Goodman Networks Inc
Form 424B3
June 06, 2014
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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-193125

PROSPECTUS

Goodman Networks Incorporated

OFFER TO EXCHANGE

$100,000,000 Aggregate Principal Amount of 12.125% Senior Secured Notes due 2018

For

$100,000,000 Aggregate Principal Amount of 12.125% Senior Secured Notes due 2018

We are offering to exchange, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal, all of our outstanding $100,000,000 aggregate principal amount of 12.125% Senior Secured Notes due 2018 issued on August 30, 2013, or the outstanding notes, for an equal amount of 12.125% Senior Secured Notes due 2018 that have been registered under the Securities Act of 1933, or the exchange notes, and collectively with the outstanding notes, the notes.

The principal features of the exchange offer, the exchange notes and the resales of exchange notes are as follows:

The Exchange Offer

We will exchange all outstanding notes that are validly tendered and not validly withdrawn for an equal principal amount of exchange notes that are freely tradable.

You may withdraw tenders of outstanding notes at any time prior to the expiration of the exchange offer.

The exchange offer expires at 5:00 p.m. New York City time, on July 7, 2014, unless extended. We do not currently intend to extend the expiration date.

The exchange of outstanding notes for exchange notes in the exchange offer will not constitute a taxable event for United States federal income tax purposes.

We will not receive any proceeds from the exchange offer.

The Exchange Notes

The exchange notes are being offered in order to satisfy certain of our obligations under the registration rights agreement entered into in connection with the placement of the outstanding notes.

The terms of the exchange notes to be issued in the exchange offer are substantially identical to the outstanding notes, except that the exchange notes will be freely tradable, except in limited circumstances described herein.

Resales of the Exchange Notes

The exchange notes may be sold in the over-the-counter market, in negotiated transactions or through a combination of such methods. We do not plan to list the exchange notes on an exchange or national market.

All untendered outstanding notes will continue to be subject to the restrictions on transfer set forth in the outstanding notes and in the indenture. In general, the outstanding notes may not be offered or sold, unless registered under the Securities Act of 1933, or the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. Other than in connection with the exchange offer, we do not currently anticipate that we will register the outstanding notes under the Securities Act.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer, where such outstanding notes were acquired by such broker-dealer as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for outstanding notes where the outstanding notes were acquired as a result of market-making activities or other trading activities. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. See Plan of Distribution.

You should carefully consider the Risk Factors beginning on page 28 of this prospectus before participating in the exchange offer.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is June 6, 2014.

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You should rely only on the information contained in this prospectus. We have not authorized any person to provide you with any other information or represent anything that is not contained in this prospectus. If given or made, any such other information or representation should not be relied upon as having been authorized by us. We are offering to exchange the outstanding notes for the exchange notes only in jurisdictions where the exchange offer is permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front cover of this prospectus.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this prospectus are not statements of historical fact and are forward-looking statements. These forward-looking statements are included throughout this prospectus, including in the sections entitled Summary, Risk Factors, Management s Discussion and Analysis of Financial Condition and Results of Operations and Business, and relate to matters such as our industry, business strategy, goals and expectations concerning our market position, future operations, margins, profitability, capital expenditures, liquidity and capital resources and other financial and operating information. Words such as anticipate, believe, continue, could, estimate, expect, forecast, intend, m potential, predict, project, should, would, and similar expressions are intended to identify forward-looking statements but are not the exclusi means of identifying such statements. We have based these forward-looking statements on our current assumptions, expectations and projections about future events.

Forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from those anticipated in such statements. Most of these factors are outside our control and difficult to predict. Factors that may cause such differences include, but are not limited to:

- our reliance on three customers for substantially all of our revenues;
- our reliance on contracts that do not obligate our customers to undertake work with us and that are cancellable on limited notice;
- our ability to refinance existing indebtedness;
- our ability to raise additional capital to fund our operations and meet our obligations;
- our ability to achieve and maintain profitability on a consistent basis;
- our ability to translate amounts included in our estimated backlog into revenue or profits;
- our ability to maintain our certification as a minority business enterprise;
- our reliance on subcontractors to perform portions of our services;
- our ability to maintain proper and effective internal controls;
- our reliance on a limited number of key personnel who would be difficult to replace;
- our ability to effectively integrate acquisitions;
- potential credit risk arising from unsecured credit extended to our customers;

economic downturns and the cyclical nature of the telecommunications and subscription television service industries;

competition in our industry;

rapid regulatory and technological changes in the telecommunications and subscription television service industries; and

our substantial level of indebtedness and our ability to generate sufficient cash to service our indebtedness.

For a more detailed discussion of these and other factors that may affect our business and that could cause the actual results to differ materially from those anticipated in these forward-looking statements, see Risk Factors, and Management s Discussion and Analysis of Financial Condition and Results of Operations herein. We caution that the foregoing list of factors is not exclusive, and new factors may emerge, or changes to the foregoing factors may occur, that could impact our business. All subsequent written and oral forward-looking statements concerning our business attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements above. We do not undertake any obligation to update any forward-looking statement, whether written or oral, relating to the matters discussed in this prospectus except to the extent required by applicable securities laws.

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SUMMARY

The following summary highlights selected information contained in this prospectus and may not contain all of the information that may be important to you. You should carefully read this entire prospectus, including the information set forth under Cautionary Statement Regarding Forward-Looking Statements and Risk Factors before making an investment decision. The terms we, us and our as used in this prospectus refer to Goodman Networks Incorporated and its directly and indirectly owned subsidiaries on a consolidated basis; references to Goodman Networks or our Company refer solely to Goodman Networks Incorporated; and references to Multiband refer to our subsidiary, Multiband Corporation.

Overview

We are a leading national provider of end-to-end network infrastructure and professional services to the wireless telecommunications industry. Our wireless telecommunications services span the full network lifecycle, including the design, engineering, construction, deployment, integration, maintenance and decommissioning of wireless networks. We perform these services across multiple network infrastructures, including traditional cell towers as well as next generation small cell and distributed antenna systems, or DAS. We also serve the satellite television industry by providing onsite installation, upgrading and maintenance of satellite television systems to both the residential and commercial markets. These highly specialized and technical services are critical to the capability of our customers to deliver voice, data and video services to their end users.

We operate from a broad footprint, having provided services during 2013 in all 50 states. As of April 30, 2014, we employed over 5,200 persons, including approximately 2,600 technicians and 500 engineers, and operated 63 regional offices and warehouses. During the year ended December 31, 2013, we completed over 65,000 telecommunications projects and fulfilled over 1.5 million satellite television installation, upgrade or maintenance work orders. We have established strong, long-standing relationships with Tier-1 wireless carriers and original telecommunications equipment manufacturers, or OEMs, including AT&T Mobility, LLC, or AT&T, Alcatel-Lucent USA Inc., or Alcatel-Lucent, and Sprint/United Management Company, or Sprint, as well as DIRECTV. Over the last few years, we have diversified our customer base within the telecommunications industry by leveraging our long-term success and reputation for quality to win new customers such as Nokia Solutions and Networks B.V., or NSN, T-Mobile International AG, or T-Mobile, and Verizon Wireless, or Verizon. We generated nearly all of our revenues over the past several years under master service agreements, or MSAs, that establish a framework, including pricing and other terms, for providing ongoing services. We believe our long-standing relationships with our largest customers, which are governed by MSAs that historically have been renewed or extended, provide us with high visibility to our future revenue. During 2013, we also provided small cell or DAS services to over 100 enterprises including higher education institutions, stadiums for professional and collegiate sports events, hotels and resorts, major retailers, hospitals, corporations and government agencies.

The wireless telecommunications industry is characterized by favorable trends that are driving our growth. This industry is going through an unprecedented and sustained phase of expansion and increased complexity as the number of wireless devices and demand for greater speed and availability of mobile data continues to grow rapidly. Users continue to upgrade to more advanced mobile devices, such as smartphones and tablets, and access more bandwidth-intensive applications. According to Cisco Visual Networking Index: Global Mobile Data Traffic Forecast Update, 2013-2018, dated February 5, 2014, or the Cisco VNI Mobile Update, mobile data traffic will increase in North America by 660% between 2013 and 2018, or an average of over 50% percent annually. By 2018, North American mobile data traffic will reach approximately 3.0 exabytes per month, and the number of Long Term Evolution, or 4G-LTE, annual connections will grow 2.6 times compared to 2013. These developments are creating significant challenges for wireless carriers to manage increasing network congestion and continually deliver a high quality customer experience. In response, carriers, governments and other enterprises are making significant investments in their wireless infrastructures, such as increasing the 4G-LTE

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capacity of their wireless networks, as well as integrating small cell technology and DAS (supporting both Wi-Fi and cellular solutions) within wireless networks. To address the challenges presented by expanding increasingly complex network infrastructures, wireless carriers and OEMs have increased their dependency on an outsourcing model in an effort to control costs, deploy capital more efficiently and ensure schedule attainment. We believe our leading reputation and capacity to provide services on a national scale positions us to increase our market share and capitalize on future growth opportunities in the wireless telecommunications industry.

Since our founding in 2000, we have evolved with the needs of the telecommunications industry and transformed our business into an end-to-end wireless infrastructure and professional services provider by adding new service capabilities, addressing new and growing wireless technologies and servicing a broader range of customers. In addition to offering core infrastructure and construction services, we have grown our offerings to include sophisticated network analysis, design, engineering, integration and optimization services. Small cell and DAS technologies have been developed to meet the rapidly growing bandwidth demands in the wireless industry. In keeping with this evolution, we have significantly invested in, and supplemented our small cell and DAS network service capabilities, both through organic growth and acquisitions. In 2013, we acquired Multiband, which provided us with a technician-based workforce that we intend to train to augment and reduce our cost of delivering small cell and DAS services. We have also broadened our capabilities to serve not only wireless carriers, but also OEMs and enterprise and public safety customers.

For the year ended December 31, 2013, we generated revenues of $931.7 million and net loss of $43.2 million. For the three months ended March 31, 2014, we generated revenues of $256.6 million and net loss of $10.3 million. Our 18-month estimated backlog as of March 31, 2013 was $1.3 billion, and our 18-month estimated backlog as of March 31, 2014 was $1.8 billion. The 18-month estimated backlog as of March 31, 2014 includes $0.4 billion of estimated backlog from DIRECTV.

Our Businesses

We primarily operate through three business segments, Professional Services, Infrastructure Services and Field Services. Through our Professional Services and Infrastructure Services segments, we help wireless carriers and OEMs design, engineer, construct, deploy, integrate, maintain and decommission critical elements of wireless telecommunications networks. Through our Field Services segment, we install, upgrade and maintain satellite television systems for both residential and commercial customers.

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The following diagram illustrates our customers recurring need for the services we provide in our Professional Services and Infrastructure Services segments:

Professional Services. Our Professional Services segment provides customers with highly technical services primarily related to designing, engineering, integration and performance optimization of transport, or backhaul, and core, or central office, equipment of enterprise and wireless carrier networks. When a network operator integrates a new element into its live network or performs a network-wide upgrade, a team of in-house engineers from our Professional Services segment can administer the complete network design, equipment compatibility assessments and configuration guidelines, the migration of data traffic onto the new or modified network and the network activation.

In addition, we provide services related to the design, engineering, installation, integration and maintenance of small cell and DAS networks. Our acquisition of the assets of the Custom Solutions Group of Cellular Specialties, Inc., or CSG, in February 2013 was incorporated into our Professional Services segment, which has enhanced our ability to provide end-to-end in-building services from design and engineering to maintenance. Our enterprise small cell and DAS customers often require most or all of the services listed above and may also purchase consulting, post-deployment monitoring, performance optimization and maintenance services.

Infrastructure Services. Our Infrastructure Services segment provides program management services of field projects necessary to deploy, upgrade, maintain or decommission wireless outdoor networks. We support wireless carriers in their implementation of critical technologies such as 4G-LTE, the addition of new macro and small cell sites, increase of capacity at their existing cell sites through additional spectrum allocations, as well as other performance optimization and maintenance activities at cell sites. When a network provider requests our services to build or modify a cell site, our Infrastructure Services segment is able to: (i) handle the required pre-construction leasing, zoning, permitting and entitlement activities for the acquisition of the cell site, (ii) prepare site designs, structural analysis and certified drawings and (iii) manage the construction or modification of the site including tower-top and ground equipment installation. These services are managed by our wireless project and construction managers and are performed by a combination of scoping engineers, real estate specialists, ground crews, line and antenna crews and equipment technicians, either employed by us or retained by us as subcontractors.

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Our Infrastructure Services segment also provides fiber and wireless backhaul services to carriers. Our fiber backhaul services, or Fiber to the Cell services, connect existing points in the fiber networks of wireline carriers to thousands of cell sites needing the bandwidth and ethernet capabilities for upgrading capacity. Our microwave backhaul services provide a turnkey solution offering site audit, site acquisition, microwave line of sight surveys, path design, installation, testing and activation services. This fiber and wireless backhaul work often involves planning, route engineering, right-of-way (for fiber work) and permitting, logistics, project management, construction inspection and optical fiber splicing services. Backhaul work is performed to extend an existing optical fiber network owned by a wireline carrier, typically between several hundred yards to a few miles, to the cell site.

Field Services. Our Field Services segment provides installation and maintenance services to DIRECTV, commercial customers and a provider of internet wireless service primarily to rural markets. Our wholly owned subsidiary Multiband, which we acquired in August 2013, fulfilled over 1.5 million satellite television installation, upgrade or maintenance work orders during 2013 for DIRECTV, which represented 27.6% of DIRECTV s outsourced work orders for residents of single-family homes during 2013. We were the second largest DIRECTV in-home installation provider in the United States for the year ended December 31, 2013.

Our Industries

We participate in the large and growing market for connectivity and essential wireless telecommunications infrastructure services. We also participate in the significant satellite pay television installation and maintenance market for both residential and commercial customers as well as providing satellite access links for an internet service provider. Although we do not anticipate significant growth in the Field Services segment, we do believe our Professional Services and Infrastructure Services segments are poised for substantial growth consistent with the growth in the wireless telecommunications industry generally. We believe the following trends are driving growth in this market:

Increasing Demand for Wireless Services

We are addressing a vast and growing market opportunity resulting from an unprecedented and sustained escalation in both the number of wireless devices and the demand for those mobile devices to deliver and transmit larger quantities of mobile data traffic at ever increasing speeds. Mobile device manufacturers are rapidly introducing advanced mobile devices that have faster processors, increased memory and larger high-resolution screens that are capable of supporting advanced media and require faster data connections for an enhanced experience. According to the Cisco VNI Mobile Update, wireless data growth in North America is forecasted to increase on average 50% annually from 2013 through 2018, as smartphones, tablets, laptops, 3G and 4G-LTE modems and other telecommunications devices are becoming increasingly utilized by consumers. Moreover, a growing number of consumers are using their mobile devices as their primary means to access the internet, according to the Pew Internet & American Life Project s Cell Internet Use 2013 Report, dated September 16, 2013. This growth in wireless data demand will require service carriers to invest in existing infrastructure and build-out new infrastructure to prevent slow or unavailable data connections that negatively impact the experience of their customers and result in costly churn.

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The following chart illustrates the expected growth of mobile data traffic in North America through 2018:

North American Mobile Data Traffic
(Petabytes/Month)

Source: Cisco Visual Networking Index: Global Mobile Data Traffic Forecast Update, 2013-2018, February 2014.

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Spending on U.S. wireless data services has grown at double digit rates since 2005 and is forecasted to increase on average at approximately 18% annually, from $95 billion in 2012 to $184 billion in 2016, according to the 2013 Market Review and Forecast© 2013 by the Telecommunications Industry Association, or the TIA Report. Domestic spending on data rose by 33% in 2012, and through 2016 it is expected to increase by approximately 94%. By 2016, data is expected to comprise more than 72% of total domestic wireless services spending. The following chart illustrates historical and projected growth in the domestic wireless data services market:

U.S. Wireless Data Services Market

($ in billions)

Source: Telecommunications Industry Association, citing Consumer Electronics Association and Wilkofsky Gruen Associates, 2013.

Need for Ongoing Capacity Management for 4G-LTE

Over the last few years, AT&T, Sprint, T-Mobile and Verizon have made significant investments to provide 4G-LTE coverage to their customers and have begun initiatives to increase capacity and performance of their existing networks. The capacity of those networks, however, will continue to need to be enhanced to meet the needs of new users of 4G-LTE devices and the growing appetite for data by those users. As wireless carriers rapidly complete their first phase of 4G-LTE deployment to establish their geographic coverage, we believe they will utilize the following methods to continue to increase the capacity of their networks: (i) allocating additional spectrum that is already licensed by the wireless carrier to its 4G-LTE network, (ii) acquiring additional lower band spectrum that could come to auction by the Federal Communications Commission, or the FCC, in 2015, which in turn would require new, wide-band antennas to be deployed at many cell sites, (iii) increasing the density of the macro network layer by lowering the antenna systems on existing sites, which in turn creates a requirement to add additional cell sites, (iv) adding additional sectors by affixing additional antennas and radios to existing cell sites, (v) increasing backhaul capacity, (vi) harvesting older technology at cell sites to provide physical space, power, spectrum and capacity to be allocated to the 4G-LTE infrastructure and (vii) supplementing the macro network with small cell and DAS technology, creating a heterogeneous network.

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While each of the above methods represents a significant revenue opportunity for companies that provide services to wireless carriers, the addition of cell sites to an existing network alone is a substantial market opportunity. According to the TIA Report, wireless data growth will result in a 16% cumulative increase in the number of new domestic cell sites between 2013 and 2016. Based on our cost estimate of $212,000 per macro cell site, these new cell sites would generate revenue for wireless infrastructure services companies of approximately $10.4 billion.

Given the multiple approaches that carriers are utilizing to address the growing demand placed on their networks, these networks are becoming increasingly complex and require active monitoring and management. As a result, wireless carriers will be required to perform ongoing performance optimization of their networks to ensure competitive service levels to their customers. These needs provide an opportunity for professional service partners of carriers to provide ongoing solutions related to network balancing, performance optimization and capacity alignment.

Increasing Implementation of Small Cell and DAS Technology

Escalating wireless data consumption has caused carriers to begin offloading mobile traffic from macro networks to preserve available spectrum and to increase wireless data capacity through small cell and DAS technology solutions. Small cells are low-powered radio access units that have a relatively short range of approximately 10 to 300 meters as compared to a typical wireless macro cell having a range of 2 to 10 kilometers. Compared to the traditional macro cell, small cell technology features a higher quantity of smaller transmitters in a given area. This dispersion of transmitting devices boosts the capacity and the efficiency of wireless networks, resulting in fewer dead zones and reduces competition for cellular tower resources. In addition, small cells have the inherent ability to serve multiple technologies including Wi-Fi and wireless carrier standards such as GSM, UMTS, CDMA and 4G-LTE.

Similarly, installing a DAS system in a building allows users to access the wireless network through antennas located inside the building rather than through an outdoor macro cell site, thereby providing the user better indoor wireless coverage and capacity. Offloading these customers from the outdoor network to a DAS benefits the wireless carrier and the user by providing the user with improved wireless coverage and capacity at a lower cost to the wireless carrier. DAS technology is particularly well suited for larger facilities, such as sports stadiums, large office buildings and shopping malls. DAS technology can also consolidate multiple cellular standards, emergency bands and Wi-Fi.

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Wireless carriers are in the early stages of implementing indoor and outdoor small cell and DAS technology to extend their service precisely and inexpensively in dense urban areas. According to SNS Research s Wireless Infrastructure Bible: 2014-2020, industry studies estimate that more than 850,000 small cells, exclusive of self-installed femtocells, will be deployed in North America by the end of 2019. Increased network complexities and capacity needs will require network providers to evolve their networks into a heterogeneous architecture involving a combination of macro cells and small cells. These diversified architectures will require a full array of network services, which we expect will drive increasing reliance on infrastructure service providers. The deployment and performance optimization of small cell and DAS technologies will create a new set of challenges for wireless carriers and their providers of outsourced infrastructure services including complex logistics and differentiated backhaul and site acquisition strategies. The following chart illustrates the expected increase in small cell shipments in North America through 2020:

North American Small Cell Shipments
(# in thousands)

Source: SNS Research, Wireless Infrastructure Bible: 2014-2020.

The large volume of deployments and unique technological challenges will drive the need for increased standardization, consistency and efficient processes. We believe that these trends will drive the need for fewer, larger and more financially stable outsourced wireless infrastructure service providers that will be capable of providing a full range of services across a large geographic footprint in a cost effective manner.

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Increasing Trend for Wireless Carriers to Outsource Capital and Operating Expenditures

Wireless carriers are under mounting competitive pressure to deliver a high level of performance and additional next generation services to their customers. As a result, wireless carriers have outsourced many of the services required to design, build and maintain their complex network offerings, which provides them better flexibility, efficiency and lower costs than self-performing these services. According to Wilkofsky Gruen Associates, over two-thirds of this spending on services in support of wireless infrastructure is outsourced. The following chart illustrates such spending on wireless equipment since 2005:

Sources: Blumberg Advisory Group, Telecommunications Industry Association, Wilkofsky Gruen Associates; figures for 2013-2016 are estimates.

We believe wireless carriers are increasing the amount of the capital and operating expenditures that they outsource.

According to the Booz & Co. research report, Second-Generation Telecom Outsourcing Regaining Control and Innovation Power, published July 17, 2013, the top four factors driving outsourcing in telecommunications are: (i) economic efficiency, (ii) capabilities focus, (iii) partnership integration and (iv) technology convergence. According to the Infonetics Research 2013 Report, Service Provider Outsourcing to Vendors, published March 18, 2013, or the Infonetics Report, reduction in operating expenditures, including tasks such as designing, building and maintaining, continues to be the primary driver for carriers outsourcing and is forecasted to grow at an annual rate of 8% through 2016. We believe that U.S. wireless carriers have a limited number of vendors, especially those without any equipment brand bias, that can provide comprehensive services and scale required to manage the size and complexity of their needs.

Growing Demand for Wireless Services in Adjacent Markets

The positive trends in the wireless telecommunications industry are also relevant to numerous other markets, including the public safety and enterprise markets. We believe that there is a large opportunity in the government telecommunications infrastructure market. In February 2012, a federal law was amended that provides for the creation of a nationwide interoperable broadband network for police, firefighters, emergency medical service professionals and other federal, state and local public safety personnel. This legislation established the FirstNet, charged with the deployment and operation of this network, and allocated FirstNet $7 billion in funding towards deployment of this network, as well as $135 million for a new state and local implementation grant program.

Historically, many enterprises had limited their use of wireless networks due to reliability, security and complexity issues but are now seeking to strategically integrate wireless networks for business-critical converged voice, video and data applications. We believe that we are in the beginning of a long-term transition to increase usage of wireless networks within enterprises and that a significant opportunity exists for wireless specialists to serve the increasingly complex requirements of those enterprises.

Stable Industry Dynamics in the Satellite Television Market

The U.S. market for satellite television subscribers is significant. DIRECTV is the largest satellite television provider with 20.2 million subscribers according to public filings. During the year ended December 31, 2013, we performed approximately 27.6% of all of DIRECTV s outsourced installation, upgrade and maintenance activities. We believe that the demand for our outsourced installation and maintenance services related to the satellite television market will remain steady as leading national providers continue to upgrade technology and add customers by investing in competitive marketing efforts.

Business Strengths

We believe the following business strengths position us to capitalize on the anticipated growth in demand for our services:

End-to-end Service Offering Providing Compelling Value Proposition

As the telecommunications sector continues to evolve and become more complex due to increasing demand for wireless data, wireless carriers and OEMs will continue a long-term trend of increasingly seeking outsourced providers that can service the full wireless network lifecycle on a national level. We believe our end-to-end service offering provides a compelling and differentiated value proposition to the marketplace. Many infrastructure service providers do not offer the professional network services of business consulting, design, integration and performance optimization. As a result, telecommunication companies typically need to hire professional services companies to provide complementary and higher-end services, creating incremental project coordination costs and financial risks. Our ability to seamlessly provide these solutions to our customers reduces the risks and limits inefficiencies caused by using multiple vendors. We believe this single vendor approach improves overall quality, schedule attainment and reduces costs for wireless carriers and OEMs.

Reputation for Consistent, High Customer Satisfaction and Technical Expertise

We maintain an exemplary track record with our customers and regularly outperform customer satisfaction and on-time delivery targets. In 2013, we performed critical wireless work in 9 of 31 distinct AT&T markets, or Turf Markets, faster than all other Turf Market vendors. In 2013, our safety rating (reported incidents) assigned by the Occupational Safety and Health Administration, or OSHA, for work provided to the telecommunications industry was less than half of the composite rating for our industry. Also, in 2013, Multiband had customer satisfaction ratings, as measured by a third party, of over 95% when fulfilling DIRECTV work orders. We believe our reputation for technical expertise, reliable service and high customer satisfaction provides us with an advantage when competing for new contracts and maintaining and expanding our current customer relationships.

Long-term Relationships with Key Customers

We have long-standing relationships with three of the largest national telecommunication companies, AT&T Inc., Alcatel-Lucent and Sprint. We believe we serve as a strategic partner to our customers, having, for example, assisted AT&T with the deployment of 4G-LTE network services in the first five cities in which AT&T launched 4G-LTE service. Substantially all of our revenue is derived from work performed under multi-year MSAs with these customers. AT&T assigns work to us under our MSA on a market-by-market basis as the sole, primary or secondary vendor in 9 of AT&T s 31 Turf Markets. Our reputation and experience enhance the

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loyalty of our customers and position us to become an increasingly important service provider in the outsourced wireless telecommunications industry, and our visibility into future revenues provided by these long-term relationships assists us in profitably managing our business. These executive-level long-term relationships with our customers have provided us with valuable insight into their medium and long-term direction, allowing us to make the right strategic investments in our business. Although we have recently experienced declining revenues under our five-year MSA with Alcatel-Lucent, or the Alcatel-Lucent Contract, which is set to expire on December 31, 2014, we are in negotiations to extend our contractual relationship with Alcatel-Lucent beyond 2014. We are also seeking to develop similar long-term relationships with T-Mobile and Verizon built upon the rapidly expanding scope of work performed for these customers.

We have maintained a long-term strategic relationship with DIRECTV for over 17 years. We are one of three in-home installation and maintenance service providers that DIRECTV utilizes in the United States, and during the year ended December 31, 2013, we performed approximately 27.6% of all of DIRECTV s outsourced installation, upgrade and maintenance activities.

National Footprint with Scalability of Operations

We have developed a nationwide platform for the provision of our services with 63 regional offices and warehouses in 24 states across the United States as of April 30, 2014. We employed over 5,200 people, including over 680 employees in our Professional Services segment, over 1,000 employees in our Infrastructure Services segment and over 3,150 employees in our Field Services segment, as of April 30, 2014. We also have the proven ability to increase our operations to meet the needs of our customers. The technician-based workforce that we acquired in the Multiband transaction is not only available to meet the needs of our Field Service segment, but selected technicians are also being cross-trained to deploy and maintain small cell and DAS services in support of our Professional Services segment. We also utilize an extensive network of subcontractors, which combined with our existing employee workforce enables us to execute large, complex and multi-location telecommunications projects across the United States by allocating personnel and resources quickly and efficiently, thereby maximizing efficiency. Through our MSA with AT&T, our largest customer, we serviced 5 of the 10 most populous cities in the United States as of April 30, 2014. The Turf Markets that AT&T has assigned to us as of April 30, 2014 cover an estimated 26.7% of the total U.S. population based upon 2010 census data.

Experienced Management Team with Exceptional Track Record

Our proven and experienced management team has an exceptional track record and plays a significant role in establishing and maintaining long-term relationships with our customers, supporting the growth of our business and managing the financial aspects of our operations. Under their leadership, we have grown substantially to become one of the largest providers of wireless infrastructure and professional services in the United States as well as a leader in the satellite television installation market. Our management team possesses significant industry experience and has a deep understanding of our customers and their performance requirements. Under their leadership our revenue has increased to $931.7 million for the year ended December 31, 2013. Over the four years ended December 31, 2013, we have experienced a compounded annual revenue growth rate of 30.6%, which includes revenue growth both organically and through acquisitions. Many of our new business relationships have been developed from our long-standing relationships within the industry. As evidenced by the 2013 acquisitions of Multiband, CSG and Design Build Technologies, LLC, or DBT, in August 2013, our management team has demonstrated a strong ability to grow the business through strategic acquisitions in an effort to better position the Company to be able to compete for new business opportunities in the future. As of December 31, 2013, we had materially completed the integration of CSG and DBT and completed integration planning for the merger with Multiband.

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Our Growth Strategies

We intend to leverage our market leading capabilities to take advantage of a number of favorable long-term industry trends by utilizing the following strategies:

Capitalize on Rapid Growth in the Wireless Carrier Sector and Continue to Grow Our Core Business

Rapidly increasing data usage on wireless networks is driving wireless carriers to increase capacity and upgrade cell sites nationwide while at the same time working to improve wireless quality, reliability and performance. The wireless industry will have completed much of its first phase of 4G-LTE coverage buildout by the end of 2014. In order to continue to meet the projected demand for wireless data, carriers will need to add additional capacity to these 4G-LTE sites on an on-going basis, which will be heavily dependent on wireless carriers allocating capital expenditures to services that optimize and add capacity to those sites. In addition, we anticipate that significant capacity enhancements will be realized via small cell site proliferation and DAS deployments. We expect to benefit from these developments in both the near- and long-term.

We have had over a decade of experience in successfully working with Tier-1 wireless carriers and OEMs as they designed, built, upgraded, optimized, maintained and decommissioned their networks. We believe that our focus on the wireless telecommunications market, end-to-end service capabilities, national scale, reputation for quality and ability to acquire and integrate new and strategic businesses positions us well to capitalize on these opportunities and trends in the wireless sector and to continue to grow our business.

Continue to Expand Our Market Leading Services Capabilities

We believe our comprehensive range of network services and reputation for outstanding performance differentiates us in the marketplace. We plan to continue to develop our end-to-end service portfolio and technical capabilities to ensure we remain highly valued by our customers.

Throughout our history, we have added services capabilities to meet our customers changing needs. Our acquisition of CSG in 2013 expanded our professional services capabilities to offer in-building wireless network design. This offering has already been leveraged to help expand our relationship with existing customers, such as AT&T. Additionally, in response to broad market trends, we are focused on building competencies and driving opportunities in the small cell and DAS markets with new and existing customers. We believe the addition of Multiband s technician-based workforce will allow us to better serve our customers, increase our ability to take on larger scale small cell and DAS deployments and provide local onsite maintenance services post initial deployments. As of April 30, 2014, Multiband employed 2,627 technicians, and selected technicians are being cross-trained to provide advanced wireless installation and maintenance solutions for our customers.

As the enterprise small cell and DAS markets continue to grow, we believe that there is a tremendous opportunity to provide managed services to these customers. We believe that as venue owners increasingly choose to own the networks in their buildings they will need to rely on a provider with extensive wireless telecommunications experience to help them install, integrate and manage those networks. We are experienced in providing venue owners with network monitoring, network performance optimization, preventative maintenance and field technician repair and replacement services. Furthermore, as network technologies continue to evolve and become more complex, we are focused on continuing to supplement our high value-added services capabilities that help our enterprise customers maintain, upgrade and manage those networks. In addition, our strategy to enhance our managed services capability with incremental network services, including cloud and network virtualization, content delivery and network performance optimization, can drive additional business and enhance margins.

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Continue to Grow our Small Cell and DAS Business

We anticipate the demand for small cell and DAS technologies will continue to increase as a result of need for wireless carriers to reduce stress on existing macro cell networks, expand network coverage and add capacity to their networks. Additionally, these technologies are a logical solution to serve an increasing number of enterprises that desire to expand and own their local wireless networks. For many enterprises, small cell and DAS are effective solutions to increase data throughput in their networks. DAS technology is particularly well suited for larger facilities, such as sports stadiums, large office buildings and shopping malls.

Our acquisitions of CSG and Multiband provide us a powerful combination of design, technician workforce and dispatch, scheduling and maintenance capabilities to be leveraged for small cell and DAS services. We believe our service offerings addressing these technologies distinguish us in the marketplace. We are currently a small cell strategic deployment development partner for AT&T, an exclusive partner for enterprise femtocell for Sprint and one of two partners selected for a strategic small cell trial for Verizon. We have also signed an MSA to support future small cell deployments for T-Mobile.

Selectively Pursue New Profitable Long-Term Relationships

We have developed strong relationships with our three largest customers, AT&T Inc., DIRECTV and Alcatel-Lucent. Although we have recently experienced declining revenues under the Alcatel-Lucent Contract and it is set to expire at the end of 2014, we are in negotiations to extend our contractual relationship with Alcatel-Lucent beyond 2014 and we intend to pursue similar long-term relationships with new customers. Our ability to secure these contractual relationships is demonstrated through the recent establishment of relationships with CenturyLink, NSN, Sprint, T-Mobile, Verizon and Windstream Supply, LLC, or Windstream. Historically, we have often declined opportunities for short-term service projects in order to focus on long-term opportunities that generate more predictable revenue without sacrificing acceptable profit margins. We believe that there are significant opportunities to continue expanding our scope of work with our new and legacy customers.

Extend Capabilities to Adjacent Wireless Markets Including Enterprise and Government Networks

We plan to apply the wireless expertise we have developed serving wireless carriers and OEMs to further expand into the enterprise and public safety markets. According to a February 2014 ABI Research In-Building Wireless Market Data research report, the North American market for in-building wireless deployment revenue is estimated at $2.7 billion for 2014 and is expected to grow to $4.3 billion for 2019, representing a compound annual growth rate of 9.5%. As cloud-based services continue to penetrate the enterprise IT market and enterprise employees increase the use of mobile devices to conduct business critical activities, enterprises are requiring enhanced speed and coverage from their wireless networks. For many enterprises, small cell and DAS are effective solutions to increase data throughput in their networks. We believe we are well positioned to be a market leader in this field as significant overlap exists among the services we provide to network carriers and those needed by enterprise networks. Our February 2013 acquisition of CSG provides us a significant entry into the enterprise market including higher education institutions, stadiums for professional and collegiate events, hotels and resorts, major retailers, hospitals and government agencies. In 2013, we provided services to over 100 enterprise customers for whom we deployed small cell or DAS infrastructure.

We also believe there is a considerable opportunity to address the public safety market. Our initial entry would focus on providing services to federal and state agencies. The initial $7 billion allocated by FirstNet to deploy a nationwide interoperable broadband network for public safety officials over the next several years represents a medium-to-long term opportunity for growth in the public safety sector. Government officials have already performed a significant amount of planning and preparation for this project, and we offer the capabilities, scale, reputation and knowledge to provide substantial support in the design, deployment and maintenance of the network. Our leadership team, as well as our government relationships team, is focused on leveraging existing

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relationships to help ensure participation in this initiative, including relationships developed through our implementation of the new public safety systems at the new World Trade Center.

Continue to Improve our Operational Efficiencies and Expand our Margins

We are planning to implement and continue several initiatives that we believe will create operational efficiencies in our business and will ultimately expand our margins. Key initiatives include implementation of business process automation, continuous improvement processes and greater technology utilization to gather real-time business intelligence to provide faster visibility on operational and financial performance and improve project scoping accuracy. We also are continuing to focus on enhancing our self-perform capabilities with the long-term goals of decreasing our dependence upon subcontractor-performed services and improving our margins. In addition, we believe our strategic growth plans, focused on professional, consulting and network performance solutions, will continue to allow us to improve our revenue mix and drive margin expansion.

Pursue Complementary Strategic Acquisitions

We plan to selectively pursue strategic acquisitions in the wireless industry that will enhance our service offerings, diversify our business and enable margin expansion. One area of interest would be the potential acquisition of subcontractors that perform tower services. The market for tower service companies is highly fragmented, and a number of high quality subcontractors exist that could provide us better control of these resources and improve our margins. Other strategic acquisitions may provide us with the opportunity to build market share and provide geographic density in a cost-effective and efficient manner.

JOBS Act

As a company with less than $1.0 billion in revenue during our last fiscal year, we qualify as an emerging growth company, as defined in the Jumpstart Our Business Startups Act, or the JOBS Act. Section 107 of the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act of 1933, as amended, or the Securities Act, for complying with new or revised accounting standards. Thus, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. However, we have chosen to opt out of such extended transition period, and as a result, we will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies. Section 107 of the JOBS Act provides that our decision to opt out of the extended transition period for complying with new or revised accounting standards is irrevocable.

An emerging growth company may also take advantage of reduced reporting requirements that are otherwise applicable to public companies. These provisions include, but are not limited to:

- not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, as amended, or the Sarbanes-Oxley Act;
- reduced disclosure obligations regarding executive compensation in our periodic reports, proxy statements and registration statements; and
- exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.

We may take advantage of these provisions until the last day of our fiscal year following the fifth anniversary of the date of the first sale of our common equity securities pursuant to an effective registration statement under the Securities Act. However, if certain events occur prior to the end of such five-year period, including if we become a large accelerated filer, our annual gross revenues exceed $1.0 billion or we issue more than $1.0 billion of non-convertible debt in any three-year period, we will cease to be an emerging growth

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company prior to the end of such five-year period. Our pro forma combined revenues of Goodman Networks and Multiband for the year ended December 31, 2013 exceeded $1.0 billion. If our annual gross revenues for the year ended December 31, 2014 also were to exceed $1.0 billion, we would cease to qualify as an emerging growth company after 2014.

We have elected to take advantage of certain of the reduced disclosure obligations regarding executive compensation in this prospectus and, as long as we continue to qualify as an emerging growth company, we may elect to take advantage of other reduced burdens in future filings. As a result, the information that we provide to our stockholders may be different than you might receive from other public reporting companies in which you hold equity interests.

Company Information

We were founded in 2000 as Goodman Networks Incorporated, a Texas corporation. We maintain our principal executive offices at 6400 International Parkway, Suite 1000, Plano, Texas 75093. Our telephone number is (972) 406-9692, and our website address is www.goodmannetworks.com. The references to our website in this prospectus are inactive textual references only. The information on our website is neither incorporated by reference into this prospectus nor intended to be used in connection with this exchange offering.

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THE EXCHANGE OFFER

On June 13, 2013, GNET Escrow Corp., which was then a wholly owned subsidiary of Goodman Networks, or the Stage I Issuer, privately offered $100.0 million aggregate principal amount of the Stage I Issuer s 12.125% Senior Secured Notes due 2018, or the Stage I Notes. The net proceeds were used, together with cash contributions from Goodman Networks, to fund the merger with Multiband and to pay related fees and expenses. Promptly following the consummation of the merger with Multiband and in accordance with the terms of the indenture that governed the Stage I Notes, the Stage I Issuer merged into Goodman Networks, and Goodman Networks issued, in exchange for the Stage I Notes and without any further action of the holders of the Stage I Notes, $100.0 million aggregate principal amount of outstanding notes as a tack-on under and pursuant to the indenture under which the Company previously issued the original notes. Concurrently with the private offering, we entered into a registration rights agreement with Jefferies LLC, the initial purchaser. Pursuant to the registration rights agreement, we agreed, among other things, to file the registration statement of which this prospectus is a part. The following is a summary of the exchange offer. For more information please see The Exchange Offer.

General

The form and terms of the exchange notes are the same as the form and terms of the outstanding notes except that:

- the issuance and sale of the exchange notes have been registered pursuant to a registration statement under the Securities Act; and

- the holders of the exchange notes will not be entitled to the liquidated damages provision of the registration rights agreement, which permits an increase in the interest rate on the outstanding notes in some circumstances relating to the timing of the exchange offer. See The Exchange Offer.

The Exchange Offer

We are offering to exchange $100,000,000 aggregate principal amount of 12.125% Senior Secured Notes due 2018 and the related guarantees that have been registered under the Securities Act for all of our outstanding 12.125% Senior Secured Notes due 2018 issued on August 30, 2013 and the related guarantees.

The exchange offer will remain in effect for a limited time. We will accept any and all outstanding notes validly tendered and not withdrawn prior to 5:00 p.m., New York City time, on July 7, 2014. Holders may tender some or all of their outstanding notes pursuant to the exchange offer. Outstanding notes, however, may be tendered only in a denomination equal to $2,000 and integral multiples of $1,000 in excess thereof.

Resale

Based upon interpretations by the staff of the Securities and Exchange Commission, or the SEC, set forth in no-action letters issued to unrelated third-parties, we believe that the exchange notes may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act, unless you:

- are an affiliate of ours within the meaning of Rule 405 under the Securities Act;

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- are a broker-dealer that purchased the outstanding notes directly from us for resale under Rule 144A, Regulation S or any other available exemption under the Securities Act;
- acquired the exchange notes other than in the ordinary course of your business;
- have an arrangement with any person to engage in the distribution of the exchange notes; or
- are prohibited by law or policy of the SEC from participating in the exchange offer.

However, we have not obtained a no-action letter, and there can be no assurance that the SEC will make a similar determination with respect to the exchange offer. Furthermore, in order to participate in the exchange offer, you must make the representations set forth in the letter of transmittal that we are sending you with this prospectus.

Expiration Date

The exchange offer will expire at 5:00 p.m., New York City time, on July 7, 2014.

Conditions to the Exchange Offer

The exchange offer is subject to certain customary conditions, some of which may be waived by us. See The Exchange Offer Conditions to the Exchange Offer.

Procedures for Tendering Outstanding Notes

To participate in the exchange offer, you must properly complete and duly execute a letter of transmittal, which accompanies this prospectus, and transmit it, along with all other documents required by such letter of transmittal, to the exchange agent on or before the expiration date at the address provided on the cover page of the letter of transmittal.

In the alternative, you can tender your outstanding notes by following the automatic tender offer program, or ATOP, procedures established by The Depository Trust Company, or DTC, for tendering notes held in book-entry form, as described in this prospectus, whereby you will agree to be bound by the letter of transmittal and we may enforce the letter of transmittal against you.

If a holder of outstanding notes desires to tender such notes and the holder s outstanding notes are not immediately available, or time will not permit the holder s outstanding notes or other required documents to reach the exchange agent before the expiration date, or the procedure for book-entry transfer cannot be completed on a timely basis, a tender may be effected pursuant to the guaranteed delivery procedures described in this prospectus. For more details, please read The Exchange Offer Procedures for Tendering, The Exchange Offer Book-Entry Delivery Procedures and The Exchange Offer Guaranteed Delivery Procedures.

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Special Procedures for Beneficial Owners	If you are a beneficial owner of outstanding notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, and you wish to tender those outstanding notes in the exchange offer, you should contact the registered holder promptly and instruct the registered holder to tender those outstanding notes on your behalf. If you wish to tender on your own behalf, you must, prior to completing and executing the letter of transmittal and delivering your outstanding notes, either make appropriate arrangements to register ownership of the outstanding notes in your name or obtain a properly completed bond power from the registered holder. The transfer of registered ownership may take considerable time and may not be able to be completed prior to the expiration date.
Withdrawal Rights	You may withdraw your tender of outstanding notes at any time prior to 5:00 p.m., New York City time, on the expiration date of the exchange offer. Please read The Exchange Offer Withdrawal of Tenders.
Acceptance of Outstanding Notes and Delivery of Exchange Notes	Subject to customary conditions, we will accept outstanding notes that are properly tendered in the exchange offer and not withdrawn prior to the expiration date. The exchange notes will be delivered promptly following the expiration date.
Consequences of Failure to Exchange Outstanding Notes	If you do not exchange your outstanding notes in the exchange offer, you will no longer be able to require us to register the outstanding notes under the Securities Act, except in the limited circumstances provided under the registration rights agreement. In addition, you will not be able to resell, offer to resell or otherwise transfer the outstanding notes unless we have registered the outstanding notes under the Securities Act, or unless you resell, offer to resell or otherwise transfer them under an exemption from the registration requirements of, or in a transaction not subject to, the Securities Act.
Dissenters Rights	Holders of outstanding notes do not have any appraisal or dissenters rights in connection with the exchange offer. We intend to conduct the exchange offer in accordance with the applicable requirements of the Securities Exchange Act of 1934, or the Exchange Act, and the rules and regulations of the SEC.
Interest on the Exchange Notes and the Outstanding Notes	The exchange notes will bear interest from the most recent interest payment date on which interest has been paid on the outstanding notes. Holders whose outstanding notes are accepted for exchange will be deemed to have waived the right to receive interest accrued on the outstanding notes.

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Broker-Dealers	Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer, where such outstanding notes were acquired by such broker-dealer as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. See Plan of Distribution.
Risk Factors	You should consider carefully all of the information set forth in this prospectus and, in particular, you should evaluate the specific factors under the section entitled Risk Factors in this prospectus before deciding to invest in the exchange notes.
Certain Federal Income Tax Considerations	Neither the registration of the outstanding notes pursuant to our obligations under the registration rights agreement nor the holder s receipt of exchange notes in exchange for outstanding notes will constitute a taxable event for U.S. federal income tax purposes. Please read Certain Federal Income Tax Considerations.
Exchange Agent	Wells Fargo Bank, National Association, the trustee under the Indenture, is serving as exchange agent in connection with the exchange offer.
Use of Proceeds	The issuance of the exchange notes will not provide us with any new proceeds. We are making the exchange offer solely to satisfy certain of our obligations under the registration rights agreement.
Fees and Expenses	We will bear all expenses related to the exchange offer. Please read The Exchange Offer Fees and Expenses.

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THE EXCHANGE NOTES

The following is a brief summary of some of the principal terms of the exchange notes and is not intended to be complete. You should carefully review the Description of the Exchange Notes section of this prospectus, which contains a detailed description of the terms and conditions of the exchange notes.

Issuer	Goodman Networks Incorporated, a Texas corporation.
Securities Offered	$100,000,000 in aggregate principal amount of 12.125% Senior Secured Notes due 2018 and the related guarantees.
Maturity Date	July 1, 2018.
Interest	We will pay interest on the exchange notes in cash semi-annually at an annual interest rate of 12.125% on January 1 and July 1 of each year, beginning on January 1, 2015.
Security	The exchange notes will be secured by: (i) a first-priority lien on substantially all of our, and each of our existing and future wholly owned material domestic subsidiaries, existing and future domestic plant, property, assets and equipment including tangible and intangible assets, other than the assets that secure our Credit Facility, on a first-priority basis, (ii) a first-priority lien on 100% of the capital stock of all of our future material U.S. subsidiaries and non-voting stock of our future material non-U.S. subsidiaries and 66% of all voting stock of our future material non-U.S. subsidiaries, or, collectively, the Notes Collateral, and (iii) a second-priority lien on our accounts receivables, inventory, related contracts and other rights and other assets related to the foregoing and proceeds thereof that secure our Credit Facility on a first-priority basis, or the Bank Collateral, subject, in each case, to certain exceptions and permitted liens and releases under certain circumstances.
Guarantees	All of our existing and future wholly owned material domestic subsidiaries, or the guarantors, will fully and unconditionally guarantee the exchange notes on a senior secured basis, or the exchange note guarantees. The exchange note guarantees will be joint and several obligations of the guarantors.
Ranking	The exchange notes:
	will be our general senior secured obligations;
	will be structurally subordinated to any existing and future indebtedness and other liabilities of our non-guarantor subsidiaries;

will be *pari passu* in right of payment with all of our existing and future indebtedness that is not subordinated;

will be senior in right of payment to any of our existing and future subordinated indebtedness;

will be unconditionally guaranteed on a senior secured basis by our existing guarantors; and

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	may be unconditionally guaranteed on a senior secured basis by certain future guarantors.
	Each exchange note guarantee of a guarantor:
	will be a general senior secured obligation of that guarantor;
	will be secured on a first-priority lien basis by the Notes Collateral owned by such guarantor and on a second-priority lien basis by the Bank Collateral owned by such guarantor;
	will be *pari passu* in right of payment with all existing and future indebtedness of that guarantor that is not subordinated; and
	will be senior in right of payment to any future subordinated indebtedness of that guarantor.
	See Description of the Exchange Notes Brief Description of the Notes and Note Guarantees.
	In the event of a bankruptcy, liquidation or reorganization of any non-guarantor subsidiary, such subsidiary will pay the holders of its debt and its trade creditors before it will be able to distribute any of its assets to us. See Risk Factors Risks Related to the Exchange Notes Your right to receive payment on the exchange notes will be structurally subordinated to the liabilities of our non-guarantor subsidiaries.
Intercreditor Agreement	The collateral trustee is party to an intercreditor agreement with us and PNC Bank, National Association, or PNC Bank, agent under our Credit Facility, that governs the relationship between the lenders under the Credit Facility and the holders of the exchange notes, with respect to the relative rights of such creditors in and to the collateral that secures both the exchange notes and our obligations under the Credit Facility. See Description of the Exchange Notes The Intercreditor Agreement.
Optional Redemption	Prior to July 1, 2014, we may redeem up to 35% of the aggregate principal amount of the exchange notes and the $225 million in aggregate principal amount of notes issued in June 2011, or the original notes, at the premium set forth in this prospectus, plus accrued and unpaid interest and additional interest, if any, with the net cash proceeds of certain equity offerings; subject to at least 65% of the original total principal amount of the original notes remaining outstanding following such redemption.
	Prior to July 1, 2015, we may redeem some or all of the exchange notes at a make-whole premium set forth in this prospectus, plus accrued and unpaid interest and additional interest, if any.

	On or after July 1, 2015, we may redeem some or all of the exchange notes at a premium that will decrease over time as set forth in this prospectus, plus accrued and unpaid interest and additional interest, if any.
Change of Control Offer	If we undergo a change of control, we will be required to make an offer to each holder of the exchange notes to repurchase all or a portion of its exchange notes at 101% of their principal amount, plus

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accrued and unpaid interest and additional interest, if any, to the date of repurchase. See Description of the Exchange Notes Repurchase at the Option of Holders Change of Control.

Asset Sale Offer

If we sell certain assets or experience certain casualty events and do not use the net proceeds as required, we will be required to use such net proceeds to repurchase the exchange notes at 100% of their principal amount, plus accrued and unpaid interest and additional interest, if any, to the date of repurchase. See Description of the Exchange Notes Repurchase at the Option of Holders Asset Sales.

Certain Covenants

The indenture governing the exchange notes limits our ability and the ability of our restricted subsidiaries to, among other things:

- incur or guarantee additional indebtedness or issue certain preferred equity;
- pay dividends on, and make certain distributions in respect of, capital stock or make other restricted payments;
- create or incur certain liens;
- make certain investments;
- sell certain assets;
- enter into certain transactions with affiliates;
- agree to certain restrictions on the ability of restricted subsidiaries to make payments to us;
- merge, consolidate, sell all or otherwise dispose of all or substantially all of our assets; and
- designate our subsidiaries as unrestricted subsidiaries.

These covenants are subject to a number of important exceptions and qualifications, which are described under Description of the Exchange Notes Certain Covenants.

No Prior Market

The exchange notes will be a new issue of securities for which there is no established market. Accordingly, there can be no assurance that a market for the exchange notes will develop or as to the liquidity of any market that may develop. We do not intend to apply for listing of the exchange notes on any securities exchange or for the inclusion of the exchange notes in any automated quotation system.

Risk Factors	You should consider carefully all of the information set forth in this prospectus and, in particular, you should evaluate the specific factors under the section entitled Risk Factors in this prospectus, before deciding to exchange your outstanding notes.

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SUMMARY HISTORICAL CONSOLIDATED FINANCIAL AND OPERATING DATA OF GOODMAN NETWORKS

The following table sets forth the summary historical consolidated financial and operating data of Goodman Networks as of and for the fiscal years ended December 31, 2011, 2012 and 2013, which has been derived from, and should be read together with, our audited historical consolidated financial statements and related notes included elsewhere in this prospectus, and as of and for the three months ended March 31, 2013 and 2014, which has been derived from, and should be read together with, our unaudited historical consolidated financial statements and related notes included elsewhere in this prospectus.

On February 28, 2013, we completed the CSG acquisition. Accordingly, the operations and assets acquired in the CSG acquisition are included in our historical results of operations beginning March 1, 2013 and reflected in our historical balance sheet beginning as of June 30, 2013. We completed the merger with Multiband on August 30, 2013. The operations and assets of Multiband are included in our historical results of operations beginning August 31, 2013 and reflected in our historical balance sheet beginning as of September 30, 2013.

You should read the following summary historical financial and operating data in conjunction with the information under Management s Discussion and Analysis of Financial Condition and Results of Operations, our consolidated financial statements and other financial information included elsewhere in this prospectus. Our historical results included below and elsewhere in this prospectus are not necessarily indicative of our future performance.

	Year Ended December 31,			Three Months Ended March 31,	
	2011	2012	2013	2013	2014
	(Dollars in thousands, except ratio data)				
Statement of Operations Data(1):					
Revenues	$ 729,002	$ 609,227	$ 931,745	$ 151,200	$ 256,591
Cost of revenues	610,784	499,288	806,109	125,961	223,204
Gross profit	118,218	109,939	125,636	25,239	33,387
Selling, general and administrative expenses	67,450	87,216	121,106	24,854	32,070
Other operating income (expense)	(4,000)				
Operating income (loss)	46,768	22,723	4,530	385	1,317
Interest expense	20,548	31,998	40,287	7,911	11,687
Other income			(25)		(31)
Income (loss) before income tax expense	26,220	(9,275)	(35,732)	(7,526)	(10,339)
Income tax expense (benefit)	10,309	(4,176)	7,506	(2,724)	(51)
Net income (loss) from continuing operations	$ 15,911	$ (5,099)	$ (43,238)	$ (4,802)	$ (10,288)
Other Financial Data:					
EBITDA from continuing operations (2)	$ 51,287	$ 26,344	$ 14,313	$ 1,512	$ 4,216
Adjusted EBITDA from continuing operations (2)	53,494	42,431	25,758	5,818	4,381
Capital expenditures (3)	3,227	3,470	4,964	408	2,130
Ratio of Earnings to Fixed Charges (4)		2.19x			
Balance Sheet Data (at period end):					
Cash and cash equivalents	$ 100,637	$ 120,991	$ 59,439	$ 60,377	$ 33,773
Total assets	301,826	324,159	508,390	318,406	457,964
Long-term debt (net of current portion)	221,401	221,953	330,346	222,088	330,463
Total shareholders deficit	(95,241)	(92,323)	(135,324)	(100,088)	(144,577)

(1)

During the three months ended March 31, 2013, transitional services ceased on an expired contract with AT&T in the Pacific Northwest region. Accordingly, the results of operations for the Pacific Northwest region are presented as discontinued operations for all periods presented.

(2) EBITDA from continuing operations represents net income from continuing operations before income tax expense, interest, depreciation and amortization. We present EBITDA from continuing operations because we consider it to be an important supplemental measure of our operating performance and we believe that such information will be used by securities analysts, investors and other interested parties in the evaluation of high yield issuers, many of which present EBITDA from continuing operations when reporting their results. We

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consider EBITDA from continuing operations to be an operating performance measure, and not a liquidity measure, that provides a measure of operating results unaffected by differences in capital structures, capital investment cycles and ages of related assets among otherwise comparable companies.

We present Adjusted EBITDA from continuing operations, which adjusts EBITDA from continuing operations for items that management does not consider to be reflective of Goodman Networks core operating performance, because it may be used by certain investors as a measure of operating performance. Management considers core operating performance to be that which can be affected by managers in any particular period through their management of the resources that affect our underlying revenue and profit generating operations during that period. Adjusted EBITDA from continuing operations adjusts EBITDA from continuing operations to eliminate the impact of certain items, including: (i) share-based compensation (non-cash portion); (ii) certain professional and consultant fees identified in the Indenture; (iii) severance expense (paid to certain senior level employees); (iv) amortization of debt issuance costs; (v) restatement fees and expenses; (vi) a tax gross-up payment made to the Company s Chief Executive Officer to cover his tax obligation for an award of common stock and (vii) transaction fees and expenses related to acquisitions.

Because EBITDA from continuing operations and Adjusted EBITDA from continuing operations are not recognized measurements under GAAP, both have limitations as analytical tools. Because of these limitations, when analyzing our operating performance, investors should use EBITDA from continuing operations and Adjusted EBITDA from continuing operations in addition to, and not as an alternative for, net income, operating income or any other performance measure presented in accordance with GAAP. Similarly, investors should not use EBITDA from continuing operations and Adjusted EBITDA from continuing operations as an alternative to cash flow from operating activities or as a measure of our liquidity.

The following table reconciles net income to EBITDA from continuing operations and EBITDA from continuing operations to Adjusted EBITDA from continuing operations:

	Year Ended December 31,			Three Months Ended March 31,	
	2011	2012	2013	2013	2014
	(Dollars in thousands)				
EBITDA from continuing operations and Adjusted EBITDA from continuing operations:					
Net income (loss) from continuing operations	$ 15,911	$ (5,099)	$ (43,238)	$ (4,802)	$ (10,288)
Income tax expense (benefit)	10,309	(4,176)	7,506	(2,724)	(51)
Interest expense	20,548	31,998	40,287	7,911	11,687
Depreciation and amortization	4,519	3,621	9,758	1,127	2,868
EBITDA from continuing operations	51,287	26,344	14,313	1,512	4,216
Share-based compensation (a)	1,023	5,629	4,507	1,320	1,035
Specified professional fees (b)	651			(295)	(870)
Severance expense (c)	1,228			2,921	
Amortization of debt issuance costs (d)	(695)	(1,195)	(1,990)	360	
Restatement fees and expenses (e)		8,075	3,382		
Tax gross up on CEO stock grant (f)		3,226			
Acquisition related transaction expenses (g)		352	5,546		
Adjusted EBITDA from continuing operations	$ 58,768	$ 46,567	$ 25,758	$ 5,818	$ 4,381

(a) Represents non-cash expense related to equity-based compensation.

(b) Includes: (i) third-party consultant fees for a review of various business process and cost improvement initiatives; (ii) third-party consultant fees as a result of an investment in our company by affiliates of The Stephens Group, LLC; (iii) fees paid to an executive recruiting firm and (iv) operations review expenses.

(c) Represents severance costs paid to certain senior level employees upon termination of their employment with us.

(d) Amortization of debt issuance costs is included in interest expense but excluded in the calculation of Consolidated EBITDA per the Indenture governing the notes.

(e) Represents accounting advisory and audit fees incurred in connection with completing the restatement of the Company s financial statements for the years ended December 31, 2009, 2010 and 2011, and preparing the Company s financial statements for the year ended December 31, 2012, on the completed contract method and modifying the Company s business processes to account for construction projects under the completed contract method going forward.

(f) Represents a tax gross-up payment made to cover the tax obligation for share grant made to the Company s Chief Executive Officer in connection with his transition into that role.

(g) Represents fees and expenses incurred relating to our recent acquisitions.

(3) Includes purchase of property and equipment financed through capital leases and other financing arrangements.

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(4) For purposes of calculating the ratio of earnings to fixed charges, earnings represents income before income taxes plus fixed charges (excluding capitalized interest). Fixed charges includes interest expense (including capitalized interest), amortization of issuance expense and the portion of rent expense that management believes is representative of the interest component of rental expense, which is currently one-third. For the years ended December 31, 2012 and 2013, earnings were insufficient to cover fixed charges by $9.3 million and $35.7 million, respectively. For the three months ended March 31, 2013 and 2014, earnings were insufficient to cover fixed charges by $7.5 million and $10.3 million, respectively.

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SUMMARY HISTORICAL CONSOLIDATED FINANCIAL AND OPERATING DATA OF MULTIBAND

The following table sets forth the summary historical consolidated financial and operating data of Multiband as of and for the periods indicated. The summary historical consolidated financial and operating data set forth below as of and for each of the years in the two-year period ended December 31, 2012, has been derived from Multiband s historical consolidated financial statements and related notes included elsewhere in this prospectus. The selected historical consolidated financial data set forth below as of and for each of the six months ended June 30, 2012 and 2013, has been derived from Multiband s unaudited consolidated financial statements and related notes included elsewhere in this prospectus.

You should read the following summary historical consolidated financial and operating data in conjunction with Multiband s consolidated financial statements and other financial information included elsewhere in this prospectus. Historical results are not necessarily indicative of the results to be expected for any future period.

	Year Ended December 31,		Six Months Ended June 30,	
	2011	2012	2012	2013
			(Unaudited)	
	(Dollars in thousands)			
Statement of Operations Data:				
Revenues	$ 300,186	$ 293,939	$ 136,495	$ 143,929
Cost of revenues	214,559	213,182	100,186	104,995
Gross profit	85,627	80,757	36,309	38,934
Selling, general and administrative expenses	63,939	67,215	32,353	31,350
Depreciation and amortization	6,757	6,601	3,304	3,090
Impairment of assets	246			
Operating income (loss)	14,685	6,941	652	4,494
Total other expense	(4,030)	(4,066)	(2,359)	(2,408)
Income (loss) before income tax expense	10,655	2,875	(1,707)	2,086
Income tax expense (benefit)	3,611	(2,313)	(552)	892
Net income (loss) from continuing operations	7,044	5,188	(1,155)	1,194
Income (loss) from discontinued operations		(2,582)	(351)	(1,997)
Net income (loss)	$ 7,044	$ 2,606	$ (1,506)	$ (803)
Other Financial Data:				
EBITDA (1)	$ 21,496	$ 9,988	$ 2,990	$ 4,310
Balance Sheet Data (at period end):				
Cash and cash equivalents	$ 18,169	$ 18,056	$ 8,685	$ 327
Total assets	141,602	140,474	136,303	131,977
Long-term debt (net of current portion)	29,229	20,458	3,583	18,331
Total stockholders equity	42,952	46,673	42,451	46,726

(1) We present Multiband s EBITDA because we consider it to be an important supplemental measure of operating performance and believe that such information will be used by securities analysts, investors and other interested parties in the evaluation of high yield issuers, many of which present EBITDA when reporting their results. We consider EBITDA to be an operating performance measure, and not a liquidity measure, that provides a measure of operating results unaffected by differences in capital structures, capital investment cycles and ages of related assets among otherwise comparable companies.

EBITDA is not a recognized measurement under GAAP, and, therefore, has limitations as an analytical tool. Because of these limitations, when analyzing Multiband s operating performance, investors should use EBITDA in addition to, and not as an alternative for, net income, operating income or any other performance measure presented in accordance with GAAP. Similarly, investors should not use EBITDA as an alternative to cash flow from operating activities or as a measure of Multiband s liquidity.

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The following table reconciles net income to EBITDA for Multiband for the periods presented:

	Year Ended December 31, 2011	Year Ended December 31, 2012	Six Months Ended June 30, 2012 (Unaudited)	Six Months Ended June 30, 2013 (Unaudited)
	(Dollars in thousands)			
Net income (loss) from continuing operations	$ 7,044	$ 5,188	$ (1,155)	$ 1,194
Income tax expense (benefit)	3,611	(2,313)	(552)	892
Interest expense	3,838	3,698	1,836	2,445
Depreciation and amortization (includes impairment of assets)	7,003	6,601	3,304	3,090
EBITDA from continuing operations	$ 21,496	$ 13,174	$ 3,433	$ 7,621
Income (loss) from discontinued operations, net of tax		(2,582)	(351)	(1,997)
Income tax expense (benefit) from discontinued operations		(1,574)	(278)	(1,314)
Interest expense from discontinued operations		2	3	
Depreciation and amortization from discontinued operations (includes impairment of assets)		968	183	
EBITDA from discontinued operations		(3,186)	(443)	(3,311)
Total EBITDA	$ 21,496	$ 9,988	$ 2,990	$ 4,310

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RISK FACTORS

Investing in the exchange notes involves risks. You should carefully consider the following information about these risks before investing in the exchange notes. The risks and uncertainties described below are not the only risks and uncertainties we face. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations. If any of these risks actually occur, our business, financial condition or results of operations would likely suffer. In such case, the value of the exchange notes could decline, and you may lose all or part of the money you paid to buy the exchange notes.

Risks Related to the Exchange Offer

There is no active trading market for the exchange notes. As a result, the value of the exchange notes may fluctuate significantly and any market for the exchange notes may be illiquid.

The exchange notes will be a new issue of debt securities of the same class as the outstanding notes and will generally be freely transferrable. Notwithstanding the foregoing, a liquid market may not develop for the exchange notes, and you may be unable to sell your exchange notes at a particular time, as we do not intend to apply for the exchange notes to be listed on any securities exchange or to arrange for quotation on any automated dealer quotation system. In addition, the trading prices of the exchange notes could be subject to significant fluctuations in response to government regulations, variations in quarterly operating results, general economic conditions and various other factors. The liquidity of the trading market in the exchange notes and the market price quoted for the exchange notes may also be adversely affected by changes in the overall market for high-yield securities and by changes in our financial performance or prospects or in the prospects for companies in our industry generally. The liquidity of any market for exchange notes will depend upon various factors, including:

- the number of holders of the exchange notes;
- the interest of securities dealers in making a market for the exchange notes;
- the overall market for similar classes of securities;
- our financial performance or prospects; and
- the performance and prospects for companies in our industry generally.

Accordingly, we cannot assure you that a market or liquidity will develop for the exchange notes. Historically, the markets for non-investment grade indebtedness have been subject to disruptions that have caused substantial volatility in the prices of securities similar to the exchange notes. We cannot assure you that the market for the exchange notes, if any, will not be subject to similar disruptions. Any such disruptions may adversely affect you as a holder of the exchange notes. If no active trading market develops, you may be unable to resell your exchange notes at their fair market value or at all.

If you do not exchange your outstanding notes in the exchange offer, the transfer restrictions currently applicable to your outstanding notes will remain in force, and the market price of your outstanding notes could decline.

If you do not exchange your outstanding notes for exchange notes in the exchange offer, you will continue to be subject to restrictions on transfer of your outstanding notes as set forth in the offering memorandum distributed in connection with the private offering of the outstanding notes. In general, the outstanding notes may not be offered or sold unless they are registered or exempt from registration under the Securities Act and applicable state securities laws. Except as required by the registration rights agreement, we do not intend to register resales of the outstanding notes under the Securities Act.

The tender of outstanding notes under the exchange offer will reduce the aggregate principal amount of the outstanding notes, which may have an adverse effect upon, and increase the volatility of, the market prices of the outstanding notes due to a reduction in liquidity. In addition, if you do not exchange your outstanding notes in the

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exchange offer, you will no longer be entitled to exchange your outstanding notes for exchange notes registered under the Securities Act, and you will no longer be entitled to have your outstanding notes registered for resale under the Securities Act.

Risks Related to Our Indebtedness and the Exchange Notes

Our substantial level of indebtedness could adversely affect our business, financial condition or results of operations and prevent us from fulfilling our obligations under the exchange notes.

We have a significant amount of indebtedness. As of March 31, 2014, we had approximately $341.8 million of indebtedness outstanding (including unamortized discounted premium thereon).

Our substantial indebtedness could have important consequences to you. For example, it could:

- make it more difficult for us to satisfy our obligations with respect to the notes;
- increase our vulnerability to general adverse economic and industry conditions;
- require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate purposes;
- limit our flexibility in planning for, or reacting to, changes in our business and changes in the industries we serve and in which we operate;
- place us at a competitive disadvantage compared to our competitors that have less debt;
- limit our ability to borrow additional funds for working capital, capital expenditures and other general corporate purposes; and
- limit our ability to refinance our indebtedness, including the notes.

Despite our levels of indebtedness, we may still be able to incur a significant amount of additional debt, which could exacerbate the risks to our financial condition and prevent us from fulfilling our obligations under the notes.

We may be able to incur significant additional indebtedness in the future. Although the credit agreement governing our Credit Facility, or the Credit Agreement, and the indenture governing the notes contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of qualifications and exceptions. This may affect our ability to make principal and interest payments on the notes when due. These restrictions also will not prevent us from incurring obligations that do not constitute indebtedness.

We may be unable to generate sufficient cash to service all of our indebtedness, including the notes, and may be forced to take other actions to satisfy our obligations under our indebtedness, which may be unsuccessful.

Our ability to make scheduled payments on our debt obligations or to refinance them depends on our financial condition and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We may also be required to obtain the consent of the lenders under our Credit Facility to refinance material portions of our indebtedness, including the notes. We cannot assure you that we will maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness, including the notes, or to otherwise fund our liquidity needs.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital or restructure or refinance our indebtedness, including the notes. These alternative measures may be unsuccessful and may not permit us to meet our scheduled debt service obligations. If our operating results and available cash

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are insufficient to meet our debt service obligations, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. We may be unable to consummate those dispositions or to obtain the proceeds that we could realize from them, and these proceeds may be inadequate to meet any debt service obligations then due. Additionally, the Credit Agreement and the indenture governing the notes limit the use of the proceeds from any disposition; as a result, we may not be allowed, under these documents, to use proceeds from such dispositions to satisfy all current debt service obligations.

If we default under our Credit Facility, we may be unable to service our debt obligations.

In the event of a default under our Credit Facility, the lenders could elect to declare all amounts borrowed, together with accrued and unpaid interest and other fees, to be due and payable. If such acceleration occurs, the amounts outstanding under the exchange notes may be accelerated, and we may be unable to repay the amounts due under our Credit Facility or the exchange notes. The events of default under our Credit Facility are customary for financings of this type (subject to customary and appropriate grace periods). An acceleration of our indebtedness under the Credit Facility and the exchange notes could have serious consequences to the holders of the exchange notes and to our financial condition and results of operations, and could cause us to become bankrupt or insolvent.

Indebtedness under our Credit Facility is effectively senior to the exchange notes and any guarantees with regard to the value of the collateral securing the Credit Facility.

As of March 31, 2014, we had $42.1 million of unused availability under our Credit Facility, which takes into account $4.5 million of outstanding letters of credit, subject to borrowing base determination and the maintenance of certain covenants. Obligations under our Credit Facility are secured by a first-priority lien on the Bank Collateral. The exchange notes will be secured by a second-priority lien on the Bank Collateral. Any rights to payment and claims by the holders of the exchange notes will, therefore, be effectively junior to any rights to payment or claims by our creditors under our Credit Facility with respect to distributions of the Bank Collateral. Only when the obligations under our Credit Facility are satisfied in full will the proceeds of the Bank Collateral be available, subject to other permitted liens, to satisfy obligations under the exchange notes. The exchange notes will also be effectively junior in right of payment to any other indebtedness collateralized by a higher priority lien on our assets, to the extent of the realizable value of such collateral.

The Credit Facility will mature prior to the notes, and we will have to refinance or repay any outstanding balance on the Credit Facility prior to repaying the notes.

Prior to the repayment of the notes, we will be required to repay the outstanding balance owed on our Credit Facility, which consists of a $50.0 million total commitment, $3.4 million of which was borrowed as of March 31, 2014, and the availability under which was further reduced by $4.5 million of outstanding letters of credit as of March 31, 2014. If we borrow under the Credit Facility, we may be unable to refinance any of this indebtedness on commercially reasonable terms or at all. If we are unable to repay or refinance any of this indebtedness or obtain new financing under these circumstances, our lenders will be entitled to exercise the remedies provided in the Credit Facility and we will have to consider other options, such as:

- sales of assets;
- sales of equity;
- negotiations with our lenders to restructure the applicable indebtedness; and
- commencement of voluntary bankruptcy proceedings.

Our debt instruments may restrict, or market or business conditions may limit, our ability to use some of these options. Our failure to pay our obligations with respect to the Credit Facility would also constitute an event

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of default under the indenture governing the notes, which would entitle the holders of the exchange notes to accelerate our obligations with respect to the notes and exercise the remedies provided in the indenture and security documents relating to the notes.

The right of holders of exchange notes to receive payment on the exchange notes will be structurally subordinated to the liabilities of our non-guarantor subsidiaries.

Only our existing and future material domestic subsidiaries will guarantee the exchange notes. The exchange notes will be structurally subordinated to all indebtedness of our subsidiaries that are not guarantors of the exchange notes. While the indenture limits the indebtedness and activities of these non-guarantor subsidiaries, holders of indebtedness of, and trade creditors of, non-guarantor subsidiaries, are entitled to payments of their claims from the assets of such subsidiaries before those assets are made available for distribution to us, as direct or indirect shareholder.

Accordingly, in the event that any of our non-guarantor subsidiaries becomes insolvent, liquidates or otherwise reorganizes:

- our creditors (including the holders of the exchange notes) will have no right to proceed against such subsidiary s assets; and

- the creditors of the non-guarantor subsidiaries, including trade creditors, will generally be entitled to payment in full from the sale or other disposal of assets of such non-guarantor subsidiary before we, as direct or indirect shareholder, will be entitled to receive any distributions from such subsidiary.

We may not have the ability to raise the funds necessary to finance the change of control offer or the asset sale offer required by the indenture governing the exchange notes.

Upon a change of control, subject to certain conditions, we are required to offer to repurchase all outstanding exchange notes at 101% of the principal amount thereof, plus accrued and unpaid interest and additional interest, if any, to the date of repurchase. Further, upon certain asset sales subject to certain conditions and exceptions, we may be required to repurchase any outstanding exchange notes at 100% of the principal amount thereof, plus accrued and unpaid interest and additional interest, if any. The source of funds for the purchases of the exchange notes will be our available cash or other potential sources, including borrowings, proceeds from sales of assets or proceeds from sales of equity. Sufficient funds from such sources may be unavailable at the time of any change of control or asset sale to make required repurchases of the exchange notes tendered. Our future indebtedness agreements may limit our ability to repurchase your exchange notes and/or provide that certain change of control events or asset sales will constitute an event of default thereunder.

Holders of the exchange notes may be unable to determine when a change of control giving rise to their right to have the exchange notes repurchased has occurred following a sale of substantially all of our assets.

The definition of change of control in the indenture governing the exchange notes includes a phrase relating to the sale of all or substantially all of our assets. There is no precise established definition of the phrase substantially all under applicable law. Accordingly, the ability of a holder of the exchange notes to require us to repurchase its exchange notes as a result of a sale of less than all our assets to another person may be uncertain.

The intercreditor agreement in connection with the indenture governing the notes may limit the rights of the holders of the notes and their control with respect to the Notes Collateral.

The rights of the holders of the notes with respect to the Notes Collateral are substantially limited pursuant to the terms of the intercreditor agreement. Under the intercreditor agreement, if amounts or commitments remain outstanding under our Credit Facility, actions taken in respect of Notes Collateral, including the ability to cause the commencement of enforcement proceedings against such collateral and to control the conduct of these proceedings, will be at the sole direction of the holders of the obligations secured by the first priority liens, subject to certain limitations. As a result, the collateral trustee, on behalf of the holders of the notes, may not have the ability to control or direct these actions, even if the rights of the holders of the exchange notes are adversely affected. The intercreditor agreement also contains certain provisions that restrict the collateral trustee, on behalf of the holders of the notes, from objecting to a number of important matters involving certain of the collateral following a bankruptcy filing by us. After such a filing, the value of the collateral could materially deteriorate.

U.S. bankruptcy laws may limit your ability to realize value from the collateral.

The right of the collateral trustee to repossess and dispose of the Notes Collateral is likely to be significantly impaired by applicable bankruptcy law if a bankruptcy proceeding were to be commenced by or against us. Even if the repossession and disposition has occurred, a subsequent bankruptcy proceeding could give rise to causes of action against the collateral trustee and the holders of the exchange notes. Following the commencement of a case under the United States Bankruptcy Code, as amended, or the Bankruptcy Code, a secured creditor such as the collateral trustee is prohibited from repossessing its security from a debtor in a bankruptcy case, or from disposing of security repossessed from such debtor, without prior bankruptcy court approval, which may not be obtained. Moreover, the Bankruptcy Code permits the debtor to continue to retain and use collateral, and the proceeds, products, rents or profits of the collateral, even though the debtor is in default under the applicable debt instruments so long as the secured creditor is given adequate protection. A bankruptcy court may also determine that a secured creditor is not entitled to any compensation or other protection in respect of the diminution in the value of its collateral if the value of the collateral exceeds the amount of the debt it secures.

The meaning of the term adequate protection varies according to circumstances, and may include, among other things, cash payments or the granting of additional security, but it is intended generally to protect the value of the secured creditor s interest in the collateral as of the commencement of the bankruptcy case and is granted in the bankruptcy court s sole discretion.

Given the uncertainty as to the value of the Notes Collateral at the time any bankruptcy case may be commenced, and in view of the fact that the granting of adequate protection varies on a case-by-case basis and remains within the broad discretionary power of the bankruptcy court, it is impossible to predict:

- how long payments under the exchange notes could be delayed following commencement of a bankruptcy case;
- whether or when the collateral trustee could repossess or dispose of any collateral; and
- whether or to what extent the holders of the exchange notes would be compensated for any delay in payment or loss of value of the collateral through any grant of adequate protection.

It may be difficult to realize the value of the Notes Collateral.

The Notes Collateral is subject to any and all exceptions, defects, encumbrances, liens and other imperfections as may be accepted from time to time by the collateral trustee and any other creditors that also have the benefit of first priority liens on the Notes Collateral, whether on or after the date the exchange notes are issued. The existence of any such exceptions, defects, encumbrances, liens or other imperfections could adversely affect the value of the Notes Collateral as well as the ability of the collateral trustee to realize or foreclose on such collateral.

The security interest of the collateral trustee is subject to practical problems generally associated with the realization of security interests in collateral. For example, the collateral trustee may need to obtain the consent of a third party to obtain or enforce a security interest in a contract, and the collateral trustee may be unable to obtain any such consent. The consents of any third parties may not be given if required to facilitate a foreclosure on any particular assets. Accordingly, the collateral trustee may not have the ability to foreclose upon such assets and the value of the collateral may significantly decrease.

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The value of the Notes Collateral may be insufficient to satisfy our obligations under the exchange notes.

The exchange notes are secured by liens on the Notes Collateral. The value of the collateral and the amount to be received upon a sale of such collateral will depend upon many factors including, among others, the condition of the collateral and the telecommunications industry, the ability to sell the collateral in an orderly sale, the condition of the international, national, and local economies, the availability of buyers and other similar factors. No appraisal of the fair market value of the collateral has been prepared in connection with this offering. You should not rely upon the book value of the collateral as a measure of realizable value for such assets. By their nature, portions of the collateral may be illiquid and may have no readily ascertainable market value. In addition, a significant portion of the collateral includes assets that may only be usable, and thus retain value, as part of our existing operating businesses. Accordingly, any such sale of the collateral separate from the sale of certain operating businesses may not be feasible or have significant value.

There may be insufficient proceeds of collateral to pay off all amounts due under the exchange notes and any other debt that we may issue that would be secured on the same basis as the exchange notes. In addition, to the extent that third parties hold liens (including statutory liens), whether or not permitted by the indenture, such third parties may have rights and remedies with respect to the Notes Collateral that, if exercised, could reduce the proceeds available to satisfy the obligations under the exchange notes. Consequently, foreclosing on the Notes Collateral may not result in proceeds in an amount sufficient to pay all amounts due under the exchange notes. If the proceeds of any sale of collateral are not sufficient to repay all amounts due on the exchange notes, the holders of the exchange notes (to the extent not repaid from the proceeds of the sale of the Notes Collateral) would have only a senior unsecured claim against our remaining assets.

Additionally, applicable law requires that every aspect of any foreclosure or other disposition of collateral be commercially reasonable. If a court were to determine that any aspect of the collateral trustee s exercise of remedies was not commercially reasonable, the ability of you, as holder of the exchange notes, to recover the difference between the amount realized through such exercise of remedies and the amount owed on the exchange notes may be adversely affected and, in the worst case, you could lose all claims for such deficiency amount.

The Notes Collateral is subject to casualty risks that could reduce its value.

We may insure certain collateral against loss or damage by fire or other hazards. However, we may not maintain or continue such insurance and there are some losses that may be either uninsurable or not economically insurable, in whole or in part. As a result, the insurance proceeds may not compensate us fully for our losses. If there is a total or partial loss of any of the pledged assets, the proceeds received by us in respect thereof may be insufficient to repay the exchange notes. In the event of a total or partial loss of any of the pledged assets, certain items of equipment and inventory may not be easily replaced. Accordingly, even though there may be insurance coverage, the extended period needed to manufacture replacement units or inventory could cause significant delays.

Rights of the holders of the exchange notes in the Notes Collateral may be adversely affected by the failure to perfect security interests in certain collateral.

Applicable law requires that a security interest in certain tangible and intangible assets can only be properly perfected and its priority retained through certain actions. The liens in the Notes Collateral may be unperfected with respect to the claims of the holders of the exchange notes if certain actions necessary to perfect any of these liens are not taken.

In addition, applicable law requires that certain property and rights acquired after the grant of a general security interest, such as rights in real property, can only be perfected at the time such property and rights are acquired and identified. Likewise, any rights acquired in a pending, unpublished intellectual property application may be unrecordable until after the application, or resulting registration, is published. There can be no assurance that the trustee or the collateral trustee will monitor, or that we will inform the trustee or the collateral trustee of,

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the future acquisition of property and rights that constitute collateral, and that the necessary action will be taken to properly perfect the security interest in such after-acquired collateral. The collateral trustee for the exchange notes has no obligation to monitor the acquisition of additional property or rights that constitute collateral or the perfection of any security interest in favor of the exchange notes against third parties. Failure to perfect any such security interest could result in the loss of such security interest or the priority of the security interest in favor of the exchange notes against third parties.

There are circumstances other than repayment or discharge of the exchange notes under which the Notes Collateral will be released automatically, without your consent or the consent of the collateral trustee.

Under various circumstances, all or a portion of the collateral may be released, including:

- to enable the sale, transfer or other disposal of such collateral in a transaction not prohibited under the indenture or our Credit Facility, including the sale of any entity in its entirety that owns or holds such collateral; and
- with respect to any Bank Collateral, upon any release by the lenders under our Credit Facility of its first priority security interest in such Bank Collateral in connection with the exercise of remedies (other than any such release granted following the discharge of the obligations with respect to our Credit Facility).

We will in most cases have control over the Notes Collateral.

The security documents generally allow us to remain in possession of, to retain exclusive control over, to freely operate and to collect, invest and dispose of any income from, the Notes Collateral. These rights may adversely affect the value of the Notes Collateral at any time.

Ratings of the notes may cause their trading price to fall and affect the marketability of the notes.

A rating agency s rating of the notes is not a recommendation to purchase, sell or hold any particular security, including the notes. Such ratings are limited in scope and do not comment as to material risks relating to an investment in the notes. An explanation of the significance of such ratings may be obtained from such rating agencies. There is no assurance that such credit ratings will be issued or remain in effect for any given period of time. The rating agencies also may lower, suspend or withdraw ratings on the notes in the future. Holders of the notes will have no recourse against us or any other parties in the event of a change in, or suspension or withdrawal of, such ratings. Any lowering, suspension or withdrawal of such ratings may have an adverse effect on the market prices or marketability of the notes.

If a bankruptcy petition were filed by or against us, holders of the exchange notes may receive a lesser amount for their claim than they would have been entitled to receive under the indenture governing the exchange notes.

If a bankruptcy petition were filed by or against us under the Bankruptcy Code after the issuance of the exchange notes, the claim by any holder of the exchange notes for the principal amount of the exchange notes may be limited to an amount equal to the sum of:

- the original issue price for the notes; and
- that portion of the original issue discount, or OID, on the notes, that does not constitute unmatured interest for purposes of the Bankruptcy Code.

Any OID that was not amortized as of the date of the bankruptcy filing would constitute unmatured interest, which may not be an allowable claim in a bankruptcy proceeding involving us. Accordingly, holders of the exchange notes under these circumstances may receive a lesser amount than they would be entitled to under the terms of the indenture governing the exchange notes, even if sufficient funds are available.

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The ability of the collateral trustee to exercise remedies against the collateral may be limited by terms of agreements to which we are a party.

We do not expect to notify third parties of the security interest of the collateral trustee or to obtain consents from such third parties to the pledge by us of their obligations under any agreements constituting collateral. However, some agreements purport to restrict us from transferring our rights thereunder without the consent of such third parties. We do not expect to seek and obtain consent of third parties. In these cases, the exchange notes will only be secured by such payment and other contractual rights to the extent that Sections 9-406 or 9-408 of the Uniform Commercial Code, or UCC, render such restrictions unenforceable or ineffective. In general, Section 9-406 of the UCC provides that, with respect to most rights to payment, provisions in agreements purporting to restrict or prohibit the right to pledge accounts receivable, chattel paper, promissory notes and payment intangibles are not enforceable.

Section 9-408 of the UCC would apply to general intangibles that are not payment intangibles but unlike Section 9-406 the override of anti-assignment clauses in Section 9-408 is quite limited and among many other restrictions would not permit the secured party to enforce the general intangible against the counterparty to the contract. However, both Section 9-406 and 9-408 are relatively new provisions with only a limited body of case law to interpret them and it is therefore uncertain the full extent to which these provisions will be available to the collateral trustee. If the collateral trustee is unable to exercise these rights under the UCC or unable to obtain consents, the value of the Notes Collateral as well as the ability of the collateral trustee to realize or foreclose on such collateral in a timely manner may be adversely affected.

The value of the Notes Collateral may be insufficient to entitle holders to payment of post-petition interest.

In the event of a bankruptcy, liquidation, dissolution, reorganization or similar proceeding against us or a guarantor, holders of the exchange notes will be entitled to post-petition interest under the Bankruptcy Code only if the value of the Notes Collateral and any other indebtedness that is secured by an equal and ratable lien on the Notes Collateral, and the obligations under the Credit Facility is greater than the aggregate pre-bankruptcy claims of the secured parties under such shared collateral indebtedness plus the claims of the lenders for post-petition interest pursuant to their right to be paid first from the collateral. Holders of the exchange notes may be deemed to have an unsecured claim if our obligations in respect of the exchange notes exceed our pro rata share of the fair market value of the collateral securing the shared collateral indebtedness after satisfaction of our first priority indebtedness. Holders of the exchange notes that have a security interest in collateral with a value equal or less than the aggregate claims securing the shared collateral indebtedness will not be entitled to post-petition interest under the Bankruptcy Code. In addition, if any payments of post-petition interest were made at the time of such a finding of undercollateralization, such payments could be re-characterized by the bankruptcy court as a reduction of the principal amount of the secured claim with respect to exchange notes. No appraisal of the fair market value of the Notes Collateral has been prepared and, therefore, the value of the collateral trustee s interest in the collateral may not equal or exceed the principal amount of the exchange notes and the other shared collateral indebtedness. We cannot assure you that there will be sufficient collateral to satisfy our and the subsidiary guarantors obligations under the exchange notes.

Intervening creditors may have a perfected security interest in the collateral that could be senior to the rights of holders of the notes.

There is a risk that there may be an intervening creditor that has a perfected security interest in the Notes Collateral, and if there is such an intervening creditor, the lien of such creditor may be entitled to a higher priority than the liens securing the exchange notes. We conducted searches in the appropriate public filing offices to ascertain the existence of any intervening creditors, but we cannot assure you that no intervening creditors exist or that any completed lien searches will reveal any or all existing liens on the Notes Collateral. Any such existing lien, including undiscovered liens, could be significant, could be prior in ranking to the liens securing the exchange notes and could have an adverse effect on the ability of the collateral trustee to realize or foreclose upon the Notes Collateral.

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Security interests of the holders of exchange notes in certain items of present and future collateral may be unperfected, which means that it may not secure our obligation under the notes.

The security interests will be unperfected with respect to certain items of collateral that cannot be perfected by the filing of financing statements in each debtor s jurisdiction of organization, the filing of mortgages, the delivery of possession of certificated securities or the filing of a notice of security interest with the U.S. Patent and Trademark Office or the U.S. Copyright Office or certain other conventional methods to perfect security interests in the United States. Security interests in collateral such as deposit accounts and securities accounts, which require additional actions to perfect liens on such accounts, may be unperfected or may not have priority with respect to the security interests of other creditors. To the extent that the security interests in any items of collateral are unperfected, the rights of the holders of the exchange notes with respect to such collateral will be equal to the rights of our general unsecured creditors in the event of any bankruptcy filed by or against us under applicable U.S. federal bankruptcy laws. Our failure to meet our obligations to inform the trustee and the collateral trustee of the future acquisition of property or rights that constitute collateral may constitute a breach under the indenture, which may result in the acceleration of our obligations under the exchange notes. However, acceleration of such obligations in such situation may not provide an adequate remedy to holders of the exchange notes if the value of the Notes Collateral is impaired by the failure to perfect the security interest in, or create a valid lien with respect to, such after-acquired collateral.

Federal and state fraudulent transfer laws may permit a court to void the exchange notes and the related guarantees, subordinate claims in respect of the exchange notes and the related guarantees and require holders of the exchange notes to return payments received and, if that occurs, you may not receive any payments on the exchange notes.

Federal and state fraudulent transfer and conveyance laws may apply to the issuance of the exchange notes and the incurrence of any guarantees of the exchange notes, including any note guarantees that may be entered into after the date of the issuance of the exchange notes pursuant to the terms of the indenture. Under federal bankruptcy law and comparable provisions of state fraudulent transfer or conveyance laws, which may vary from state to state, delivery of the exchange notes or the exchange notes guarantees could be voided as a fraudulent transfer or conveyance if (1) we or any guarantor, as applicable, issued the exchange notes or incurred the exchange notes guarantees with the intent of hindering, delaying or defrauding creditors; or (2) we or any guarantor, as applicable, received less than reasonably equivalent value or fair consideration in return for either issuing the exchange notes or incurring the exchange notes guarantees and, in the case of (2) only, one of the following is also true at the time thereof:

- we or any guarantors, as applicable, were insolvent or rendered insolvent by reason of the issuance of the exchange notes or the incurrence of the exchange notes guarantees;

- the issuance of the exchange notes or the incurrence of the exchange notes guarantees left us or any guarantor, as applicable, with an unreasonably small amount of capital to carry on the business;

- we or any guarantor intended to, or believed that we or such guarantor would, incur debts beyond our or such guarantors ability to pay such debts as they mature; or

- we or any guarantor was a defendant in an action for money damages, or had a judgment for money damages docketed against us or such guarantor if, in either case, after final judgment, the judgment is unsatisfied.

A court would likely find that we or a guarantor did not receive reasonably equivalent value or fair consideration for the exchange notes or such note guarantee if we or such guarantor did not substantially benefit directly or indirectly from the issuance of the exchange notes or the applicable exchange notes guarantee. As a general matter, value is given for a transfer or an obligation if, in exchange for the transfer or obligation, property is transferred or an antecedent debt is secured or satisfied. A debtor will generally not be considered to have received value in connection with a debt offering if the debtor uses the proceeds of that offering to make a dividend payment or otherwise retire or redeem equity securities issued by the debtor. We cannot be certain as to

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the standards a court would use to determine whether or not we or the guarantors were solvent at the relevant time or, regardless of the standard that a court uses, that the issuance of the exchange notes guarantees would not be further subordinated to our or our guarantors other debt. Generally, however, an entity would be considered insolvent if, at the time it incurred indebtedness:

- the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all its assets;
- the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or
- it could not pay its debts as they become due.

If a court were to find that the issuance of the exchange notes or the incurrence of the note guarantees was a fraudulent transfer or conveyance, the court could void the payment obligations under the exchange notes or such note guarantee or further subordinate the exchange notes or such note guarantee to presently existing and future indebtedness of ours or the related guarantor, or require the holders of the exchange notes to repay any amounts received with respect to such exchange notes guarantee. In the event of a finding that a fraudulent transfer or conveyance occurred, you may not receive any repayment on the exchange notes. Further, the voidance of the exchange notes could result in an event of default with respect to our and our subsidiaries other debt that could result in acceleration of such debt. Although each note guarantee will contain a provision intended to limit that guarantor s liability to the maximum amount that it could incur without causing the incurrence of obligations under its guarantee to be a fraudulent transfer, this provision may be ineffective to protect those guarantees from being voided under fraudulent transfer law.

Our variable rate indebtedness subjects us to interest rate risk, which could cause our indebtedness service obligations to increase significantly.

Borrowings under the Credit Facility are at variable rates of interest and expose us to interest rate risk. If interest rates increase, our debt service obligations on the variable rate indebtedness would increase even though the amount borrowed remained the same, and our operating income and cash flows, including cash available for servicing our indebtedness, would correspondingly decrease.

We are permitted to create unrestricted subsidiaries, which will not be subject to any of the covenants in the indenture, and we may not be able to rely on the cash flow or assets of those unrestricted subsidiaries to pay our indebtedness.

Unrestricted subsidiaries are not subject to the covenants under the indenture. Unrestricted subsidiaries may enter into financing arrangements that limit their ability to make loans or other payments to fund payments in respect of the notes. Accordingly, we may not be able to rely on the cash flow or assets of unrestricted subsidiaries to pay any of our indebtedness, including the notes.

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Risks Related to Our Business

We derive substantially all of our revenues from subsidiaries of AT&T Inc., DIRECTV and Alcatel-Lucent. The loss of any of these customers or a reduction in their demand for our services would impair our business, financial condition and results of operations.

We derive substantially all of our revenues from subsidiaries of AT&T Inc., DIRECTV and Alcatel-Lucent. We derived our revenue from the following sources over the past three fiscal years and the first three months of 2013 and 2014 (dollars in thousands):

	Years Ended December 31,								Quarter Ended March 31,					
	2011		2012		2013		2013, on a pro forma basis for the merger with Multiband (1)		2013		2013, on a pro forma basis for the merger with Multiband (1)		2014	
	Revenue	Percent of Total	Revenue	Percent of Total	Revenue	Percent of Total	Revenue	Percent of Total	Revenue	Percent of Total	Revenue	Percent of Total	Revenue	Percent of Total
Revenue From:														
Subsidiaries of AT&T Inc.	$ 650,372	89.2%	$ 532,082	87.3%	$ 662,758	71.1%	$ 662,758	58.4%	$ 129,514	85.7%	$ 129,514	58.4%	$ 156,913	61.2%
DIRECTV					$ 92,425	9.9%	$ 270,329	23.8%			$ 61,450	27.7%	$ 55,447	21.6%
Alcatel-Lucent	$ 72,332	9.9%	$ 55,022	9.0%	$ 57,940	6.2%	$ 57,940	5.1%	$ 12,088	8.0%	$ 12,088	5.5%	$ 10,800	4.2%
	$ 722,704	99.1%	$ 587,104	96.3%	$ 813,123	87.3%	$ 991,027	87.3%	$ 141,602	93.7%	$ 203,052	91.6%	$ 223,160	87.0%

(1) Giving effect to the merger with Multiband as if it occurred on January 1, 2013.

Because we derive substantially all of our revenues from these customers, and certain of our services for AT&T are provided on a territory basis, with no required commitment for AT&T to spend a specified amount in such territory with us, we could experience a material adverse effect to our business, financial condition or results of operations if the amount of business we obtain from these customers is reduced. On May 18, 2014, AT&T Inc. and DIRECTV announced that they had entered into a merger agreement pursuant to which DIRECTV would merge with a subsidiary of AT&T Inc. The closing of the merger is subject to several conditions, including review and approval by the FCC and the Department of Justice. If the merger occurs, our revenues would become more concentrated and dependent on our relationship with AT&T Inc. Additionally, we have recently experienced declining revenues under the Alcatel-Lucent Contract, and Alcatel-Lucent may elect not to renew the Alcatel-Lucent Contract following its expiration on December 31, 2014. To the extent that our performance does not meet customer expectations, or our reputation or relationships with our key customers are impaired, we may lose future business with such customers, which would materially adversely affect our ability to generate revenue. Any of these factors could negatively impact our business, financial condition or results of operations.

Amounts included in our estimated backlog may not result in actual revenue or translate into profits, and our estimated backlog is subject to cancellation and unexpected adjustments and therefore is an uncertain indicator of future operating results.

As of March 31, 2014, our estimated backlog through September 30, 2015 was primarily comprised of services anticipated to be performed under master service agreements, pursuant to which our customers often have little or no obligation to undertake any work with us and that are cancellable on limited notice. These estimated backlog amounts are based on our estimates and therefore may not result in actual recognition of revenue in the originally anticipated period, or at all, or may not translate into profits. In addition, certain contracts included in our estimated backlog may not be profitable. We may experience variances in the realization of our estimated backlog because of project delays or cancellations resulting from weather conditions, other project deferrals or delays, scope adjustments, external market factors and economic factors beyond our control. If our estimated backlog fails to materialize as anticipated, our business, financial condition or results of operations would be materially and adversely affected. Accordingly, our estimated backlog as of any particular date is an uncertain indicator of future revenue or earnings.

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Our results of operations have been variable, which makes it difficult to evaluate our business and to forecast future results.

Our results of operations have been variable, which makes it difficult to evaluate our business and to forecast our future results based upon our historical data. For the years ended December 31, 2011, 2012 and 2013, and the three months ended March 31, 2014, we had net income (loss) of $19.3 million, $(2.5) million, $(43.2) million and $(10.3) million, respectively. As evidenced by these financial results, we may be unable to achieve or maintain profitability on a consistent basis. Because of the uncertainties related to our operations, we may be hindered in our ability to adapt to increases or decreases in sales, revenues or expenses. If we make poor operational decisions in implementing our business plan, we may not generate revenues or may incur losses, which may materially adversely affect our business, financial condition or results of operations.

Most of our contracts do not obligate our customers to undertake a significant amount, if any, of infrastructure projects or other work with us and may be cancelled on limited notice, so our revenue is not guaranteed.

Substantially all of our revenue is derived from multi-year MSAs. Under our multi-year MSAs, we contract to provide customers with individual project services through work orders within defined geographic areas or scopes of work on a fixed fee. Under these agreements, our customers often have little or no obligation to undertake any infrastructure projects or other work with us. In addition, most of our contracts are cancellable on limited notice, even if we are not in default under the contract. We may hire employees permanently to meet anticipated demand for the anticipated projects that may be delayed or cancelled. DIRECTV also may change the terms, such as term, termination, pricing and services areas, of its agreements with Multiband, and has done so in the past, to terms that are more favorable to DIRECTV. Further, the Alcatel-Lucent Contract contains a cross-default provision pursuant to which a default under one of our credit facilities would also constitute a default under the Alcatel-Lucent Contract. In addition, many of our contracts, including our service agreements, are periodically open to public bid. We may not be the successful bidder on our existing contracts that are re-bid. We could face a drop in revenues and our business, financial condition or results of operations could be materially adversely affected if:

- we see a significant decline in the projects customers assign to us under our service agreements;
- our customers cancel or defer a significant number of projects;
- we fail to win our existing contracts upon re-bid; or
- we complete the required work under a significant number of our non-recurring projects and cannot replace them with similar projects.

Our revenues could be negatively affected by reduced support from DIRECTV.

DIRECTV conducts promotional and marketing activities on national, regional and local levels. Due to the Field Services segment s substantial dependence on DIRECTV, the Field Services segment s revenues depend, in significant part, on: (i) the overall reputation and success of DIRECTV; (ii) the incentive and discount programs provided by DIRECTV and its promotional and marketing efforts for its products and services; (iii) the goodwill associated with DIRECTV trademarks; (iv) the introduction of new and innovative products by DIRECTV; (v) the manufacture and delivery of competitively-priced, high quality equipment and parts by DIRECTV in quantities sufficient to meet customers requirements on a timely basis; (vi) the quality, consistency and management of the overall DIRECTV system; and (vii) the ability of DIRECTV to manage its risks and costs. If DIRECTV does not provide, maintain or improve any of the foregoing, if DIRECTV changes the terms of its incentive and discount programs, or if DIRECTV were sold or reduced or ceased operations, there could be a material adverse effect on our financial condition and results of operations.

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If we do not obtain additional capital to fund our operations and obligations, our growth may be limited.

We may require additional capital to fund our operations and obligations. Our business is working capital intensive. As our business has grown, we have managed periods of tight liquidity by accessing capital from our shareholders and their affiliates, some of whom are no longer affiliated with us. Our capital requirements will depend on several factors, including:

- our ability to enter into new agreements with customers or to extend the terms of our existing agreements with customers, and the terms of such agreements;
- the success rate of our sales efforts;
- costs of recruiting and retaining qualified personnel;
- expenditures and investments to implement our business strategy; and
- the identification and successful completion of acquisitions.

We may seek additional funds through equity or debt offerings and/or borrowings under lines of credit or other sources, including a possible increase in the borrowing base in the Credit Facility. If we cannot raise additional capital, we may have to implement one or more of the following remedies:

- curtail internal growth initiatives; and
- forgo the pursuit of acquisitions.

We do not know whether additional financing will be available on commercially acceptable terms, if at all, when needed. If adequate funds are not available or are not available on commercially acceptable terms, our ability to fund our operations, support the growth of our business or otherwise respond to competitive pressures could be significantly delayed or limited, which could materially adversely affect our business, financial condition or results of operations.

The Credit Facility and the indenture governing the notes impose significant operating and financial restrictions on us that may prevent us from engaging in transactions that might benefit us, including responding to changing business and economic conditions or securing additional financing, if needed.

The terms of the Credit Facility and the indenture governing the notes contain customary events of default and covenants that prohibit us and our subsidiaries from taking certain actions without satisfying certain conditions, financial tests (including a minimum fixed charge coverage ratio) or obtaining the consent of the lenders. These restrictions, among other things, limit our ability to:

- divest our assets;
- incur additional indebtedness;

create liens against our assets;

enter into certain mergers, joint ventures, and consolidations or transfer all or substantially all of our assets;

make certain investments and acquisitions;

prepay indebtedness;

make certain payments and distributions;

pay dividends;

engage in certain transactions with affiliates; and

act outside the ordinary course of business.

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In particular, our Credit Facility permits us to borrow up to $50.0 million, subject to borrowing base determinations and certain other restrictions. The Credit Facility contains financial covenants that require that we not permit our annual capital expenditures to exceed $20.0 million (plus any permitted carry over). We are also required to comply with additional financial covenants upon the occurrence of a Triggering Event, as defined in the Credit Facility. A Triggering Event is deemed to have occurred when our undrawn availability under the Credit Facility fails to equal at least $10.0 million measured as of the last day of each month for two consecutive month-ends. A Triggering Event will cease to be continuing when our undrawn availability for three consecutive months equals at least $20.0 million measured as of the last day of each such month. Upon the occurrence and during the continuance of a Triggering Event we are required to meet the following financial covenants:

- maintain, as of the end of each fiscal quarter, for the trailing four quarters then ended, a ratio of EBITDA (as defined in the Credit Facility) less non-financed capital expenditures (but only to the extent made after the occurrence of a Triggering Event) to Fixed Charges (as defined in the Credit Facility) of at least 1.25 to 1.00; and

- not permit our ratio of total indebtedness to trailing twelve month EBITDA, as of the last day of a fiscal quarter, to exceed 6.00 to 1.00 from January 1, 2014 through June 30, 2014, 5.50 to 1.00 from July 1, 2014 through December 31, 2014, or 5.00 to 1.00 beginning January 1, 2015.

Should we be unable to comply with the terms and covenants of the Credit Facility, we would be required to obtain further modifications of the Credit Facility or secure another source of financing to continue to operate our business. A default could also result in the acceleration of our obligations under the Credit Facility. If that should occur, we may be unable to repay all of our obligations under the Credit Facility, which could force us to sell significant assets or allow our assets to be foreclosed upon. In addition, these covenants may prevent us from engaging in transactions that benefit us, including responding to changing business and economic conditions or securing additional financing, if needed. Our business is capital intensive and, to the extent we need additional financing, we may not be able to obtain such financing at all or on favorable terms, which may adversely affect our business, financial condition or results of operations. Had we been required to meet these ratio tests as of March 31, 2014, we would not have met either the Fixed Charge Coverage Ratio or the Leverage Ratio.

Further, the terms of the Indenture governing the notes require us to meet certain ratio tests, on a pro forma basis giving effect to such transactions, before engaging in certain transactions, including incurring additional debt outside of the Credit Facility and making restricted payments, subject, in each case, to certain exceptions. We must meet a Fixed Charge Coverage Ratio of at least 2.00 to 1.00 in order to make restricted payments or incur additional debt, and we must meet a Total Leverage Ratio test of not greater than 2.50 to 1.00 in order to secure any additional debt (each defined in the Indenture). Excluding the merger with Multiband, with respect to which holders of the original notes waived compliance with both ratios pursuant to the Consent Letter, we have not entered into any transaction that requires us to meet these tests as of March 31, 2014. Had we been required to meet these ratio tests as of March 31, 2014, we would not have met either the Fixed Charge Coverage Ratio or the Total Leverage Ratio. We do not anticipate that we will meet the Fixed Charge Coverage Ratio for any remaining quarter in 2014 unless our EBITDA is increased or our fixed charges are reduced such as by retiring debt. We also do not anticipate that we will meet the Total Leverage Ratio in 2014 unless our EBITDA is increased or our total indebtedness is reduced. As a result, we would not be able to make certain restricted payments or incur indebtedness unless (i) we obtain an amendment or waiver to the Indenture and related documents in order to make such restricted payment or incur such indebtedness or (ii) such additional indebtedness or restricted payment were specifically permitted by the Indenture, such as borrowings under the Credit Facility.

As a result of these covenants and restrictions, we are limited in how we conduct our business and we may be unable to raise additional debt financing to compete effectively or to take advantage of new business opportunities. The terms of any future indebtedness we may incur could include more restrictive covenants. We cannot assure you that we will be able to obtain or maintain compliance with these covenants in the future and, if we fail to do so, that we will be able to obtain waivers from the lender and/or amend these covenants.

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Failure to manage our planned growth could place a significant strain on our resources and make it difficult for us to satisfy our obligations under the exchange notes.

Our ability to successfully implement our business plan requires an effective plan for managing our future growth. We plan to increase the scope of our operations. Current and future expansion efforts will be expensive and may significantly strain our managerial and other resources and ability to manage working capital. We cannot be certain that our infrastructure will be adequate to support our operations as they expand. To manage future growth effectively, we must manage expanded operations, integrate new personnel and maintain and enhance our financial and accounting systems and controls. If we do not manage growth properly, it could harm our business, financial condition or results of operations and make it difficult for us to satisfy our obligations under the notes.

We may be unsuccessful in achieving our organic growth strategies, which could limit our revenue growth.

Our ability to generate organic growth will be affected by, among other factors, our ability to:

- expand the range of services we offer to customers to address their evolving network needs;
- attract new customers;
- increase the number of projects performed for existing customers;
- achieve the estimated revenue we announced from new customer contracts;
- hire and retain qualified employees;
- expand geographically, including internationally; and
- address the challenges presented by difficult economic or market conditions that may affect us or our customers.

Many of the factors affecting our ability to generate organic growth may be beyond our control, and we cannot be certain that our strategies for achieving internal growth will occur or be successful.

Our business strategy includes the entrance into several markets in which we have little or no experience, which may not be successful and could be costly.

As part of our growth strategy, in addition to our entrance into the satellite television and broadband installation markets in connection with the acquisition of Multiband, we have entered into other markets, including the enterprise and government telecommunications infrastructure markets. We have little or no experience in these markets. As we enter new markets, we will face new technological and operational risks and challenges with which we are unfamiliar and may incur significant costs. Entering new markets requires substantial management efforts and skills to mitigate these risks and challenges. Our lack of experience with certain of these new markets may result in unsuccessful new market entries. If we do not manage our entry into new markets properly, these costs and risks could harm our business, financial condition or results of operations.

If we are unable to integrate the operations of Multiband or any future acquisitions successfully, our operating results and prospects could be harmed.

We may not be able to successfully integrate the operations of Multiband and if we complete other acquisitions in the future, such acquired companies with our other operations without substantial costs, delays or other operational or financial problems. Integrating acquired companies involves a number of special risks that could materially and adversely affect our business, financial condition, results of operations and prospects, including:

- failure of acquired companies to achieve the results we expect;
- diversion of management s attention from operational matters;

- difficulties integrating the operations and personnel of acquired companies;

- uncertainty of entry into markets in which we have limited or no experience and in which competitors have stronger market positions;

- inability to retain key personnel of acquired companies;

- risks associated with unanticipated events or liabilities;

- the potential disruption of our business; and

- the difficulty of maintaining uniform standards, controls, procedures and policies, including an effective system of internal control over financial reporting.

If one of our acquired companies suffers customer dissatisfaction or performance problems, the reputation of that or our entire company could be materially and adversely affected. In addition, future acquisitions could result in issuances of equity securities that would reduce the ownership interest of our shareholders, the incurrence of debt, contingent liabilities, deferred stock-based compensation or expenses related to the valuation of goodwill or other intangible assets and the incurrence of large, immediate write-offs.

Our failure to continue to be certified as a minority business enterprise could reduce some of the opportunities available to us, which could reduce our revenue growth.

We are currently certified as a minority business enterprise by the National Minority Supplier Development Council. A substantial majority of our common stock is beneficially owned and controlled by persons deemed to be minorities. Certain of our current and potential customers consider the percentage of minority ownership and control of a company when awarding new business. If for any reason, including the offering of equity securities to the public, we cease to be certified as a minority business enterprise by the National Minority Supplier Development Council or similar organization, then we may lose an advantage and not be selected for future business from current or potential customers who may benefit from purchasing our services as a result of our status as a certified minority business enterprise. The failure to obtain a potential project or customer as a result of our not being a minority business enterprise in the future may have a material adverse effect on our business, financial condition or results of operations.

Our business is seasonal and is affected by the capital planning and spending patterns of our customers, and we have adopted the completed contract method of accounting for construction and installation contracts, all of which expose us to variable quarterly results.

Our results of operations experience significant fluctuations because we have adopted the completed contract method of accounting for revenues and expenses from our construction and installation contracts. Substantially all of our revenues are generated from construction and installation contracts. Because of the nature of our business, the vast majority of contracts are completed during the fourth quarter of each year. Under the completed contract method, we do not recognize revenue or expenses on contracts until we have substantially completed the contract. Accordingly, the vast majority of our revenues and costs are recognized during the fourth quarter of each year. For example, our fourth quarter revenues represented 38.5% of our total revenues for the year ended December 31, 2013. The recognition of revenue and expenses on contracts that span quarters may also cause our reported results of operations to experience significant fluctuations.

Additionally, we have historically experienced seasonal variations in our business, primarily due to the capital planning cycles of certain of our customers. Generally, AT&T s annual capital plans are not finalized to the project level until sometime during the first three months of the year, resulting in reduced capital spending in the first quarter relative to the rest of the year. As a result, we have historically experienced, and may continue to experience, significant differences in operations results from quarter to quarter.

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Our Field Services segment s results of operations may also fluctuate significantly from quarter to quarter. Variations in our Field Services segment s revenues and operating results occur quarterly as a result of a number of factors, including the number of customer engagements, employee utilization rates, the size and scope of assignments and general economic conditions. Because a significant portion of our Field Services segment s expenses are relatively fixed, a variation in the number of customer engagements or the timing of the initiation or completion of those engagements can cause significant fluctuations in operating results from quarter to quarter.

As a result of these seasonal variations and our methodology for the recognition of revenue and expenses on projects, comparisons of operating measures between quarters may not be as meaningful as comparisons between longer reporting periods.

We may not accurately estimate the costs associated with our services provided under fixed price contracts, which could impair our business, financial condition or results of operations.

Substantially all of our revenues are derived from MSAs that are fixed-unit price contracts. Under these contracts, we set the price of our services on a per unit or aggregate basis and assume the risk that the costs associated with our performance may be greater than we anticipated. In addition to MSAs, we enter into contracts that require installation or construction of specified units within an infrastructure system. Under those agreements, we have also contractually agreed to a price per unit. If the actual costs to complete each unit exceed original estimates, our profitability will be adversely affected. These contracts also contain most favored nation clauses, which provide that if we perform services similar to those performed under these contracts to another customer on more favorable terms, then we must offer those same terms to our current customers and we might be required to reimburse our customers for amounts they have paid in the past. Future contracts might also contain similar most favored nation clauses. We are also required to immediately recognize the full amount of any expected losses on these projects if estimated costs to complete the remaining units for the projects exceed the revenue to be earned on such units. Our profitability is therefore dependent upon our ability to accurately estimate the costs associated with our services. These costs may be affected by a variety of factors, such as lower than anticipated productivity, conditions at the work sites differing materially from what was anticipated at the time we bid on the contract and higher costs of materials and labor resulting from inflation and other factors. These variations, along with other risks inherent in performing fixed-unit price contracts, may cause actual revenues and gross profits for a project to differ from those originally estimated, and as a result, certain agreements or projects could have lower margins than anticipated, or losses if actual costs for our contracts exceed our estimates, which could materially adversely affect our business, financial condition or results of operations.

Project performance issues, including those caused by third parties, or certain contractual obligations may result in additional costs to us, reductions in revenues or the payment of liquidated damages.

Many projects involve challenging engineering, procurement, construction or installation phases that may occur over extended time periods, sometimes over several years. We may encounter difficulties as a result of delays in designs, engineering information or materials provided by the customer or a third party, delays or difficulties in equipment and material delivery, schedule changes, delays from our customer s failure to timely obtain permits or rights-of-way or meet other regulatory requirements, weather-related delays and other factors, some of which are beyond our control, that impact our ability to complete the project in accordance with the original delivery schedule. In addition, we contract with third-party subcontractors to assist us with the completion of contracts. Any delay or failure by suppliers or by subcontractors in the completion of their portion of the project may result in delays in the overall progress of the project or may cause us to incur additional costs, or both. Delays and additional costs may be substantial and, in some cases, we may be required to compensate the customer for such delays. Delays may also disrupt the final completion of our contracts as well as the corresponding recognition of revenues and expenses therefrom. In certain circumstances, we guarantee project completion by a scheduled acceptance date or achievement of certain acceptance and performance testing levels. Failure to meet any of our schedules or performance requirements could also result in additional costs or penalties, including liquidated damages, and such amounts could exceed expected project profit. In extreme

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cases, the above-mentioned factors could cause project cancellations, and we may be unable to replace such projects with similar projects or at all. Such delays or cancellations may impact our reputation or relationships with customers, adversely affecting our ability to secure new contracts.

Our subcontractors may fail to satisfy their obligations to us or other parties, or we may be unable to maintain these relationships, either of which may have a material adverse effect on our business, financial condition and results of operations.

We depend on subcontractors to complete work on certain of our projects. There is a risk that we may have disputes with subcontractors arising from, among other things, the quality and timeliness of work performed by the subcontractor, customer concerns about the subcontractor or our failure to extend existing task orders or issue new task orders under a subcontract. 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, then our ability to fulfill our obligations as a prime contractor may be jeopardized. In addition, the absence of qualified subcontractors with whom we have a satisfactory relationship could adversely affect the quality of our service and our ability to perform under some of our contracts. Any of these factors may have a material adverse effect on our business, financial condition or results of operations.

If the high demand for the limited supply of subcontractors in our industry persists or grows it may lead to higher subcontracting fees and the increased use of prepayment arrangements, which may harm our cash flow and profitability.

The current increase in the demand for deploying, upgrading and maintaining wireless networks and the limited supply of skilled subcontractors has made the competition to recruit qualified subcontractors intense and has led to higher fees for subcontracting services. Beginning in the first quarter of 2013, the increased demand for subcontractors also led to a change in the payment arrangements with certain of our subcontractors, which effectively resulted in an acceleration of our payment terms with these subcontractors, and due to our fixed-unit cost contracts, we were generally unable to pass these costs on to our customers. If the high demand for subcontractors persists, our subcontracting fees may continue to grow at a rate faster than we can offset with increased prices for our services, which may harm our profitability. Additionally, more subcontractors may begin requiring us to prepay for services or increase the fees they charge us for services, which could harm our financial condition and results of operations.

Material delays or defaults in customer payments could leave us unable to cover expenditures related to such customer s projects, including the payment of our subcontractors.

Because of the nature of most of our contracts, we commit resources to projects prior to receiving payments from our customers in amounts sufficient to cover expenditures as they are incurred. In certain cases, these expenditures include paying our subcontractors who perform significant portions of our services. Delays in customer payments may require us to make a working capital investment or obtain advances from our Credit Facility. If a customer defaults in making its payments on a project or projects to which we have devoted significant resources, it could have a material adverse effect on our business, financial condition or results of operations and negatively impact the financial covenants with our lenders.

Certain of our employees and subcontractors work on projects that are inherently dangerous, and a failure to maintain a safe worksite could result in significant losses.

Certain of our project sites can place our employees and others in difficult or dangerous environments, including difficult and hard to reach terrain or locations high above the ground or near large or complex equipment, moving vehicles, high voltage or dangerous processes. Safety is a primary focus of our business and is critical to our reputation. Many of our clients require that we meet certain safety criteria to be eligible to bid on contracts. We maintain programs with the primary purpose of implementing effective health, safety and environmental procedures throughout our company. If we fail to implement appropriate safety procedures or if

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our procedures fail, our employees, subcontractors and others may suffer injuries. The failure to comply with such procedures, client contracts or applicable regulations could subject us to losses and liability and adversely impact our ability to obtain projects in the future.

Our failure to comply with the regulations of OSHA and other state and local agencies that oversee transportation and safety compliance could materially adversely affect our business, financial condition or results of operations.

OSHA establishes certain employer responsibilities, including maintenance of a workplace free of recognized hazards likely to cause death or serious injury, compliance with standards promulgated by OSHA and various recordkeeping, disclosure and procedural requirements. Various standards, including standards for notices of hazards and safety in excavation and demolition work may apply to our operations. We have incurred, and will continue to incur, capital and operating expenditures and other costs in the ordinary course of business in complying with OSHA and other state and local laws and regulations, and could incur penalties and fines in the future, including in extreme cases, criminal sanctions.

While we have invested, and will continue to invest, substantial resources in occupational health and safety programs, our industry involves a high degree of operational risk and is subject to significant liability exposure. We have suffered employee injuries in the past and may suffer additional injuries in the future. Serious accidents of this nature may subject us to substantial penalties, civil litigation or criminal prosecution, and Multiband, which we recently acquired, has an OSHA incident rating higher than industry average. Personal injury claims for damages, including for bodily injury or loss of life, could result in substantial costs and liabilities, which could materially and adversely affect our business, financial condition or results of operations. In addition, if our safety record were to substantially deteriorate, or if we suffered substantial penalties or criminal prosecution for violation of health and safety regulations, customers could cancel existing contracts and not award future business to us, which could materially adversely affect our business, financial condition or results of operations.

We are self-insured against many potential liabilities.

Although we maintain insurance policies with respect to automobile liability, general liability, workers compensation and employee group health claims, those policies are subject to high deductibles, and we are self-insured up to the amount of the deductible. Because most claims against us do not exceed the deductibles under our insurance policies, we are effectively self-insured for substantially all claims. In addition, we are self-insured on our medical coverage up to a specified annual maximum of costs. If our insurance claims increase or if costs exceed our estimates of insurance liabilities, we could experience a decline in profitability and liquidity, which would materially adversely affect our business, financial condition or results of operations.

Warranty claims resulting from our services could have a material adverse effect on our business, financial condition or results of operations.

We generally warrant the work we perform within our Professional Services and Infrastructure Services segments for one- to two-year periods following substantial completion of a project, subject to further extensions of the warranty period following repairs or replacements. While costs that we have incurred historically under our warranty obligations have not been material, the costs associated with such warranties, including any warranty related legal proceedings, could have a material adverse effect on our business, financial condition or results of operations.

Our operations may impact the environment or cause exposure to hazardous substances, our properties may have environmental contamination, and our failure to comply with environmental laws, each of which could result in material liabilities.

Our operations are subject to various environmental laws and regulations, including those dealing with the handling and disposal of waste products. Certain of our current and historical construction operations have used

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hazardous materials and, to the extent that such materials are not properly stored, contained or recycled, they could become hazardous waste. A portion of the work we perform is also in underground environments. If the field location maps supplied to us are not accurate, or if objects are present in the soil that are not indicated on the field location maps, our underground work could strike objects in the soil containing pollutants and result in a rupture and discharge of pollutants and other damages. In such cases, we could be liable for fines or damages. Additionally, some of our contracts require that we assume the environmental risk of site conditions and require that we indemnify our customers for any damages, including environmental damages incurred in connection with our projects.

We may also be subject to claims under various environmental laws and regulations, federal and state statutes and/or common law doctrines for toxic torts and other damage caused by us, as well as for natural resource damages and the investigation and clean up of soil, surface water, groundwater and other media under laws such as the Comprehensive Environmental Response, Compensation, and Liability Act. Such claims may arise, for example, out of current or former conditions at project sites, current or former properties owned or leased by us, and contaminated sites that have always been owned or operated by third parties. Liability may be imposed without regard to fault and may be strict, joint and several, such that we may be held responsible for more than our share of any contamination or other damages, or even for the entire share, and may be unable to obtain reimbursement from the parties causing the contamination.

New environmental laws and regulations, stricter enforcement of existing laws and regulations, the discovery of previously unknown contamination or leaks, or the imposition of new clean-up requirements could also require us to incur significant costs or become the basis for new or increased liabilities that could have a material negative impact on our business, financial condition or results of operations.

Increases in the costs of fuel could reduce our operating margins.

The price of fuel needed to run our vehicles and equipment is unpredictable and fluctuates based on events outside of our control, including geopolitical developments, supply and demand for oil and gas, actions by the Organization of the Petroleum Exporting Countries and other oil and gas producers, war and unrest in oil producing countries, regional production patterns and environmental concerns. Most of our contracts do not allow us to adjust our pricing. Any increase in fuel costs could have a material adverse effect our business, financial position or results of operations. Accordingly, any increase in fuel costs could materially adversely affect our business, financial condition or results of operations.

We are an emerging growth company, and we cannot be certain if the reduced reporting requirements applicable to emerging growth companies will make our securities less attractive to investors.

We are an emerging growth company, as defined in the Jumpstart Our Business Startups Act, or the JOBS Act. For as long as we continue to be an emerging growth company, we may take advantage of exemptions from various reporting requirements that are applicable to other public reporting companies that are not emerging growth companies, including not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002 and reduced disclosure obligations regarding executive compensation in our periodic reports. We could be an emerging growth company up until the December 31st following the fifth anniversary after our first equity offering, although circumstances could cause us to lose that status earlier if our annual revenues exceed $1.0 billion, if we issue more than $1.0 billion in non-convertible debt in any three-year period or if the market value of our common stock held by non-affiliates exceeds $700.0 million as of any June 30th, in which case we would no longer be an emerging growth company as of the following December 31st. We cannot predict if investors will find our securities less attractive because we may rely on these exemptions. If some investors find our securities less attractive as a result, there may be a less active trading market for our securities and the price of our securities may be more volatile.

Under the JOBS Act, emerging growth companies can also delay adopting new or revised accounting standards until such time as those standards apply to private companies. We have irrevocably elected not to avail ourselves of this exemption from new or revised accounting standards and, therefore, will be subject to the same new or revised accounting standards as other public companies that are not emerging growth companies.

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After completion of this offering, we will not be subject to a number of the corporate governance requirements of the SEC or of any national securities exchange or inter-dealer quotation system.

Because the registration statement of which this prospectus forms a part registers only debt securities and because we do not have any securities listed, and do not intend to list the notes, on a national securities exchange or an inter-dealer quotation system, we are not subject to a number of the corporate governance requirements of the SEC or of any national securities exchange or inter-dealer quotation system. For example, upon completion of this offering, we will not be required to have:

- a board of directors comprised of a majority of independent directors;
- an audit committee comprised entirely of independent directors and meeting the requirements of Rule 10A-3 under the Exchange Act; or
- a nominating/corporate governance committee or compensation committee.

Accordingly, you will not have the same protections afforded to security holders of companies that are subject to the corporate governance requirements of a national securities exchange or an inter-dealer quotation system or all of the corporate governance requirements of the SEC.

If we fail to implement and maintain effective internal control over financial reporting, our ability to produce accurate financial statements could be impaired, which could adversely affect our business, financial condition or results of operations.

As a voluntary filer, we will be required to maintain internal control over financial reporting and to report any material weaknesses in such internal control. In addition, beginning with our 2014 annual report on Form 10-K to be filed in 2015, we will be required to furnish a report by management on the effectiveness of our internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act. We are in the process of designing, implementing and testing the internal control over financial reporting required to comply with this obligation, which process is time consuming, costly and complicated. In addition, our independent registered public accounting firm will be required to attest to the effectiveness of our internal control over financial reporting beginning with our annual report on Form 10-K following the date on which we are no longer an emerging growth company, which may be up to five full years following the date of this offering. If we identify material weaknesses in our internal control over financial reporting, if we are unable to comply with the requirements of Section 404 in a timely manner or assert that our internal control over financial reporting is effective, or if our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal control over financial reporting when required, investors may lose confidence in the accuracy and completeness of our financial reports and we could become subject to investigations by the SEC, or other regulatory authorities, which could require additional financial and management resources.

In connection with the audit of our financial statements for the year ended December 31, 2011 both we and our auditors identified accounting errors and internal control deficiencies that collectively called into question our ability to properly apply the percentage of completion method of accounting to our long-term construction contracts, which is the method that we had historically applied to recognize revenue on our long-term construction contracts. After consultations with KPMG LLP and with the SEC Staff, we concluded that the completed contract method of accounting would be a more appropriate and reliable method under which to recognize revenue from our construction contracts. Accordingly, we restated our financial statements for each of the three years ended December 31, 2011 so that our revenues from construction contracts were recognized using the completed contract method, which we have also applied in the preparation of our financial statements for the years ended December 31, 2012 and 2013. We incurred costs of approximately $8.1 million and $3.4 million for the years ended December 31, 2012 and 2013, respectively, to restate our financial statements and implement processes and procedures to capture results on the completed contract method of accounting.

We evaluated deficiencies identified in connection with the preparation and audit of our consolidated financial statements for the fiscal year ended December 31, 2013 in accordance with the framework developed by

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the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control Integrated Framework. The following control deficiency represents a material weakness in our internal control over financial reporting as of December 31, 2013:

Purchasing and Inventory Management: We did not maintain sufficient controls over our purchasing and inventory management process. Specifically (a) the controls surrounding the tracking of inventory movements between warehouses and job sites was not sufficient to ensure that inventory was appropriately recorded and that inventory not used at job sites was returned to warehouses on a timely basis; and (b) controls and processes to properly match returned inventory to the appropriate project to ensure accurate project costs and profitability either were not present or did not operate effectively.

During the quarter ended June 30, 2013, we also identified a control deficiency that represented a material weakness in our internal control over financial reporting as of March 31, 2013 related to controls surrounding the Company s adoption of processes used to capture results based upon the completed contract method of accounting in 2013.

Our actions to improve internal financial accounting controls may not be sufficient to mitigate these material weaknesses. There may be additional material weaknesses in our control environment now or in the future, requiring corrective action to improve our financial and accounting controls. In addition, implementing any appropriate changes to our internal controls may entail substantial costs in order to modify our existing accounting and information technology systems, may take a significant period of time to complete and may distract our officers, directors and employees from the operation of our business. Any failure to maintain adequate internal control over financial reporting, or consequent inability to produce accurate financial statements, could increase our operating costs and could materially impair our ability to operate our business.

The requirements of being a public reporting company may strain our resources and divert management s attention.

We only recently began reporting with the SEC. As a voluntary filer we have been, and upon the effectiveness of the registration statement of which this prospectus forms a part, we will be, subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act and other applicable securities rules and regulations. Despite recent reforms made possible by the JOBS Act, compliance with these rules and regulations will nonetheless increase our legal and financial compliance costs, make some activities more difficult, time-consuming or costly and increase demand on our systems and resources, particularly after we are no longer an emerging growth company. The Exchange Act requires, among other things, that we file annual, quarterly and current reports with respect to our business and operating results.

As a result of disclosure of information in filings required of a public reporting company, our business and financial condition will become more visible, which we believe may result in threatened or actual litigation, including by competitors and other third parties. If such claims are successful, our business and operating results could be harmed, and even if the claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and adversely affect our business, brand and reputation and results of operations.

We also expect that being a public reporting company and these new rules and regulations will make it more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified members of our Board of Directors and qualified executive officers.

The need to establish and maintain the corporate infrastructure demanded of a public reporting company may divert management s attention from implementing our business and growth strategies, which could prevent us from improving our business, results of operations and financial condition. Based on management s estimates, we anticipate that we will incur approximately $2.0 million per year of cost as a result of being a debt-only issuer public reporting company, including legal, audit, printing and other costs, although unforeseen circumstances could increase actual costs. These costs are not fully reflected in our audited financial statements.

We depend on a limited number of key personnel who would be difficult to replace.

We depend, in part, on the performance of Ron Hill, our Chief Executive Officer and President, John Goodman, our Executive Chairman, Randal Dumas, our Chief Financial Officer, Cari Shyiak, our Chief Operating Officer, Scott Pickett, our Chief Marketing Officer and Executive Vice President of Strategic Planning and Mergers and Acquisitions, and James L. Mandel, Multiband s Chief Executive Officer, to operate and grow our business. The loss of any of Messrs. Hill, Goodman, Dumas, Shyiak, Pickett or Mandel could negatively impact our ability to execute our business strategies. Although we have entered into employment agreements with Messrs. Hill, Goodman, Dumas, Shyiak, Pickett and Mandel, we may be unable to retain them or replace any of them if we lose their services for any reason. We recently amended our Bylaws to provide that our Chief Executive Officer will be responsible for the general supervision and management of the Company and our Executive Chairman will be responsible for, among other things, providing advice and counsel to our Chief Executive Officer in areas such as corporate and strategic planning and policy, mergers and acquisitions, corporate objectives, annual financial budgets, capital expenditures, evaluating and hiring employees, and communicating with investment bankers, lenders or other financial sponsors. Mr. Goodman remains a critical and integral part of our day-to-day business. While his duties have changed, Mr. Goodman has simply redeployed his executive experience gained through continuous service to our business as our co-founder to manage both short- and long-term future business strategy. In connection with the amendment to our Bylaws, we and Mr. Goodman amended and restated Mr. Goodman s employment agreement to, among other things, extend the term of his employment to a period of three years. Mr. Goodman has advised us that he has no plans to leave the Company. We cannot assure you, despite Mr. Goodman s expressed interest in continuing in his position with the Company, that we will not suffer adverse impacts to the Company as a result of this transition.

If we are unable to attract and retain qualified and skilled employees, we may be unable to operate efficiently, which could materially adversely affect our business, financial condition or results of operations.

Our business is labor intensive, and some of our operations experience a high rate of employee turnover. Given the nature of the highly specialized work we perform, many of our employees are trained in and possess specialized technical skills. At times of low unemployment rates of skilled laborers in the areas we serve, it can be difficult for us to find qualified and affordable personnel. We may be unable to hire and retain a sufficient skilled labor force necessary to support our operating requirements and growth strategy. Our labor expenses may increase as a result of a shortage in the supply of skilled personnel. We may also be forced to incur significant training expenses if we are unable to hire employees with the requisite skills. Labor shortages or increased labor or training costs could materially adversely affect our business, financial condition or results of operations.

In the ordinary course of business, we extend unsecured credit to our customers for purchases of our services or may provide other financing or investment arrangements, which subjects us to potential credit or investment risk that could, if realized, adversely affect our business, financial condition or results of operations.

In the ordinary course of business, we extend unsecured credit to our customers. As of March 31, 2014, this credit amounted to $67.2 million. We may also agree to allow our customers to defer payment on projects until certain milestones have been met or until the projects are substantially completed, and customers typically withhold some portion of amounts due to us as retainage. In addition, we may provide other forms of financing in the future to our customers or make investments in our customers projects, typically in situations where we also provide services in connection with the projects. Our payment arrangements with our customers subject us to potential credit risk related to changes in business and economic factors affecting our customers, including material changes in our customers revenues or cash flows. These changes may also reduce the value of any financing or equity investment arrangements we have with our customers. If we are unable to collect amounts

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owed to us, our cash flows would be reduced and we could experience losses if the uncollectible amounts exceeded current allowances. We would also recognize losses with respect to any investments that are impaired as a result of our customers financial difficulties. Losses experienced could materially and adversely affect our business, financial condition or results of operations. The risks of collectability and impairment losses may increase for projects where we provide services as well as make a financing or equity investment.

We may be unable to obtain sufficient bonding capacity to support certain service offerings, and the need for performance and surety bonds may reduce our availability under the Credit Facility.

Certain of our contracts require performance and payment bonds. If our business continues to grow, our bonding requirements may increase under these and other contracts we obtain. If we are unable to renew or obtain a sufficient level of bonding capacity in the future, we may be precluded from being able to bid for certain contracts or successfully contract with certain customers. In addition, even if we are able to successfully renew or obtain performance or payment bonds, we may be required to post letters of credit in connection with the bonds, which would reduce availability under the Credit Facility.

Our inability to adequately protect the confidential aspects of our technology and the products and services we sell could materially weaken our operations.

We rely on a combination of trade secret, copyright and trademark laws, license agreements, and contractual arrangements with certain key employees to protect our proprietary rights and the proprietary rights of third parties from whom we license intellectual property. The legal protections afforded to us or the steps that we take may be inadequate to prevent misappropriation of our intellectual property. If it was determined that we have infringed or are infringing on the intellectual property rights of others, we could be required to pay substantial damages or stop selling products and services that contain the infringing intellectual property, which could have a material adverse effect on our business, financial condition and results of operations. In such a case, we may be unable to develop non-infringing technology or obtain a license on commercially reasonable terms, or at all. Our success depends in part on our ability to protect the proprietary and confidential aspects of our technology and the products and services that we sell or utilize.

Claims, lawsuits and proceedings and contract disputes, including those related to our construction business, could materially adversely affect our business, financial condition or results of operations.

We are subject to various claims, lawsuits and proceedings and contract disputes that arise in the ordinary course of business. In particular, our construction activities expose us to increased risk because design, construction or systems failures can result in substantial bodily injury or damage to third parties. These actions may seek, among other things, compensation for alleged personal injury, workers compensation, employment discrimination, breach of contract, property damage, punitive damages, civil penalties or other losses, consequential damages, or injunctive or declaratory relief. In addition, pursuant to our service agreements, we generally indemnify our customers for claims related to the services we provide. Claimants may seek large damage awards and defending claims can involve significant costs. When appropriate, we establish reserves against these items that we believe to be adequate in light of current information, legal advice and professional indemnity insurance coverage, and we adjust such reserves from time to time according to case developments. If our reserves are inadequate, or if in the future our insurance coverage proves to be inadequate or unavailable, or if there is an increase in liabilities for which we self-insure, we could experience a reduction in our profitability and liquidity. Furthermore, if there is a customer dispute regarding performance of project services, the customer may decide to delay or withhold payment to us. An adverse determination on any such liability claim, lawsuit or proceeding, or delayed or withheld payments from customers in contract disputes, could have a material adverse effect on our business, financial condition or results of operations. In addition, liability claims, lawsuits and proceedings or contract disputes may harm our reputation or divert management resources away from operating our business.

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If we are unable to manage our growth profitably, our business, financial results and cash flow could suffer.

Our future financial results will depend in part on our ability to profitably manage our growth on a combined basis with Multiband. Management will need to maintain existing customers and attract new customers, recruit, retain and effectively manage employees, as well as expand operations and integrate customer support and financial control systems. If integration-related expenses and capital expenditure requirements are greater than anticipated, or if we are unable to manage our growth profitably, our financial results and our cash flow may decline.

The historical and unaudited pro forma financial information included elsewhere in this prospectus may not be representative of our actual results as a combined company, and accordingly, you have limited financial information on which to evaluate the combined company and your investment decision.

We, CSG and Multiband have limited prior history as a combined entity and our operations have not previously been managed on a combined basis. As a result, the pro forma financial information, which was prepared in accordance with Article 11 of Regulation S-X, is presented for informational purposes only and is not necessarily indicative of the financial position or results of operations that would have actually occurred had the merger with Multiband been completed at or as of the dates indicated, nor is it indicative of the future operating results or financial position of the combined company. The pro forma financial information does not reflect future nonrecurring charges resulting from the merger with Multiband or future events that may occur, including restructuring activities or other costs related to the integration of Multiband, and does not consider potential impacts of current market conditions on revenues, expense efficiencies or asset dispositions. The pro forma financial information presented in this prospectus is based in part on certain assumptions regarding the merger with Multiband that we believe are reasonable under the circumstances. However our assumptions may not prove to be accurate over time. Investors should not place any undue reliance on the pro forma financial information.

The Field Services segment is highly dependent on our strategic alliance with DIRECTV and a major alteration or termination of that alliance could adversely affect our business.

The Field Services segment is highly dependent on our relationship with DIRECTV. We have an HSP agreement with DIRECTV, which was extended in December 2013 and expires on December 31, 2017. The term of this agreement automatically renews for additional one-year periods unless either DIRECTV or we give written notice of termination at least 90 days in advance of expiration of the then current term.

The agreement can be terminated on 180 days notice by either party. DIRECTV may also change the terms of its agreement with us, and has done so to Multiband in the past, to terms that are more favorable to DIRECTV. Any adverse alteration or termination of our HSP agreement with DIRECTV would have a material adverse effect on our business. In addition, a significant decrease in the number of jobs we complete for DIRECTV could have a material adverse effect on our business, financial condition and results of operations.

The merger with Multiband and our recent acquisition of CSG makes evaluating our operating results difficult given the significance of these transactions, and the historical and unaudited pro forma financial information may not give you an accurate indication of how we will perform in the future.

The merger with Multiband and the acquisition of CSG may make it more difficult for us to evaluate and predict our future operating performance. Neither our historical results of operations, nor the separate pre-acquisition financial information of Multiband, fully reflect the acquisitions of CSG and Multiband; accordingly, such historical financial information does not necessarily reflect what our financial position, operating results and cash flows will be in the future on a consolidated basis following the acquisitions of CSG and Multiband. While we have included in this prospectus unaudited pro forma financial information giving effect to the merger with Multiband, such pro forma information does not purport to represent, and should not be relied upon as reflecting, what our financial position, results of operations or cash flows actually would have been if the transactions referred to therein had been consummated on the dates or for the periods indicated, or what such results will be for any future date or any future period.

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Our future results of operations could be adversely affected if the goodwill recorded in connection with the merger with Multiband or any recent acquisitions subsequently requires impairment.

Upon completing the merger with Multiband, we recorded an asset called goodwill equal to the excess amount we paid for Multiband over the fair values of the assets and liabilities acquired and identified intangible assets to be allocated to Multiband. We also recorded goodwill in connection with the acquisitions of the assets of CSG and DBT. The amount of goodwill on our consolidated balance sheet increased substantially as a result of the merger with Multiband. Accounting Standards Codification Topic 350 from the Financial Accounting Standards Board provides specific guidance for testing goodwill and other non-amortized intangible assets for impairment. The testing of goodwill and other intangible assets for impairment requires us to make significant estimates about our future performance and cash flows, as well as other assumptions. These estimates can be affected by numerous factors, including changes in the definition of a business segment in which we operate; changes in economic, industry or market conditions; changes in business operations; changes in competition; or potential changes in the share price of our common stock and market capitalization. Changes in these factors, or changes in actual performance compared with estimates of our future performance, could affect the fair value of goodwill or other intangible assets, which may result in an impairment charge. We cannot accurately predict the amount or timing of any impairment of assets. Should the value of our goodwill or other intangible assets become impaired, it could have a material adverse effect on our consolidated results of operations and could result in our incurring net losses in future periods.

Our ability to use our net operating loss carryforwards and certain other tax attributes may be significantly limited.

As of March 31, 2014, we had federal net operating loss carryforwards, or NOLs, of $81.0 million and state NOLs of $165.2 million. If not used, the federal NOLs will begin to expire in 2027 and the state NOLs will begin to expire in 2014. In addition, as of March 31, 2014, Multiband had generated NOLs of approximately $18.2 million to reduce future federal taxable income and $45.7 million to reduce future state taxable income. Under Sections 382 and 383 of the Internal Revenue Code of 1986, as amended, or the Code, if a corporation undergoes an ownership change, the corporation s ability to use its pre-change NOLs and other pre-change tax attributes, such as research tax credits, to offset its post-change income and taxes may be limited. In general, an ownership change generally occurs if there is a cumulative change in our ownership by 5-percent shareholders that exceeds 50 percentage points over a rolling three-year period. Similar rules may apply under state tax laws. We have performed a Section 382 study under the Code and determined that Multiband has had a total of five ownership changes since 1999. As a result of these ownership changes, Multiband s ability to utilize its NOLs is limited. Federal NOLs are limited to a total of $18.2 million, consisting of annual amounts of $1.1 million in 2014 and for each of the years thereafter. State NOLs are limited to a total of approximately $44.1 million.

As of December 31, 2013, we did not meet the requirements in accordance with GAAP to support that it is more likely than not that some portion or all of the deferred tax assets will be realized; therefore, a valuation allowance of $17.6 million was recorded as of December 31, 2013. The valuation allowance recorded against these NOLs does not limit or preclude us from fully utilizing these NOLs should we generate taxable income in future periods.

Risks Related to Our and Our Customers Industries

We are vulnerable to economic downturns and the cyclical nature of the telecommunications industry and particularly the wireless telecommunications industry, which could reduce capital expenditures by our customers and result in a decrease in demand for our services.

The demand for our services has been, and will likely continue to be, cyclical in nature and vulnerable to general downturns in the U.S. economy. In addition, because a substantial portion of our revenue is derived from customers within the telecommunications industry, we are vulnerable to the cyclical nature of the telecommunications industry and the capital expenditures of these customers. The wireless telecommunications market, in which many of our existing and potential customers compete, is particularly cyclical in nature and vulnerable to downturns in the overall telecommunications industry. During an economic downturn, our customers may not have the ability or desire to continue to fund capital expenditures for infrastructure, may determine to outsource less work or may have difficulty in obtaining financing. Any of these factors could result in the delay, reduction or cancellation of projects, which could result in decreased demand for our services and could materially adversely affect our business, financial condition or results of operations.

Our profitability and liquidity could decline if our customers reduce spending, are unable to pay for our services or fail to implement new technology.

Stagnant or declining economic conditions have adversely impacted the demand for our services and resulted in the delay, reduction or cancellation of projects and may continue to adversely affect us in the future. In addition, a reduction in cash flows or the lack of availability of debt or equity financing for our customers may result in a reduction in our customers spending for our services and may also impact the ability of our customers to pay amounts owed to us. Network services providers, including certain of our customers, may not continue to upgrade their wireless networks as technology advances or maintain and expand their network capacities and coverage. The occurrence of any of these events could have a material adverse effect on our business, financial condition or results of operations and our ability to grow.

Our industries are highly competitive, which may reduce our market share and harm our business, financial condition or results of operations.

Our industries are highly fragmented, and we compete with other companies in most of the markets in which we operate, ranging from small independent firms servicing local markets to larger firms servicing regional and national markets. There are relatively few barriers to entry into certain of the markets in which we operate, and, as a result, any organization that has adequate financial resources and access to technical expertise and skilled personnel may become one of our competitors.

Most of our customers work is awarded through a bid process. Consequently, price is often a significant factor in determining which service provider is selected, especially on smaller, less complex projects. Smaller competitors are sometimes able to win bids for these projects based on price alone due to their lower costs and financial return requirements. If we are unsuccessful in bidding on these projects, or if our ability to win such projects requires that we accept lesser margins, our business, financial condition or results of operations could be materially and adversely affected.

We also face competition from existing or prospective customers that employ in-house personnel to perform some of the same types of services we provide. For example, OEMs are increasingly bundling their equipment and software with ongoing services to provide complete managed services to their service provider customers. Our success depends upon the continued trend by our customers to outsource their network design, construction and project management needs. If this trend does not continue or is reversed and communication service providers and network equipment vendors elect to perform more of these tasks themselves, our business, financial condition or results of operations may be adversely affected due to the decline in the demand for our services.

Our business growth depends in part upon demand for wireless data services on wireless networks and related infrastructure build outs and demand for broadband and expanded satellite television services and the overall appeal of DIRECTV s products and services.

We expect that an important component of our revenue growth will be sales to telecommunications service providers as they build out their network infrastructure and accommodate increased demand for wireless data services. The demand for wireless data services may decrease or may grow more slowly than expected. Any such decrease in the demand or slowing rate of growth could have a material adverse effect on our business. In addition, if the evolution to next generation technology, including small cell and DAS, does not materialize for any reason, such as lack of cost-effectiveness, then this may have an adverse impact on our business growth and

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revenues. Delays in the introduction of new wireless networks, the failure of these services to gain widespread acceptance or the ineffective marketing of these services may reduce the demand for our services, which could have a material adverse effect on our business, financial condition or results of operations.

We also anticipate that future revenue in the Field Services business will be dependent upon public acceptance of broadband and expanded satellite television services and the overall appeal of DIRECTV s products and services to consumers. Acceptance of these services is partially dependent on the infrastructure of the internet and satellite television, which is beyond our control. In addition, newer technologies, such as video-on-demand and delivery of programming content over the internet, are being developed, which could have a material adverse effect on our competitiveness in the marketplace if it is unable to adopt or deploy such technologies. A decline in the popularity of existing products and services or the failure of new products and services to achieve and sustain market acceptance could result in reduced overall revenues, which could have a material adverse effect on our business, financial condition and results of operations. Consumer preferences with respect to entertainment are continuously changing, are difficult to predict and can vary over time. DIRECTV s current products and services may not continue to be popular for any significant period of time, and any new products and services may not achieve commercial acceptance. Changes in consumer preferences may reduce the demand for our services, which could have a material adverse effect on our business, financial condition or results of operations.

Our customers are highly regulated, and the addition of new laws or regulations or changes to existing laws, regulations or technology may adversely impact demand for our services and the profitability of those services.

We derive, and anticipate that we will continue to derive, the vast majority of our revenue from customers in the telecommunications and subscription television industries. Our telecommunications and subscription television customers are subject to legislation enacted by Congress, and regulated by various federal, state and local agencies, including the FCC, and state public utility commissions, and are subject to rapid changes in governmental regulation and technology. These bodies might modify or interpret the application of their laws or regulations in a manner that is different than the way such regulations are currently applied or interpreted and may impose additional laws or regulations. If existing, modified or new laws or regulations have an adverse effect on our customers and adversely impact the profitability of the services they provide, demand for our services may be reduced. Changes in technology may also reduce the demand for the services we provide. The research and development of new and innovative technologically advanced products, including upgrades to current products and new generations of technologies, is a complex and uncertain process requiring high levels of innovation and investment, as well as accurate anticipation of technology and market trends. Our failure to rapidly adopt and master new technologies as they are developed in our industries could have a material adverse effect on our business, financial condition or results of operations.

Mergers, consolidations or other strategic transactions in the wireless communications industry could weaken our competitive position, reduce the number of our customers and adversely affect our business.

The wireless communications industry may continue to experience consolidation and an increased formation of alliances among carriers and between carriers and other entities. Should one of our customers or a competitor, merge, consolidate, partner or enter into a strategic alliance with another carrier, OEM or competitor, this could have a material adverse impact on our business. Such a merger, consolidation, partnership or alliance may cause us to lose a wireless carrier or OEM customer or require us to reduce prices as a result of enhanced customer leverage or changes in the competitive landscape, which would have a negative effect on our business, revenues and profitability. We may not be able to expand our base of customers to offset revenue declines if we lose a material customer. These events could reduce our revenue and adversely affect our operating results.

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THE EXCHANGE OFFER

Purpose and Effect of the Exchange Offer

Under the registration rights agreement, we and the guarantors agreed to use commercially reasonable efforts to file a registration statement with respect to an offer to exchange the outstanding notes for exchange notes registered under the Securities Act within 90 days after August 30, 2013, the date we issued the outstanding notes in exchange for the Stage I Notes, and to use commercially reasonable efforts to have the registration statement declared effective by the SEC on or prior to 180 days after August 30, 2013. We and the guarantors have also agreed to use commercially reasonable efforts to file under the Securities Act a shelf registration statement for the resale of the outstanding notes and guarantees if the exchange offer is not available or cannot be effected within 210 days after August 30, 2013.

Because the exchange offer registration statement or the shelf registration statement was not filed on or prior to November 29, 2013, additional interest on the outstanding notes accrued at a rate of 0.25% per annum after such date until we filed the exchange offer registration statement on December 30, 2013. Because the exchange offer registration statement or the shelf registration statement was not declared effective on or prior to February 26, 2014, additional interest began to accrue on the outstanding notes at the rate of 0.25% per annum for the first 90-day period thereafter, and will increase at a rate of 0.25% per annum at the beginning of each subsequent 90-day period thereafter until such registration obligations are fulfilled. If the exchange offer is not completed on or before 30 business days after the effective date of the registration statement, additional interest on the outstanding notes will accrue at a rate of 0.25% per annum on the 31st business day after the effective date of the registration statement, increasing at a rate of 0.25% per annum at the beginning of each subsequent 90-day period thereafter until the exchange offer obligations are fulfilled. The maximum additional interest on the outstanding notes may not exceed at any one time an aggregate of 1.00% per annum.

Following the completion of the exchange offer, holders of outstanding notes not tendered will not have any further registration rights other than as set forth in the paragraphs below, and, subject to certain exceptions, the outstanding notes will continue to be subject to certain restrictions on transfer.

Subject to certain conditions, including the representations set forth below, the exchange notes will be issued without a restrictive legend and generally may be reoffered and resold without registration under the Securities Act. In order to participate in the exchange offer, a holder must represent to us in writing, or be deemed to represent to us in writing, among other things, that:

- the holder is acquiring the exchange notes in its ordinary course of business;
- at the time of the commencement and consummation of the exchange offer, the holder has not entered into any arrangement or understanding with any person to participate in the distribution (within the meaning of the Securities Act) of the exchange notes in violation of the provisions of the Securities Act;
- the holder is not an affiliate of ours or any guarantor within the meaning of Rule 405 of the Securities Act;
- if the holder is not a broker-dealer, that it is not engaged in, and does not intend to engage in, the distribution of the exchange notes; and
- if such holder is a broker-dealer that acquired the exchange notes for its own account in exchange for the outstanding notes that were acquired as a result of market-making activities or other trading activities, that it will deliver a prospectus meeting the requirements of the Securities Act in connection with any resales of the exchange notes.

Under certain circumstances specified in the registration rights agreement, we may be required to file a shelf registration statement covering resales of the outstanding notes pursuant to Rule 415 under the Securities Act.

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Resale of the Exchange Notes

Based on an interpretation by the SEC s staff set forth in no-action letters issued to third parties unrelated to us, we believe that, with the exceptions set forth below, the exchange notes issued in the exchange offer may be offered for resale, resold and otherwise transferred by the holder of exchange notes without compliance with the registration and prospectus delivery requirements of the Securities Act, unless the holder:

- is an affiliate of ours or any guarantor within the meaning of Rule 405 under the Securities Act;
- is a broker-dealer that purchased outstanding notes directly from us for resale under Rule 144A, Regulation S or any other available exemption under the Securities Act;
- acquired the exchange notes other than in the ordinary course of the holder s business;
- has an arrangement or understanding with any person to engage in a distribution of the exchange notes;
- is engaged in, or intends to engage in, a distribution of the exchange notes; or
- is prohibited by any law or policy of the SEC from participating in the exchange offer.

Any holder who is an affiliate of ours or any guarantor, is engaging in, or intends to engage in, or has any arrangement or understanding with any person to participate in, a distribution of the exchange notes, or is not acquiring the exchange notes in the ordinary course of its business cannot rely on this interpretation by the SEC s staff and must comply with the registration and prospectus delivery requirements of the Securities Act in connection with a secondary resale transaction. Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer, where such outstanding notes were acquired by such broker-dealer as a result of market-making activities or other trading activities, must acknowledge that it will comply with the applicable provisions of the Securities Act (including, but not limited to, delivering a prospectus in connection with any resale of such exchange notes). See Plan of Distribution. Broker-dealers who acquired outstanding notes directly from us and not as a result of market-making activities or other trading activities may not rely on the staff s interpretations discussed above, and must comply with the prospectus delivery requirements of the Securities Act in order to sell the exchange notes.

Terms of the Exchange Offer

Upon the terms and subject to the conditions set forth in this prospectus and in the letter of transmittal, we will accept any and all outstanding notes validly tendered and not withdrawn prior to 5:00 p.m., New York City time, on July 7, 2014, or such date and time to which we extend the exchange offer. We will issue $1,000 in principal amount of exchange notes in exchange for each $1,000 principal amount of outstanding notes accepted in the exchange offer. Holders may tender some or all of their outstanding notes pursuant to the exchange offer.

Outstanding notes may be tendered only in a denomination equal to $2,000 and integral multiples of $1,000 in excess thereof. The exchange notes will evidence the same debt as the outstanding notes and will be issued under the terms of, and entitled to the benefits of, the indenture relating to the outstanding notes.

As of the date of this prospectus, $100.0 million in aggregate principal amount of outstanding notes are outstanding. This prospectus, together with the letter of transmittal, is being sent to the registered holders of the outstanding notes. There will be no fixed record date for determining registered holders of outstanding notes that are entitled to participate in the exchange offer. We intend to conduct the exchange offer in accordance with the applicable requirements of the Securities Act and the Exchange Act and the rules and regulations of the SEC promulgated under the Securities Act and the Exchange Act.

We will be deemed to have accepted validly tendered outstanding notes when, as and if we have given oral or written notice thereof to Wells Fargo Bank, National Association, which is acting as the exchange agent. The exchange agent will act as agent for the tendering holders for the purpose of receiving the exchange notes from us. If any tendered outstanding notes are not accepted for exchange because of an invalid tender, or the occurrence of certain other events set forth under the heading Conditions to the Exchange Offer, any such unaccepted outstanding notes will be returned to the tendering holder of those outstanding notes as soon as reasonably practicable after the expiration or termination of the exchange offer.

Holders who tender outstanding notes in the exchange offer will not be required to pay brokerage commissions or fees or, subject to the instructions in the letter of transmittal, transfer taxes with respect to the exchange of outstanding notes in the exchange offer. We will pay all charges and expenses, other than certain applicable taxes, applicable to the exchange offer. See Fees and Expenses and Transfer Taxes.

Expiration Date; Extensions; Amendments

The expiration date shall be 5:00 p.m., New York City time, on July 7, 2014, unless we, in our sole discretion, extend the exchange offer, in which case the expiration date shall be the latest date and time to which the exchange offer is extended. In order to extend the exchange offer, we will notify the exchange agent by oral or written notice prior to 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date. We reserve the right, in our sole discretion:

- to delay accepting any validly tendered outstanding notes, to extend the exchange offer or, if any of the conditions set forth under Conditions to the Exchange Offer shall not have been satisfied, to terminate the exchange offer, by giving oral or written notice of that delay, extension or termination to the exchange agent, or

- to amend the terms of the exchange offer in any manner.

In the event of a material change in the offer, including the waiver of a material condition, the Company will extend the offer period if necessary so that at least five business days remain in the offer following notice of the material change. Any delay in acceptance, extension, termination or amendment will be followed as promptly as practicable by a public announcement thereof.

Procedures for Tendering

When a holder of outstanding notes tenders, and we accept such notes for exchange pursuant to that tender, a binding agreement between us and the tendering holder is created, subject to the terms and conditions set forth in this prospectus and the accompanying letter of transmittal. Except as set forth below, a holder of outstanding notes who wishes to tender such notes for exchange must, on or prior to the expiration date:

- transmit a properly completed and duly executed letter of transmittal, including all other documents required by such letter of transmittal, to Wells Fargo Bank, National Association, which will act as the exchange agent, at the address set forth below under the heading Exchange Agent ; or

- comply with DTC s ATOP procedures described below.

In addition, either:

- the exchange agent must receive the certificates for the outstanding notes and the letter of transmittal prior to the expiration date;

- the exchange agent must receive, prior to the expiration date, a timely confirmation of the book-entry transfer of the outstanding notes being tendered, along with the letter of transmittal or an agent s message; or

- the holder must comply with the guaranteed delivery procedures described below.

The term agent s message means a message, transmitted by DTC and received by the exchange agent and forming a part of a book-entry transfer, or book-entry confirmation, which states that DTC has received an express acknowledgement from the tendering participant, which acknowledgment states that such participant has received the letter of transmittal and agrees to be bound by the terms of, and makes the representations and warranties contained in, the letter of transmittal, and that we may enforce the letter of transmittal against such participant.

The method of delivery of the outstanding notes, the letters of transmittal and all other required documents is at the election and risk of the holders. We recommend that instead of delivery by mail, holders use an overnight or hand delivery service, properly insured. In all cases, you should allow sufficient time to assure timely delivery. No letters of transmittal or outstanding notes should be sent directly to us.

Signatures on a letter of transmittal or a notice of withdrawal must be guaranteed by an eligible institution unless the outstanding notes surrendered for exchange are tendered:

- by a registered holder of the outstanding notes who has not completed the box entitled Special Issuance Instructions or Special Delivery Instructions on the letter of transmittal; or

- for the account of an eligible institution.

An eligible institution is a member firm of a registered national securities exchange, a member of the Financial Industry Regulatory Authority, Inc., a commercial bank or trust company having an office or correspondent in the United States or another eligible guarantor institution within the meaning of Rule 17Ad-15 under the Exchange Act.

If outstanding notes are registered in the name of a person other than the signer of the letter of transmittal, the outstanding notes surrendered for exchange must be endorsed or be accompanied by a written instrument or instruments of transfer or exchange in satisfactory form to the exchange agent and as determined by us in our sole discretion, duly executed by the registered holder with the holder s signature guaranteed by an eligible institution.

We will determine all questions as to the validity, form, eligibility (including time of receipt) and acceptance of outstanding notes tendered for exchange in our sole discretion. Our determination will be final and binding. We reserve the absolute right to:

- reject any and all tenders of any outstanding note improperly tendered;

- refuse to accept any outstanding note if, in our judgment or the judgment of our counsel, acceptance of the outstanding note may be deemed unlawful; and

- waive any defects or irregularities or conditions of the exchange offer as to any particular outstanding note based on the specific facts.

Notwithstanding the foregoing, we do not expect to treat any holder of outstanding notes differently from other holders to the extent they present the same facts or circumstances.

Our interpretation of the terms and conditions of the exchange offer as to any particular outstanding notes either before or after the expiration date, including the letter of transmittal and the instructions to it, will be final and binding on all parties. Holders must cure any defects and irregularities in connection with tenders of outstanding notes for exchange within such reasonable period of time as we will determine, unless we waive such defects or irregularities.

Neither we, the exchange agent nor any other person shall be under any duty to give notification of any defect or irregularity with respect to any tender of outstanding notes for exchange, nor shall any of us incur any liability for failure to give such notification.

If trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations or others acting in a fiduciary or representative capacity sign the letter of transmittal or any outstanding notes or separate written instructions of transfer or exchange, these persons should so indicate when signing, and you must submit proper evidence satisfactory to us of those persons authority to so act unless we waive this requirement.

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By tendering, each holder will represent to us that the person acquiring exchange notes in the exchange offer, whether or not that person is the holder:

- is not an affiliate of ours or any guarantor as defined under Rule 405 of the Securities Act;
- is obtaining them in the ordinary course of its business; and
- at the time of the commencement of the exchange offer neither the holder nor, to the knowledge of such holder, that other person receiving exchange notes from such holder is engaged in, intends to engage in or has any arrangement or understanding with any person to participate in the distribution (within the meaning of the Securities Act) of the exchange notes issued in the exchange offer.

If any holder or any other person receiving exchange notes from such holder is an affiliate of ours or any guarantor as defined under Rule 405 of the Securities Act, is not acquiring the exchange notes in the ordinary course of business, or is engaged in or intends to engage in or has an arrangement or understanding with any person to participate in a distribution (within the meaning of the Securities Act) of the notes to be acquired in the exchange offer, the holder or any other person:

- may not rely on applicable interpretations of the staff of the SEC; and
- must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction.

Each broker-dealer that acquired its outstanding notes as a result of market-making activities or other trading activities, and thereafter receives exchange notes issued for its own account in the exchange offer, must acknowledge that it will comply with the applicable provisions of the Securities Act (including, but not limited to, delivering this prospectus in connection with any resale of such exchange notes issued in the exchange offer). The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. See Plan of Distribution for a discussion of the exchange and resale obligations of broker-dealers.

Acceptance of Outstanding Notes for Exchange; Delivery of Exchange Notes Issued in the Exchange Offer

Upon satisfaction or waiver of all the conditions to the exchange offer, we will accept, promptly after the expiration date, all outstanding notes properly tendered and will issue exchange notes registered under the Securities Act in exchange for the tendered outstanding notes. For purposes of the exchange offer, we shall be deemed to have accepted properly tendered outstanding notes for exchange when, as and if we have given oral or written notice to the exchange agent, with written confirmation of any oral notice to be given promptly thereafter, and complied with the applicable provisions of the registration rights agreement. See Conditions to the Exchange Offer for a discussion of the conditions that must be satisfied before we accept any outstanding notes for exchange.

For each outstanding note accepted for exchange, the holder will receive an exchange note registered under the Securities Act having a principal amount equal to that of the surrendered outstanding note. Registered holders of exchange notes issued in the exchange offer on the relevant record date for the first interest payment date following the consummation of the exchange offer will receive interest accruing from the most recent date on which interest has been paid or, if no interest has been paid, from the issue date of the outstanding notes. Holders of exchange notes will not receive any payment in respect of accrued interest on outstanding notes otherwise payable on any interest payment date, the record date for which occurs on or after the consummation of the exchange offer. Under the registration rights agreement, we may be required to make payments of additional interest to the holders of the outstanding notes under circumstances relating to the timing of the exchange offer.

In all cases, we will issue exchange notes for outstanding notes that are accepted for exchange only after the exchange agent timely receives:

certificates for such outstanding notes or a timely book-entry confirmation of such outstanding notes into the exchange agent s account at DTC;

a properly completed and duly executed letter of transmittal or an agent s message;

and all other required documents.

If for any reason set forth in the terms and conditions of the exchange offer we do not accept any tendered outstanding notes, or if a holder submits outstanding notes for a greater principal amount than the holder desires to exchange, we will return such unaccepted or nonexchanged notes without cost to the tendering holder. In the case of outstanding notes tendered by book-entry transfer into the exchange agent s account at DTC, the nonexchanged notes will be credited to an account maintained with DTC.

We will return the outstanding notes or have them credited to DTC, promptly after the expiration or termination of the exchange offer.

Book-Entry Delivery Procedures

Promptly after the date of this prospectus, the exchange agent will establish an account with respect to the outstanding notes at DTC and, as the book-entry transfer facility, for purposes of the exchange offer. Any financial institution that is a participant in the book-entry transfer facility s system may make book-entry delivery of the outstanding notes by causing the book-entry transfer facility to transfer those outstanding notes into the exchange agent s account at the facility in accordance with the facility s procedures for such transfer. To be timely, book-entry delivery of outstanding notes requires receipt of a book-entry confirmation prior to the expiration date. In addition, although delivery of outstanding notes may be effected through book-entry transfer into the exchange agent s account at the book-entry transfer facility, the letter of transmittal or a manually signed facsimile thereof, together with any required signature guarantees and any other required documents, or an agent s message in connection with a book-entry transfer, must, in any case, be delivered or transmitted to and received by the exchange agent at its address set forth on the cover page of the letter of transmittal prior to the expiration date to receive exchange notes for tendered outstanding notes, or the guaranteed delivery procedure described below must be complied with. Tender will not be deemed made until such documents are received by the exchange agent. Delivery of documents to the book-entry transfer facility does not constitute delivery to the exchange agent.

Holders of outstanding notes who are unable to deliver confirmation of the book-entry tender of their outstanding notes into the exchange agent s account at the book-entry transfer facility or all other documents required by the letter of transmittal to the exchange agent on or prior to the expiration date must tender their outstanding notes according to the guaranteed delivery procedures described below.

Guaranteed Delivery Procedures

If a holder of outstanding notes desires to tender such notes and the holder s outstanding notes are not immediately available, or time will not permit the holder s outstanding notes or other required documents to reach the exchange agent before the expiration date, or the procedure for book-entry transfer cannot be completed on a timely basis, a tender may be effected if:

the holder tenders the outstanding notes through an eligible institution;

prior to the expiration date, the exchange agent receives from such eligible institution a properly completed and duly executed notice of guaranteed delivery, acceptable to us, by facsimile transmission (receipt confirmed by telephone and an original delivered by guaranteed overnight courier), mail or hand delivery, setting forth the name and address of the holder of the outstanding notes tendered, the names in which such outstanding notes are registered, if applicable, the certificate number or numbers of such outstanding notes and the amount of the outstanding notes being tendered. The notice of guaranteed delivery shall state that the tender is being made and guarantee that within three New York Stock Exchange trading days after the expiration date, the certificates for all physically tendered outstanding notes, in proper form for transfer, or a book-entry confirmation, as the case may be, together with a properly completed and duly executed letter of transmittal or agent s message with any

- required signature guarantees and any other documents required by the letter of transmittal will be deposited by the eligible institution with the exchange agent; and

- the exchange agent receives the certificates for all physically tendered outstanding notes, in proper form for transfer, or a book-entry confirmation, as the case may be, together with a properly completed and duly executed letter of transmittal or agent s message with any required signature guarantees and any other documents required by the letter of transmittal, within three New York Stock Exchange trading days after the expiration date.

Withdrawal of Tenders

If not yet accepted, you may withdraw tenders of your outstanding notes at any time prior to the expiration of the exchange offer. For a withdrawal to be effective, you must send a written notice of withdrawal to the exchange agent at the address set forth below under Exchange Agent. Any such notice of withdrawal must:

- be received by the exchange agent before we notify the exchange agent that we have accepted the tender of outstanding notes pursuant to the exchange offer;

- specify the name of the person who tendered the outstanding notes to be withdrawn and where certificates for outstanding notes are transmitted, specify the name in which outstanding notes are registered, if different from that of the withdrawing holder;

- identify the outstanding notes to be withdrawn (including the principal amount of such outstanding notes, or, if applicable, the certificate numbers shown on the particular certificates evidencing such outstanding notes and the principal amount of outstanding notes represented by such certificates);

- include a statement that such holder is withdrawing its election to have such outstanding notes exchanged; and

- be signed by the holder in the same manner as the original signature on the letter of transmittal (including any required signature guarantee).

If certificates for outstanding notes have been delivered or otherwise identified to the exchange agent, then, prior to the release of such certificates, the withdrawing holder must also submit the serial numbers of the particular certificates to be withdrawn and signed notice of withdrawal with signatures guaranteed by an eligible institution unless such holder is an eligible institution. If outstanding notes have been tendered pursuant to the procedure for book-entry transfer described above, any notice of withdrawal must specify the name and number of the account at DTC, as applicable, to be credited with the withdrawn notes and otherwise comply with the procedures of such facility.

We will determine all questions as to the validity, form and eligibility (including time of receipt) of notices of withdrawal and our determination will be final and binding on all parties. Any tendered notes so withdrawn will be deemed not to have been validly tendered for exchange for purposes of the exchange offer. Any outstanding notes which have been tendered for exchange but which are not exchanged for any reason will be returned to the holder thereof without cost to such holder. In the case of outstanding notes tendered by book-entry transfer into the exchange agent s account at DTC, the outstanding notes withdrawn will be credited to an account at the book-entry transfer facility specified by the holder. The outstanding notes will be returned promptly after withdrawal, rejection of tender or termination of the exchange offer. Properly withdrawn outstanding notes may be retendered by following one of the procedures described under Procedures for Tendering above at any time on or prior to 5:00 p.m., New York City time, on the expiration date.

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Conditions to the Exchange Offer

Despite any other term of the exchange offer, we will not be required to accept for exchange, or to issue exchange notes in exchange for, any outstanding notes and we may terminate or amend the exchange offer as provided in this prospectus prior to the expiration date if in our reasonable judgment:

- the exchange offer or the making of any exchange by a holder violates any applicable law or interpretation of the SEC; or
- any action or proceeding has been instituted or threatened in writing in any court or by or before any governmental agency with respect to the exchange offer that, in our judgment, would reasonably be expected to impair our ability to proceed with the exchange offer.

In addition, we will not be obligated to accept for exchange the outstanding notes of any holder that has not made to us:

- the representations described under Purpose and Effect of the Exchange Offer, Procedures for Tendering and Plan of Distribution; o
- any other representations as may be reasonably necessary under applicable SEC rules, regulations or interpretations to make available to us an appropriate form for registration of the exchange notes under the Securities Act.

We expressly reserve the right at any time or at various times to extend the period of time during which the exchange offer is open. Consequently, we may delay acceptance of any outstanding notes by giving oral or written notice of such extension to their holders. The Company anticipates that it would only delay acceptance of outstanding notes tendered in the offer due to an extension of the expiration date of the offer. We will return any outstanding notes that we do not accept for exchange for any reason without expense to their tendering holder promptly after the expiration or termination of the exchange offer.

We expressly reserve the right to amend or terminate the exchange offer and to reject for exchange any outstanding notes not previously accepted for exchange, upon the occurrence of any of the conditions of the exchange offer specified above. We will give oral or written notice of any extension, amendment, non-acceptance or termination to the holders of the outstanding notes as promptly as practicable. In the case of any extension, such notice will be issued no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date.

The foregoing conditions are for our sole benefit and may be asserted by us regardless of the circumstances giving rise to any such condition or may be waived by us in whole or in part at any time and from time to time. The failure by us at any time to exercise any of the foregoing rights shall not be deemed a waiver of any of those rights and each of those rights shall be deemed an ongoing right which may be asserted at any time and from time to time.

In addition, we will not accept for exchange any outstanding notes tendered, and no exchange notes will be issued in exchange for those outstanding notes, if at such time any stop order shall be threatened or in effect with respect to the registration statement of which this prospectus constitutes a part or the qualification of the indenture under the Trust Indenture Act of 1939. In any of those events we are required to use every reasonable effort to obtain the withdrawal of any stop order at the earliest possible time.

Effect of Not Tendering

Holders who desire to tender their outstanding notes in exchange for exchange notes registered under the Securities Act should allow sufficient time to ensure timely delivery. Neither the exchange agent nor we are under any duty to give notification of defects or irregularities with respect to the tenders of outstanding notes for exchange.

Outstanding notes that are not tendered or are tendered but not accepted will, following the consummation of the exchange offer, continue to accrue interest and to be subject to the provisions in the indenture regarding the transfer

and exchange of the outstanding notes and the existing restrictions on transfer set forth in the legend on the outstanding notes. After completion of the exchange offer, we will have no further obligation to provide for the registration under the Securities Act of those outstanding notes except in limited circumstances with respect to specific types of holders of outstanding notes and we do not intend to register the outstanding notes under the Securities Act. In general, outstanding notes, unless registered under the Securities Act, may not be offered or sold except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws.

Exchange Agent

All executed letters of transmittal should be directed to the exchange agent. Wells Fargo Bank, National Association has been appointed as exchange agent for the exchange offer. Questions, requests for assistance and requests for additional copies of this prospectus or of the letter of transmittal should be directed to the exchange agent addressed as follows:

Registered & Certified Mail:	*Regular Mail or Courier:*	*In Person by Hand Only:*
Wells Fargo Bank, N.A.	Wells Fargo Bank, N.A.	Wells Fargo Bank, N.A.
Corporate Trust Operations	Corporate Trust Operations	Corporate Trust Services
MAC N9303-121	MAC N9303-121	Northstar East Building -12th Floor
P.O. Box 1517	6th St. & Marquette Avenue	608 Second Avenue South
Minneapolis, MN 55480	Minneapolis, MN 55479	Minneapolis, MN 55402

By Facsimile

(for Eligible Institutions only):

(612) 667-6282

For Information of Confirmation by Telephone:

(800) 344-5128

Fees and Expenses

We will not make any payments to brokers, dealers or others soliciting acceptances of the exchange offer. The estimated cash expenses to be incurred in connection with the exchange offer will be paid by us and will include fees and expenses of the exchange agent, legal, printing and related fees and expenses. Notwithstanding the foregoing, holders of the outstanding notes shall pay all agency fees and commissions and underwriting discounts and commissions, if any, attributable to the sale of such outstanding notes or exchange notes.

Accounting Treatment

We will record the exchange notes at the same carrying value as the outstanding notes, as reflected in our accounting records on the date of the exchange. Accordingly, we will not recognize any gain or loss for accounting purposes as the terms of the exchange notes are substantially identical to those of the outstanding notes. The expenses of the exchange offer will be amortized over the terms of the exchange notes.

Transfer Taxes

Holders who tender their outstanding notes for exchange will not be obligated to pay any transfer taxes in connection with that tender or exchange, except that holders who instruct us to register or issue exchange notes in the name of, or request that outstanding notes not tendered or not accepted in the exchange offer be returned to, a person other than the registered tendering holder will be responsible for the payment of any applicable transfer tax on those outstanding notes. If satisfactory evidence of payment of such taxes or exception therefrom is not submitted with the letter of transmittal, the amount of such transfer taxes will be billed directly to such tendering holder. Notwithstanding the foregoing, holders of the outstanding notes shall pay transfer taxes, if any, attributable to the sale of such outstanding notes or exchange notes. If a transfer tax is imposed for any reason other than the transfer and exchange of outstanding notes to us or our order pursuant to the exchange offer, the amount of any such transfer taxes (whether imposed on the registered holder or any other person) will be payable by the tendering holder.

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RATIOS OF EARNINGS TO FIXED CHARGES

	Year Ended December 31,				Three Months Ended March 31,
	2010	2011	2012	2013	2014
Ratio of earnings to fixed charges (1)	(2)	2.19x	(3)	(4)	(5)

(1) For purposes of calculating the ratio of earnings to fixed charges, earnings represents income from continuing operations before income taxes plus fixed charges (excluding capitalized interest). Fixed charges includes interest expense (including capitalized interest), amortization of issuance expense and the portion of rent expense that management believes is representative of the interest component of rental expense, which is currently one-third.

(2) For the year ended December 31, 2010, earnings were insufficient to cover fixed charges by $18.0 million.

(3) For the year ended December 31, 2012, earnings were insufficient to cover fixed charges by $9.3 million.

(4) For the year ended December 31, 2013, earnings were insufficient to cover fixed charges by $35.7 million.

(5) For the three months ended March 31, 2014, earnings were insufficient to cover fixed charges by $10.3 million.

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USE OF PROCEEDS

We will not receive any proceeds from the exchange of the notes. We are making this exchange offering solely to satisfy our obligations under the registration rights agreement. In consideration for issuing the exchange notes as contemplated by this prospectus, we will receive outstanding notes in a like principal amount. The outstanding notes surrendered in exchange for the exchange notes will be retired and canceled and will not be reissued. Accordingly, the issuance of the exchange notes will not result in any change in our capitalization.

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UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION

The following unaudited pro forma combined statement of operations is based on the historical financial statements of Goodman Networks and Multiband, combined and adjusted to give effect to the merger with Multiband, or the Merger. A pro forma balance sheet has not been included as the Merger with Multiband closed on August 30, 2013 and is fully reflected in our consolidated balance sheet as of March 31, 2014.

The unaudited pro forma combined statement of operations for the fiscal year ended December 31, 2013 assumes that the Merger took place on January 1, 2013. Goodman Networks audited consolidated statement of operations for the fiscal year ended December 31, 2013 has been combined with Multiband s unaudited consolidated statement of operations for the period from January 1, 2013 to August 30, 2013, the closing date of the Merger. Multiband s results of operations for the period from August 31, 2013 to December 31, 2013 are included in our consolidated statement of operations for the year ended December 31, 2013. A pro forma statement of operations for the three months ended March 31, 2014 has not been included as the Merger is fully reflected in our consolidated statement of operations for the three months ended March 31, 2014.

The historical consolidated financial information has been adjusted in the unaudited pro forma combined statement of operations to give effect to pro forma events that are (1) directly attributable to the Merger, (2) factually supportable, and (3) expected to have a continuing impact on the combined results. The unaudited pro forma combined financial information should be read in conjunction with the accompanying notes to the unaudited pro forma combined statement of operations. In addition, the unaudited pro forma combined financial information was based on, and should be read in conjunction with, the following historical consolidated financial statements and accompanying notes of Goodman Networks and Multiband for the applicable periods, which are included elsewhere in this prospectus:

- Separate historical financial statements of Goodman Networks for the year ended December 31, 2013 and the related notes;

- Separate historical financial statements of Multiband as of and for the six months ended June 30, 2013 and the related notes (the latest interim period that preceded the Merger).

The unaudited pro forma combined financial information is presented for informational purposes only. The unaudited pro forma information is not necessarily indicative of what the combined results of operations actually would have been had the Merger been completed as of the date indicated. In addition, the unaudited pro forma combined financial information does not purport to project the combined financial position or operating results for any future period. The unaudited pro forma combined statement of operations does not include the realization of potential cost savings from operating efficiencies or restructuring costs which may result from the Merger.

The unaudited pro forma combined financial information has been prepared using the acquisition method of accounting for business combinations under accounting principles generally accepted in the United States, or GAAP. Goodman Networks is the acquirer for accounting purposes.

Goodman Networks has not had sufficient time to completely evaluate the identifiable assets and liabilities of Multiband. Accordingly, the pro forma adjustments, including the allocations of the purchase price, are preliminary and have been made solely for the purpose of providing unaudited pro forma combined financial information. Differences between these preliminary estimates and the final acquisition accounting could be material.

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GOODMAN NETWORKS INCORPORATED

Unaudited Pro Forma Combined Statement of Operations

For The Year Ended December 31, 2013

(Dollars in thousands)

	Goodman Networks Incorporated, as reported	Multiband Corporation (1)	Pro Forma Adjustments		Combined
Revenues	$ 931,745	$ 203,531	$		$ 1,135,276
Cost of revenues	806,109	148,638	9,156	A	963,903
Gross profit	125,636	54,893	(9,156)		171,373
Selling, general and administrative expenses (2)	121,106	49,201	(8,802)	A,B	161,505
Operating income	4,530	5,692	(354)		9,868
Other expense					
Interest expense	40,287	1,761	4,578	C	46,626
Interest income		(11)			(11)
Write-off of deferred financing costs		2,342	(2,342)	D	
Other income	(25)	(39)			(64)
Income (loss) before income taxes	(35,732)	1,639	(2,590)		(36,683)
Income tax expense (benefit)	7,506	2,112	(906)	E	8,712
Net loss from continuing operations	$ (43,238)	$ (473)	$ (1,684)		$ (45,395)

(1) Reflects the results of operations for Multiband Corporation for the period from January 1, 2013 to August 30, 2013, the closing date of the Merger.

(2) Includes depreciation and amortization expenses.

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1. Description of Transaction

On May 21, 2013, Goodman Networks, MergerSub, and Multiband entered into a definitive agreement for Multiband to merge with and into MergerSub, with Multiband surviving the Merger (the Merger). On August 30, 2013, Multiband became a wholly owned subsidiary of Goodman Networks. As part of the Merger, Goodman Networks acquired the outstanding shares of Multiband common stock at $3.25 per share in cash and repaid Multiband s indebtedness of $22.6 million, which was the amount outstanding under Multiband s credit agreement that Goodman Networks agreed to repay pursuant to the merger agreement with Multiband.

To fund the Merger, Goodman Networks offered $100 million aggregate principal amount of its Stage I Notes 12.125% Senior Secured Notes due 2018 (Stage I Notes) with a premium of $5 million. Substantially concurrently with the consummation of the Merger, Goodman Networks redeemed all of the Stage I Notes by issuing in exchange for the Stage I Notes its 12.125% Senior Secured Notes due 2018 (the Stage II Notes and together with the Stage I Notes, the Notes) equal to the aggregate principal amount of the Stage I Notes (the Stage II Notes Exchange Redemption). The Stage II Notes so issued constituted an additional issuance of Goodman Networks 12.125% Senior Secured Notes due 2018 (the Existing Notes and, together with the Stage II Notes, the Goodman Notes) pursuant to that certain indenture, dated as of June 23, 2011, as supplemented and amended (the Existing Goodman Networks Indenture) between Goodman Networks and Wells Fargo Bank, National Association, as trustee, under which Goodman Networks previously issued $225.0 million in aggregate principal amount of Existing Notes. Following the closing of the Merger, Multiband and its subsidiaries became restricted subsidiaries and guarantors under the Existing Goodman Networks Indenture and the Credit Facility.

2. Basis of Presentation

The unaudited pro forma combined financial information is based on the historical financial statements of Goodman Networks and Multiband and prepared and presented pursuant to the regulations of the Securities and Exchange Commission regarding pro forma financial information. The pro forma adjustments include the application of the acquisition method under Accounting Standards Codification (ASC) Topic 805, *Business Combinations* with respect to the Merger.

ASC Topic 805 requires, among other things, that identifiable assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date, which was August 30, 2013, the closing date of the Merger. Accordingly, the pro forma adjustments reflected in the accompanying combined pro forma financial statements may be materially different from the actual acquisition accounting adjustments required as of the acquisition date.

Under ASC Topic 820, *Fair Value Measurements and Disclosures*, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 specifies a hierarchy of valuation techniques based on the nature of the inputs used to develop the fair value measures. This is an exit price concept for the valuation of the asset or liability. In addition, market participants are assumed to be unrelated buyers and sellers in the principal or the most advantageous market for the asset or liability. Fair value measurements for an asset assume the highest and best use by these market participants. Many of these fair value measurements can be highly subjective and it is also possible that other professionals, applying reasonable judgment to the same facts and circumstances, could develop and support a range of alternative estimated amounts.

There were no transactions between Goodman Networks and Multiband during the periods presented in the unaudited pro forma combined financial statements that would need to be eliminated.

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3. Accounting Policies

Upon completion of the Merger, Goodman Networks performed a detailed review of Multiband s accounting policies. As a result of that review, Goodman Networks identified a difference between the accounting policies of the two companies related to the income statement classification of certain workers compensation, health benefit and other expenses. These expenses have been reclassified from selling, general and administrative expenses to cost of revenues in the accompanying unaudited pro forma combined statement of operations. This adjustment has been identified as adjustment (A) in the accompanying unaudited pro forma combined statement of operations and in the notes below. Goodman Networks is not aware of any additional accounting policy differences that would have a material impact on the combined financial statements and the unaudited pro forma combined statement of operations.

4. Adjustments to Unaudited Pro Forma Combined Financial Statements

(A) Reflects the reclassification of certain workers compensation and health benefit expenses from selling, general and administrative expenses to cost of revenues to conform Multiband s accounting policy for these expenses to the accounting policy adopted by Goodman Networks.

(B) Reflects the following adjustment to depreciation and amortization (in thousands):

	Year Ended December 31, 2013
Elimination of amortization and impairment of Multiband s intangible assets	$ (2,491)
Amortization of intangible assets acquired in connection with the Merger	2,845
	$ 354

(C) Reflects the following adjustments to interest expense (in thousands):

	Year Ended December 31, 2013
Amortization of premium and issuance costs of debt issued with the Merger	$ 600
Elimination of amortization of Multiband s historical debt discount and issuance costs	(945)
Estimated interest expense from debt issued in connection with the Merger (See below)	6,063
Elimination of Multiband s interest expense from debt retired in connection with the Merger	(1,140)
	$ 4,578

(D) Reflects the elimination of the write-off of Multiband s deferred financing costs related to debt repaid in connection with the Merger during the period from January 1, 2013 to August 30, 2013.

(E) Reflects the income tax effects of pro forma adjustments based on Goodman Networks statutory rate of 35%.

SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

The following table sets forth certain selected historical consolidated financial and operating data for our business as of and for the years ended December 31, 2011, 2012, and 2013, which has been derived from, and should be read together with, our audited historical consolidated financial statements and related notes included elsewhere in this prospectus, and as of and for the year ended December 31, 2010, which has been derived from and should be read together with, our audited historical consolidated financial statements not included in this prospectus. The selected historical consolidated financial data set forth below as of and for each of the three months ended March 31, 2013 and 2014, has been derived from, and should be read together with, our unaudited consolidated financial statements and related notes included elsewhere in this prospectus.

On February 28, 2013, we completed the CSG acquisition. Accordingly, the operations and assets acquired in the CSG acquisition are included in our historical results of operations beginning March 1, 2013 and reflected in our historical balance sheet as of June 30, 2013. We completed the merger with Multiband on August 30, 2013. The operations and assets of Multiband are therefore included in our historical results of operations beginning August 31, 2013 and reflected in our historical balance sheet as of September 30, 2013.

You should read the following selected historical financial and operating data in conjunction with the information under Management s Discussion and Analysis of Financial Condition and Results of Operations, our consolidated financial statements and other financial information included elsewhere in this prospectus. Our historical results included below and elsewhere in this prospectus are not necessarily indicative of our future performance.

	Year Ended December 31,				Three Months Ended March 31, (Unaudited)	
	2010	2011	2012	2013	2013	2014
	(Dollars in thousands)					
Statement of Operations Data (1):						
Revenues	$ 320,388	$ 729,002	$ 609,227	$ 931,745	$ 151,200	$ 256,591
Cost of revenues	279,767	610,784	499,288	806,109	125,961	223,204
Gross profit	40,621	118,218	109,939	125,636	25,239	33,387
Selling, general and administrative expenses	53,656	67,450	87,216	121,106	24,854	32,070
Other operating income (expense)	749	(4,000)				
Operating income	(12,286)	46,768	22,723	4,530	385	1,317
Interest expense	5,718	20,548	31,998	40,287	7,911	11,687
Other income				(25)		(31)
Income (loss) before income tax expense	(18,004)	26,220	(9,275)	(35,732)	(7,526)	(10,339)
Income tax expense (benefit)	(6,897)	10,309	(4,176)	7,506	(2,724)	(51)
Net income (loss) from continuing operations	$ (11,107)	$ 15,911	$ (5,099)	$ (43,238)	$ (4,802)	$ (10,288)
Balance Sheet Data (at period end):						
Cash and cash equivalents	$	$ 100,637	$ 120,991	$ 59,439	$ 60,377	$ 33,773
Total assets	213,944	301,826	324,159	508,390	318,406	457,964
Long-term debt (net of current portion)	17,933	221,401	221,953	330,346	222,088	330,643
Total shareholders deficit	(37,111)	(95,241)	(92,323)	(135,324)	(100,088)	(144,577)

(1) During the three months ended March 31, 2013, transitional services ceased on an expired contract with AT&T in the Pacific Northwest region. Accordingly, the results of operations for the Pacific Northwest region are presented as discontinued operations for all periods presented.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis summarizes the significant factors affecting our consolidated operating results, financial condition, liquidity and cash flows as of and for the periods presented below. The following discussion and analysis should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this prospectus. This discussion contains forward-looking statements that are based on beliefs of our management, as well as assumptions made by, and information currently available to, our management. Actual results may differ materially from those discussed in or implied by forward-looking statements as a result of various factors, including those discussed below and elsewhere in this prospectus, particularly in the section entitled Risk Factors. See Cautionary Statement Regarding Forward-Looking Statements.

Overview

We are a leading national provider of end-to-end network infrastructure and professional services to the wireless telecommunications industry. Our wireless telecommunications services span the full network lifecycle, including the design, engineering, construction, deployment, integration, maintenance and decommissioning of wireless networks. We perform these services across multiple network infrastructures, including traditional cell towers as well as next generation small cell and distributed antenna systems, or DAS. We also serve the satellite television industry by providing onsite installation, upgrading and maintenance of satellite television systems to both the residential and commercial markets customers. These highly specialized and technical services are critical to the capability of our customers to deliver voice, data and video services to their end users.

We operate from a broad footprint, having provided services during 2013 in all 50 states. As of April 30, 2014, we employed over 5,200 persons, including approximately 2,600 technicians and 500 engineers, and operated 63 regional offices and warehouses. During the year ended December 31, 2013, we completed over 65,000 telecommunications projects and fulfilled over 1.5 million satellite television installation, upgrade or maintenance work orders. We have established strong, long-standing relationships with Tier-1 wireless carriers and original telecommunications equipment manufacturers, or OEMs, including AT&T Mobility, LLC, or AT&T, Alcatel-Lucent USA Inc., or Alcatel-Lucent, Sprint/United Management Company, or Sprint as well as DIRECTV. Over the last few years, we have diversified our customer base within the telecommunications industry by leveraging our long-term success and reputation for quality to win new customers such as Nokia Solutions and Networks B.V., or NSN, T-Mobile International AG, or T-Mobile, and Verizon. We generated nearly all of our revenues over the past several years under master service agreements, or MSAs, that establish a framework, including pricing and other terms, for providing ongoing services. We believe our long-standing relationships with our largest customers, which are governed by MSAs that historically have been renewed or extended, provide us with high visibility to our future revenue. During 2013, we also provided small cell or DAS services to over 100 enterprises including higher education institutions, stadiums for professional and collegiate sports events, hotels and resorts, major retailers, hospitals and government agencies.

Significant Transactions

Merger with Multiband Corporation

On May 21, 2013, Goodman Networks entered into an Agreement and Plan of Merger, or the Merger Agreement, with Manatee Merger Sub Corporation, a wholly owned subsidiary of Goodman Networks, or MergerSub, and Multiband Corporation, or Multiband, pursuant to which, on August 30, 2013, Multiband merged with and into MergerSub, with Multiband surviving the merger, or the Merger. The aggregate purchase price, excluding merger-related fees and expenses, was approximately $101.1 million. Upon the closing of the Merger, Multiband became a wholly owned subsidiary of Goodman Networks, and Multiband and its subsidiaries became restricted subsidiaries and guarantors under the indenture, or the Indenture, governing the Company s 12.125% senior secured notes due 2018, or the notes, and the Company s amended and

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restated senior secured revolving credit facility, or the Credit Facility. To fund the Merger the Company, through its wholly owned subsidiary, sold an additional $100 million of senior secured notes due 2018, or the outstanding notes, under terms substantially identical to the terms of the $225 million in aggregate principal amount of notes issued in June 2011, or the original notes. The Company paid the remainder of the merger consideration from cash on hand.

Disposition of the MDU Assets

On December 31, 2013, the Company sold certain assets to DIRECTV MDU, LLC, or DIRECTV MDU, and DIRECTV MDU assumed certain liabilities of the Company, related to the division of the Company s business involved with the ownership and operation of subscription based video, high-speed internet and voice services and related call center functions to multiple dwelling unit customers, lodging and institution customers and commercial establishments, or, such assets, collectively, the MDU Assets. The operations of the MDU Assets were previously reported in the Company s Other Services segment. In consideration for the MDU Assets, DIRECTV MDU paid the Company $12.5 million and additional non-cash consideration, and extended the existing Multiband/DIRECTV HSP Agreement, resulting in a four-year remaining term ending on December 31, 2017, as well as the assumption of certain liabilities.

Acquisition of Design Build Technologies

On August 8, 2013, we acquired the assets of Design Build Technologies, LLC, or DBT, one of our former subcontractors in the southeast region of the United States, for $1.3 million in cash together with earn-out payments of up to an aggregate of $0.9 million over a period of 18 months. We received certain assets, tower crews, and non-compete agreements from the owner of DBT, who became an employee of our Company upon the close of the transaction.

Acquisition of the Custom Solutions Group of Cellular Specialties, Inc.

On February 28, 2013, we completed the acquisition of the Custom Solutions Group of Cellular Specialties, Inc., or CSG, which provides indoor and outdoor wireless distributed antenna system, or DAS, and carrier Wi-Fi solutions, services, consultations and maintenance. The purchase price consisted of $18.0 million in cash, earn-out payments of up to an aggregate of $17.0 million through December 31, 2015 and the assumption of certain liabilities related to the acquired business. We believe the acquisition will help better serve our customers evolving needs by addressing the increasingly used small cell and DAS offload solutions.

Operating Segments

Prior to the merger with Multiband, we operated our business in two segments: Professional Services and Infrastructure Services.

Professional Services. Our Professional Services segment provides customers with highly technical services primarily related to designing, engineering, integration and performance optimization of transport, or backhaul, and core, or central office, equipment of enterprise and wireless carrier networks. When a network operator integrates a new element into its live network or performs a network-wide upgrade, a team of in-house engineers from our Professional Services segment can administer the complete network design, equipment compatibility assessments and configuration guidelines, the migration of data traffic onto the new or modified network and the network activation.

In addition, we provide services related to the design, engineering, installation, integration and maintenance of small cell and DAS networks. Our acquisition of CSG was incorporated into our Professional Services segment, which has enhanced our ability to provide end-to-end in-building services from design and engineering to maintenance. Our enterprise small cell and DAS customers often require most or all of the services listed above and may also purchase consulting, post-deployment monitoring, performance optimization and maintenance services.

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Infrastructure Services. Our Infrastructure Services segment provides program management services of field projects necessary to deploy, upgrade, maintain or decommission wireless outdoor networks. We support wireless carriers in their implementation of critical technologies such as long-term evolution, or 4G-LTE, the addition of new macro and small cell sites, increase of capacity at their existing cell sites through additional spectrum allocations, as well as other optimization and maintenance activities at cell sites. When a network provider requests our services to build or modify a cell site, our Infrastructure Services segment is able to: (i) handle the required pre-construction leasing, zoning, permitting and entitlement activities for the acquisition of the cell site, (ii) prepare site designs, structural analysis and certified drawings and (iii) manage the construction or modification of the site including tower-top and ground equipment installation. These services are managed by our wireless project and construction managers and are performed by a combination of scoping engineers, real estate specialists, ground crews, line and antenna crews and equipment technicians, either employed by us or retained by us as subcontractors.

Our Infrastructure Services segment also provides fiber and wireless backhaul services to carriers. Our fiber backhaul services, or Fiber to the Cell services, connect existing points in the fiber networks of wireline carriers to thousands of cell sites needing the bandwidth and ethernet capabilities for upgrading capacity. Our microwave backhaul services provide a turnkey solution offering site audit, site acquisition, microwave line of sight surveys, path design, installation, testing and activation services. This fiber and wireless backhaul work often involves planning, route engineering, right-of-way (for fiber work) and permitting, logistics, project management, construction inspection and optical fiber splicing services. Backhaul work is performed to extend an existing optical fiber network owned by a wireline carrier, typically between several hundred yards to a few miles, to the cell site.

We expect continued growth in the Infrastructure Services segment, but we expect the rate of growth to moderate in 2014.

We began operating the following additional segments in connection with the closing of the merger with Multiband:

Field Services. Our Field Services segment provides installation and maintenance services to DIRECTV, commercial customers and a provider of internet wireless service primarily to rural markets. Our wholly owned subsidiary Multiband, which we acquired in August 2013, fulfilled over 1.5 million satellite television installation, upgrade or maintenance work orders during 2013 for DIRECTV, which represented 27.6% of DIRECTV s outsourced work orders for residents of single-family homes during 2013. We were the second largest DIRECTV in-home installation provider in the United States for the year ended December 31, 2013.

Other Services. The Other Services segment included our Engineering, Energy & Construction, or EE&C, line of business and, until we disposed of the MDU Assets to DIRECTV MDU on December 31, 2013, included the Multi-Dwelling Unit, or MDU, line of business. See Significant Transactions Disposition of the MDU Assets above for a description of the disposition of certain assets related to the MDU services.

Engineering, Energy & Construction Services. Our EE&C services include the provision of engineering and construction services for the wired and wireless telecommunications industry, including public safety networks, renewable energy services including wind and solar applications and other design and construction services which are usually done on a project basis.

Multi-Dwelling Unit Services. Our MDU services included the provision of voice, data and video services to residents of MDU facilities as an owner/operator of the rights under the related subscription agreements with those residents. From 2004 until 2013, Multiband operated under a Master System Operator agreement for DIRECTV, through which DIRECTV offered satellite television services to residents of MDUs. On December 31, 2013 we sold the MDU Assets, from which we provided the MDU services, to an affiliate of DIRECTV for $12.5 million and the assumption of certain liabilities. In addition, in the first quarter of 2014, we integrated the

EE&C line of business with the Infrastructure Services and Professional Services segments, and as a result there is no longer an Other Services segment. We have not restated the corresponding items of segment information for the year ended December 31, 2013 because the employees that previously comprised the EE&C line of business are now serving customers within the Infrastructure Services segment and the remaining operations of the Other Services segment that were realigned to the Infrastructure Services, Professional Services or Field Services segments are not material to those segments individually.

Customers

For the year ended December 31, 2013, we provided services to customers across 50 states. Following our acquisition of Multiband, we began providing services to DIRECTV. The vast majority of our revenues were related to our MSAs with a subsidiary of AT&T Inc. and Alcatel-Lucent. For the years ended December 31, 2011, 2012 and 2013 and the three months ended March 31, 2014, subsidiaries of AT&T Inc., Alcatel-Lucent and DIRECTV combined to provide 99.1%, 96.3%, 87.3% and 87.0% of our revenues, respectively. On May 18, 2014, AT&T Inc. and DIRECTV announced that they had entered into a merger agreement pursuant to which DIRECTV would merge with a subsidiary of AT&T Inc. The closing of the merger is subject to several conditions, including review and approval by the Federal Communications Commission, or the FCC, and the Department of Justice. If the merger occurs, our revenues would become more concentrated and dependent on our relationship with AT&T Inc.

AT&T

We provide site acquisition, construction, technology upgrades, Fiber to the Cell and maintenance services for AT&T Mobility, LLC, or AT&T, at cell sites in 9 of 31 distinct AT&T markets, or Turf Markets, as the sole, primary or secondary vendor, pursuant to a multi-year MSA that we entered into with AT&T and have amended and replaced from time to time. We refer to our MSAs with AT&T related to its turf program collectively as the Mobility Turf Contract. We have generated an aggregate of approximately $2.56 billion of revenue from subsidiaries of AT&T Inc. collectively for the period from January 1, 2009 through March 31, 2014.

Our Mobility Turf Contract provides for a term expiring on November 30, 2015, and AT&T has the option to renew the contract on a yearly basis thereafter. In connection therewith, AT&T reassigned certain of its Turf Markets, including the assignment to us of two additional Turf Markets, Missouri/Kansas and San Diego, and the assignment of the Pacific Northwest region, which was previously assigned to us, to another company effective December 31, 2011. Although our contract for the Pacific Northwest region expired on December 31, 2011, we continued to provide transitional services to AT&T in the Pacific Northwest region throughout 2012, and thereby concluded that we did not meet the criteria to report the results of operations from the Pacific Northwest as discontinued operations as a result of significant continuing cash flows as of December 31, 2012. During the three months ended March 31, 2013, the transitional services ceased, and accordingly, we have presented the results of operations for the Pacific Northwest region as discontinued operations for all periods presented. The results of operations of the Pacific Northwest now reported as a discontinued operation were previously included within our Infrastructure Services segment.

We provide other services to AT&T in addition to those provided under the Mobility Turf Contract. Those services include the deployment of indoor small cell systems, DAS systems and microwave transmission facilities and central office services. We recently entered into a DAS Installation Services Agreement and Subordinate Material and Services Agreement with a subsidiary of AT&T Inc. to provide these services. We continually seek to expand our service offerings to AT&T.

DIRECTV

With the acquisition of Multiband, DIRECTV became our second largest customer. The relationship between Multiband and DIRECTV has lasted for over 17 years and is essential to the success of our Field Services segment s operations. We are one of three in-home installation providers that DIRECTV utilizes in the United States, and during the year ended December 31, 2013, Multiband performed 27.6% of all DIRECTV s

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outsourced installation, upgrade and maintenance activities. Our contract with DIRECTV has a term expiring on December 31, 2017, and contains an automatic one-year renewal. Until December 31, 2013, we also provided customer support and billing services to certain of DIRECTV s customers through our Other Services segment pursuant to a separate arrangement.

Alcatel-Lucent

In November 2009, we entered into a five-year MSA with Alcatel-Lucent, or the Alcatel-Lucent Contract. Pursuant to the Alcatel-Lucent Contract, 461 of Alcatel-Lucent s domestic engineering and integration specialists became employees of Goodman Networks. The Alcatel-Lucent Contract grants us the right to perform, subject to certain conditions, certain deployment engineering, integration engineering and radio frequency engineering services for Alcatel-Lucent in the United States. The outsourcing agreement expires on December 31, 2014, and renews on an annual basis thereafter for up to two additional one-year terms unless notice of non-renewal is first provided by either party. Under the terms of the Alcatel-Lucent Contract, Alcatel-Lucent is required to purchase a minimum level of services from us, which amount corresponds to the number of employees we are required to commit to Alcatel-Lucent s projects under the Alcatel-Lucent Contract, and is subject to decline at a predetermined rate that accelerates in the event of attrition of certain of our employees that were formerly employed by Alcatel-Lucent. Although these contractual minimum levels of work decline over time, the amount of work we have performed for Alcatel-Lucent has consistently exceeded these contractual minimum levels.

During 2014, we anticipate that our revenues under the Alcatel-Lucent Contract will continue to decrease compared to the amount that we have historically realized thereunder, correlative with the decline in contractual minimum levels of services described above. In addition, Alcatel-Lucent may elect not to renew the Alcatel-Lucent Contract, which may cause Alcatel-Lucent to ramp down the services that we currently provide to it prior to the December 31, 2014 expiration date. We are currently in negotiations with Alcatel-Lucent to secure additional work; however, if we are unable to come to terms with Alcatel-Lucent regarding such additional work and Alcatel-Lucent decides not to extend the term of the Alcatel-Lucent Contract beyond the expiration date, Alcatel-Lucent may no longer remain a material customer.

Sprint

In May 2012 we entered into an MSA with Sprint to provide decommissioning services for Sprint s iDEN (push-to-talk) network. We are removing equipment from Sprint s network that is no longer in use and restoring sites to their original condition. For the years ended December 31, 2012 and 2013 and for the three months ended March 31, 2014, we recognized $11.9 million, $34.0 million and $15.4 million of revenue, respectively, related to the services we provide for Sprint.

Enterprise Customers

We provide services to enterprise customers through our Professional Services segment. These service offerings consist of the design, installation and maintenance of DAS systems to customers such as Fortune 500 companies, hotels, hospitals, college campuses, airports and sports stadiums.

Key Components of Operating Results

The following is a discussion of key line items included in our financial statements for the periods presented below under the heading Results of Operations. We utilize revenues, gross profit, net income and earnings before interest, income taxes, depreciation and amortization, or EBITDA, as significant performance indicators.

Estimated Backlog

We refer to the amount of revenue we expect to recognize over the next 18 months from future work on uncompleted contracts, including MSAs and work we expect to be assigned to us under MSAs, and based on historical levels of work under such MSAs and new contractual agreements on which work has not begun, as our estimated backlog. We determine the amount of estimated backlog for work under MSAs based on historical trends, anticipated seasonal impacts and estimates of customer demand based upon communications with our customers. Our 18-month estimated backlog as of March 31, 2013 was $1.3 billion, and our 18-month estimated backlog as of March 31, 2014 was $1.8 billion, including $0.4 billion of estimated backlog from DIRECTV as of March 31, 2014. We expect to recognize approximately $0.9 billion of our estimated backlog as of March 31, 2014 in the nine months ended December 31, 2014. The vast majority of estimated backlog as of March 31, 2014 has originated from multi-year customer relationships, primarily with AT&T, DIRECTV and Alcatel-Lucent.

Because we use the completed contract method of accounting for revenues and expenses from our long-term construction contracts, our estimated backlog includes revenue related to projects that we have begun but not completed performance. Therefore, our estimated backlog contains amounts related to work that we have already performed but not completed.

While our estimated backlog includes amounts under MSA and other service agreements, our customers are generally not contractually committed to purchase a minimum amount of services under these agreements, most of which can be cancelled on short or no advance notice. Therefore, our estimates concerning customers requirements may not be accurate. The timing of revenues for construction and installation projects included in our estimated backlog can be subject to change as a result of customer delays, regulatory requirements and other project related factors that may delay completion. Changes in timing could cause estimated revenues to be realized in periods later than originally expected or unrealized. Consequently, our estimated backlog as of any date is not a reliable indicator of our future revenues and earnings. See Risk Factors Risks Related to Our Business Amounts included in our estimated backlog may not result in actual revenue or translate into profits, and our estimated backlog is subject to cancellation and unexpected adjustments and therefore is an uncertain indicator of future operating results.

Revenues

Our revenues are generated primarily from projects performed under MSAs including the design, engineering, construction, deployment, integration, maintenance, and decommissioning of wireless networks. Our MSAs generally contain customer-specified service requirements, such as discrete pricing for individual tasks as well as various other terms depending on the nature of the services provided, and typically provide for termination upon short or no advance notice.

Our revenues fluctuate as a result of the timing of the completion of our projects and changes in the capital expenditure and maintenance budgets of our customers, which may be affected by overall economic conditions, consumer demands on telecommunications and satellite television providers, the introduction of new technologies, the physical maintenance needs of our customers infrastructure and the actions of the government, including the FCC and state agencies. A significant portion of our revenues and costs in our Infrastructure Services segment are recognized during the fourth quarter of each year as we complete the most contracts in that segment during such time. See Seasonality, herein.

Our Professional Services segment revenues are derived from wireless and wireline services through engineers who specialize in network architecture, transformation, reliability and performance. Until our acquisition of CSG in February 2013, the vast majority of our revenues for the Professional Services segment were attributable to work performed pursuant to the Alcatel-Lucent Contract. The acquisition of the assets of CSG expanded our revenues from enterprise, small cell and DAS customers.

Our Infrastructure Services segment revenues are derived from project management, site acquisition, architecture and engineering, construction management, equipment installation and drive-testing verification services. The vast majority of the revenues we earn in our Infrastructure Services segment are from subsidiaries of AT&T Inc. and are primarily comprised of work performed under the Mobility Turf Contract. Substantially all of our revenues are earned under fixed-unit price contracts. We have historically had success in certain circumstances seeking price adjustments from customers to avoid losses on projects undertaken pursuant to these contracts.

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Our Field Services segment revenues are derived from the installation and service of DIRECTV video programming systems for residents of single family homes through work order fulfillment under a contract with DIRECTV.

The following table presents our gross deferred revenue and deferred cost balances as of December 31, 2012 and 2013 and March 31, 2013 and 2014, which have been presented net on a project basis in the accompanying financial statements (in thousands):

	December 31, 2012	December 31, 2013	March 31, 2013	March 31, 2014
Deferred revenue (gross)	$ (237,380)	$ (197,854)	$ (239,046)	$ (175,477)
Deferred cost (gross)	222,608	251,421	246,976	275,949
Net deferred cost / (deferred revenue)	$ (14,772)	$ 53,567	$ 7,930	$ 100,472
Costs in excess of billings on uncompleted projects	$ 33,487	$ 100,258	$ 67,999	$ 128,984
Billings in excess of costs on uncompleted projects	(48,259)	(46,691)	(60,069)	(28,512)
Net deferred cost / (deferred revenue)	$ (14,772)	$ 53,567	$ 7,930	$ 100,472

Cost of Revenues

Our costs of revenues include the costs of providing services or completing the projects under our MSAs, including operations payroll and benefits, subcontractor costs, equipment rental, fuel, materials not provided by our customers and insurance. Profitability will be reduced or eliminated if actual costs to complete a project exceed original estimates on fixed-unit price projects under our MSAs. Estimated losses on projects under our MSAs are recognized immediately when estimated costs to complete a project exceed the expected revenue to be received for a project.

For our Professional Services segment, cost of revenues consists primarily of salaries and benefits paid to our employees. In addition to salaried employees, we hire a relatively small amount of temporary subcontractors to perform work within our Professional Services segment. An additional small percentage of cost of revenues includes materials and supplies.

For our Infrastructure Services segment, cost of revenues consists primarily of operating expenses such as salaries and related headcount expenses, subcontractor expenses and cost of materials used in the projects. The majority of these costs have historically consisted of payments made to subcontractors hired to perform work for us, typically on a fixed-unit price basis tied to completion of the given project. During periods of increased demand, subcontractors may charge more for their services. In addition, we typically bill our customers for raw materials used in the performance of services plus a certain percentage of our costs. Additional costs to us that are not included in this billing primarily include storage and shipping of materials.

For our Field Services segment, cost of revenues consists primarily of salaries for technicians, fleet expenses, the cost of installation materials used in the field projects and subcontractor expenses.

Selling, General and Administrative Expenses

Selling, general and administrative expenses consist of salaries and related headcount expenses, sales commissions and bonuses, professional fees, travel, facilities, communication expenses, depreciation and amortization and other corporate overhead. Corporate overhead costs include costs associated with corporate staff, corporate management, human resources, information technology, finance and other corporate support services.

Our selling, general and administrative expenses are not allocated to a reporting segment. We expect our selling, general and administrative expenses to increase as a result of additional expenses associated with being a public company, including increased personnel costs, legal costs, accounting costs, board compensation expense, investor relations costs, director and officer insurance premiums, share-based compensation and costs associated with our compliance with Section 404 of the Sarbanes-Oxley Act of 2002, and other applicable regulations of the Securities and Exchange Commission, or the SEC.

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Results of Operations

Three Months Ended March 31, 2014 Compared to Three Months Ended March 31, 2013

The following table sets forth information concerning our operating results by segment for the three months ended March 31, 2013 and 2014 (in thousands).

	Three Months Ended March 31,					
	2013		2014			
	Amount	Percentage of Total Revenue	Amount	Percentage of Total Revenue	Change ($)	Change (%)
Revenues:						
Professional Services	$ 20,084	13.3%	$ 22,197	8.7%	$ 2,113	10.5%
Infrastructure Services	131,116	86.7%	174,626	68.1%	43,510	33.2%
Field Services			59,768	23.3%	59,768	n/a
Total revenues	151,200	100.0%	256,591	100.0%	105,391	69.7%
Cost of revenues:						
Professional Services	16,989	11.2%	21,242	8.3%	4,253	25.0%
Infrastructure Services	108,972	72.1%	146,208	57.0%	37,236	34.2%
Field Services			55,754	21.7%	55,754	n/a
Total cost of revenues	125,961	83.3%	223,204	87.0%	97,243	77.2%
Gross profit:						
Professional Services	3,095		955		(2,140)	(69.1)%
Infrastructure Services	22,144		28,418		6,274	28.3%
Field Services			4,014		4,014	n/a
Total gross profit	25,239		33,387		8,148	32.3%
Gross margin as percent of segment revenues:						
Professional Services	15.4%		4.3%			
Infrastructure Services	16.9%		16.3%			
Field Services			6.7%			
Total gross margin	16.7%		13.0%			
Selling, general and administrative expenses	24,854	16.4%	32,070	12.5%	7,216	29.0%
Operating income	385	0.3%	1,317	0.5%	932	242.1%
Other income			(31)	(0.0)%	(31)	n/a
Interest expense	7,911	5.2%	11,687	4.6%	3,776	47.7%
Loss before income taxes	(7,526)	(5.0)%	(10,339)	(4.0)%	(2,813)	37.4%
Income tax benefit	(2,724)	(1.8)%	(51)	(0.0)%	2,673	(98.1)%
Net loss	$ (4,802)	(3.2)%	$ (10,288)	(4.0)%	$ (5,486)	114.2%

Revenues

We recognized total revenues of $256.6 million for the three months ended March 31, 2014, compared to $151.2 million for the three months ended March 31, 2013, representing an increase of $105.4 million, or 69.7%. Our aggregate revenue from subsidiaries of AT&T Inc., a majority of which was earned through our Infrastructure Services segment, was $156.9 million for the three months ended March 31, 2014, compared to

$129.5 million in the same period of 2013. In addition to the Multiband revenues of $61.1 million which were not included in our results for the first quarter of 2013 and CSG revenues of $9.7 million which were only

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included in our results for the first quarter of 2013 beginning February 28, 2013, a significant amount of our revenue increase was due to increased volume of services provided to subsidiaries of AT&T Inc.

Revenues for the Professional Services segment increased $2.1 million, or 10.5%, to $22.2 million in the three months ended March 31, 2014 from $20.1 million in the same period of 2013. The acquisition of CSG contributed revenues of $9.7 million in the three months ended March 31, 2014 as compared to $5.2 million for the comparable period in 2013. Excluding the CSG revenues, our Professional Services revenues declined $2.4 million, or 16.1%. This decrease was primarily due to decreased volume of services provided to Alcatel-Lucent. Our aggregate revenue from Alcatel-Lucent for the three months ended March 31, 2014 was $10.8 million compared to $12.1 million in the same period of 2013. We expect our aggregate revenues from the Alcatel-Lucent Contract to continue to decline in future periods, correlative with the decline in contractual minimum levels of services described above.

Revenues for the Infrastructure Services segment increased by $43.5 million, or 33.2%, to $174.6 million for the three months ended March 31, 2014 from $131.1 million in the same period of 2013. The increase was primarily due to an increase in the scope and volume of services provided to AT&T under the Mobility Turf Contract. While we expect continued growth in our Infrastructure Services segment, it is unlikely that it will continue to grow at the rate it did in the three months ended March 31, 2014 when compared to the three months ended March 31, 2013.

The Field Services segment did not exist prior to the merger with Multiband. The Field Services segment contributed revenues of $59.8 million for the three months ended March 31, 2014.

Cost of Revenues

Our cost of revenues for the three months ended March 31, 2014, of $223.2 million increased $97.2 million, or 77.2%, as compared to $126.0 million for the three months ended March 31, 2013, and occurred during a period when revenues increased 69.7% from the comparative period. Cost of revenues represented 83.3% and 87.0% of total revenues for the three months ended March 31, 2013 and 2014, respectively.

Cost of revenues for the Professional Services segment increased $4.2 million to $21.2 million for the three months ended March 31, 2014 from $17.0 million for the same period of 2013. The operation of the assets acquired in the acquisition of CSG contributed cost of revenues of $8.6 million during the three months ended March 31, 2014 as compared to $4.1 million for the comparable period in 2013. Excluding CSG cost of revenues, our Professional Services cost of revenues declined $0.3 million, or 2.3%. This decrease was primarily related to a reduction of project workload under the Alcatel-Lucent Contract. Cost of revenues for the Professional Services segment increased 25.0% due to revenue mix changes, schedule changes from Alcatel-Lucent and also the operational integration costs of CSG. During this period, revenues for the Professional Services segment increased by 10.5% from the comparative period.

Cost of revenues for the Infrastructure Services segment increased $37.2 million to $146.2 million for the three months ended March 31, 2014 from $109.0 million for the same period of 2013 or 34.1%. This is primarily related to the 33.2% increase in revenue for the Infrastructure Services segment compared to same quarter prior year.

The Field Services segment did not exist prior to the merger with Multiband. Cost of revenues for the Field Services segment was of $55.8 million for the three months ended March 31, 2014.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for the three months ended March 31, 2014 were $32.0 million as compared to $24.9 million for the same period of 2013, representing an overall increase of $7.2 million, or

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29.0%. The increase during the period is primarily attributable to (i) $1.1 million of amortization expense related to intangible assets acquired in the CSG and Multiband acquisitions, (ii) an increase of $4.5 million in employee related costs primarily due to increased headcount of 59 employees (excluding Multiband employees) and (iii) $4.6 million of other selling, general and administrative charges related to Multiband that were not included in our results prior to the merger with Multiband, all of which was partially offset by a $4.1 million reduction in professional services primarily related to restatement related charges incurred in the first quarter of 2013 that did not recur in 2014.

Interest Expense

Interest expense for the three months ended March 31, 2014 and 2013, was $11.7 million and $7.9 million, respectively. This increase is primarily attributable to the issuance of the outstanding notes on June 13, 2013.

Income Tax Expense

As a result of the loss before taxes and a decrease in our effective tax rate, we recorded income tax benefit of $0.1 million for the three months ended March 31, 2014, compared to a benefit of $2.7 million for the same period of 2013. During the first quarter of 2014 we recorded a valuation allowance against net operating losses generated from our results of operations. Our effective income tax rate was 0.5% and 36.2% for the three months ended March 31, 2014 and 2013, respectively.

In the first quarter of 2014, we received a no change notice from the Internal Revenue Service related to the tax period ended 2011 audit of Multiband and therefore released $2.1 million of related reserves for uncertain tax positions. The release of these reserves was recorded as a reduction of net operating losses. The statute of limitations will expire for $2.3 million of our reserves for uncertain tax positions within the next nine months.

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Year Ended December 31, 2013 Compared to Year Ended December 31, 2012

The following table sets forth information concerning our operating results by segment for the years ended December 31, 2012 and 2013 (in thousands):

	Year Ended December 31, 2012 Amount	2012 Percentage of Total Revenue	2013 Amount	2013 Percentage of Total Revenue	Change ($)	Change (%)
Revenues:						
Professional Services	$ 79,140	13.0%	$ 111,468	12.0%	$ 32,328	40.8%
Infrastructure Services	530,087	87.0%	715,518	76.8%	185,431	35.0%
Field Services			88,240	9.5%	88,240	n/a
Other Services			16,519	1.8%	16,519	n/a
Total revenues	609,227	100.0%	931,745	100.0%	322,518	52.9%
Cost of revenues:						
Professional Services	65,200	10.7%	91,597	9.8%	26,397	40.5%
Infrastructure Services	434,088	71.3%	622,438	66.8%	188,350	43.4%
Field Services			77,899	8.4%	77,899	n/a
Other Services			14,175	1.5%	14,175	n/a
Total cost of revenues	499,288	82.0%	806,109	86.5%	306,821	61.5%
Gross profit:						
Professional Services	13,940		19,871		5,931	42.5%
Infrastructure Services	95,999		93,080		(2,919)	(3.0)%
Field Services			10,341		10,341	n/a
Other Services			2,344		2,344	n/a
Total gross profit	109,939		125,636		15,697	14.3%
Gross margin as percent of segment revenues:						
Professional Services	17.6%		17.8%			
Infrastructure Services	18.1%		13.0%			
Field Services			11.7%			
Other Services			14.2%			
Total gross margin	18.0%		13.5%			
Selling, general and administrative expenses	87,216	14.3%	121,106	13.0%	33,890	38.9%
Operating income	22,723	3.7%	4,530	0.5%	(18,193)	(80.1)%
Other (income) loss			(25)	(0.0)%	(25)	n/a
Interest expense	31,998	5.3%	40,287	4.3%	8,289	25.9%
Loss before income taxes from continuing operations	(9,275)	(1.5)%	(35,732)	(3.8)%	(26,457)	(285.3)%
Income tax expense (benefit)	(4,176)	(0.7)%	7,506	0.8%	11,682	(279.7)%
Net loss from continuing operations	(5,099)	(0.8)%	(43,238)	(4.6)%	(38,139)	(748.0)%
Discontinued operations, net of income taxes	2,568	0.4%			(2,568)	(100.0)%
Net loss	$ (2,531)	(0.4)%	$ (43,238)	(4.6)%	$ (40,707)	(1608.3)%

Revenues

We recognized total revenues of $931.7 million for the year ended December 31, 2013, compared to $609.2 million for the year ended December 31, 2012, representing an increase of $322.5 million, or 52.9%. Our aggregate revenue from subsidiaries of AT&T Inc., a majority of which was earned through our Infrastructure

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Services segment, was $662.8 million for the year ended December 31, 2013, compared to $532.1 million in the same period of 2012. In addition to the inclusion of revenue of $43.3 million generated by the operation of the assets acquired in the acquisition of CSG and revenue of $104.8 million generated by Multiband, which were not included in our results for the year ended December 31, 2012, a significant amount of our revenue increase was due to increased volume of services provided to subsidiaries of AT&T Inc. for projects that were completed during the period.

Revenues for the Professional Services segment increased $32.3 million, or 40.8%, to $111.5 million in the year ended December 31, 2013 from $79.1 million in the same period of 2012. The acquisition of CSG contributed revenues of $43.3 million during the year ended December 31, 2013, which are included in our Professional Services segment. Excluding the CSG revenues, which were not included in our results for the year ended December 31, 2012, our Professional Services revenues declined $10.9 million, or 13.8%. This decrease was primarily due to decreased volume of services provided to Alcatel-Lucent that are included within our Professional Services segment. Our aggregate revenue from Alcatel-Lucent for the year ended December 31, 2013 was $57.9 million compared to $55.0 million in the same period of 2012. We expect our aggregate revenues from the Alcatel-Lucent Contract to decline in future periods.

Revenues for the Infrastructure Services segment increased by $185.4 million, or 35.0%, to $715.5 million for the year ended December 31, 2013 from $530.1 million in the same period of 2012. The increase was primarily due to an increase in the scope and volume of services provided to AT&T under the Mobility Turf Contract for projects that completed during the period.

The Field Services segment did not exist prior to the merger with Multiband. The Field Services segment contributed revenues of $88.2 million for the four months ended December 31, 2013.

Cost of Revenues

Our cost of revenues for the year ended December 31, 2013, of $806.1 million increased $306.8 million, or 61.4%, as compared to $499.3 million for the year ended December 31, 2012, and occurred during a period when revenues increased 52.9% from the comparative period. Cost of revenues represented 82.0% and 86.5% of total revenues for the years ended December 31, 2012 and 2013, respectively.

Cost of revenues for the Professional Services segment increased $26.4 million to $91.6 million for the year ended December 31, 2013 from $65.2 million for the same period of 2012. The operation of the assets acquired in the acquisition of CSG contributed cost of revenues of $33.0 million during the year ended December 31, 2013, which are included in our Professional Services segment. Excluding CSG cost of revenues, which were not included in our results for the year ended December 31, 2012, our Professional Services cost of revenues declined $6.6 million, or 10.1%. This decrease was primarily related to a reduction of project workload under the Alcatel-Lucent Contract. Cost of revenues for the Professional Services segment increased 40.5% due to revenue mix changes, schedule changes from Alcatel-Lucent and also the operational integration costs of CSG. During this period, revenues for the Professional Services segment also increased by 40.8% from the comparative period.

Cost of revenues for the Infrastructure Services segment increased $188.4 million to $622.4 million for the year ended December 31, 2013 from $434.1 million for the same period of 2012. While the majority of the increase was related to the increase in the volume of work we completed in our Infrastructure Services segment, we incurred approximately $27 million in costs (3.8% of segment revenue) due to the following items that were not volume related: (i) tower crew shortages in all markets requiring significant cost increases to attract and maintain the necessary crew capacity (which included implementing exclusivity arrangements and incentives with key tower crew vendors); (ii) schedule accelerations and recoveries due to such crew shortages as well as weather related impact in the fourth quarter; (iii) integration and ramp up expenses for our internal self-perform capability, including for crews acquired in our DBT acquisition; and (iv) quality issues that we corrected in a few of our markets in 2013.

We have incurred additional costs related to these items for projects that are still in progress and have yet to be recognized on our income statement. We are working aggressively to mitigate the impact of these items through leadership changes and additions we have made in our Infrastructure Services segment, increased self-perform capabilities and proactive management of our leading tower crew vendors. We expect that these costs will cause continued pressure on our gross margins into 2014.

The Field Services segment did not exist prior to the merger with Multiband. The Field Services segment incurred cost of revenues of $77.9 million for the four months ended December 31, 2013.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for the year ended December 31, 2013 were $121.1 million as compared to $87.2 million for the same period of 2012, representing an overall increase of $33.9 million, or 38.9%. The increase during the period is attributable to (i) an increase of $8.5 million in employee related costs due to increased headcount of 108 employees (excluding Multiband employees) at December 31, 2013 as compared to December 31, 2012, (ii) $1.8 million of search fees and our transition services agreement with CSG, (iii) an increase of $3.8 million in professional fees related to merger and acquisition advisory fees, (iv) $5.2 million due to amortization expense related to intangible assets acquired in the CSG and Multiband acquisitions, (v) $1.4 million related to the acceleration of restricted stock and employee stock options held by Multiband employees at the date of the merger with Multiband and (vii) $10.3 million of other selling, general and administrative charges related to Multiband that were not included in our results prior to the merger with Multiband. Pursuant to the Indenture Amendments (as defined below), the merger and acquisition advisory fees of $4.2 million and amortization of intangible assets acquired from CSG and Multiband of $5.2 million and the equity acceleration charges of $1.4 million related to the merger with Multiband will be excluded from our calculation of Consolidated EBITDA per the Indenture.

Interest Expense

Interest expense for the years ended December 31, 2012 and 2013, was $32.0 million and $40.3 million, respectively. This increase is due to a $0.9 million increase in penalty interest associated with delays in registering the exchange offer for the original notes and increased interest incurred as a result of the issuance of the outstanding notes on June 13, 2013 of $6.7 million. We expect our interest expense to increase in future periods as a result of the tack-on notes added in June 2013.

Income Tax Expense

As a result of the loss before taxes and a valuation allowance recorded against our deferred tax assets, we recorded income tax expense of $7.5 million for the year ended December 31, 2013, compared to a benefit of $4.2 million for the same period of 2012. Our effective income tax rate was 45.0% and (21.0)% for the years ended December 31, 2012 and 2013, respectively. The reduction in the effective tax rate is due to the valuation allowance of $17.6 million, $2.4 million of acquisition costs related to the acquisition of Multiband which are not deductible for tax purposes, and the write-off of approximately $1.9 million of the income tax receivable that existed at December 31, 2012.

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Year Ended December 31, 2012 Compared to Year Ended December 31, 2011

The following table sets forth information concerning our operating results by segment for the years ended December 31, 2011 and 2012 (in thousands):

	Year Ended December 31,					
	2011		2012			
	Amount	Percentage of Total Revenue	Amount	Percentage of Total Revenue	Change ($)	Change (%)
Revenues:						
Professional Services	$ 91,650	12.6%	$ 79,140	13.0%	$ (12,510)	(13.6)%
Infrastructure Services	637,352	87.4%	530,087	87.0%	(107,265)	(16.8)%
Total revenues	729,002	100.0%	609,227	100.0%	(119,775)	(16.4)%
Cost of revenues:						
Professional Services	78,369	10.8%	65,200	10.7%	(13,169)	(16.8)%
Infrastructure Services	532,415	73.0%	434,088	71.3%	(98,327)	(18.5)%
Total cost of revenues	610,784	83.8%	499,288	82.0%	(111,496)	(18.3)%
Gross profit:						
Professional Services	13,281		13,940		659	5.0%
Infrastructure Services	104,937		95,999		(8,938)	(8.5)%
Total gross profit	118,218		109,939		(8,279)	(7.0)%
Gross margin as a percent of segment revenue:						
Professional Services	14.5%		17.6%			
Infrastructure Services	16.5%		18.1%			
Total gross margin	16.2%		18.0%			
Selling, general and administrative expenses	67,450	9.3%	87,216	14.3%	19,766	29.3%
Other operating income (loss)	(4,000)	(0.5)%			4,000	n/a
Operating income (loss)	46,768	6.4%	22,723	3.7%	(24,045)	(51.4)%
Interest expense	20,548	2.8%	31,998	5.3%	11,450	55.7%
Income (loss) before income taxes	26,220	3.6%	(9,275)	(1.5)%	(35,495)	(135.4)%
Income tax expense (benefit)	10,309	1.4%	(4,176)	(0.7)%	(14,485)	(140.5)%
Net income (loss) from continuing operations before income taxes	15,911	2.2%	(5,099)	(0.8)%	(21,010)	(132.1)%
Discontinued operations, net of income taxes	3,407	(0.5)%	2,568	0.4%	(839)	(24.6)%
Net income (loss)	$ 19,318	2.6%	$ (2,531)	(0.4)%	$ (21,849)	(113.1)%

Revenues

We recognized total revenues of $729.0 million for the year ended December 31, 2011, compared to $609.2 million for the year ended December 31, 2012, representing a decrease of $119.8 million, or 16.4%, almost all of which occurred in our Infrastructure Services segment. A significant amount of our revenue decline was attributed to a decrease in the volume of services performed under the Mobility Turf Contract.

Revenues for the Professional Services segment decreased $12.5 million, or 13.6%, from $91.7 million in 2011 to $79.1 million in the year ended December 31, 2012. This decrease was primarily due to decreased

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Volume of services provided to Alcatel-Lucent. Our aggregate revenue from Alcatel-Lucent for the year ended December 31, 2011 was $72.3 million compared to $55.0 million for the year ended December 31, 2012. We expect our aggregate revenues from the Alcatel-Lucent Contract to continue to decline in future periods, correlative with the decline in contractual minimum levels of services described above.

Revenues for the Infrastructure Services segment decreased by $107.3 million, or 16.8%, from $637.4 million in 2011 to $530.1 million for the year ended December 31, 2012. The decrease was primarily due to a decrease in the scope and volume of services provided to AT&T under the Mobility Turf Contract. We experienced a temporary decrease in revenues from AT&T following AT&T Inc. s announcement in December 2011 of the termination of its agreement to acquire T-Mobile. Our aggregate revenue from subsidiaries of AT&T Inc., a majority of which was earned through our Infrastructure Services segment was $650.4 million in 2011 compared to $532.1 million in 2012.

Cost of Revenues

Our cost of revenues decreased $111.5 million, or 18.3%, from $610.8 million for the year ended December 31, 2011 to $499.3 million for the year ended December 31, 2012, and occurred during a period when revenues decreased 16.4% from the comparative period. Cost of revenues represented 83.8% and 82.0% of total revenues for the year ended December 31, 2011 and 2012, respectively. Margin expansion in 2012 was the result of greater scale and leverage of our overhead costs as well as more efficient management of direct construction costs.

Cost of revenues for the Professional Services segment decreased $13.2 million from $78.4 million in 2011 to $65.2 million for the year ended December 31, 2012. The majority of this decrease was related to lower staffing required to meet a decreased Alcatel-Lucent project workload. Cost of revenues for the Professional Services segment decreased 16.8% during a period when revenues for the segment decreased by 13.6% from the comparative period.

Cost of revenues for the Infrastructure Services segment decreased $98.3 million from $532.4 million in 2011 to $434.1 million for the year ended December 31, 2012. The majority of this decrease resulted from a reduction in the variable costs associated with supporting the decreased volume and scope of services performed under the Mobility Turf Contract. This decrease in costs of revenues of 18.5% occurred during a period when the segment s revenues decreased by 16.8% as compared to the year ended December 31, 2011. Improvements during the period resulted from operational improvements made in the segment and through the realization of economies of scale, which allowed us to more efficiently utilize our operating assets and human resources. Due to shortages of qualified tower crews currently being experienced by the wireless industry resulting from increased demand for services such as those we provide, we may incur additional cost to hire additional tower crew personnel or pay additional incentives to subcontracted tower crews to meet expected demand.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for the year ended December 31, 2011, were $67.5 million as compared to $87.2 million for the year ended December 31, 2012, representing an overall increase of $19.8 million, or 29.3%. The increase was primarily related to an increase in compensation and related expenses of $11.3 million and an increase in professional fees of $6.7 million related to the restatement of our historical financial statements.

Other Operating Loss

Other operating loss for the year ended December 31, 2011, was $4.0 million as compared to $0.0 for the year ended December 31, 2012. The $4.0 million loss incurred in 2011 is related to our outstanding guarantee of a related party s line of credit, of which we determined as of December 31, 2011, we would likely be required to perform for the full exposure.

Interest Expense

Interest expense for the years ended December 31, 2011 and 2012, was $20.5 million and $32.0 million, respectively. This increase is due to interest associated with the original notes that were issued on June 23, 2011 and a loss of $1.3 million on the June 2011 extinguishment of our subordinated debt. We expect our interest expense to decrease in future periods as a result of the penalty interest ceasing to accrue after we completed the exchange offer for the original notes.

Income Tax Expense (Benefit)

Income tax expense decreased $14.5 million to a $4.2 million income tax benefit for the year ended December 31, 2012 from a $10.3 million income tax expense for the year ended December 31, 2011. The effective tax rate was 45.0% and 39.3% for the years ended December 31, 2012 and 2011, respectively. For the year ended December 31, 2012, our effective tax rate differs from the statutory federal rate of 35.0% primarily due to net state and local taxes and non-deductible expenses. These adjustments relative to $9.3 million loss before income tax expense result in the effective tax rate of 45.0%. For the year ended December 31, 2011, our effective tax rate differs from the statutory federal rate of 35.0% due to net state and local taxes and non-deductible expenses.

Liquidity and Capital Resources

Historically, our primary resources of liquidity have been borrowings under credit facilities and the proceeds of bond offerings. In 2011, we completed a $225 million private offering of the original notes. We used the proceeds of this debt offering to pay the balances remaining on notes payable to stockholders, to purchase a portion of our outstanding warrants and common stock, including all outstanding Series C Redeemable Preferred Stock, and to pay off our prior credit facility. In 2013, to fund the merger with Multiband, we issued $100 million aggregate principal amount of the outstanding notes in exchange for an equal aggregate principal amount of notes issued by our wholly owned subsidiary, GNET Escrow Corp.

Our primary sources of liquidity are currently cash flows from continuing operations, funds available under our Credit Facility with PNC Bank, National Association, or PNC Bank, and our cash balances. We had $59.4 million and $33.8 million of cash on hand at December 31, 2013 and March 31, 2014, respectively. The Credit Facility permits us to borrow up to $50.0 million, subject to a borrowing base calculation and the compliance with certain covenants described below. As of March 31, 2014, our borrowing base amount under the Credit Facility was $50.0 million. We had $45.5 million and $42.1 million of borrowing capacity available under our Credit Facility as of March 31, 2013 and 2014, respectively, subject to compliance with certain covenants described below.

Amendment to Credit Facility

On September 6, 2013, we entered into an amendment to the Credit Facility in order to (i) permit certain add-backs to the definition of Earnings Before Interest and Taxes , (ii) delete the restriction on our ability to enter into certain operating leases without consent of PNC Bank and (iii) effect certain other amendments, or collectively, the Credit Facility Amendments. The revisions to the calculation of Earnings Before Interest and Taxes positively impact our interest rate and improve our ability to meet certain leverage ratios. The deletion of the restrictive covenant permits us to enter into any lease arrangements that we deem beneficial for our operations, without obtaining prior consent from PNC Bank even if our annual amount of aggregate rental payments exceeds $10 million. See Credit Facility.

We anticipate that our future primary liquidity needs will be for working capital, capital expenditures, debt service and any strategic acquisitions or investments that we make. We evaluate opportunities for strategic acquisitions and investments from time to time that may require cash and may consider opportunities to either repurchase outstanding debt or repurchase outstanding shares of our common stock in the future. We may also fund strategic acquisitions or investments with the proceeds from equity or debt issuances. In addition, during

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2013 and the three months ended March 31, 2014 we spent approximately $1.1 million and $0.8 million, respectively, in contributions to charitable and religious organizations. We intend to make similar contributions in the future as we believe such contributions reflect our core values. We believe that, based on our cash balance, the availability we expect under the Credit Facility and our expected cash flow from operations, we will be able to meet all of our financial obligations for the next twelve months.

Should we be unable to comply with the terms and conditions of the Credit Facility, we would be required to obtain modifications to the Credit Facility or another source of financing to continue to operate as we anticipate, and we may not be able to obtain any such modifications or find another source of financing on acceptable terms or at all.

Working Capital

We bill our Professional Services customers for a portion of our services in advance, and the remainder as the work is performed in accordance with the billing milestones contained in the contract. Revenues from the Professional Services segment are recognized on a completed performance method for our non-construction activities and on the completed contract method of accounting for construction projects.

Our Infrastructure Services revenues are primarily from fixed-unit price projects and are recognized under the completed contract method of accounting, and we bill for our services as we complete certain billing milestones contained in the contract. Our collection terms are generally one percent if paid in twenty days, net sixty days for AT&T and net sixty days for Alcatel-Lucent. Our Mobility Turf Contract allows AT&T to retain 10% of the amount due, on a per site basis, until the job is completed. For certain customers, including AT&T, we maintain inventory to meet the requirements for materials under the contracts. Occasionally, certain customers pay us in advance for a portion of the materials we purchase for their projects, or allow us to pre-bill them for materials purchases up to specified amounts. Our agreements with material providers usually allow us to pay them within 45 days of delivery. Our agreements with subcontractors usually have terms of 60 days. As of March 31, 2014, we had $(2.8) million in working capital, defined as current assets (excluding cash) less current liabilities, as compared to $(13.1) million in working capital at December 31, 2013. As of December 31, 2013, we had $(13.1) million in working capital, defined as current assets (excluding cash) less current liabilities, as compared to $25.9 million in working capital at December 31, 2012.

On May 8, 2014, we entered into an AT&T-sponsored vendor finance program with Citibank, N.A. (Citibank) that we expect will have the effect of reducing the collection cycle time on AT&T invoices. This program eliminates the one percent discount on each invoice offered to AT&T for payment within twenty-days. We will, however, pay Citibank a discount fee of LIBOR (as defined) plus one percent per annum on the dollar amount of AT&T receivables sold to Citibank from the date of sale until the scheduled payment date of 60 days from acceptance of the invoice. We expect this change to have a positive effect on working capital as well as a favorable change to gross profit for the Infrastructure Services segment. Our election to move to this program does, however, cause AT&T receivables to be removed from the borrowing base calculation under the Credit Facility. While the stated credit limit on the Credit Facility remains at $50 million, we expect the net availability under the Credit Facility to decline compared to historical levels as a result of the elimination of the AT&T receivables from the borrowing base calculation.

Our Field Services segment earns revenue through installations and maintenance services provided to DIRECTV. A large portion of the inventory for Field Services segment is purchased from DIRECTV under thirty-day payment terms. The Field Services segment is paid by DIRECTV for its services on a weekly basis approximately two weeks after the work is completed. The weekly payment received includes a reimbursement for certain inventory used during the installation process.

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The following table presents selected cash flow data for the years ended December 31, 2011, 2012 and 2013 and the three months ended March 31, 2013 and 2014 (in thousands):

	Year Ended December 31,			Three Months Ended March 31,	
	2011	2012	2013	2013	2014
Net cash provided by (used in) operating activities	$ 41,828	$ 24,226	$ (32,628)	$ (37,059)	$ (30,633)
Net cash used in investing activities	(2,015)	(3,075)	(111,965)	(18,339)	(2,002)
Net cash provided by (used in) financing activities	60,824	(797)	83,041	(5,216)	6,969

Operating Activities

Cash flow provided by or used in operations is primarily influenced by demand for our services, operating income and the type of services we provide, but can also be influenced by working capital needs such as the timing of customer billing, collection of receivables and the settlement of payables and other obligations. Working capital needs historically have been higher from April through October due to the seasonality of our business. Conversely, a portion of working capital assets has historically been converted to cash in the first quarter. In the first quarter of 2014 we experienced an accelerated level of activity due to an increase of projects starting.

Net cash used in operating activities decreased by $6.5 million to $30.6 million for the three months ended March 31, 2014, as compared to the same period in 2013. This change is primarily related to collections on accounts receivables and the receipt of an income tax receivable of $13.0 million, partially offset by an increase in interest paid of $6.2 million. In the first quarter of 2014, our cash flow used in operating activities included our semi-annual interest payment on the Notes which amounted to $19.7 million and an increase in our costs in excess of billings on uncompleted projects of $28.7 million from $100.3 million at December 31, 2013 to $129.0 million at March 31, 2014 of which we expect to invoice and collect a substantial portion in the second quarter of 2014.

Net cash used in operating activities increased by $56.8 million to $32.6 million for the year ended December 31, 2013, as compared to the same period in 2012. This change is primarily related to changes to payment arrangements with certain of our subcontractors, which effectively resulted in an acceleration of our payment terms with these subcontractors. Also contributing to the increase was an increase of $2.4 million in interest paid during the year ended December 31, 2013 as compared to the same period in 2012, primarily related to the issuance of the outstanding notes.

Investing Activities

Net cash used in investing activities decreased by $16.3 million to $2.0 million for the three months ended March 31, 2014 as compared to the same period in 2013 primarily related to our acquisition of CSG in the first quarter of 2013.

Net cash used in investing activities increased by $108.9 million to $112.0 million for the year ended December 31, 2013 as compared to the same period in 2012, primarily related to our acquisitions of Multiband and CSG, partially offset by our sale of the MDU Assets.

Financing Activities

Net cash provided by financing activities increased by $12.2 million to $7.0 million for the three months ended March 31, 2014 as compared to the same period in 2013. The change was driven primarily by net borrowings on our line of credit of $3.4 million in the first quarter of 2014, compared to our repurchase of common stock for $5.0 million in the first quarter of 2013.

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Net cash provided by financing activities increased by $83.8 million to $83.0 million for the year ended December 31, 2013 as compared to 2012. The change was driven primarily by the issuance of the outstanding notes in connection with the merger with Multiband.

Credit Facility

In June 2011, we entered into the Credit Facility, which provides for a five-year revolving facility that is secured by (i) a first lien on our accounts receivable, inventory, related contracts and other rights and other assets related to the foregoing and proceeds thereof and (ii) a second lien on 100% of the capital stock of all of our existing and future material U.S. subsidiaries and non-voting stock of our future material non-U.S. subsidiaries and 66% of the capital stock of all our future material non-U.S. subsidiaries. The Credit Facility has a maturity date of June 2016, and a maximum available borrowing capacity of $50.0 million subject to borrowing base determinations (that take into account, among other things, eligible receivables, eligible unbilled receivables and eligible inventory) and certain other restrictions. Amounts due under the Credit Facility may be repaid and reborrowed prior to the maturity date. As of March 31, 2014, our borrowing base under the Credit Facility was $50.0 million.

At our election, borrowings under the Credit Facility bear interest at variable rates based on (i) the base rate of PNC Bank plus a margin of between 1.50% and 2.00% (depending on certain financial thresholds) or (ii) London Interbank Offered Rate, or LIBOR, plus a margin of between 2.50% and 3.00% (depending on certain financial thresholds). The Credit Facility also provides for an unused facility fee of 0.375%.

The Credit Facility contains financial covenants that require that we not permit our annual capital expenditures to exceed $20.0 million (plus any permitted carry over). We are also required to comply with additional financial covenants upon the occurrence of a Triggering Event, as defined in the Credit Facility.

Additionally, the Credit Facility contains a number of customary affirmative and negative covenants that, among other things, limit or restrict our ability to divest our assets; incur additional indebtedness; create liens against our assets; enter into certain mergers, joint ventures, and consolidations or transfer all or substantially all of our assets; make certain investments and acquisitions; prepay certain indebtedness; make certain restricted payments; pay dividends; engage in transactions with affiliates; create subsidiaries; amend our constituent documents and material agreements in a manner that materially adversely affects the interests of the lenders; and change our business.

The Credit Facility also contains customary events of default, including, without limitation: nonpayment of principal, interest, fees, and other amounts; material inaccuracy of a representation or warranty when made or deemed made; violations of covenants; judgments and cross-default to indebtedness in excess of specified amounts; bankruptcy or insolvency events; certain U.S. Employee Retirement Income Security Act of 1974, as amended, or ERISA, events; failure to continue to be certified as a minority business enterprise; termination of, or the occurrence of a material default under, material contracts; occurrence of a material adverse effect; and change of control.

As of December 31, 2013, we had no outstanding borrowings on the Credit Facility and had a $50.0 million maximum borrowing base, of which $45.5 million was available, net of $4.5 million of outstanding letters of credit. During the year ended December 31, 2011, we issued a $4.0 million letter of credit as a credit enhancement for a new letter of intent. Such letter of credit was issued in connection with a guarantee of indebtedness of a related party for proposed transaction and was originally due to expire in July 2012, then subsequently amended to expire in July 2013. Prior to the expiration, the letter of credit was amended to extend the guarantee of the related party s line of credit until July 2014. This guarantee liability for the full amount of $4.0 million remains in accrued liabilities as of December 31, 2012.

12.125% Senior Notes due 2018

On June 23, 2011, we issued $225.0 million of the notes with a discount of $3.9 million. The notes carry a stated interest rate of 12.125%, with an effective rate of 12.50%. Interest is payable semi-annually each January 1 and July 1, beginning on January 1, 2012. The notes are secured by: (i) a first-priority lien on substantially all of our existing and future domestic plant, property, assets and equipment including tangible and intangible assets, other than the assets that secure the Credit Facility on a first-priority basis, (ii) a first-priority lien on 100% of the capital stock of our future material U.S. subsidiaries and non-voting stock of our future material non-U.S. subsidiaries and 66% of all voting stock of our future material non-U.S. subsidiaries and (iii) a second-priority lien on our accounts receivable, unbilled revenue on completed contracts and inventory that secure the Credit Facility on a first-priority basis, subject, in each case, to certain exceptions and permitted liens.

The notes are general senior secured obligations, are guaranteed by our existing and future wholly owned material domestic subsidiaries, rank pari passu in right of payment with all of our existing and future indebtedness that is not subordinated, are senior in right of payment to any of our existing and future subordinated indebtedness, are structurally subordinated to any existing and future indebtedness and other liabilities of our non-guarantor subsidiaries, and are effectively junior to all obligations under the Credit Facility to the extent of the value of the collateral securing the Credit Facility on a first priority basis.

Prior to July 1, 2014, we may redeem up to 35% of the aggregate principal amount of the notes at a redemption price equal to 112.125% of the principal amount of the notes redeemed, plus accrued and unpaid interest and any additional interest, with the net cash proceeds of certain equity offerings. Prior to July 1, 2015, we may redeem some or all of the notes at a make-whole premium plus accrued and unpaid interest. On or after July 1, 2015, we may redeem some or all of the notes at a premium that will decrease over time plus accrued and unpaid interest.

If we undergo a change of control, as defined in the Indenture, we will be required to make an offer to each holder of the notes to repurchase all or a portion of its Notes at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest and additional interest penalty, if any, to the date of repurchase.

If we sell certain assets or experience certain casualty events and do not use the net proceeds as required, we will be required to use such net proceeds to repurchase the notes at 100% of the principal amount thereof, plus accrued and unpaid interest and additional interest, if any, to the date of repurchase.

We entered into a registration rights agreement with the initial purchasers of the original notes. Under the terms thereof, we agreed to file an initial registration statement with the SEC by March 19, 2012, to become effective not later than June 17, 2012, providing for registration of exchange notes with terms substantially identical to the original notes. The terms of the agreement provided for additional interest obligations for a late filing interest penalty, or additional interest, of 0.25% per annum of the principal amount of the Notes, which increased by an additional 0.25% per annum at the beginning of each subsequent 90-day period with a maximum interest penalty of 1.0% per annum, for each day we were delinquent in filing an initial registration statement with the SEC.

We were unable to file an initial registration statement with the SEC by March 19, 2012 and incurred an additional interest obligation for a late filing interest penalty of 0.25% per annum of the principal amount of the original notes through June 17, 2012 and 0.50% for the subsequent 90-day period. We were unable to cause the initial registration statement to be declared effective by June 17, 2012 and an additional interest obligation was incurred at 0.25% per annum of the principal amount of the original notes for each subsequent 90-day period. The maximum additional interest rate on the notes may not exceed 1.00% per annum at any one time in aggregate. We incurred $1.3 million and $2.2 million of penalty interest for the years ended December 31, 2012 and 2013, respectively. All additional interest on the original notes ceased to accrue on December 23, 2013, when the registration statement for the exchange of the original notes was declared effective and we launched the exchange offer.

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On April 30, 2013, we submitted to Depository Trust Company a Consent Letter dated April 30, 2013, or the Consent Letter, in order to solicit consents from the holders of the original notes to (i) raise approximately $100 million of additional indebtedness, secured on a parity lien basis with the original notes, which were to fund the purchase price of the merger with Multiband, notwithstanding the requirement set forth in the Indenture that we meet certain Fixed Charge Coverage Ratio and Total Leverage Ratio tests, (ii) adjust the definition of Consolidated EBITDA under the Indenture to permit certain add-backs that are unrelated to our business operations and (iii) reduce the Fixed Charge Coverage Ratio that we are required to meet to consummate certain transactions from a ratio of 2.5 to 1.0 to a ratio of 2.0 to 1.0, or collectively the Indenture Amendments. On May 6, 2013, in accordance with the terms of the Indenture, we received consent from holders of a majority in aggregate principal amount of the then outstanding notes with respect to the Indenture Amendments. Promptly thereafter, we executed and delivered the First Supplemental Indenture and the First Amendment to Intercreditor Agreement, which became operative upon our payment of the consent fee of $5.1 million, pursuant to the Consent Letter, in connection with the merger with Multiband.

On May 30, 2013, Goodman Networks and GNET Escrow Corp., a wholly owned subsidiary of Goodman Networks, or the Stage I Issuer, entered into a purchase agreement with Jefferies LLC, in connection with the offering of $100.0 million aggregate principal amount of the Stage I Issuer s 12.125% Senior Secured Notes due 2018, or the Stage I Notes. The Stage I Notes were offered at 105% of their principal amount for an effective interest rate of 10.81%. The estimated gross proceeds of approximately $105.0 million, which includes an approximate $5.0 million of issuance premium, were used, together with cash contributions from Goodman Networks, to finance the merger with Multiband and to pay related fees and expenses. Upon completion of the merger with Multiband, the Company redeemed the Stage I Notes in exchange for the issuance of an equivalent amount of the outstanding notes, as a tack-on under and pursuant to the Indenture under which the Company previously issued the original notes.

Material Covenants under our Indenture and Credit Facility

We are subject to certain incurrence and maintenance covenants under the Indenture and the Credit Facility, as described below.

	Applicable Test	
Applicable Ratio	**Indenture**	**Credit Facility**
Fixed Charge Coverage Ratio	At least 2.00 to 1.00	At least 1.25 to 1.00 beginning 4/1/14
Leverage Ratio	No more than 2.50 to 1.00	No more than: 6.00 to 1.00 on and after 1/1/14 5.50 to 1.00 on and after 7/1/14 5.00 to 1.00 on and after 1/1/15

Definitions

Under the Indenture, Consolidated EBITDA , Fixed Charge Coverage Ratio and Total Leverage Ratio are defined as follows:

Consolidated EBITDA means EBITDA, as adjusted to eliminate the impact of certain items, including: (i) share-based compensation (non-cash portion), (ii) certain professional and consulting fees identified in the Indenture, (iii) severance expense (paid to certain senior level employees) and (iv) amortization of debt issuance costs.

Fixed Charge Coverage Ratio means the ratio of (a) Consolidated EBITDA to (b) the Fixed Charges (as defined in the Indenture) for the applicable period.

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Total Leverage Ratio means the ratio of (a) total indebtedness of the Company to (b) the Company s Consolidated EBITDA for the most recently ended four fiscal quarters.

Under the Credit Facility, Fixed Charge Coverage Ratio and Leverage Ratio are defined as follows:

Fixed Charge Coverage Ratio means the ratio of (a) EBITDA plus fees, costs and expenses incurred in connection with the Recapitalization minus unfinanced capital expenditures made during such period but only to the extent made after the occurrence of the most recent Triggering Event; to (b) all senior debt payments made during such period plus cash taxes paid during such period plus all cash dividends paid during such period, but only to the extent paid after the occurrence of the most recent Triggering Event. We are not required to comply with the Fixed Charge Coverage Ratio until the occurrence of a Triggering Event that is continuing.

Leverage Ratio means the ratio of (a) funded debt of the Company to (b) EBITDA for the trailing twelve months ending as of the last day of such fiscal period. We are not required to comply with the Leverage Ratio until the occurrence of a Triggering Event that is continuing.

We previously referred to Consolidated EBITDA as Adjusted EBITDA throughout our external communications, however in this prospectus and our external communications we now refer to Consolidated EBITDA as Consolidated EBITDA. References to Adjusted EBITDA are to a different measure. These financial measures and the related ratios described above are not calculated in accordance with generally accepted accounting principles, or GAAP, and are presented below for the purpose of demonstrating compliance with our debt covenants.

Applicability of Covenants

As described in more detail below, compliance with such ratios is only required upon the incurrence of debt or the making of a restricted payment, as applicable. If we are permitted to incur any debt or make any restricted payment under the Indenture, we will be permitted to incur such debt or make such restricted payment under the Credit Facility.

Under the Indenture, if we do not meet a Fixed Charge Coverage Ratio of at least 2.00 to 1.00, we may not consummate any of the following transactions:

- Restricted payments, including the payment of dividends (other than the enumerated permitted payment categories);

- Mergers, acquisitions, consolidations, or sale of all assets, consolidations (other than sales, assignments, transfers, conveyances, leases, or other dispositions of assets between or among the Company and the guarantors);

- Incurrence of additional indebtedness (other than the enumerated permitted debt categories); or

- Issuance of preferred stock (other than pay-in-kind preferred stock);

Under the terms of the Credit Facility, we must maintain a Fixed Charge Coverage Ratio equal to at least 1.25 to 1.00 (which ratio was 1.03 to 1.00 at March 31, 2014) and a Leverage Ratio no greater than as described in the table above (which ratio was 8.45 to 1.00 at March 31, 2014) during such time as a Triggering Event is continuing. A Triggering Event occurs when our undrawn availability (measured as of the last date of each month) on the Credit Facility has failed to equal at least $10 million for two consecutive months and continues until our undrawn availability equals $20 million for at least three consecutive months. We are only required to maintain such ratios at such time that a Triggering Event is in existence. Failure to comply with such ratios during the existence of a Triggering Event constitutes an Event of Default (as defined therein) under the Credit Facility. Had we been required to meet these ratio tests as of March 31, 2014, we would not have met either the Fixed Charge Coverage Ratio or the Leverage Ratio.

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Under the terms of the Indenture, we are required to meet certain ratio tests giving effect to anticipated transactions, including borrowing debt and making restricted payments prior to entering these transactions. Under the Indenture, these ratio tests include a Fixed Charge Coverage Ratio of at least 2.00 to 1.00 (which ratio was 0.58 to 1.00 at March 31, 2014) and a Total Leverage Ratio not greater than 2.50 to 1.00 (which ratio was 13.91 to 1.00 at March 31, 2014). Excluding the merger with Multiband, with respect to which holders of the notes waived compliance with both ratios pursuant to the Consent Letter, we have not entered into any transaction that requires us to meet these tests as of March 31, 2014. Had we been required to meet these ratio tests as of March 31, 2014, we would not have met the Fixed Charge Coverage Ratio or the Total Leverage Ratio.

Reconciliation of Non-GAAP Financial Measures

EBITDA represents net income before income tax expense, interest, depreciation and amortization. We present EBITDA because we consider it to be an important supplemental measure of our operating performance and we believe that such information will be used by securities analysts, investors and other interested parties in the evaluation of high yield issuers, many of which present EBITDA when reporting their results. We consider EBITDA to be an operating performance measure, and not a liquidity measure, that provides a measure of operating results unaffected by differences in capital structures, capital investment cycles and ages of related assets among otherwise comparable companies.

We present Consolidated EBITDA, which is referred to as Consolidated EBITDA in the Indenture, because certain covenants in the Indenture that affect our ability to incur additional indebtedness as well as to enter into certain other transactions are calculated based on Consolidated EBITDA. Consolidated EBITDA adjusts EBITDA to eliminate the impact of certain items, including: (i) share-based compensation (non-cash portion); (ii) certain professional and consultant fees identified in the Indenture; (iii) severance expense (paid to certain senior level employees); (iv) amortization of debt issuance costs; (v) restatement fees and expenses; (vi) a tax gross-up payment made to the Company s Chief Executive Officer to cover his tax obligation for an award of common stock and (vii) transaction fees and expenses related to acquisitions, the making of certain permitted investments, the issuance of equity or the incurrence of permitted debt.

Because EBITDA and Consolidated EBITDA are not recognized measurements under U.S. GAAP, they have limitations as analytical tools. Because of these limitations, when analyzing our operating performance, investors should use EBITDA and Consolidated EBITDA in addition to, and not as an alternative for, net income, operating income or any other performance measure presented in accordance with GAAP. Similarly, investors should not use EBITDA or Consolidated EBITDA as an alternative to cash flow from operating activities or as a measure of our liquidity.

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The following table reconciles our net income to EBITDA and EBITDA to Consolidated EBITDA (in thousands):

	Year Ended December 31,			Three Months Ended March 31,	
	2011	2012	2013	2013	2014
	(Dollars in thousands)				
EBITDA and Consolidated EBITDA:					
Net income (loss) from continuing operations	$ 15,911	$ (5,099)	$ (43,238)	$ (4,802)	$ (10,288)
Income tax expense (benefit)	10,309	(4,176)	7,506	(2,724)	(51)
Interest expense	20,548	31,998	40,287	7,911	11,687
Depreciation and amortization	4,519	3,621	9,758	1,127	2,868
EBITDA from continuing operations	51,287	26,344	14,313	1,512	4,216
Income (loss) from discontinued operations, net of tax	3,407	2,568			
Income tax expense (benefit) from discontinued operations	1,867	1,568			
EBITDA from discontinued operations	5,274	4,136			
Total EBITDA	56,561	30,480	14,313	1,512	4,216
Share-based compensation (a)	1,023	5,629	4,507	1,320	1,035
Specified professional fees (b)	651			(295)	(870)
Severance expense (c)	1,228			2,921	
Amortization of debt issuance costs (d)	(695)	(1,195)	(1,990)	360	
Restatement fees and expenses (e)		8,075	3,382		
Tax gross up on CEO stock grant (f)		3,226			
Acquisition related transaction expenses (g)		352	5,546		
Consolidated EBITDA	$ 58,768	$ 46,567	$ 25,758	5,818	$ 4,381

(a) Represents non-cash expense related to equity-based compensation.

(b) Includes: (i) third-party consultant fees for a review of various business process and cost improvement initiatives; (ii) third-party consultant fees as a result of an investment in our company by affiliates of The Stephens Group, LLC; (iii) fees paid to an executive recruiting firm and (iv) operations review expenses.

(c) Represents severance costs paid to certain senior level employees upon termination of their employment with us.

(d) Amortization of debt issuance costs is included in interest expense but excluded in the calculation of Consolidated EBITDA per the Indenture governing the notes.

(e) Represents accounting advisory and audit fees incurred in connection with completing the restatement of our financial statements for the years ended December 31, 2009, 2010 and 2011, and preparing our financial statements for the year ended December 31, 2012, on the completed contract method and modifying our business processes to account for construction projects under the completed contract method going forward.

(f) Represents a tax gross-up payment made to cover the tax obligation for share grant made to our Chief Executive Officer in connection with his transition into that role.

(g) Represents fees and expenses incurred relating to our recent acquisitions.

Mortgage

In March 2014, our wholly owned subsidiary, Multiband Special Purpose, LLC, or MBSP, refinanced the mortgage payable related to the Multiband headquarters in Minnetonka, Minnesota with Commerce Bank, for the amount of $3.8 million with an interest rate of 5.75% per annum. The loan is payable in monthly installments, with the final payment due in March 2019, and is secured by a lien on Multiband s headquarters. As additional collateral for the mortgage, MBSP deposited $1.0 million in the lender s favor.

Capital Expenditures

We estimate that we will spend approximately $20 million in 2014 on capital expenditures. The increase over previous years is primarily related to network construction costs. We expect to recover a portion of these costs through arrangements with wireless carriers. We also expect an increase in our capital expenditures as a result of our business process automation initiative.

Acquisition-Related Contingent Consideration

In our acquisitions of CSG and DBT, we have agreed to make future cash earn-out payments to the sellers, which are contingent upon the future performance of the acquired businesses. The estimated fair value, which is the estimated payout discounted for the time value of money, of the of earn-out obligations recorded as of December 31, 2013 was $10.4 million, $3.2 million of which was recorded as a current liability in our consolidated balance sheet.

Unsecured Subordinated Notes Payable

In April and May 2010, unsecured subordinate notes payable in the amount of $13.3 million were issued to affiliates of a former shareholder. In June 2011, all of the unsecured subordinated notes and all accrued interest were paid. As of December 31, 2012 there was no outstanding principal. These notes would have been due December 18, 2012 with an annual rate of 18.0% with interest due quarterly. The proceeds from these notes were used for general working capital purposes. In conjunction with the issuance of the unsecured subordinated notes payable, 160,408 warrants were issued. The proceeds allocated to the warrants ($1.8 million) were included as additional paid-in capital and the resulting debt discount was being amortized through the date of maturity, December 18, 2012. In June 2011, we also purchased 117,050 of the warrants and wrote off the remaining unamortized debt discount.

Contractual Payment Obligations

As of December 31, 2013, our future contractual obligations are as follows (dollars in thousands):

	Total	2014	2015	2016	2017	2018	2019 and thereafter
Long-term debt obligations:							
Senior notes payable (1)	$ 502,372	$ 39,451	$ 39,406	$ 39,406	$ 39,406	$ 344,703	$
Credit facility (2)	541	261	189	91			
Other notes payable (3)	4,251	456	450	448	477	2,420	
Operating lease obligations	23,656	10,265	6,549	3,004	1,840	1,450	548
Capital lease obligations	3,166	1,537	1,098	452	79		
Total contractual commitments	$ 533,986	$ 51,970	$ 47,692	$ 43,401	$ 41,802	$ 348,573	$ 548

(1) The amounts due presented in the table above include interest obligations related to long-term debt. These obligations include amounts related to additional interest penalties at the rate of 0.25% of the principal amount of the principal amount of the $100 million outstanding notes through April 2014 because the exchange registration statement related to the outstanding notes was not declared effective on or before February 27, 2014.

(2) Includes an availability fee of 0.375% of the unused capacity and a charge of 3.25% on the portion of the Credit Facility utilized for letters of credit.

(3) The amounts due presented in the table above include interest obligations related to long-term debt.

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Off-Balance Sheet Arrangements

We have entered into certain off-balance sheet arrangements in the ordinary course of business that result in risks not directly reflected in our balance sheets. Our significant off-balance sheet transactions include liabilities associated with non-cancellable operating leases, letter of credit obligations, and performance and payment bonds entered into in the normal course of business. We have not engaged in any off-balance sheet financing arrangements through special purpose entities.

Leases

We enter into non-cancellable operating leases for certain of our facility, vehicle and equipment needs. These leases allow us to conserve cash by paying a monthly lease rental fee for use of facilities, vehicles and equipment rather than purchasing them. We may decide to cancel or terminate a lease before the end of its term, in which case we are typically liable to the lessor for the remaining lease payments under the term of the lease.

Guarantees

In October 2011, we issued a letter of credit as a guarantee of a related party s line of credit. The maximum available to be drawn on the line of credit is $4.0 million. In the event of default on the line of credit by the related party, we will have the option to enter into a note purchase agreement with the lender or to permit a drawing on the letter of credit in an amount not to exceed the amount by which the outstanding obligation exceeds the value of the related party s collateral securing the line of credit, but in no event more than $4.0 million. Our letter of credit was originally due to expire in July 2012, then subsequently amended to expire in July 2013. Prior to the expiration, the letter of credit was amended to extend the guarantee of the related party s line of credit until July 2014.

Our exposure with respect to the letter of credit is supported by a reimbursement agreement from the related party, secured by a pledge of assets and stock of the related party. As of December 31, 2011, we concluded that we will likely be required to perform for the full exposure under the guarantee and therefore recorded a liability in the amount of $4.0 million included in accrued liabilities in our consolidated financial statements in the fourth quarter of 2011. This guarantee liability for the full amount of $4.0 million remains in accrued liabilities as of March 31, 2014.

Other Guarantees