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Bering Sea Group

A Division of TDX Holdings LLC

November 2010

Quarterly Newsletter

Diversification and Growth
Through a Unified Goal of
Exceeding Customer Expectations

Focused Dedication of our Efforts

William Arterburn - Bering Sea Group Executive VP

The hardest part of staying competitive in a business setting is making sense of the changes around us, taking the lessons learned and the information they provide, and adapting that knowledge in an agile way to redefine our goals and objectives to meet the needs of our customers, and to find new customers. It's not a secret that there have been structural changes to our national economy during the past five years that have impacted all of us. The Bering Sea Group companies have had no special immunity to the waves of change. Our revenues and profitability have dropped. We have lost some customers, some vendors, and some employees along the way, either because we or they failed to adapt to changing business circumstances. We have added some new competencies, lost a few things we like, and had to refocus our thinking as bottoms fell out, and as new opportunities emerged.

But, breath be taken and exhaled, we are still here. As we look out optimistically to FY2011 and beyond, I can think of more than a few ways in which things are different going into the coming year. Bering Sea Group has consolidated its operations in Hawaii, selling the assets of BSE to Bering Sea Environmental there, and combining some supervisory and operational personnel for greater effectiveness. We expect both growth for BSEn and increased definition

and clarity for BSE to result. These changes were undertaken to become a more competitive local organization, and to consolidate BSE into a more focused approach based on core competencies of UXO management and telecommunications support.

BT Smith has sharpened his sights on the future of Tech Services Division, seeking out with great intensity the areas and opportunities for expansion of the type of services we provide at a world class level. BSE, and its newer cousin TDXNet, have sourced and developed competency in electrical, fiber optic and internet technologies that seek to address the growing need for modern and up to date methods of transporting, communicating and using information technology to put in place best practices in logistics and information management, training, energy management and alternative energy development. Being in the federal services and defense sector, we view these as fundamental ways of continuing to provide best services to our customer base, and true quality support for the young men and women in uniform who are asked to serve our nation.

Truth be said, economic hard times present difficulties and challenges not just for BSG, but for all Americans. We can exhaust ourselves in finger pointing and blame shifting, and shout

until we make no more sound. But we all know that the keys to future success lie within ourselves, and how we approach our daily lives, in educating our children, caring for our less fortunate, being receptive to new ideas and approaches, and constantly striving to improve what we do and provide, and how we leverage and use the blessings we have. As we end a calendar year and start a new fiscal year, let's re-dedicate ourselves to the sincerity of our efforts, to clarity of our intention and to our openness to change. What is best can always be better. We can prove it.

As thoughts turn to family and friends during the coming holidays, and we celebrate Thanksgiving in our respective customs and traditions, let's try to remember in our acts of kindness, the needy and less fortunate among us, and those who have suffered loss during the past year. Even if we are not the providers of physical relief, we should understand and acknowledge the power of a few kind words, and make the effort to share them.

Get The Word Out
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Get The Word Out
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Inside the Defense Security Services' (DSS) Inspection

BSE and BSEN's Security Awareness Program

Lenora Kochutin FSO - lkochutin@bseak.com

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It's rolled around again, the time of year that the DSS Industrial Security (IS) Rep comes to conduct a formal security review/inspection (actually we're on an 18-month inspection cycle). The DSS has security Cognizant's over defense contractors working on U.S. Military or Government contracts; of which BSE is engaged. Of the 5-tiered rating scale, I am proud to announce BSE earned a "Superior" rating. This grade was indeed a total team effort. Contributions included efforts from our board of directors to the company's direct management, to each individual in TSD.

Our DSS Security inspection began with Mr. Arterburn providing an overview of company and how BSE is integrated with the Bering Sea Group and the other subsidiaries of

TDX. From there, the security staff briefed Mr. Gail on BSE's security program. After Mr. Gail's indoctrination to the company and its security program, his inspection included but was not limited to a review of corporate records, security files, personnel security records, BSE's website, our training efforts, foreign travel, FOCI review, and the qualifications of our security staff.

The inspection was a through look at the security program, not as a current snapshot in time, but the sustained effort since the company's first review.

As Mr. Gail worked his way through his comprehensive checklist he took note of the areas where our folks exceeded the standards of the NISPOM such as the BSE Security Poster, unique training, newsletters, conference call meeting minutes, and the incorporation of protection of PII. From beginning to end, Mr. Gail was very impressed with the great lengths we go to support the NISPOM.

So, to all who played a part in helping achieve this "Superior" rating, I say to you "job well done". But keep in mind preparations for our next inspection start today.

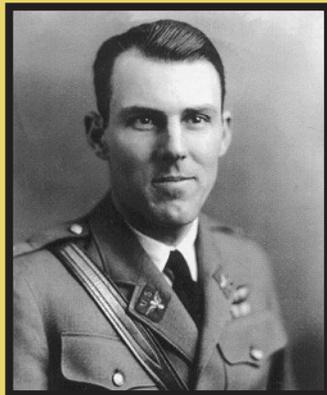


What's In A Name? - Barksdale Air Force Base

Jesse Cummings - Site Manager Barksdale AFB, LA

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Sometimes one might wonder how a place received its name, and why that particular name. With Air Force bases, it has been usually one of two ways. First, the base was named for a nearby city. Second, they were named for a prominent pilot who crashed and died. This was the usual method, but not always the method. For one example, there was the former Chennault AFB, named for the famous General Chennault who formed and led the famous "Flying Tigers". He retired near Lake Charles, Louisiana. Residents of Lake Charles lobbied long and hard for the Air Force to rename Lake Charles AFB to Chennault AFB. The Air Force finally relented and complied with their request, upon the General's death in 1958, following their own rules of not naming a location after someone still living. The base is now closed, but active as Chennault Airport.



Lt. Eugene Hoy Barksdale,

Barksdale AFB is named for Lt. Eugene Hoy Barksdale, who died August 11, 1926, while flight testing a Douglas O-2 Observation aircraft (pictured at right) at McCook Field in Dayton, Ohio. Having shot down several enemy aircraft during WWI, while flying with the British, Barksdale's flying exploits had become legendary. His old friend from basic training, Lt. Ira Eaker, eagerly signed Barksdale on with the new U.S. Army Air Service. Barksdale and Eaker crossed paths many times; in fact, Eaker was a member of Barksdale's wedding party.

Another future air power legend who served with Barksdale was "Jimmy Doolittle". One of Barksdale's sisters would often babysit Doolittle's boys. In Doolittle's absence, Barksdale was the acting chief of the test pilot section at Dayton, Ohio.

During the war, Barksdale had destroyed many ground targets, as well as at least six enemy aircraft kills. It was while flying in Europe that he learned to parachute from his crippled aircraft before it crashed. After the war, the U.S. Army Air Corp recorded early parachute jumps. While at Dayton, Ohio, Barksdale had three. On the day of his third jump, his test aircraft went into an uncontrollable flat spin. Barksdale climbed out of the cockpit, jumped, and released his parachute, but then his parachute became entangled with the aircraft, and Lt. Barksdale plunged to his death. Lieutenant Barksdale was buried in Arlington National Cemetery with full military honors. Barksdale Field held its formal dedication ceremony on Feb. 2, 1933. Shortly after the U.S. Air Force became an independent branch of service, Barksdale Field was renamed Barksdale Air Force Base on January 13, 1948.



Douglas O-2 Observation Aircraft

Hampton, Virginia - "Virginia is for Lovers" Howard Jefferson - Electronics Technician - LAFB, VA

Although "Virginia is for Lovers" is our slogan, you don't have to be in love to enjoy our wonderful state. Pick a season of the year and Virginia will offer an activity that you will love. Hampton lies in a great location whereas you can easily venture to various locations to experience what we offer. Whether it is a family outing, or a solo event for peace of mind to relax. Spend the day at Bush Gardens and enjoy the day with the family. Take a quiet tour along the Colonial Parkway to see Historical Williamsburg and Jamestown to learn the 400 year history of Virginia. You can water ski, snow ski, walk a sandy beach or hike winding mountain trails. If you enjoy mountainous scenery now is the time to take in the beautiful colors of the fall foliage. Take a drive along Sky Line Drive and take in the awe of nature's beauty.



If you enjoy shopping, and malls are not your thing, the peninsula area has structured several Town Centers that offer shopping and dining. You can buy your favorite pair of jeans as well enjoy lunch or dinner in an open café style seating while enjoying the scenery. Take in a movie at one of many cinema cafes while enjoying your favorite dish and beverage. For those



of you that do not like the busyness of the malls or town centers, you can easily drive to one of our many surrounding rural areas to enjoy the smaller venue style of shopping.

When hunger calls, Hampton and the Peninsula area offers any cuisine to suppress the hunger pains. Pick a country on the world map and you will be able to find a restaurant in the local area to taste a dish from it's culture. We have such a diverse back ground of culture here that you will definitely enjoy the dish of your choice. You can dine at a high end eating establishment or at one of the many mom and pop corner diners. If you want a great place to eat for a great price, ask any local resident. They will direct you to one or many places that have been around for decades. As it is said, "everything that tastes good to you is not always good for you". So eat in moderation.

Hampton lies outside the gates of Langley AFB. Langley is home to the 633rd Air Base Wing and the 1st Fighter Wing (FW). The 633rd was reactivated Jan 2010 combining joint base structuring between the USAF Langley and the U.S. Army Ft Eustis. Named after Samuel P Langley,

Langley is the oldest continuously active Air Base in the United States. It began its

history in 1917 as Langley Field. Jointly sharing the location with NASA, Langley-NASA has seen it variations of testing and flight operations of many aircraft. Through the decades Langley flight operations have gone from flying blimps, bi-planes, subsonic to supersonic aircraft leading up to today's newest fighter aircraft. After 30 plus years of air superiority service, the F-15 Eagle was replaced by the F-22 Raptor. Hampton is home to Langley and the history that it offers.



If your desire is to come to Hampton and the state of Virginia, check us out at <http://www.virginia.org/>. You are going to love Virginia.

TSD Upgrades to ISO 9001:2008 Certification

James Storch - Quality Manager
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BSE Technical Services Division maintained our world-wide recognition as part of an exclusive community this summer, as we successfully progressed our Quality Management System certification to International Organization for Standardization (ISO) 9001:2008. TSD achieved this through the hard work and determination of our people, successfully enduring the rigors of a demanding ISO registration process, and with the mutual support of our customer, our suppliers, and our senior leadership. This achievement is a direct reflection of our commitment to product and service quality at every level.

Three Air Combat Training Systems

program locations were visited by the audit team, where personnel, equipment, facilities, and infrastructure were assessed for conformance in eighteen primary areas. Auditors reviewed documentation, inspected equipment and material, observed work processes, and interviewed site personnel. BSE personnel distinguished themselves at the Program Management Office in Newport News, as well as operating locations at Langley AFB and Shaw AFB.

Special Congratulations to the technical professionals at Newport News Office, Langley, and Shaw for their exceptional preparation efforts, as well as enduring the added scrutiny in what can be a very rigorous operational environment.



Technical Services Division Employee of the Quarter



Aaron Barrett
Lead Technician
Seymour Johnson AFB, NC

Job Performance

- Superbly complied with daily flying schedules for four fighter squadrons, supporting the loading of 3,250 pods, while flying 2,720 sorties with 2,708 successful sorties flown
- » Continues to maintain the highest sortie effectiveness rate with an outstanding 99.56 percent; has maintained the highest rate for eight consecutive quarters

Self Improvement

- Completing instruction to achieve his A+ certifications in both software and hardware

Community Involvement

- Serves as a member of the Saulston United Methodist Church Council
- Director of church communications committee, is in charge of advertising, lighting and the church web site
- Carries out usher duties and is actively involved in the local youth ministry as a counselor
- Spent 30hrs last quarter delivering meals on wheels, and assisting with the neighborhood soup kitchen

For a complete rundown please visit the Employee Awards web page at www.bseak.com/employee-awards.html

Fiber & Cable Division Update
Dean Hughes, BSG Director of Group Operations
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In 2009 BSE was part of the \$1B Parson MOUT project contract win. Since that time we have completed a \$200,000 public address system on a Camp Pendleton Target complex and have been awarded three other Task orders. The first one is a project in Camp Lejeune, NC installing power systems and communications, and the Public address system for the targets there. The next project is in Virginia at the Yorktown Naval Weapons Station doing small power installations. Both of these projects are starting in November of 2010.

The last project out of the box is a rather interesting project at Camp Bellows, HI. During this project BSE will install 3 miles of overhead high tension power lines, all the temp power, all the high voltage work, and installing 30 vaults for the target complex.

Our Fiber and Electrical Group has been asking for help on the administrative end. For that effort Mr. Bob Deckrosh has been hired as the project manager for the MOUT program and will be taking over as the program manager after he gets his feet wet on this project. Welcome Bob to the Team.

BSE Parsons Joint Venture Update
William Arterburn, BSG Executive VP
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Four years ago BSE and Parsons Infrastructure and Technology tested new ground in a joint venture formed to address UXO and Environmental Response to a variety of US Navy range management challenges. The effort sought to combine BSE's field excellence with Parsons' project management and engineering, and sought the approval of the Small Business Administration. The Navy liked the approach and awarded a \$15.0M IDIQ contract.

As we complete our 4th year of operating the JV, which sought to take the best of both companies and add an increased service benefit for the customer, we assess the venture successful, both financially and in terms of achievement for both companies. Parsons, for its part, mentored and structured, shared and responded, with significant regard for BSE's needs as a small business. BSE provided its world class field services, and learned both from interface and interaction with the larger Parsons group how to build its organization and focus our approach to customers, and respond in ways we never imagined.

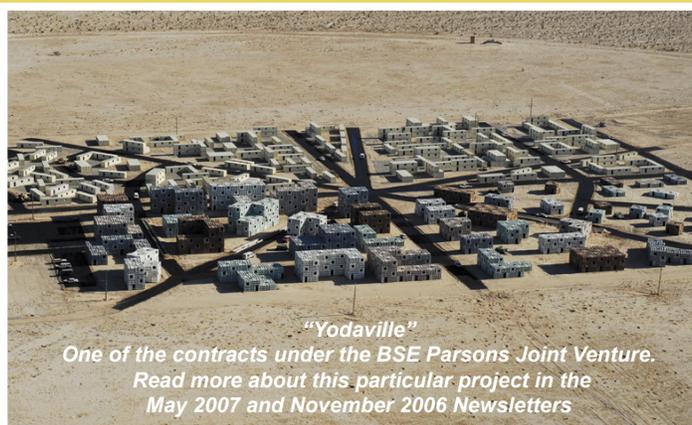
Communications and collaboration between our companies led to teaming on some additional opportunities, not the least of which was BSE's current competitively



awarded \$100.0M Range Sustainment Contract or which Parsons Infrastructure and Technology is an active and much appreciated subcontractor.

BSE is appreciative of what it has taken from this constructive collaboration, and wishes to identify and single out Ken Stockwell, Gary Griffith, and Chris Alexander of the Parsons family for their constructive and facilitative roles in a successful Joint Venture.

We have more joint ventures in our future, and confidence in the JV tool as a means of adding reach to small business, as we seek out the best to supplement and advise our growth and maturity. Hats off and salutations to Parsons for mentoring a small business for success and growth.



"Yodaville"
One of the contracts under the BSE Parsons Joint Venture.
Read more about this particular project in the
May 2007 and November 2006 Newsletters

SAIC Provides Training
under Mentor Protégé Program
Barry Merrill, IT Manager
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Bering Sea Eccotech representatives were provided with a unique opportunity recently through our Mentor Protégé relationship with Science Applications International Corporation (SAIC). SAIC provided training in Proposal and Content Development.

This informative training session held in McLean, VA provided BSE with a wealth of knowledge pertaining to the governments process of awarding contracts based on a official proposal request response. Management teams from across the company's many divisions participated in group discussions , team interaction exercises, process reviews and writing examples all led by instructors William Derick and Mike Nyugen.

The information provided during this two day training course will help BSE refine its proposal writing process and make way for improved interaction throughout all the various divisions in our company.

BSE is very grateful to SAIC for providing this training and we would like to take this opportunity to thank them for going above and beyond mentoring us all these years.



Back from IRAQ

Art Macon, Site Manager, Shaw AFB, SC
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Life goes on and so it was for the summer of 2010 while I was away in Iraq. The guys at the Shaw shop performed exceptionally well, as I knew they would.

They successfully completed the new ISO 9001:2008 inspection and kept the flying schedule and pod maintenance on track. My thanks to Greg Stewart and all the guys at Shaw for an outstanding job well done!

As you know from the news, Iraq is in the middle of a draw down. We were successful in moving the Army units out while supporting ongoing operations. The



Iraqi people are trying to stand up and take control, while sectarian fighting and some insurgency continue to plague the country. I personally witnessed many helicopters and countless more MRAP's loaded on aircraft being sent to other places. The movie Hurt Locker will give you a good idea of what life is like there, the EOD guys are the heroes!

I had the opportunity to volunteer at the base hospital, taking wounded off the Blackhawks as they returned from the field. The valor and devotion of our guys working "outside the wire" was truly inspirational. We brought them in through a corridor at the hospital



called Heroes Way. A fitting tribute to the young men and women who are doing things few can imagine.

I am happy to be home, happy to get back to work. The work we do at BSE is so vital to our warfighters; it's a rare opportunity to see the result of our dedication and commitment to them. I know each time a pilot goes into combat they have the finest team supporting them, providing Performance without Compromise!



HR REMINDERS

Connie Bergo - HR Manager
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We're getting close to the end of the year already, just a few reminders:

- Please remember if you need to file a new W4, do so by the end of December and return to HR
- Please remember to notify HR of any address changes before your W2's are put in the mail in January.
- When an injury is sustained at work, it must be reported immediately to the site supervisor, who in turn will notify the HR Department of the incident. The Incident Report (GF404) must be completed by the employee and any witnesses, even if the injured employee does not think the incident is worthy of reporting. Incident Reports Forms (GF404) can be found on our BSE website under General Forms.

Technical Services Update

BT Smith - Director Technical Services Division
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Well, it might be the fall and you may be expecting things to cool off as you await the first snow but from where I sit my view is that things are just about to heat up. If you are not aware, our current Air Combat Training System (ACTS) contract, commonly called the P5 contract, is about to be re-competed with the draft Statement of Work (SOW) having been released two weeks ago. We anticipate the final Request for Proposal to be released on or about the 15th of November and our proposal will be due on or about the 16th of December. We have already begun the "leg work" and it will take tremendous effort from both BSE and TDNet to ensure we submit a compliant and compelling proposal to win this effort. We anticipate an award announcement sometime in March, if the current schedule holds, and a transition to the new contract around 1 June 2011.

The next huge effort will be the Navy's Tactical Training Range (NTRR), which will actually be larger contract than the ACC ACTS effort. We will be a subcontractor on this effort, and with a little luck the RFP will be released in December just after we finish the ACC ACTS proposal (sorry, I never "feel lucky"). We are also tracking the Pacific Alaska Range Complex (PARC) contract and are anticipating a January RFP release. So you can see as winter approaches things are indeed going to heat up!

Unfortunately I am going to finish off with some bad news. BSE lost a true mentor and friend on Friday the 22nd of October, James C. Brennan. Jim was an employee of SAIC and was assigned to assist BSE through the DoD Mentor Protégé Program. Over the past 6 years he was instrumental in assisting BSE with a variety of issues and projects from helping develop policies and procedures to providing formal program management training. I would venture that for both Jim and BSE the highlight of our relationship was his assistance in helping us achieve our ISO 9001-2000 certification. This was achieved in 2007 and it took him less than a year to help get our program up and running and to guide us through the hurdles. Anyone who has any familiarity with the ISO certification process will understand just how amazing this is, as most companies spend 3 to 5 years preparing for their ISO certification. Additionally, Jim became very familiar with BSE and this knowledge that led him to recommend and arrange formal training in such areas as Earned Value Management, Overseas Operations and Program Management Proposal Development. Jim was definitely one of my "go to guys" and I will miss him as will everyone involved in BSE and BSEn who has benefited from the assistance he has provided us.

Doing For Ourselves What We Do For Our Customers

James Storch - Quality Manager
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Much of our corporate identity, experience, and business portfolio involve environmental remediation and stewardship to preserve and reclaim pristine land and marine environments.

Our Environmental/Hawaii Services provide a comprehensive package of industrial cleaning and environmental services. This allows us to provide customers with cost-effective alternatives, rather than being limited to a single generic approach.

Our Power Plant & Refinery Services provide efficient, cost-effective way to remove corrosion, deposits, residual oils/grease and other contaminants from tainted surfaces. This process is also used for post-cleaning passivation to eliminate fouling, oxidation, process system corrosion and decontamination of process lines and vessels.

Our UXO Services support a wide range of Unexploded Ordnance Clean-up, Range Management and Remediation Services throughout the country; these services extend to work with area recycling facilities to maximize clean-up efforts for an environment friendly disposal of all materials.

Our Fiber & Cable Services offer alternative installation methods to construct and install fiber optics systems and computer network cabling systems; these low-disruption, low-intrusion methods alleviate the need for traditional fiber deployment involving the use of operations which often cause traffic, pedestrian and environmental disruptions for extended periods of time.

Our Technical Services include innovations to alleviate waste generation at the source, as well as practices which recover, reuse, and recycle. Our operating locations recycle over 80 pounds of paper, cardboard, glass, plastics, metal, and batteries annually.

Why Recycle?

Every person in the United States generates almost five pounds of solid waste every day. Recycling turns material waste into resources. Today, there are thousands of products made totally or partially from recycled materials; in fact, there is a good chance the soft drink bottle you hold today could have plastic from the bottle you drank from two months ago.



Let's talk about metal. Americans throw away enough aluminum cans to rebuild an entire commercial air fleet every three months; tossing away that aluminum can wastes as much energy as pouring out half of that can's volume, if it were filled with gasoline. Recycling aluminum cans saves 95% of the energy required to make the same amount of aluminum from bauxite (virgin material); it also reduces air and water pollution by 95%.

Twenty recycled cans can be made with the energy needed to produce one can using virgin ore; recycling just one aluminum can saves enough energy to keep a 100-watt bulb burning for almost four hours. Energy saved each year recycling steel would power Los Angeles for eight years.



Let's talk about paper. Enough paper is thrown away each year to make a 12-foot wall from New York to California; making this paper uses more water per ton than any other product in the world. Recycling one ton of paper saves 17 trees and 7,000 gallons of water. Recycling old paper saves 60 percent of the energy usually required for production from new timber.



Let's talk about plastic. One of the most positive characteristics of plastic is also the most negative; it's durable. The fact that plastic is durable means it degrades slowly, and burning it often results in toxic fumes. Recycling 1 ton of plastic saves 7.4 cubic yards of landfill space. If residents recycled every plastic bottle, you could keep approximately 2 billion tons of plastic out of landfills.

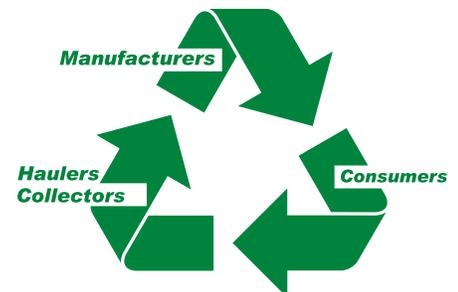


Let's talk about the air we all breathe. Recycling decreases the burning of fossil fuels and lessens the carbon dioxide, methane, nitrous oxide, and chlorofluorocarbons emitted into the atmosphere. Recycling also slows the harvest of trees; this helps maintain the carbon dioxide conversion benefit of forests.

Communities across the country have been coming together on November 15 to celebrate America Recycles Day since 1997; this is the only nationally recognized day dedicated to the promotion of recycling programs in the United States. This one day is set aside to inform and educate, to get excited about what can be accomplished when we all work together.

The Recycling Loop

Recycling begins when individuals collect and set aside materials to be recovered through curbside, drop-off, school, office building, and other collection programs. Haulers pick up recyclables and transport them to a processing facility where they are separated to create the highest value raw materials. These are sold to manufacturers for making new products. The cycle begins again when consumers purchase products and packaging with recycled content.



Visit - www.kab.org for More Information

Article Deadline for the February Edition of the Quarterly Newsletter is January 27, 2011