options, as defined in section 422 of the Internal Revenue Code, and nonstatutory stock options), restricted stock, restricted stock units, deferred stock, stock appreciation rights, performance shares and other similar types of awards (including other awards under which recipients are not required to pay any purchase or exercise price, such as phantom stock rights), as well as cash awards. New SAIC stock subject to the 2006 Equity Incentive Plan will either be our new class A preferred stock or new common stock as determined by the committee of our board of directors administering the 2006 Equity Incentive Plan. The 2006 Equity Incentive Plan will not become effective until approved by our stockholders, which approval we are seeking in this proxy statement/prospectus. For a discussion of the 2006 Equity Incentive Plan see Proposal II Approval of 2006 Equity Incentive Plan.

2006 Employee Stock Purchase Plan

In August 2005, our board of directors adopted the 2006 Employee Stock Purchase Plan, which as subsequently amended is attached to this proxy statement/prospectus as Annex D. The 2006 Employee Stock Purchase Plan provides our employees (and the employees of any of our majority-owned subsidiaries designated by our board of directors) with an opportunity to purchase new class A preferred stock (or new common stock as determined by the compensation committee of our board of directors) through accumulated payroll deductions at a discounted purchase price. The 2006 Employee Stock Purchase Plan will become effective on the date on which the first offering period commences as determined by the compensation committee, subject to the closing of the merger and stockholder approval, which approval we are seeking in this proxy statement/prospectus. For a discussion of the 2006 Equity Incentive Plan see Proposal III Approval of 2006 Employee Stock Purchase Plan.

Continued Vesting on Vesting Stock and Options for Retirees

Certain qualifying retirees may continue holding and vesting in their vesting stock (including units of vesting stock held in the Key Executive Stock Deferral Plan) and stock options after retirement, if they have held such securities for at least 12 months prior to retirement. Qualifying retirement is defined as terminating service with us (1) after age 59 $^{1}/2$ with at least ten years of service with us, (2) after age 59 $^{1}/2$ when age at termination plus years of service with us equals at least 70 or (3) after reaching the applicable mandatory retirement age regardless of their length of service with us for officers and directors subject to the reporting requirements of Section 16 of the Securities Exchange of 1934, so-called Section 16 Officers and Directors. We have the right to terminate this continued vesting in certain circumstances. We also have the right to repurchase shares held by retirees after their options are exercised and/or their shares are fully vested. If a retiree is a participant in our Alumni Program (a program for eligible retirees where we have no repurchase right on their shares during the first five years after termination, but would have the right to repurchase the shares during the second five years on an established schedule with the ability to accelerate the repurchase during the second five years), we have the right to repurchase shares held by the retiree upon the termination of the retiree s participation in the Alumni Program. The policy change was implemented for all unvested stock and options awarded after July 1, 2004.

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However, for Section 16 Officers and Directors retiring after reaching mandatory retirement age, this policy change applies to all unvested stock and options held by them, regardless of when the vesting stock and options were awarded.

Deferred Compensation Plans

We maintain two deferred compensation plans, the Keystaff Deferral Plan and the Key Executive Stock Deferral Plan, for the benefit of key executives and directors that allow eligible participants to elect to defer all or a portion of their annual bonus compensation. We make no contributions under the Keystaff Deferral Plan but do credit participant accounts for deferred compensation amounts and interest earned. Interest is accrued based on the Moody s Seasoned Corporate Bond Rate (5.59% in 2006). Deferred balances will generally be paid upon termination. Under the Key Executive Stock Deferral Plan, eligible participants may elect to defer all or a portion of their annual bonus compensation. We make no contributions to the accounts of participants, which generally correspond to shares of Old SAIC class A common stock held in a trust for the benefit of participants. Deferred balances will generally be paid upon retirement or termination.

Employee Stock Retirement Plan

Prior to adoption of the SAIC Retirement Plan in January 2006, we maintained an Employee Stock Retirement Plan (ESRP), in which eligible employees participated. Cash or stock contributions to the ESRP were based upon amounts determined annually by our board of directors and were allocated to participants accounts based on their annual eligible compensation. We recognized the fair value of Old SAIC class A common stock or the amount of cash contributed in the year of contribution as compensation expense. The vesting requirements for the ESRP were the same as the vesting requirements for our contributions to the 401(k) Plan. Any participant who left us, whether by retirement or otherwise, was able to elect to receive either cash or shares of our common stock as a distribution from their account. Shares of Old SAIC class A common stock distributed from the ESRP bore a limited put right that, if exercised, required us to repurchase all or a portion of the shares at their then current fair value during two specified 60-day periods following distribution. If the shares were not put to us during the specified periods, the shares no longer bore a put right, and we were not required to repurchase the shares.

401(k) Plan

Prior to adoption of the SAIC Retirement Plan in January 2006, we maintained a principal 401(k) Profit Sharing Plan (401(k) Plan), which was the result of the merger of our Profit Sharing Retirement Plan with our Cash or Deferred Arrangement effective November 28, 2003. The 401(k) Plan was qualified under Section 401(a) of the Code and its associated trust was exempt from federal income taxation under Section 501(a) of the Code. The 401(k) Plan allowed eligible participants to defer a portion of their income through payroll deductions. Such deferrals were fully vested, were not taxable to the participant until distributed from the 401(k) Plan upon termination, retirement, permanent disability or death and could be matched by us. In addition, we could also provide a profit sharing contribution. Participants interests in our matching and profit sharing contributions vested ratably over five years. Participants also became fully vested upon reaching age 59 $^{1}/2$, permanent disability or death.

SAIC Retirement Plan

Effective January 1 2006, Old SAIC adopted the SAIC Retirement Plan, which is the result of the merger of our ESRP with our 401(k) Plan. The plan is a combined 401(k) plan and an employee stock ownership plan

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(ESOP). The plan is qualified under Section 401(a) of the Code and its associated trust is exempt from federal income taxation under Section 501(a) of the Code. The ESOP feature of the plan is intended to qualify under Sections 401(a) and 4975(e)(7) of the Code and is designed as such to invest primarily in company stock. The plan allows eligible participants to defer a portion of their income through payroll deductions. Such deferrals are fully vested, are not taxable to the participant until distributed from the plan upon termination, retirement, permanent disability or death and may be matched by us. In addition, we may also provide a profit sharing and/or ESOP contribution. Cash or stock contributions to the plan are based upon amounts determined annually by our board of directors and are allocated to participants accounts based on their annual eligible compensation. We recognize the fair value of Old SAIC class A common stock or the amount of cash contributed in the year of contribution as compensation expense. Participants interests in our matching, profit sharing and ESOP contributions vest ratably over five years. Participants also become fully vested upon reaching age 59 $^{1}/2$, permanent disability or death. We currently provide a matching 50% contribution for each dollar an employee contributes to the plan, up to a certain percentage of the employee s eligible compensation. Any participant who leaves us, whether by retirement or otherwise, may be able to elect to take a distribution in shares of our common stock from the balances of their account invested in our stock. Shares of Old SAIC class A common stock distributed from the plan bear a limited put right that, if exercised, would require us to repurchase all or a portion of the shares at their then current fair value during two specified 60-day periods following distribution. If the shares are not put to us during the specified periods, the shares no longer bear a put right, and we will not be required to repurchase the shares. Although we have no current intention to do so, if necessary, we believe we have the ability to eliminate the limited put right feature on shares held by the plan.

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CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

In conjunction with the retirement of J.R. Beyster from the board of directors, in fiscal 2005, we made a $4 million cash donation in the name of J.R. Beyster, our former Chairman of the Board, Chief Executive Officer and President, to the UC San Diego Foundation for the benefit of the Beyster Institute, a part of the Rady School of Management at the University of California, San Diego. The Beyster Institute at the Rady School of Management engages in teaching, research, public education and outreach related to advancing and encouraging others in the field of employee ownership and entrepreneurship. The Beyster Institute was previously a part of the Foundation for Enterprise Development (the Foundation), a non-profit organization established by J.R. Beyster, which is engaged in a broad range of research and education activities. In addition, in each of fiscal 2006 and fiscal 2005, we donated $150,000 in cash to the Foundation and we have a commitment to donate $150,000 per year for three more years. In fiscal 2004, we made total annual contributions of $700,000 to the Foundation, in the form of cash, rent-free occupancy in our facilities and donated services. J.R. Beyster is the President and a member of the Board of Trustees of the Foundation and M.A. Walkush, sister of J.P. Walkush, an Executive Vice President and a Director, and a consulting employee of us, is a consultant and a Senior Fellow for the Foundation. Each of T.E. Darcy, an Executive Vice President, and J.P. Walkush have previously served as members of the Board of Trustees of the Foundation.

On July 9, 2004, we and J.R. Beyster entered into a letter agreement in conjunction with J.R. Beyster s retirement from the board of directors. Pursuant to this letter, in fiscal 2005, we (1) paid J.R. Beyster $104,000 as compensation for providing business and strategic support to assist with the transition to our new Chairman, Chief Executive Officer and President, (2) provided J.R. Beyster and his spouse with medical, dental, vision and life insurance benefits equivalent to those generally provided to our employees, (3) transferred ownership of the company car utilized by J.R. Beyster and (4) provided travel agency services to J.R. Beyster and his spouse.

J.R. Beyster, as Trustee of the Beyster Family Trust, entered into a Rule 10b5-1 trading plan with Bull, Inc., our wholly-owned broker-dealer subsidiary. The Rule 10b5-1 trading plan, dated June 15, 2004, directed Bull, Inc. to sell on behalf of the Beyster Family Trust 190,639 shares of Old SAIC class A common stock in Old SAIC s limited market in the July 2004 trade and 190,639 shares of Old SAIC class A common stock in Old SAIC s limited market in the October 2004 trade, provided the sale price was at or above $25.00 per share. Pursuant to this trading plan, the Beyster Family Trust sold 190,639 shares of Old SAIC class A common stock in Old SAIC s limited market in the July 2004 trade and 190,639 shares of Old SAIC class A common stock in Old SAIC s limited market in the October 2004 trade.

J.F. Beyster, son of J.R. Beyster, is an employee of our company. For services rendered during each of fiscal 2006, 2005 and 2004, J.F. Beyster received a salary of $69,192, $70,162 and $70,692, respectively. J.F. Beyster is a Mechanical Engineer.

M.A. Beyster, daughter of J.R. Beyster, was previously an employee of our company. For services rendered during fiscal 2006, M.A. Beyster received a salary of $115,442. For services rendered during fiscal 2005, M.A. Beyster received a salary of $146,332, cash bonuses of $9,000 and $3,000 and options to acquire 300 shares of Old SAIC class A common stock at $38.14 per share, which was the fair market value on the date of the grant. For services rendered during fiscal 2004, M.A. Beyster received $133,535 in cash compensation, 82 shares of Old SAIC class A common stock, which had a market value on the date of the grant of $2,995, 55 shares of Old SAIC vesting class A common stock, which had a market value on the date of the grant of $2,009 and options to acquire 300 shares of Old SAIC class A common stock at $36.52 per share, which was the Formula Price on the date of the grant. Such shares of Old SAIC vesting class A common stock and options both vest as to 20%, 20%, 20% and 40% on the first, second, third and fourth year anniversaries of the date of grant, respectively. M.A.

Beyster had served as a Business Development Manager in our Life Science Office developing business in pharmaceutical and biotechnology firms, and has previously served as a Business Development Manager for each of our Pfizer Bio Sciences Division and our Engineering and Environmental Management Services Group.

B.D. Rockwood, son of Stephen D. Rockwood, our former Executive Vice President and Chief Technology Officer and Director, is an employee of our company. For services rendered during fiscal 2006, B.D. Rockwood received a salary of $185,000, a cash bonus of $3,200, 10 net shares of Old SAIC class A common stock (on an after-tax basis) with a market value of $453 based on an original bonus amount of $800, 592 shares of Old SAIC vesting class A common stock which had a market value on the date of grant of $26,001 and options to acquire 1,000 shares of Old SAIC class A common stock at $43.92 per share, which was the Formula Price on the date of the grant. For services rendered during fiscal 2005, B.D. Rockwood received a salary of $185,000, a cash bonus of $14,000, 148 shares of Old SAIC class A common stock which had a market value on the date of grant of $6,001, 123 shares of Old SAIC vesting class A common stock which had a market value on the date of grant of $4,988 and options to acquire 1,250 shares of Old SAIC class A common stock at $40.55 per share, which was the Formula Price on the date of each grant. For services rendered during fiscal 2004, B.D. Rockwood received $181,279 in cash compensation, 55 shares of Old SAIC class A common stock, which had a market value on the date of grant of $2,009, 41 shares of Old SAIC vesting class A common stock, which had a market value on the date of grant of $1,497 and options to acquire 500 shares of Old SAIC class A common stock at $36.52 per share, which was the Formula Price on the date of the grant. Such vesting shares of class A common stock and options both vest as to 20%, 20%, 20% and 40% on the first, second, third and fourth year anniversaries of the date of grant, respectively. B.D. Rockwood is a Director of Business Operations in the Security and Transportation Technology business unit, and has previously served as a Business Developer in such business unit.

W.A. Downing, a former director whose term expired in June 2005, also provided consulting services to us in the areas of homeland security, weapons of mass destruction, intelligence and national security policy matters and received compensation at a fixed hourly rate in addition to his annual retainer and meeting fees as a director. In fiscal 2006, 2005 and 2004, W.A. Downing received compensation of $317,500, $332,500 and $387,813, respectively, for these consulting services.

D.M. Albero, son of C.M. Albero, former Group President and current Chairman of the Board of AMSEC LLC, is an employee of AMSEC LLC. For services rendered during fiscal 2006, D.M. Albero received a salary of $107,804. For services rendered during fiscal 2005, D.M. Albero received a salary of $103,061, a cash bonus of $8,000 and 65 vesting shares of Old SAIC class A common stock, which had a market value on the date of grant of $2,479. Such vesting shares of Old SAIC class A common stock vest as to 20%, 20%, 20% and 40% on the first, second, third and fourth year anniversaries of the date of grant, respectively. For services rendered during fiscal 2004, D.M. Albero received $109,463 in cash compensation. D.M. Albero is a Senior Consulting Analyst.

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PRINCIPAL STOCKHOLDERS

The following table presents information concerning the beneficial ownership of the shares of Old SAIC class A common stock as of July 7, 2006 by each of our current directors, our Chief Executive Officer, each of the other Named Executive Officers and all of our current executive officers and directors as a group. To our knowledge, no person, other than Vanguard Fiduciary Trust Company (Vanguard), in its capacity as trustee of certain of our retirement plans) beneficially owned more than 5% of the outstanding shares of Old SAIC class A common stock as of this date.

Name and address of beneficial owner	Number of shares beneficially owned (1)	Percentage of outstanding common stock (2)
K.C. Dahlberg	290,927	*
W.H. Demisch	131,404	*
J.A. Drummond	11,062	*
D.H. Foley	193,821	*
J.J. Hamre	2,390	*
A.K. Jones	66,224	*
H.M.J. Kraemer, Jr.	102,644	*
W.A. Roper, Jr.	352,180	*
E.J. Sanderson, Jr.	15,897	*
L.A. Simpson		
G.T. Singley	80,000	*
J.P. Walkush	255,707	*
J.H. Warner, Jr.	364,202	*
A.T. Young	84,999	*
Vanguard Fiduciary Trust Company, as trustee 400 Vanguard Boulevard Malvern, PA 19355 (3)	63,525,789	39.9%
All executive officers and directors as a group (21 persons)	2,087,603	1.3%

* Less than 1%.

Unless otherwise noted, the address for each beneficial holder is c/o SAIC, Inc., 10260 Campus Point Drive, San Diego, California 92121.

(1) The beneficial ownership set forth in the table includes: (a) the approximate number of shares allocated to the account of the individual by the Trustee of the SAIC Retirement Plan as follows: K.C. Dahlberg (876 shares), D.H. Foley (159 shares), W.A. Roper, Jr. (57 shares), G.T. Singley (1,469 shares), J.H. Warner, Jr. (351 shares) and all executive officers and directors as a group (16,328 shares); (b) shares held in a rabbi trust in the form of share units for the account of the individual in the Key Executive Stock Deferral Plan, the Stock Compensation Plan and/or the Management Stock Compensation Plan as follows: K.C. Dahlberg (101,051 shares), W.H. Demisch (24,233 shares), J.A. Drummond (2,402 shares), D.H. Foley (17,243 shares), J.J. Hamre (1,390 shares), A.K. Jones (4,523 shares), H.M.J. Kraemer, Jr. (19,683 shares), W.A. Roper, Jr. (184,680 shares), G.T. Singley (6,892 shares), J.P. Walkush (49,184 shares), J.H. Warner, Jr. (46,114 shares), A.T. Young (30,101 shares) and all executive officers and directors as a group (527,692 shares); (c) shares subject to options exercisable within 60 days following July 7, 2006 as follows: K.C. Dahlberg (154,000 shares), W.H. Demisch (24,600 shares), J.A. Drummond (7,200 shares), D.H. Foley (155,000 shares), A.K. Jones (24,600 shares), H.M.J. Kraemer, Jr. (24,600 shares), W.A. Roper, Jr. (130,000 shares), E.J. Sanderson, Jr. (12,600 shares), G.T. Singley (47,000 shares), J.P. Walkush (81,000 shares), J.H. Warner, Jr. (118,000 shares), A.T. Young (24,600 shares) and all executive officers and directors as a group (917,102 shares); (d) shares held directly by or jointly with spouses, minor children or other relatives sharing a household with the individual as follows: W.H. Demisch (69,994 shares), J.P. Walkush (8,459 shares) and all executive officers and directors as a group (80,989 shares); and (e) shares held by certain trusts established by the individual as follows: J.H. Warner, Jr. (116,506 shares) and all executive officers and directors as a group (123,128 shares).

(2) Based on 159,073,906 shares of Old SAIC class A common stock outstanding as of July 7, 2006 and assuming the conversion of the 201,707 shares of Old SAIC class B common stock outstanding as of July 7, 2006 into shares of Old SAIC class A common stock at a conversion ratio of 20 for 1.

(3) Shares held by Vanguard are voted as directed by the plan participants.

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DESCRIPTION OF CAPITAL STOCK, CERTIFICATE OF INCORPORATION AND BYLAWS

Authorized Capitalization

New SAIC s capital structure consists of 2 billion authorized shares of common stock; 1.5 billion authorized shares of class A preferred stock, of which 100 million will be designated series A-1 preferred stock, 100 million will be series A-2 preferred stock, 150 million will be series A-3 preferred stock and 1.15 billion will be series A-4 preferred stock; and 10 million authorized shares of undesignated preferred stock.

Old SAIC s capital structure consists of 1 billion authorized shares of class A common stock, 5 million authorized shares of class B common stock and 3,000,000 authorized shares of preferred stock. As of the record date, 159,073,906 shares of class A common stock, 201,707 shares of class B common stock and no shares of preferred stock were outstanding.

When the merger becomes effective, all the outstanding new class A preferred stock of New SAIC will be validly issued, fully paid and nonassessable. When our IPO is completed, all the outstanding new common stock of New SAIC will be validly issued, fully paid and nonassessable.

Description of New SAIC s Restated Certificate of Incorporation

Other key provisions of New SAIC s restated certificate of incorporation, which is included as Annex B to this proxy statement/prospectus, are as follows:

Right of First Refusal. New SAIC s restated certificate of incorporation does not include the right of first refusal that is contained in our current certificate of incorporation.

Right of Repurchase. New SAIC s restated certificate of incorporation does not include the right of repurchase on termination of affiliation as an employee, director or consultant that is contained in our current certificate of incorporation.

No Stockholder Action by Written Consent. New SAIC s restated certificate of incorporation prohibits stockholder action by written consent. This does not differ from our current certificate of incorporation.

No Stockholder Ability to Call a Special Meeting. New SAIC s restated certificate of incorporation provides that special meetings of our stockholders may be called only by our board of directors, a majority of our board of directors or a committee designated by our board of directors. This does not differ from our current certificate of incorporation.

Limitation of Director Liability. New SAIC s restated certificate of incorporation provides that our directors are not liable to the corporation or any of our stockholders for monetary damages for breach of fiduciary duty as a director, except for liability:

for breach of duty of loyalty to the corporation or its stockholders

for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law

under Section 174 of the General Corporation Law of the State of Delaware

for transactions from which the director derived an improper personal benefit

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These director liability provisions do not differ from our current certificate of incorporation.

Indemnification of Directors and Officers. New SAIC s restated certificate of incorporation provides that we must indemnify our directors and officers to the fullest extent authorized by the General Corporation Law of the State of Delaware, subject to limited exceptions. This does not differ from our current certificate of incorporation.

Classified Board of Directors. New SAIC s restated certificate of incorporation provides for a classified board of directors. This does not differ from our current certificate of incorporation.

Cumulative Voting. New SAIC s restated certificate of incorporation provides that our stockholders are entitled to cumulative voting in the election of our directors. This does not differ from our current certificate of incorporation.

Comparison of Our Currently Outstanding Old SAIC Common Stock to New SAIC Class A Preferred Stock and Common Stock

The following table compares our currently outstanding Old SAIC class A and class B common stock to New SAIC class A preferred stock and common stock.

	Old SAIC Common Stock	**New SAIC Class A Preferred Stock**	**New SAIC Common Stock**
Public market	None	None	We have been approved for listing of the new common stock on the New York Stock Exchange.
Voting	One vote per class A share and 20 votes per class B share on all matters voted upon by our stockholders. There is cumulative voting for the election of directors.	10 votes per share on all matters to be voted upon by our stockholders. There is cumulative voting for the election of directors.	One vote per share on all matters to be voted upon by our stockholders. There is cumulative voting for the election of directors.
Conversion	Class A common stock is not convertible; class B common stock is convertible into class A common stock on a 20 for 1 basis.	Class A preferred stock is convertible into common stock on a 1 for 1 basis after initial restriction periods that expire at different times for each of series A-1, A-2, A-3 and A-4 preferred stock. Restriction periods expire: series A-1 preferred stock: 90 days after our IPO	Not convertible

series A-2 preferred stock: 180 days after our IPO

series A-3 preferred stock: 270 days after our IPO

series A-4 preferred stock: 360 days after our IPO

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	Old SAIC Common Stock	New SAIC Class A Preferred Stock	New SAIC Common Stock
Transfer restrictions	Subject to a right of first refusal by Old SAIC. A limited internal market is maintained, which permits stockholders to offer for sale class A common stock on predetermined trade dates and at prices determined by our board of directors.	Class A preferred stock may not be transferred to anyone other than a permitted transferee until the following restriction periods have expired: series A-1 preferred stock: 90 days after our IPO series A-2 preferred stock: 180 days after our IPO series A-3 preferred stock: 270 days after our IPO series A-4 preferred stock: 360 days after our IPO. Class A preferred stock that is transferred after expiration of the applicable restriction period to someone who is not a permitted transferee automatically will convert into new common stock. A permitted transferee of an employee includes the employee s immediate family members or a trust established by that employee for the sole benefit of one or more of his or her immediate family members.	None
Mergers or consolidations	In the event we merge, consolidate or enter into a business combination, other than a transaction in which we are the survivor and does not result in any reclassification or change in the outstanding shares, the consideration to be received with respect to each class B share must equal 20 times the consideration to be received with respect to each class A share. In any such transaction in which shares of capital stock are distributed, they may differ as to the rights of the holders thereof to the extent and only to the extent that such rights differ as set forth in Old SAIC s certificate of incorporation.	In the event of any merger or consolidation to which New SAIC is a party (whether or not New SAIC is the surviving entity), the holders of class A preferred stock and new common stock will be entitled to receive, on a per share basis, the same amount and form of stock and other securities and property (including cash).	

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	Old SAIC Common Stock	New SAIC Class A Preferred Stock	New SAIC Common Stock
Dividends and other distributions	Subject to the rights of the holders of preferred stock, holders of class A and class B common stock are entitled to receive dividends in cash, stock or otherwise as our board of directors may declare from time to time out of our legally available assets or funds, provided that any dividend declared and paid with respect to each class B share shall be equal to 20 times the per share dividend declared and paid with respect to each class A share.	Subject to the rights of any other series of preferred stock that may come into existence from time to time, the holders of class A preferred stock and the holders of new common stock will be entitled to share equally, on a per share basis, in such dividends and other distributions of cash, property or shares of New SAIC as may be declared thereon by the board of directors out of funds legally available therefor, provided, however, that in the event such dividend is paid in the form of shares of capital stock or rights to acquire capital stock, the holders of class A preferred stock shall receive class A preferred stock or rights to acquire class A preferred stock, as the case may be, and the holders of new common stock shall receive new common stock or rights to acquire new common stock, as the case may be.	
Subdivisions or combinations	Neither class may be subdivided, consolidated, reclassified or otherwise changed unless the relative powers, preferences, rights, qualifications, limitations and restrictions applicable to the other class are maintained.	If New SAIC shall in any manner split, subdivide or combine the outstanding shares of new class A preferred stock, the outstanding shares of the new common stock shall be proportionately split, subdivided or combined in the same manner and on the same basis; and if New SAIC shall in any manner split, subdivide or combine the outstanding shares of new common stock, the outstanding shares of new class A preferred stock shall be proportionately split, subdivided or combined in the same manner and on the same basis.	
Liquidation	Subject to the rights of any series of preferred stock that may come into existence from time to time, in the event of the voluntary or involuntary liquidation, dissolution or winding up of Old SAIC, the holders of class A common stock and the holders of class B common stock will be entitled to share, equally and ratably, all assets and funds of whatever kind available for distribution to the holders of common stock; provided, however, that the amount of such assets and funds distributed with respect to each class B share will be equal to 20 times the per share amount distributed with respect to each class A share.	Subject to the rights of any other series of preferred stock that may come into existence from time to time, in the event of the voluntary or involuntary liquidation, dissolution or winding up of New SAIC, the holders of new class A preferred stock and the holders of new common stock will be entitled to share equally, on a per share basis, all assets of whatever kind available for distribution to the holders of capital stock.	

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Additional Preferred Stock

We have authorized 10 million shares of undesignated preferred stock. Our board of directors has the authority to issue shares of this preferred stock, from time to time, on terms that it may determine, in one or more series, and to fix the designations, voting powers, preferences and relative participating, optional or other special rights of each series, and the qualifications, limitations or restrictions of each series, to the fullest extent permitted by Delaware law. The issuance of shares of our undesignated preferred stock could have the effect of decreasing the market price of our common stock, impeding or delaying a possible takeover and adversely affecting the voting and other rights of the holders of common stock. We have no present intention to issue shares of our undesignated preferred stock.

Anti-Takeover Effects of Various Provisions of Delaware Law and New SAIC s Restated Certificate of Incorporation and Restated Bylaws

Our current certificate of incorporation and bylaws, and New SAIC s restated certificate of incorporation and restated bylaws, contain provisions that may have some anti-takeover effects. Provisions of Delaware law may have similar effects under both our current certificate of incorporation and New SAIC s restated certificate of incorporation.

Delaware Anti-Takeover Statute

We are now, and New SAIC will be, subject to Section 203 of the General Corporation Law of the State of Delaware. Subject to specific exceptions, Section 203 prohibits a publicly held Delaware corporation from engaging in a business combination with an interested stockholder for a period of three years after the time of the transaction in which the person became an interested stockholder, unless:

the business combination, or the transaction in which the stockholder became an interested stockholder is approved by the board of directors prior to the time the interested stockholder attained that status, or

upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced (excluding those shares owned by persons who are directors and also officers, and employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer), or

at or subsequent to the time a person became an interested stockholder, the business combination is approved by the board of directors and authorized at an annual or special meeting of stockholders by the affirmative vote of at least two-thirds of the outstanding voting stock that is not owned by the interested stockholder

Business combinations include mergers, asset sales and other transactions resulting in a financial benefit to the interested stockholder. Subject to various exceptions, an interested stockholder is a person who, together with his or her affiliates and associates, owns, or within three years did own, 15% or more of the corporation s outstanding voting stock based on the percentage of the votes of such voting stock. These restrictions could prohibit or delay the accomplishment of mergers or other takeover or change-in-control attempts with respect to us and, therefore, may discourage attempts to acquire us.

In addition, various provisions of our certificate of incorporation and bylaws and New SAIC s restated certificate of incorporation and restated bylaws, which are summarized in the following paragraphs, may be

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deemed to have an anti-takeover effect and may delay, defer or prevent a tender offer or takeover attempt that a stockholder might consider in its best interest, including those attempts that might result in a premium over the market price for the shares held by stockholders.

Mergers with Related Persons

Our certificate of incorporation and New SAIC s restated certificate of incorporation generally require that mergers and certain other business combinations between us and a related person must be approved by the holders of securities having 80% of our outstanding voting power, as well as by the holders of a majority of the voting power of such securities that are not owned by the related person. A related person means any holder of 5% or more of our outstanding voting power. Under Delaware law, unless the certificate of incorporation provides otherwise, only a majority of our outstanding voting power is required to approve certain of these transactions, such as mergers and consolidations, while certain other of these transactions would not require stockholder approval.

These requirements of our certificate of incorporation and New SAIC s restated certificate of incorporation do not and will not, apply, however, to a business combination with a related person, if the transaction:

- is approved by our board of directors before the related person acquired beneficial ownership of 5% or more of our outstanding voting power, or
- is approved by a majority of the members of our board of directors who are not affiliated with the related person and who were directors before the related person became a related person, or
- involves only us and one or more of our subsidiaries and certain other conditions are satisfied

No Stockholder Action by Written Consent; Calling of Special Meetings of Stockholders

Our certificate of incorporation and New SAIC s restated certificate of incorporation prohibit stockholder action by written consent. They also provide that special meetings of our stockholders may be called only by the board of directors, a majority of the board of directors or a committee designated by the board of directors.

Advance Notice Requirements For Stockholder Proposals

Our bylaws and New SAIC s restated bylaws provide that stockholders seeking to bring business before an annual meeting of stockholders, including the nomination of persons for election to the board of directors, must provide timely notice of their proposal in writing to the corporate secretary. Under New SAIC s restated bylaws, to be timely, a stockholder s notice generally must be delivered or mailed and received at our principal offices not later than the close of business on the 90th day, nor earlier than the close of business on the 120th day, prior to the first anniversary of the preceding year s annual meeting (provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 70 days after such anniversary date, notice by the stockholder must be so delivered not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made by New SAIC). These provisions may impede stockholders ability to bring matters before an annual meeting of stockholders or make nominations for directors at an annual meeting of stockholders.

Authorized but Unissued Shares

New SAIC s authorized but unissued shares of new common stock, new class A preferred stock and undesignated preferred stock will be available for future issuance without your approval. We may issue these

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additional shares for a variety of corporate purposes, including raising additional capital, making acquisitions or joint ventures and incentivizing employees. The existence of authorized but unissued shares of new common stock, new class A preferred stock and undesignated preferred stock could render more difficult or discourage an attempt to obtain control of us by means of a proxy contest, tender offer, merger or otherwise.

Supermajority Provisions

The General Corporation Law of the State of Delaware provides generally that the affirmative vote of a majority in voting power of the shares entitled to vote on any matter is required to amend a corporation s certificate of incorporation, unless the certificate of incorporation requires a greater percentage.

Our current certificate of incorporation provides that the following provisions may be amended only by a vote of at least two-thirds of the in voting power of the outstanding shares of our stock entitled to vote:

- the authority of the board of directors to make, repeal, alter, amend and rescind the bylaws
- the provisions relating to the number, classification, election and removal of the directors
- the provisions relating to the inability of stockholders to act by written consent or call special meetings
- the provisions requiring approval of two-thirds of the voting power of our stock entitled to vote on the foregoing

In addition, our current certificate of incorporation and the restated certificate of incorporation of New SAIC provide that, under certain circumstances, any amendment of the article related to business combinations requires (1) the vote of at least 80% in voting power of all of the outstanding shares of our stock entitled to vote and (2) the vote of at least a majority in voting power of the outstanding shares of our stock entitled to vote other than shares of voting stock that are beneficially owned by a related person that directly proposed such amendment.

The restated certificate of incorporation of New SAIC requires a two-thirds vote of the stockholders to amend any of the provisions relating to the number of directors and the establishment of classes of directors for purposes of director elections, stockholders acting by written consent, the calling of special meetings or any amendment of the restated bylaws of New SAIC by the stockholders.

Limitations on Liability and Indemnification of Directors and Officers

The General Corporation Law of the State of Delaware authorizes corporations to limit or eliminate the personal liability of directors to corporations and their stockholders for monetary damages for breaches of directors fiduciary duties. Our certificate of incorporation and New SAIC s restated certificate of incorporation include a provision that eliminates the personal liability of directors to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability:

for breach of duty of loyalty to the corporation or its stockholders

for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law

under Section 174 of the General Corporation Law of the State of Delaware

for transactions from which the director derived an improper personal benefit

Our certificate of incorporation and New SAIC s restated certificate of incorporation provide that we must indemnify our directors and officers to the fullest extent authorized by the General Corporation Law of the State

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of Delaware, subject to limited exceptions, and under specified circumstances advance and pay their expenses in defending any proceedings to the fullest extent not prohibited by applicable law. We are authorized by the General Corporation Law of the State of Delaware to carry directors and officers insurance providing indemnification for our directors, officers and certain employees and to enter into separate indemnification agreements with our directors and executive officers. We currently maintain certain directors and officers coverage, and we have entered into indemnification agreements with our directors, executive officers and board-appointed officers. We believe that these indemnification provisions and indemnification agreements and this insurance are necessary to attract and retain qualified directors and executive officers.

The limitation of liability and indemnification provisions in our certificate of incorporation may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. In addition, your investment may be adversely affected to the extent we pay the costs of defense, settlement and damage awards against directors and officers pursuant to these indemnification provisions.

Transfer Agent and Registrar

Mellon Investor Services LLC will be the transfer agent and registrar for new class A preferred stock and new common stock.

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MARKET FOR OLD SAIC STOCK AND

RELATED STOCKHOLDER MATTERS

The following description of Old SAIC s limited market, the method of determining prices and the historical prices of our class A common stock is provided to better enable you to compare our current stock system with the revised capital structure and terms of the new class A preferred stock and new common stock following the merger and IPO.

The Limited Market

Since its inception, Old SAIC has followed a policy of remaining essentially employee owned. As a result, there has never been a general public market for any of our securities. In order to provide some liquidity for our stockholders, however, Old SAIC has historically maintained a limited secondary market, which we call the limited market, through our wholly-owned broker-dealer subsidiary, Bull, Inc.

The limited market has permitted existing stockholders to offer for sale shares of class A common stock on predetermined days which we call a trade date. Historically, there have been four trade dates each year. However, a scheduled trade date could be postponed or cancelled. When we announced our intention to conduct the IPO in September 2005, we postponed a limited market trade originally scheduled for September 2005 to October 2005, and also stated at that time that we believed the October 2005 trade would be the last one conducted before completion of the IPO. However, after the December 2005 postponement of the special meeting of stockholders and the announced delay in our IPO schedule, we conducted a limited market trade in January 2006.

We now plan to complete the IPO in the Fall of 2006. The last limited market trade prior to the proposed IPO occurred on June 30, 2006. If, however, the IPO is postponed, we intend to conduct a limited market trade at the same time as the retirement plans trades until the IPO process recommences. A retirement plans trade has been scheduled for October 27, 2006 and at least three additional retirement plans trade dates will be announced, at which time limited market trades also may be held if the IPO is postponed.

In these trades, participants may offer to buy or sell shares in accordance with the terms of the plans. In addition, we intend to conduct four scheduled trades directly between us and our retirement plans following completion of the IPO in which participants may offer to buy or sell shares in accordance with the terms of the plans. In all these retirement plans trades, we will have the right, but not the obligation, to buy the net balance of shares offered by participants in our retirement plans. In addition, following the IPO, our retirement plans will have the opportunity to convert shares of new class A preferred stock into new common stock and sell those shares into the public market to the extent permissible under the transfer restrictions on the new class A preferred stock.

All sales and purchases are made at the prevailing price of the class A common stock determined by the board of directors or its stock policy committee pursuant to the valuation process described below. All participants who wish to participate in a particular trade must submit a trade request in the form of a limit order. A limit order is a request to buy stock at or below the limit price specified by the person placing the order or a request to sell stock at any price equal to or above the limit price specified. A limit order will not be processed if the limit price is not satisfied by the price established by the board of directors unless the order is modified. A participant may not submit both a buy limit order and a sell limit order on the same account for the same trade.

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The purchase of class A common stock in the limited market is currently restricted to:

- current employees of Old SAIC and eligible subsidiaries who desire to purchase class A common stock in an amount that does not exceed a pre-approved limit established by the board of directors or a designated committee of the board, currently $20,000

- current employees, consultants and non-employee directors of Old SAIC and eligible subsidiaries who have been specifically approved by the board of directors or its designated committee or subcommittee to purchase a specified number of shares which may exceed the pre-approved limit

- trustees or agents of the retirement and benefit plans of Old SAIC and its eligible subsidiaries

These employees, consultants, directors, trustees and agents are referred to as authorized buyers. No one, other than these authorized buyers, is eligible to purchase class A common stock in the limited market.

The following shares of class A common stock, with certain exceptions, may not be sold in the limited market:

- shares acquired through an option exercise or a vested stock bonus less than six months prior to sale

- shares acquired through a vesting stock bonus that vested less than six months prior to sale

If the aggregate number of shares offered for sale in the limited market on any trade date is greater than the aggregate number of shares sought to be purchased by authorized buyers, offers by stockholders to sell 2,000 or less shares of class A common stock (or up to the first 2,000 shares if more than 2,000 shares of class A common stock are offered by any such stockholder) will be accepted first. Offers to sell shares in excess of 2,000 shares of class A common stock will be accepted on a pro-rata basis determined by dividing the total number of shares remaining under purchase orders by the total number of shares remaining under sell orders. If, however, there are insufficient purchase orders to support the primary allocation of 2,000 shares of class A common stock for each proposed seller, then the purchase orders will be allocated equally among all of the proposed sellers up to the total number of shares offered for sale.

We are currently authorized, but not obligated, to purchase shares of class A common stock in the limited market on any trade date, but only if and to the extent that the number of shares offered for sale by stockholders exceeds the number of shares sought to be purchased by authorized buyers, and we, in our discretion, determine to make such purchases. However, the number of shares we may purchase in the limited market on any given trade date is subject to legal and contractual restrictions. Under Delaware law, we may repurchase our shares only out of available surplus. In addition, financial covenants under our credit agreement or agreements we enter into in the future may restrict our ability to repurchase shares. In deciding whether to make such purchases, we will consider a variety of factors, including our cash position and cash flows, investment and capital activities, financial performance, financial covenants, the number of shares outstanding and the amount of the undersubscription in the market. We have purchased a significant amount of class A common stock in the limited market during recent periods. We purchased a total of 8,359,372 shares on the trade dates in fiscal 2006 and a total of 9,331,128 shares on the trade dates in fiscal 2005. These purchases accounted for 64.4% and 75.4%, respectively, of the total shares purchased by all buyers in the limited market during fiscal 2006 and 2005. Our purchases balanced the number of shares offered for sale by stockholders with the number of shares sought to be purchased by authorized buyers. We may not continue to purchase such excess shares in the future. Accordingly, if the aggregate number of shares offered for sale in the limited market exceeds the aggregate number of shares sought to be purchased by authorized buyers, and we elect not to participate in a trade or otherwise limit our participation in a trade, our stockholders may be unable to sell all the shares they desire to sell in the limited market. Because no other market exists for our stock, our stockholders may be unable to sell all the shares they

desire to sell. In addition, if a limited market trade were undersubscribed and prorated or the liquidity of our stock in the limited market were otherwise impaired, the stock price, as set by the board of directors, could be adversely impacted because the independent appraiser could apply or increase any liquidity discount used in valuing our stock.

During fiscal 2006 and 2005, the trustees of certain of our retirement and benefit plans purchased an aggregate of 1,875,484 and 2,294,161 shares, respectively, in the limited market. These purchases accounted for approximately 14.4% and 18.5% of the total shares purchased by all buyers in the limited market during fiscal 2006 and 2005, respectively. Such purchases may change in the future, depending on the levels of participation in and contributions to such plans and the extent to which such contributions are invested in class A common stock. In addition, the trustees of our retirement plans are not permitted to purchase shares of our class A common stock in the limited market unless the stock price established by the board of directors is determined in good faith by the plan fiduciaries, in reliance on an appraisal by an independent appraiser, to be the fair market value of the shares. The inability of the retirement plans to purchase shares in the limited market could adversely impact the liquidity of our stock.

To the extent that purchases by the trustees of our retirement and benefit plans decrease, and purchases by us decrease or do not increase, the ability of stockholders to resell their shares in the limited market would likely be adversely affected. Although all shares of class A common stock offered for sale were sold in the limited market on each trade date occurring during fiscal 2006 and 2005, a stockholder desiring to sell all or a portion of his or her shares of our class A common stock on any future trade date in the limited market may not be able to do so.

To the extent that the aggregate number of shares sought to be purchased by authorized buyers exceeds the aggregate number of shares offered for sale by stockholders, we may, but are not obligated to, sell authorized but unissued shares of class A common stock in the limited market. In making this determination, we will consider a variety of factors, including our cash position and cash flows, investment and capital activities, financial performance, financial covenants, the number of shares outstanding and the amount of the over subscription in the limited market. The final determination is not made before the trade date. In fiscal 2006 and 2005, we did not sell any shares of class A common stock in the limited market as the number of shares sought to be purchased by authorized buyers did not exceed the number of shares offered for sale by stockholders. To the extent that we choose not to sell authorized but unissued shares of class A common stock in the limited market, the ability of individuals to purchase shares in the limited market may be adversely affected. We cannot assure our stockholders that they will be able to buy shares of our class A common stock on any future trade date in the limited market.

Price Determination of Old SAIC Class A Common Stock and Class B Common Stock

Valuation Process

Our board of directors has historically determined the price of the class A common stock using the valuation process described below. In establishing the stock price, the board of directors considers a broad range of valuation data and financial information, including analysis provided by Houlihan Lokey Howard & Zukin Financial Advisors, Inc., or HLHZ, our independent appraisal firm. The board also considers valuation data and financial information relating to publicly traded companies considered by our appraiser to be comparable to Old SAIC or relevant to the valuation of our stock. The valuation process includes the valuation formula set forth below, which has an earnings component and an equity component and includes a variable called the market factor. After considering the analysis of the independent appraisal firm and other valuation data and information, the board of directors sets the market factor at the value that causes the formula to yield a stock price that the board believes represents a fair market value for the class A common stock within a broad range of financial criteria. The stock price and market factor, as determined by the board of directors, remain in effect until subsequently changed by the board of directors or its designated committee.

The class A common stock is traded in the limited market maintained by Bull, Inc. at the stock price determined by the board of directors. In accordance with our current certificate of incorporation, the price of the class B common stock is equal to 20 times the stock price applicable to the class A common stock.

Role of Appraiser

In conjunction with the board of directors valuation process, HLHZ performs an appraisal of our class A common stock using market multiple analysis of comparable public companies as part of its methodology to value Old SAIC as a whole and major business areas of Old SAIC.

In its appraisal of our stock, HLHZ may apply, and from time to time has applied, a liquidity discount based on its assessment of the liquidity provided by the limited market. HLHZ provides substantial valuation data and analysis, which the board relies upon, among other factors, in establishing the stock price. The data and analysis include the reasonable range of fair market value established by the appraisers. In establishing the range of fair market value, the appraiser considers, among other things, the volatility of the stock prices and implied volatility of stock options of the comparable companies and any significant publicly traded securities that we may own. After the board has established the stock price, HLHZ reviews the price and provides an opinion letter to the board of directors and the Old SAIC retirement plans committee as to whether the stock price appears to reflect the fair market value of our stock. The trustees of our retirement plans are not permitted to purchase shares of our class A common stock unless the stock price established by the board of directors is determined in good faith by the plan fiduciaries, in reliance on an appraisal by an independent appraiser, among other factors, to be the fair market value of the shares. If the trustees of our retirement plans are not permitted to purchase shares of our class A common stock, the liquidity of our stock and our stock price would be adversely impacted.

Stock Price Formula

The following formula is used in the valuation method:

The price per share is equal to the sum of:

(1) a fraction, the numerator of which is our stockholders equity at the end of the fiscal quarter immediately preceding the date on which a price determination is to occur, adjusted to reflect the value of our publicly traded equity securities classified as investments in marketable securities, as well as the profit or loss impact, if any, on stockholders equity arising from investment activities, non-recurring gains or losses on sales of business units, subsidiary common stock or similar transactions closed, as of the valuation date (E), and the denominator of which is the number of outstanding common shares and common share equivalents at the end of such fiscal quarter (W1) and

(2) a fraction, the numerator of which is 5.66 multiplied by the market factor (M or market factor), multiplied by our operating income for the four fiscal quarters immediately preceding the price determination, net of taxes, excluding investment activities, losses on impaired intangible assets, non-recurring gains or losses on sales of business units, subsidiary common stock and similar items, and including our equity in the income or loss of unconsolidated affiliates and the minority interest in income or

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loss of consolidated subsidiaries (P), and the denominator of which is the weighted average number of outstanding common shares and common share equivalents for those four fiscal quarters, as used by us in computing diluted earnings per share (W).

The formula, shown as an equation, is as follows:

$$\text{Stock Price} = \frac{E}{W1} + \frac{5.66MP}{W}$$

The number of outstanding common shares and common share equivalents described above in the formula assumes that each share of class B common stock is converted into 20 shares of class A common stock.

The board of directors first used a valuation formula in establishing the price of the class A common stock in 1972. The valuation formula has periodically been modified ever since. The market factor concept was first added to the formula in 1973. The 5.66 factor was added to the formula in 1976 as a constant to cause the price generated by the formula to reflect a fair market value of the class A common stock. In 1984, the board of directors, with the assistance of an outside appraisal firm, began its current practice of establishing the value of the market factor to reflect the broad range of business, financial and market forces that also affect the fair market value of the class A common stock. In 2001, the board of directors approved the modifications of the definitions of the E or the stockholders equity component and P or the earnings component of the formula. Before approving these changes to the formula, the board of directors consulted with HLHZ and then determined that these definitional changes were appropriate and that our valuation process would continue to generate a fair market value of the class A common stock within a broad range of financial criteria.

Other Valuation Considerations

In determining the price of the class A common stock, the board of directors considers many relevant factors, including:

- valuation input from HLHZ
- the performance of the general securities markets and relevant industry groups
- our historical financial performance versus comparable public companies
- the prospects for our future performance
- the value of our investments

general economic conditions

general capital market considerations

other factors the board of directors deems appropriate

Although orders to buy or sell shares of class A common stock in the limited market must be entered prior to the board s determination of the stock price, this information is not made available to the board of directors and is not a consideration in determining the price. However, if we elect not to purchase shares in the limited market to fully balance an undersubscribed trade, this could impact both the current and subsequent valuations of our stock.

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Review of Stock Price

Our board of directors has historically reviewed the stock price at least four times each year, generally during its regularly scheduled board meetings, approximately one week before the four predetermined trade dates. Due to the uncertainty of the completion date of the IPO, the limited market trades and retirement plan transactions have not occurred on a regular basis and the stock price has only been reviewed by the board of directors as necessary to support such trades. When a trade does occur, the board of directors reviews the stock price during the period between a board meeting and the trade date to determine whether the stock price continues to represent a fair market value, and if necessary, modifies the price. The board of directors has authorized its stock policy committee to conduct this review, and, in some instances, the stock policy committee has conducted this review.

Modification of Valuation Process

The board of directors has broad discretion to modify the valuation process. However, the board of directors does not anticipate changing the valuation process unless:

- a change in the formula or any other aspect of the valuation process used to value the class A common stock is required under applicable law
- in the good faith exercise of its fiduciary duties and after consultation with our independent accountants as to whether the change would result in a charge to earnings upon the sale of class A common stock, the board of directors, including a majority of the directors who are not our employees, determines that the valuation process no longer results in a fair market value for the class A common stock
- in the good faith exercise of its fiduciary duties, the board of directors, including a majority of directors who are not our employees, after consulting with an independent appraisal firm, determines that a change in the formula or any other aspect of the valuation process is appropriate and that the stock price established by the board of directors through the modified valuation process reflects a fair market value of the class A common stock

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Historical Stock Prices

The following table sets forth information concerning the stock price for the class A common stock, the applicable price for the class B common stock and each of the variables contained in the formula, including the market factor, in effect for the periods beginning on the dates indicated. The class A common stock has been rounded to the nearest penny. There can be no assurance that the class A common stock or the class B common stock will in the future provide returns comparable to historical returns or that the price will not decline.

The values of the variables of the stock price formula presented in the following table reflect the financial data that existed at the time of each stock price determination and have not been adjusted to reflect the restatement of our consolidated financial statements in fiscal 2003, 2004 and the first quarter of fiscal 2005 or Telcordia discontinued operations.

Date	Market Factor	E or Adjusted Stockholders Equity(1)	W1 or Shares Outstanding(2)	P or Adjusted Earnings(3)	W or Weighted Avg. Shares Outstanding(4)	Price Per Share of Class A Common Stock	Price Per Share of Class B Common Stock	Percentage Price Change(5)
April 11, 2003	1.90	$ 2,006,774,000	190,974,359	$ 349,930,000	203,232,903	$ 29.02	$ 580.40	1.5%
July 11, 2003	1.90	$ 2,102,168,000	192,229,993	$ 358,704,000	197,175,777	$ 30.50	$ 610.00	5.1%
October 10, 2003	1.90	$ 2,133,849,000	190,791,535	$ 368,075,000	192,079,951	$ 31.79	$ 635.80	4.2%
January 9, 2004	2.20	$ 2,196,927,000	190,348,029	$ 380,148,000	189,499,866	$ 36.52	$ 730.40	14.9%
April 16, 2004	2.30	$ 2,190,267,000	191,418,123	$ 375,064,000	188,561,115	$ 37.34	$ 746.80	2.2%
July 16, 2004	2.20	$ 2,261,422,000	191,943,098	$ 386,692,000	188,653,945	$ 37.31	$ 746.20	(0.1)%
October 8, 2004	2.30	$ 2,283,435,000	189,671,084	$ 378,169,000	188,637,287	$ 38.14	$ 762.80	2.2%
January 14, 2005	2.50	$ 2,304,706,000	188,204,746	$ 376,716,000	188,302,652	$ 40.55	$ 811.00	6.3%
April 8, 2005	2.80	$ 2,891,459,000	186,780,832	$ 317,202,000	187,634,157	$ 42.27	$ 845.40	4.2%
June 10, 2005	2.90	$ 2,800,164,000	183,331,888	$ 300,756,000	186,096,747	$ 41.80	$ 836.00	(1.1)%
October 7, 2005	2.80	$ 2,834,277,000	181,337,258	$ 322,016,000	183,804,842	$ 43.39	$ 867.80	3.8%
December 23, 2005	2.90	$ 2,838,172,000	179,685,724	$ 311,605,000	181,872,078	$ 43.92	$ 878.40	1.2%
January 6, 2006	2.90	$ 2,838,178,000	179,685,724	$ 311,605,000	181,872,078	$ 43.92	$ 878.40	0%
May 5, 2006	2.90	$ 2,813,647,000	175,219,381	$ 350,386,000	179,717,826	$ 48.06	$ 961.20	9.4%
June 23, 2006	2.50	$ 2,960,905,000	176,592,361	$ 382,095,000	177,210,991	$ 47.28	$ 945.60	(1.6)%

(1) E is our stockholders equity at the end of the fiscal quarter immediately preceding the date on which a price determination is to occur, adjusted to reflect the value of publicly traded equity securities classified as investments in marketable securities, as well as the profit or loss impact, if any, on stockholders equity arising from investment activities, non-recurring gains or losses on sales of business units, subsidiary common stock, or similar transactions closed, as of the valuation date.

(2) W1 is the number of outstanding common shares and common share equivalents at the end of the fiscal quarter immediately preceding the date on which a price determination is to occur.

(3) P is our operating income for the four fiscal quarters immediately preceding the price determination, net of taxes, excluding investment activities, losses on impaired intangible assets, non-recurring gains or losses on sales of business units, subsidiary common stock and similar items, and including our equity in the income or loss of unconsolidated affiliates and the minority interest in income or loss of consolidated subsidiaries. The aggregate amount of these items on a pre-tax basis is disclosed as segment operating income in our consolidated quarterly and annual financial statements filed with the SEC. The operations of our INTESA joint venture have been classified as discontinued operations as of January 31, 2003 and are no longer reflected in operating income. Beginning with the April 11, 2003 stock price determination, the P variable of the formula no longer includes the operations of INTESA. The operations of

our former subsidiary, Telcordia Technologies, Inc. were classified as discontinued operations as of January 31, 2005 and are no longer reflected in operating income. Beginning with the April 8, 2005 stock price determination, the P variable of the formula no longer includes the operations of Telcordia Technologies, Inc. The amounts shown for P prior to April 8, 2005 have not been adjusted to reflect the discontinued operations classification.

(4) W is the weighted average number of outstanding common shares and common share equivalents for the four fiscal quarters immediately preceding the price determination, as used by us in computing diluted earnings per share.

(5) Value shown represents the percentage change in the price per share of class A common stock from the prior valuation.

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Holders of Old SAIC Class A Common Stock and Class B Common Stock

As of July 7, 2006, there were 39,148 holders of record of class A common stock and 185 holders of record of class B common stock of Old SAIC. Substantially all of the class A common stock and the class B common stock is owned of record or beneficially by our current and former employees, directors and consultants and their respective family members and by our various employee benefit plans.

Dividend Policy

Old SAIC has never declared or paid any cash dividends on its capital stock other than the special dividend. The special dividend is expected to range from approximately $10 to $15 per share of Old SAIC class A common stock and from approximately $200 to $300 per share of Old SAIC class B common stock, which is the equivalent of a range from approximately $5 to $7.50 per share of new class A preferred stock. New SAIC does not expect to pay any dividends on our capital stock in the foreseeable future and we currently intend to retain any future earnings to finance our operations and growth. The exact amount of the proposed special dividend and any future determination to pay cash dividends will be at the discretion of our board of directors and will depend on available cash, estimated cash needs, earnings, financial condition, operating results, capital requirements, applicable contractual restrictions and other factors our board of directors deems relevant.

STOCKHOLDER PROPOSALS

Any stockholder proposals intended to be presented at the 2007 Annual Meeting of Stockholders of Old SAIC must be received by Old SAIC not later than February 7, 2007 in order to be considered for inclusion in Old SAIC s proxy statement and form of proxy relating to that meeting. In addition, Section 2.07 of Old SAIC s Bylaws provides that in order for a stockholder to propose any matter for consideration at an annual meeting (other than by inclusion in our proxy statement), such stockholder must have given timely prior written notice to the Secretary of Old SAIC of his or her intention to bring such business before the meeting. To be timely, notice must be received by Old SAIC not less than 50 days nor more than 75 days prior to the meeting. Such notice must contain certain information required by Section 2.07 of Old SAIC s Bylaws, including a brief description of the business the stockholder proposes to bring before the meeting, the reasons for conducting such business at the annual meeting, the name and record address of the stockholder proposing such business, the class and number of shares of common stock beneficially owned by such stockholder and any material interest of such stockholder in the business so proposed.

The bylaw provision setting forth the advance notice requirements for stockholder proposals for New SAIC is described under Description of Capital Stock, Certificate of Incorporation and Bylaws Anti-Takeover Effects of Various Provisions of Delaware Law and New SAIC s Restated Certificate of Incorporation and Restated Bylaws Advance Notice Requirements for Stockholder Proposals.

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WHERE YOU CAN FIND MORE INFORMATION

Old SAIC files annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission but its common stock, which is subject to various restrictions, is not publicly traded. After the transactions, New SAIC will file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission. Old SAIC s Securities and Exchange Commission filings are available to the public over the Internet at the Securities and Exchange Commission s web site at www.sec.gov. You may read and copy any reports, statements or other information that we file with the Securities and Exchange Commission at its Public Reference Room, 100 F Street, N.E., Washington, D.C. 20549. Please call the Securities and Exchange Commission at 1-800-SEC-0330 for further information on the operation of the Public Reference Room.

We have filed a registration statement on Form S-4 to register with the Securities and Exchange Commission the shares of new class A preferred stock to be delivered in connection with the merger. This proxy statement/prospectus is part of that registration statement and, as allowed by Securities and Exchange Commission rules, does not include all of the information you can find in the registration statement or the exhibits to the registration statement. We also have filed a registration statement on Form S-1 relating to our proposed public offering of shares of new common stock. You may obtain copies of the Form S-4 and the Form S-1 (and any amendments to those documents) in the manner described above.

You should rely only on the information contained in this proxy statement/prospectus. We have not authorized anyone to provide you with information different from the information contained in this proxy statement/prospectus. The information contained in this proxy statement/prospectus is accurate only as of the date of this proxy statement/prospectus, regardless of when it is delivered.

Neither the Securities and Exchange Commission nor any other national or state securities commission has approved or disapproved of these securities or determined if this proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense. This proxy statement/prospectus does not constitute an offer to sell or a solicitation of any offer to buy any securities in any jurisdiction where such an offer or solicitation would be illegal.

LEGAL MATTERS

The validity of the shares of our new class A preferred stock to be issued pursuant to the merger, and certain tax consequences of the merger, will be passed upon for us by Heller Ehrman LLP, San Diego, California.

EXPERTS

The consolidated financial statements of Science Applications International Corporation as of January 31, 2006 and 2005, and for each of the three years in the period ended January 31, 2006, included in this proxy statement/prospectus have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report appearing herein, and have been so included in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

The consolidated balance sheet of SAIC, Inc. as of January 31, 2006, included in this proxy statement/prospectus has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report appearing herein, and has been so included in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

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I NDEX TO CONSOLIDATED FINANCIAL STATEMENTS

SAIC, Inc.

Science Applications International Corporation

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholder

SAIC, Inc.

We have audited the accompanying consolidated balance sheet of SAIC, Inc. and subsidiary (the Company) (a wholly-owned subsidiary of Science Applications International Corporation) as of January 31, 2006. This financial statement is the responsibility of the Company s management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the balance sheet is free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Company s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the balance sheet, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall balance sheet presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, such consolidated balance sheet presents fairly, in all material respects, the financial position of SAIC, Inc. and subsidiary as of January 31, 2006, in conformity with accounting principles generally accepted in the United States of America.

/s/ DELOITTE & TOUCHE LLP

San Diego, California

April 24, 2006

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SAIC, INC.

(a wholly-owned subsidiary of Science Applications International Corporation)

CONSOLIDATED BALANCE SHEET

		January 31, 2006
ASSETS		
Cash	$	1,000
STOCKHOLDER S EQUITY (Note 2)		
Common stock	$	1
Preferred stock		
Additional paid-in capital		999
Total stockholder s equity	$	1,000

See accompanying notes to consolidated balance sheet.

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SAIC, INC.

NOTES TO CONSOLIDATED BALANCE SHEET

1. **Organization and Purpose** SAIC, Inc. (Company) was incorporated on August 12, 2005 and capitalized on August 18, 2005 as a wholly-owned subsidiary of Science Applications International Corporation. Subject to the approval of the stockholders of Science Applications International Corporation, SAIC Merger Sub, Inc., a wholly-owned subsidiary of the Company, will merge with Science Applications International Corporation, and all of the outstanding common stock of Science Applications International Corporation will be exchanged for Class A preferred stock of the Company.

2. **Stockholder s Equity** On August 18, 2005, the Company was authorized to issue 10,000 shares of $0.01 par value common stock and had issued and outstanding 10,000 shares held by Science Applications International Corporation. On November 18, 2005, the Company restated its certificate of incorporation to (i) increase its authorized common stock to 2,000,000,000 shares, (ii) lower the par value on its common stock from $0.01 to $0.0001, (iii) authorize 1,500,000,000 shares of Class A preferred stock of which 50,000,000 shares are designated Series A-1 preferred stock and none of which are issued and outstanding, 150,000,000 shares are designated Series A-2 preferred stock and none of which are issued and outstanding, 150,000,000 shares are designated Series A-3 preferred stock and none of which are issued and outstanding and 1,150,000,000 shares are designated Series A-4 preferred stock and none of which are issued and outstanding and (iv) authorize 10,000,000 shares of blank-check preferred stock, none of which are issued and outstanding. The Company s board of directors is expressly authorized to provide for the issuance of all or any of the shares of preferred stock in one or more series and to fix the relative rights, preferences and privileges of each such series.

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SAIC, INC.

(a wholly-owned subsidiary of Science Applications International Corporation)

CONSOLIDATED BALANCE SHEETS

(Unaudited)

	April 30, 2006	January 31, 2006
ASSETS		
Cash	$ 1,000	$ 1,000
STOCKHOLDER S EQUITY (Note 2)		
Common stock	$ 1	$ 1
Preferred stock		
Additional paid-in capital	999	999
Total stockholder s equity	$ 1,000	$ 1,000

See accompanying notes to consolidated balance sheets.

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SAIC, INC.

NOTES TO CONSOLIDATED BALANCE SHEETS

(Unaudited)

1. Organization and Purpose SAIC, Inc. (the Company) was incorporated on August 12, 2005 and capitalized on August 18, 2005 as a wholly-owned subsidiary of Science Applications International Corporation. Subject to the approval of the stockholders of Science Applications International Corporation, SAIC Merger Sub, Inc., a wholly-owned subsidiary of the Company, will merge with Science Applications International Corporation, and all of the outstanding common stock of Science Applications International Corporation will be exchanged for Class A preferred stock of the Company.

2. Stockholder s Equity On August 18, 2005, the Company was authorized to issue 10,000 shares of $0.01 par value common stock and had issued and outstanding 10,000 shares held by Science Applications International Corporation. On November 18, 2005, the Company restated its certificate of incorporation to (i) increase its authorized common stock to 2,000,000,000 shares, (ii) lower the par value on its common stock from $0.01 to $0.0001, (iii) authorize 1,500,000,000 shares of Class A preferred stock of which 50,000,000 shares are designated as Series A-1 preferred stock and none of which are issued and outstanding, 150,000,000 shares are designated Series A-2 preferred stock and none of which are issued and outstanding, 150,000,000 shares are designated Series A-3 preferred stock and none of which are issued and outstanding and 1,150,000,000 are designated as Series A-4 preferred stock and none of which are issued and outstanding and (iv) authorize 10,000,000 shares of blank-check preferred stock, none of which are issued and outstanding. The Company s board of directors is expressly authorized to provide for the issuance of all or any of the shares of preferred stock in one or more series and to fix the relative rights, preferences and privileges of each such series.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders

Science Applications International Corporation

We have audited the accompanying consolidated balance sheets of Science Applications International Corporation and subsidiaries (the Company) as of January 31, 2006 and 2005, and the related consolidated statements of income, stockholders equity and comprehensive income, and cash flows for each of the three years in the period ended January 31, 2006. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Science Applications International Corporation and subsidiaries as of January 31, 2006 and 2005, and the results of their operations and their cash flows for each of the three years in the period ended January 31, 2006 in conformity with accounting principles generally accepted in the United States of America.

/s/ DELOITTE & TOUCHE LLP

San Diego, California

April 24, 2006

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SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

CONSOLIDATED STATEMENTS OF INCOME

	Year Ended January 31		
	2006	**2005**	**2004**
	(In millions, except per share amounts)		
Revenues	$ 7,792	$ 7,187	$ 5,833
Costs and expenses:			
Cost of revenues	6,801	6,283	5,053
Selling, general and administrative expenses	494	418	378
Goodwill impairment			7
Gain on sale of business units, net		(2)	
Operating income	497	488	395
Non-operating income (expense):			
Net (loss) gain on marketable securities and other investments, including impairment losses	(15)	(16)	5
Interest income	97	45	49
Interest expense	(89)	(88)	(80)
Other income (expense), net	7	(12)	5
Minority interest in income of consolidated subsidiaries	(13)	(14)	(10)
Income from continuing operations before income taxes	484	403	364
Provision for income taxes	139	131	140
Income from continuing operations	345	272	224
Discontinued operations (Note 18):			
Income from discontinued operations of Telcordia before income taxes (including gain on sale of $871 million in 2006)	875	149	146
Gain from discontinued operations of INTESA joint venture before income taxes		6	
Provision for income taxes	293	18	19
Income from discontinued operations	582	137	127
Net income	$ 927	$ 409	$ 351
Earnings per share:			
Basic:			
Income from continuing operations	$ 1.98	$ 1.49	$ 1.22
Income from discontinued operations	3.35	.74	.68
	$ 5.33	$ 2.23	$ 1.90
Diluted:			
Income from continuing operations	$ 1.92	$ 1.45	$ 1.19
Income from discontinued operations	3.23	.73	.67

	$ 5.15	$ 2.18	$ 1.86
Common equivalent shares:			
Basic	174	183	185
Diluted	180	188	189

See accompanying notes to consolidated financial statements.

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SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

CONSOLIDATED BALANCE SHEETS

	January 31	
	2006	**2005**
	(In millions)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 1,035	$ 983
Investments in marketable securities	1,659	1,367
Receivables, net	1,517	1,520
Prepaid expenses and other current assets	192	216
Assets of discontinued operations		900
Total current assets	4,403	4,986
Property, plant and equipment, net	356	339
Intangible assets, net	63	50
Goodwill	655	468
Deferred income taxes	66	69
Other assets	112	98
	$ 5,655	$ 6,010
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	$ 953	$ 864
Accrued payroll and employee benefits	468	433
Income taxes payable	14	200
Notes payable and current portion of long-term debt	47	70
Deferred income taxes	9	52
Liabilities of discontinued operations		680
Total current liabilities	1,491	2,299
Long-term debt, net of current portion	1,192	1,215
Other long-term liabilities	111	99
Commitments and contingencies (Notes 16 and 19)		
Minority interest in consolidated subsidiaries	54	46
Stockholders equity:		
Common stock (Note 1)	2	2
Additional paid-in capital	2,506	2,278
Retained earnings	415	212
Other stockholders equity	(84)	(105)
Accumulated other comprehensive loss	(32)	(36)
Total stockholders equity	2,807	2,351
	$ 5,655	$ 6,010

See accompanying notes to consolidated financial statements.

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SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY

AND COMPREHENSIVE INCOME

	Common stock				Other		
	Shares	Amount	Additional paid-in capital	Retained earnings	stock-holders equity	Accumulated other comprehensive loss	Comprehensive income
				(In millions)			
Balance at February 1, 2003	187	$ 2	$ 1,691	$ 414	$ (73)	$ (14)	
Net income				351			$ 351
Other comprehensive loss						(16)	(16)
Issuances of common stock	15		368				
Repurchases of common stock	(16)		(154)	(404)			
Income tax benefit from employee stock transactions			56				
Stock compensation			1				
Unearned stock compensation, net of amortization					(19)		
Balance at January 31, 2004	186	2	1,962	361	(92)	(30)	$ 335
Net income				409			$ 409
Other comprehensive loss						(6)	(6)
Issuances of common stock	15		465				
Repurchases of common stock	(19)		(217)	(558)			
Income tax benefit from employee stock transactions			67				
Stock compensation			1				
Unearned stock compensation, net of amortization					(13)		
Balance at January 31, 2005	182	2	2,278	212	(105)	(36)	$ 403
Net income				927			$ 927
Other comprehensive income						4	4
Issuances of common stock	13		443				
Repurchases of common stock	(24)		(283)	(724)			
Income tax benefit from employee stock transactions			67				
Stock compensation			1				
Unearned stock compensation, net of amortization					21		
Balance at January 31, 2006	171	$ 2	$ 2,506	$ 415	$ (84)	$ (32)	$ 931

See accompanying notes to consolidated financial statements.

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SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended January 31		
	2006	2005	2004
		(In millions)	
Cash flows from operating activities:			
Net income	$ 927	$ 409	$ 351
Income from discontinued operations	(582)	(137)	(127)
Adjustments to reconcile net income to net cash provided by continuing operating activities:			
Depreciation and amortization	70	56	37
Stock-based compensation	39	25	17
Impairment losses on marketable securities and other investments	6	20	19
Loss (gain) on sale of marketable securities and other investments	9	(4)	(24)
Loss (gain) on disposal of property, plant and equipment	2	(16)	2
Minority interest in income of consolidated subsidiaries	13	14	10
Other non-cash items	(4)	11	(4)
Goodwill impairment			7
Increase (decrease) in cash, excluding effects of acquisitions and divestitures, from changes in:			
Receivables	51	(221)	(165)
Prepaid expenses and other current assets	39	(1)	(54)
Deferred income taxes	(42)	59	13
Other assets	(19)	3	(1)
Accounts payable and accrued liabilities	54	158	169
Accrued payroll and employee benefits	94	128	127
Income taxes payable	(76)	77	34
Other long-term liabilities	14	7	(37)
Total cash flows provided by operating activities	595	588	374
Cash flows from investing activities:			
Expenditures for property, plant and equipment	(54)	(42)	(115)
Acquisitions of business units, net of cash acquired of $4 million, $4 million, and $11 million in 2006, 2005 and 2004 respectively	(212)	(212)	(193)
Payments for businesses acquired in previous years	(14)	(20)	
Purchases of marketable securities available-for-sale	(7,852)	(6,387)	(10,771)
Proceeds from sales and maturities of marketable securities and other investments	7,561	6,290	10,628
Proceeds from disposal of property, plant and equipment	1	33	
Investments in affiliates	(2)	(9)	(9)
Other	(11)	2	(8)
Total cash flows used in investing activities	(583)	(345)	(468)
Cash flows from financing activities:			
Proceeds from notes payable and issuance of long-term debt		27	351
Payments on settlement of treasury lock contracts			(5)
Payments of notes payable, long-term debt and capital lease obligations	(46)	(24)	(3)
Dividends paid to minority interest stockholders	(4)	(4)	(3)
Sales of common stock	155	130	85
Repurchases of common stock	(818)	(607)	(451)
Total cash flows used in financing activities	(713)	(478)	(26)
Decrease in cash and cash equivalents from continuing operations	(701)	(235)	(120)

Cash flows of discontinued operations (Revised see Note 1):			
Cash (used in) provided by operating activities of discontinued operations	(319)	179	141
Cash provided by (used in) investing activities of discontinued operations	1,072	(60)	(16)
Increase in cash and cash equivalents of discontinued operations	753	119	125
Cash and cash equivalents at beginning of year	983	1,099	1,094
Cash and cash equivalents at end of year	$ 1,035	$ 983	$ 1,099
Supplemental schedule of non-cash investing and financing activities:			
Common stock exchanged upon exercise of stock options	$ 189	$ 168	$ 107
Common stock issued for settlement of accrued employee benefits	$ 71	$ 98	$ 82
Capital lease obligations for property, plant and equipment	$	$	$ 9
Fair value of assets acquired in acquisitions	$ 288	$ 284	$ 345
Cash paid in acquisitions, net of cash acquired	(212)	(212)	(193)
Future acquisition payment accrued	(2)		
Issuance of common stock in acquisitions and other consideration of $2 million in 2004	(17)	(4)	(49)
Liabilities assumed in acquisitions	$ 57	$ 68	$ 103

See accompanying notes to consolidated financial statements.

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SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 Summary of Significant Accounting Policies:

Consolidation

The consolidated financial statements include the accounts of Science Applications International Corporation and all majority-owned and wholly-owned subsidiaries (collectively referred to as the Company). All intercompany transactions and accounts have been eliminated in consolidation. Outside investors interests in the majority-owned subsidiaries are reflected as minority interest. Unless otherwise noted, references to years are for fiscal years ended January 31, not calendar years. For example, the fiscal year ended January 31, 2006 is referred to as 2006 in these notes to consolidated financial statements.

Certain wholly-owned subsidiaries have fiscal years ended December 31, and as a result, the financial position and results of operations of these subsidiaries for such periods are included in the Company s consolidated financial statements for the years ended January 31. There were no intervening events for these subsidiaries from December 31 through January 31 for each of the years presented that would materially affect the consolidated financial position or results of operations.

Investments in affiliates and corporate joint ventures where the Company has an ownership interest representing between 20% and 50%, or over which the Company exercises significant influence, are accounted for under the equity method whereby the Company recognizes its proportionate share of net income or loss and does not consolidate the affiliates individual assets and liabilities. Equity investments in affiliates over which the Company does not exercise significant influence and whose securities do not have a readily determinable fair market value as defined in Statement of Financial Accounting Standards (SFAS) No. 115, Accounting for Certain Investments in Debt and Equity Securities, are carried at cost or adjusted cost net of other-than-temporary impairments.

On September 1, 2005, the Company s newly formed wholly-owned subsidiary, SAIC, Inc., filed a registration statement on Form S-1 with the Securities and Exchange Commission (SEC) for an initial public offering of common stock (public offering). In addition, SAIC, Inc. filed a registration statement on Form S-4 with the SEC and the Company delivered to its stockholders a proxy statement/prospectus to obtain stockholder approval of a merger agreement pursuant to which the Company would become a wholly-owned subsidiary of SAIC, Inc. A special meeting of the stockholders that was previously scheduled for December 16, 2005 to vote on the merger was postponed due to developments regarding the firm fixed-price contract with the Greek government as discussed in Note 19. The Company intends to reschedule the special meeting of the stockholders and, subject to stockholder approval of the merger agreement, satisfactory market conditions and other factors, complete the merger and the public offering in the Fall of 2006.

Operating Cycle

The Company s operating cycle for long-term contracts is typically greater than one year and is measured by the average time intervening between the inception and the completion of those contracts. Contract related assets and liabilities are classified as current assets and current liabilities.

Discontinued Operations

On March 15, 2005, the Company completed the sale of its subsidiary, Telcordia Technologies, Inc. (Telcordia). The operating results of Telcordia have been classified as discontinued operations (Note 18) for all periods presented.

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SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Reclassifications

The Company has reclassified the amounts described below in the accompanying consolidated balance sheets as of January 31, 2005 and in the consolidated statements of income, stockholders equity and comprehensive income, and cash flows for 2005 and 2004 to conform to the 2006 presentation.

In the consolidated statements of income for 2005 and 2004, the Company reclassified $54 million and $47 million, respectively, from cost of revenues to selling, general and administrative expenses in order to classify these costs to be consistent with 2006 and its allocation of costs under cost accounting standards for U.S. Government contracts.

In the consolidated balance sheet for 2005, the Company reclassified $43 million of pre-contract costs to prepaid expenses which were previously reported in unbilled receivables.

In the consolidated statements of stockholders equity and comprehensive income for 2005 and 2004, the Company reclassified $55 million and $46 million, respectively, from repurchases of common stock to issuances of common stock to reflect shares issued under the Employee Stock Purchase Plan which were previously reported as a reduction to repurchases of common stock because it was part of the net limited market trade activity.

These reclassifications were also reflected in the consolidated statements of cash flows for 2005 and 2004 and did not change previously reported net income or earnings per share.

Cash Flows

In 2006, 2005 and 2004, the Company has separately disclosed the operating and investing portions of the cash flows attributable to its discontinued operations (Note 18), which in prior periods were reported on a combined basis as a single amount.

In 2005 and 2004, the Company increased purchases of marketable securities available-for-sale and proceeds from sales and maturities of marketable securities and other investments by $6 billion and $11 billion, respectively, to reflect purchases, sales and maturities of marketable securities that occur within the Company s investment portfolios that are managed by third party investment managers (managed portfolios). The Company previously did not report the cash outflows and inflows that occurred within the managed portfolios as purchases and sales and maturities, respectively, but rather reported the cash outflows and inflows between the Company and the managed portfolios. This reclassification had no effect on previously reported total cash flows from investing activities.

In 2006, 2005 and 2004, the Company reclassified $71 million, $98 million and $82 million, respectively, from stock-based compensation to changes in accrued payroll and employee benefits to reflect issuances of vested stock in those years as settlement of certain bonus and retirement plan amounts expensed during the prior fiscal year. In addition, the Company disclosed these issuances of vested stock in the supplemental schedule of non-cash financing activities. This reclassification had no effect on previously reported total cash flows provided by operating activities.

Use of Estimates

The preparation of financial statements, in conformity with accounting principles generally accepted in the United States of America (GAAP), requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingencies at the date of the financial statements as well as the reported amounts of revenues and expenses during the reporting periods. Management evaluates these estimates and assumptions on an on-going basis including those relating to allowances for doubtful accounts, inventories, fair value and impairment of investments, fair value and impairment of intangible assets and goodwill, income taxes, estimated profitability of long-term contracts, pension benefits, contingencies and litigation. Estimates have been prepared on the basis of the most current information and actual results could differ from those estimates.

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SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Fair Value of Financial Instruments

The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties and is determined based on quoted market prices, if available, or management s best estimate. It is management s belief that the carrying amounts shown for the Company s financial instruments, which include cash equivalents, short-term investments in marketable securities, long-term investments in marketable securities and long-term investments in private equity securities, are reasonable estimates of their related fair values. Cash equivalents and short-term investments in marketable securities are recorded at fair value. The fair value of short-term and long-term investments in marketable securities is based upon quoted market prices. The fair value of long-term investments in private equity securities is estimated using various valuation techniques and factors, such as discounted cash flow models, market prices of comparable companies and recent capital transactions of portfolio companies. The fair value of long-term debt (Note 13) is estimated based on quoted market prices for similar instruments and current rates offered to the Company for similar debt with the same remaining maturities.

Revenue Recognition

The Company s revenues are primarily from contracts with the U.S. Government, commercial customers, and various international, state and local governments or from subcontracts with other contractors engaged in work with such customers. The Company performs under a variety of contracts, some of which provide for reimbursement of cost plus fees, or target cost and fee with risk sharing, and others which are fixed-price or time-and-materials type contracts. Revenues and fees on these contracts are primarily recognized using the percentage-of-completion method of accounting, most often based on contract costs incurred to date compared with total estimated costs at completion (cost-to-cost method). The Company also uses efforts-expended methods of percentage-of-completion (using measures such as labor dollars) for measuring progress towards completion in situations in which this approach is more representative of the progress on the contract than the cost-to-cost method. The efforts-expended method is utilized when there are significant amounts of materials or hardware on a contract for which procurement of materials does not represent significant progress on the contract. Additionally, the Company utilizes the units-of-delivery method under percentage-of-completion on contracts where separate units of output are produced. Under the units-of-delivery method, revenue is recognized when the units are delivered to the customer, providing that all other requirements for revenue recognition have been met. On contracts that provide for incentive or award fees, the Company includes an estimate of the ultimate incentive or award fee to be received on the contract in the estimated contract revenues for purposes of applying the percentage-of-completion method of accounting.

Revenues from services and maintenance contracts are recognized over the term of the respective contracts as the services are performed and revenue is earned. Revenues from unit-priced contracts are recognized as transactions are processed based on objective measures of output. Revenues from the sale of manufactured products are recorded upon passage of title and risk of loss to the customer, which is generally upon delivery, providing that all other requirements for revenue recognition have been met. The Company evaluates its contracts for multiple deliverables and, when appropriate, segments the contract into separate units of accounting for proper revenue recognition.

The Company provides for anticipated losses on contracts by recording an expense during the period in which the losses are first identified. Amounts billed to customers but not yet recognized as revenue under certain types of contracts are deferred. Unbilled receivables are stated at estimated realizable value. Contract costs incurred for U.S. Government contracts, including indirect costs, are subject to audit and adjustment by negotiations between the Company and government representatives. The Company has agreed upon and settled indirect contract costs through 2003. Revenues on U.S. Government contracts have been recorded in amounts that are expected to be realized upon final settlement.

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SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Pre-contract Costs

Costs incurred on projects accounted for under the percentage-of-completion accounting method can be recognized as pre-contract costs and deferred as an asset (prepaid expenses and other current assets) when the Company has been requested by the customer to begin work under a new contract, or extend or modify work under an existing contract (change order). The Company records pre-contract costs when formal contracts or contract modifications have not yet been executed, and it is probable that the Company will recover the costs through the issuance of a contract or contract modification. When the formal contract or contract modification has been executed, the costs are recorded to the contract and revenue is recognized based on the percentage-of-completion method of accounting.

Contract claims are unanticipated additional costs incurred in excess of the executed contract price that the Company seeks to recover from the customer. Such costs are expensed as incurred. Additional revenue related to contract claims is recognized when the amounts are awarded by the customer.

Cash and Cash Equivalents

Cash equivalents are highly liquid investments purchased with original maturities of three months or less, excluding amounts held in the Company s managed portfolios. Items qualifying as cash equivalents but held in the Company s managed portfolios are included in marketable securities on the Company s consolidated balance sheets. Cash and cash equivalents at January 31, 2006 and 2005 include $1.0 billion and $968 million, respectively, invested in commercial paper and institutional money market funds.

Investments in Marketable and Private Equity Securities

Marketable debt and equity securities are classified as either available-for-sale or held-to-maturity at the time of purchase. Available-for-sale securities are carried at fair value and held-to-maturity debt securities are carried at amortized cost. Unrealized gains and losses on available-for-sale securities are recorded net of related tax effects in accumulated other comprehensive income in stockholders equity. Realized gains and losses on the sale of available-for-sale securities are determined using the adjusted cost of the specific securities sold.

At each balance sheet date, management assesses whether an impairment loss on its marketable and private equity securities has occurred due to declines in fair value and other market conditions that may be other-than-temporary. If management determines that a decline in the fair value has occurred and such decline is deemed to be other-than-temporary in nature, an impairment loss is recognized to reduce the security to its estimated fair value (Note 4).

Inventories

Inventories are valued at the lower of cost or market. Cost is determined using the average cost and first-in, first-out methods.

Property, Plant and Equipment

Depreciation of buildings is recognized using the straight-line method over estimated useful lives of ten to forty years while the related improvements are amortized using the straight-line method over the shorter of the lease term or ten years. Depreciation of equipment is recognized using the straight-line method or the declining-balance method over the estimated useful lives of three to ten years.

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SCIENCE APPLICATIONS INTERNATIONAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Additions to property and equipment together with major renewals and betterments are capitalized. Maintenance, repairs and minor renewals and betterments are expensed as incurred. When assets are sold or otherwise disposed of, the cost and related accumulated depreciation or amortization are removed from the accounts and any resulting gain or loss is recognized.

The Company assesses potential impairments to its long-lived assets when there is evidence that events or changes in circumstances have made recovery of the asset s carrying value unlikely and the carrying amount of the asset exceeds the estimated future undiscounted cash flows. When the carrying amount of the asset exceeds the estimated future undiscounted cash flows, an impairment loss is recognized to reduce the asset s carrying amount to its estimated fair value based on the present value of the estimated future cash flows.

Goodwill and Intangible Assets

Goodwill, which represents the excess of the cost of an acquired entity over the net amounts assigned to assets acquired and liabilities assumed, is assessed for impairment at least annually or whenever events or circumstances indicate a condition of impairment may exist. The goodwill impairment test is a two-step process. The first step consists of estimating the fair values of each of the reporting units based on a discounted cash flow model using revenue and profit forecasts and comparing those estimated fair values with the carrying values, which include the allocated goodwill. If the fair value is less than the carrying value, a second step is performed to compute the amount of the impairment by determining an implied fair value of goodwill. The implied fair value of goodwill is the residual fair value derived by deducting the fair value of a reporting unit s identifiable assets and liabilities from its estimated fair value calculated in step one. The impairment expense represents the excess of the carrying amount of the reporting units goodwill over the implied fair value of their goodwill. The Company performs its annual goodwill impairment test each January 31.

Intangible assets with finite lives are amortized using a method that best reflects how their economic benefits are utilized or, if a pattern of economic benefits cannot be reliably determined, on a straight-line basis over their useful lives of one to twelve years. Intangible assets with indefinite lives are not amortized but are assessed for impairment on an annual basis. Intangible assets, amortized or not, are also evaluated for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

Income Taxes

Income taxes are provided utilizing the liability method. The liability method requires the recognition of deferred tax assets and liabilities, on an annual basis, for the expected future tax consequences of temporary differences between the carrying amounts and tax bases of assets and liabilities (Note 12). Under the liability method, changes in tax rates and laws are reflected in income in the period such changes are enacted.

The provisions for federal, state, foreign and local income taxes are calculated on income before income taxes based on current tax law and include the cumulative effect of any changes in tax rates from those used previously in determining deferred tax assets and liabilities. Such provisions differ from the amounts currently payable because certain items of income and expense are recognized in different time periods for financial reporting purposes than for income tax purposes.

Stock-Based Compensation

The Company has a number of stock-based employee compensation plans, including stock options, stock purchase and restricted stock plans, which are described in Notes 10 and 15. The Company accounts for stock-based employee compensation using the intrinsic value method for each period presented under the recognition