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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	X None	Entity Type
0001443646			X Corporation
Name of Issuer			Limited Partnership
EXPLORER HOLDING CORP			Limited Liability Company
Jurisdiction of Incorporation/Organization			General Partnership
DELAWARE			Business Trust
Year of Incorporation/Organization			Other (Specify)
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		Street Address 1		Street Address 2	Phone Number of Issuer
EXPLORER HOLDING CORP		8283 Greensboro Drive			
City	State/Province/Country	ZIP/PostalCode			
McLean	VA	22102	703-902-5000		

3. Related Persons

Last Name	First Name	Middle Name
Clare	Peter	
Street Address 1	Street Address 2	ZIP/PostalCode
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
Fujiyama	Ian	
Street Address 1	Street Address 2	ZIP/PostalCode
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
Rossotti	Charles	O.
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
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		
City	State/Province/Country	ZIP/PostalCode
McLean	VA	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		
City	State/Province/Country	ZIP/PostalCode
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		
City	State/Province/Country	ZIP/PostalCode
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		
City	State/Province/Country	ZIP/PostalCode
McLean	VA	22102

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Carlyle Partners V US, L.P.		
Street Address 1	Street Address 2	
1001 Pennsylvania Avenue NW	Suite 220 South	
City	State/Province/Country	ZIP/PostalCode
Washington	DC	20004
Relationship: <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Odeen	Philip	A.
Street Address 1	Street Address 2	
8283 Greensboro Drive		
City	State/Province/Country	ZIP/PostalCode
McLean	VA	22102
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

4. Industry Group

<input type="checkbox"/> Agriculture	<input type="checkbox"/> Health Care	<input type="checkbox"/> Retailing
<input type="checkbox"/> Banking & Financial Services	<input type="checkbox"/> Biotechnology	<input type="checkbox"/> Restaurants
<input type="checkbox"/> Commercial Banking	<input type="checkbox"/> Health Insurance	<input type="checkbox"/> Technology
<input type="checkbox"/> Insurance	<input type="checkbox"/> Hospitals & Physicians	<input type="checkbox"/> Computers
<input type="checkbox"/> Investing	<input type="checkbox"/> Pharmaceuticals	<input type="checkbox"/> Telecommunications
<input type="checkbox"/> Investment Banking	<input type="checkbox"/> Other Health Care	<input type="checkbox"/> Other Technology
<input type="checkbox"/> Pooled Investment Fund	<input type="checkbox"/> Manufacturing	<input type="checkbox"/> Travel
<input type="checkbox"/> Is the issuer registered as an investment company under the Investment Company Act of 1940?	<input type="checkbox"/> Real Estate	<input type="checkbox"/> Airlines & Airports
<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Commercial	<input type="checkbox"/> Lodging & Conventions
<input type="checkbox"/> Other Banking & Financial Services	<input type="checkbox"/> Construction	<input type="checkbox"/> Tourism & Travel Services
<input checked="" type="checkbox"/> Business Services	<input type="checkbox"/> REITS & Finance	<input type="checkbox"/> Other Travel
<input type="checkbox"/> Energy	<input type="checkbox"/> Residential	<input type="checkbox"/> Other
<input type="checkbox"/> Coal Mining	<input type="checkbox"/> Other Real Estate	
<input type="checkbox"/> Electric Utilities		
<input type="checkbox"/> Energy Conservation		
<input type="checkbox"/> Environmental Services		
<input type="checkbox"/> Oil & Gas		
<input type="checkbox"/> Other Energy		

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value 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 - \$25,000,000	\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000	\$50,000,001 - \$100,000,000
Over \$100,000,000	Over \$100,000,000
X Decline to Disclose	Decline to Disclose
Not Applicable	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)
Rule 504 (b)(1)(iii)	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)(6) Section 3(c)(14)
	Section 3(c)(7)

7. Type of Filing

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

8. Duration of Offering

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

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

<input checked="" type="checkbox"/> Equity	<input type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	<input type="checkbox"/> 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? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US	

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.
