The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB 3235-Number: 0076

Estimated average

burden

hours per response:

4.00

1. Issuer's Identity

CIK (Filer ID Number)

Previous X None **Names**

Entity Type

Limited Liability Company

0001443646

DELAWARE

Name of Issuer

EXPLORER HOLDING CORP

Jurisdiction of

Incorporation/Organization

General Partnership

Limited Partnership

Business Trust Other (Specify)

X Corporation

Year of Incorporation/Organization

Over Five Years Ago

X Within Last Five Years (Specify Year) 2008

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

EXPLORER HOLDING CORP

Street Address 1

VA

Street Address 2

8283 Greensboro Drive

City

State/Province/Country

Peter

ZIP/PostalCode

Phone Number of Issuer

22102

703-902-5000

3. Related Persons

McLean

Clare

Last Name

First Name

Middle Name

Street Address 1

Street Address 2

8283 Greensboro Drive

City

State/Province/Country

ZIP/PostalCode

VA McLean

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Fujiyama

Ian

Street Address 1 Street Address 2

8283 Greensboro Drive

City

State/Province/Country

ZIP/PostalCode

McLean

VA

22102

22102

Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary):

Last Name First Name Middle Name Rossotti Charles O. **Street Address 1 Street Address 2** 8283 Greensboro Drive ZIP/PostalCode City **State/Province/Country** VA McLean 22102 **Relationship:** Executive Officer X Director Promoter Clarification of Response (if Necessary): **Last Name** First Name Middle Name Akerson Daniel F. **Street Address 1 Street Address 2** 8283 Greensboro Drive City State/Province/Country ZIP/PostalCode McLean VA 22102 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): **Last Name First Name Middle Name** Shrader Ralph W. **Street Address 1** Street Address 2 8283 Greensboro Drive State/Province/Country ZIP/PostalCode City VA McLean 22102 **Relationship:** X Executive Officer X Director Promoter Clarification of Response (if Necessary): **Last Name First Name Middle Name** Strickland Samuel R. **Street Address 1 Street Address 2** 8283 Greensboro Drive ZIP/PostalCode City **State/Province/Country** McLean VA 22102 **Relationship:** X Executive Officer X Director Promoter Clarification of Response (if Necessary): **Last Name** First Name Middle Name **Appleby** CG **Street Address 1 Street Address 2** 8283 Greensboro Drive ZIP/PostalCode City State/Province/Country McLean VA 22102 Relationship: X Executive Officer Director Promoter Clarification of Response (if Necessary): **Last Name First Name** Middle Name Rozanski Horacio **Street Address 1** Street Address 2 8283 Greensboro Drive ZIP/PostalCode State/Province/Country City McLean VA 22102

Relationship: X Executive Officer Director

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Carlyle Partners V US, L.P.

Street Address 2 Street Address 1

1001 Pennsylvania Avenue NW Suite 220 South

> City State/Province/Country ZIP/PostalCode

Washington DC 20004

Relationship: Executive Officer Director X Promoter

Clarification of Response (if Necessary):

Last Name **First Name** Middle Name

Odeen Philip A.

Street Address 1 Street Address 2

8283 Greensboro Drive

ZIP/PostalCode City **State/Province/Country**

VA 22102 McLean

Relationship: Executive Officer X Director Promoter

No

Clarification of Response (if Necessary):

4. Industry Group

Agriculture Health Care Retailing

Banking & Financial Services Biotechnology Restaurants Commercial Banking Health Insurance Technology Insurance Hospitals & Physicians Computers

Investing Pharmaceuticals **Telecommunications Investment Banking**

Pooled Investment Fund Other Health Care Other Technology

Is the issuer registered as Manufacturing Travel an investment company under

Real Estate Airlines & Airports the Investment Company Act of 1940?

Commercial **Lodging & Conventions** Construction Tourism & Travel Services

> **REITS & Finance** Other Travel

Other Banking & Financial Services

Residential Other

Other Real Estate

Other Energy

Oil & Gas

Yes

X Business Services

Coal Mining **Electric Utilities**

Energy Conservation Environmental Services

Energy

5. Issuer Size

OR **Aggregate Net Asset Value Range Revenue Range**

No Revenues No Aggregate Net Asset Value

\$1 - \$1,000,000 \$1 - \$5,000,000

\$1,000,001 - \$5,000,000 \$5,000,001 - \$25,000,000 \$5,000,001 - \$25,000,001 - \$50,000,000 \$25,000,000

\$25,000,001 -

Rule 504 (b)(1)(iii)

\$100,000,000 \$50,000,001 - \$100,000,000

Over \$100,000,000

X Decline to Disclose
Not Applicable

Over \$100,000,000

Decline to Disclose
Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))

Rule 505

Rule 504 (b)(1)(i)

X Rule 506

Rule 504 (b)(1)(ii) Securities Act Section 4(5)

Investment Company Act Section 3(c)

Section 3(c)(1)Section 3(c)(9)Section 3(c)(2)Section 3(c)(10)Section 3(c)(3)Section 3(c)(11)Section 3(c)(4)Section 3(c)(12)Section 3(c)(5)Section 3(c)(13)

Section 3(c)(14)

Section 3(c)(6) Section 3(c)(7)

7. Type of Filing

New Notice Date of First Sale 2008-07-31 First Sale Yet to Occur

X Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? X Yes No

9. Type(s) of Securities Offered (select all that apply)

X Equity Pooled Investment Fund Interests

Debt Tenant-in-Common Securities

X Option Warrant or Other Right to Acquire Another Security Mineral Property Securities

X Option, Warrant or Other Right to Acquire Another Security Mineral Property Securities

X Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient CRD Number X None

(Associated) Broker or Dealer X None (Associated) Broker or Dealer CRD Number X None

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

All States Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount USD or X Indefinite

Total Amount Sold \$1,056,742,109 USD

Total Remaining to be Sold USD or X Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

156

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD X Estimate Finders' Fees \$0 USD X Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD X Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Explorer Holding Corporation	/s/ CG Appleby	CG Appleby	General Counsel and Secretary	2009-07-27

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.