

DRS TECHNOLOGIES INC
Form S-4
November 23, 2005

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As filed with the Securities and Exchange Commission on November 23, 2005

Registration No.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-4

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DRS TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3812
(Primary Standard Industrial
Classification Code Number)

13-2632319
(I.R.S. Employer
Identification No.)

**5 Sylvan Way
Parsippany, New Jersey 07054
(973) 898-1500**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Nina Laserson Dunn
Executive Vice President, General Counsel and Secretary
DRS Technologies, Inc.
5 Sylvan Way
Parsippany, New Jersey 07054
(973) 898-1500**

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

With copies to:

**Jeffrey W. Tindell
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
(212) 735-3000**

**David Douglass Mattern
Secretary and General Counsel
Engineered Support Systems, Inc.
201 Evans Lane
St. Louis, Missouri 63121
(314) 553-4000**

**Thomas A. Litz
Thompson Coburn LLP
One US Bank Plaza
St. Louis, Missouri 63101
(314) 552-6000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effectiveness of this registration statement.

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

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933 (the "Securities Act"), check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Calculation of registration fee

| Title of Each Class of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Unit | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee(2) |
|--|----------------------------|--|--|-------------------------------|
| Common Stock, \$0.01 par value per share | 12,849,145 | N/A | \$489,069,406 | \$57,564 |

(1) This number is based on (a) (i) 41,917,271 shares of common stock, par value \$0.01 per share, of Engineered Support Systems, Inc. ("ESSI") outstanding as of November 18, 2005 and (ii) 4,705,170 shares of ESSI common stock reserved for issuance under various ESSI benefit plans as of such date; and (b) the maximum exchange ratio of 0.2756 shares of common stock, par value \$0.01 per share, of the registrant for each share of ESSI common stock.

(2) The registration fee has been computed pursuant to Rule 457(f) under the Securities Act solely for the purpose of calculating the registration fee based on the average of the high and low prices for shares of ESSI common stock as reported on the Nasdaq National Market on November 16, 2005 (\$40.59 per share) multiplied by the maximum number of such shares that may be exchanged for the securities being registered, less the total cash consideration expected to be paid for such shares.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

The information in this joint proxy statement/prospectus is not complete and may be changed. DRS Technologies, Inc. may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus is not an offer to sell these securities, and it is not soliciting an offer to buy, nor shall there be any sale of these securities in any state where the offer, solicitation or sale is not permitted.

Subject to completion, dated November 23, 2005

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

The boards of directors of DRS Technologies, Inc., which we refer to as DRS, and Engineered Support Systems, Inc., which we refer to as ESSI, have each unanimously approved the merger of ESSI with a wholly-owned subsidiary of DRS pursuant to an Agreement and Plan of Merger dated as of September 21, 2005, whereby ESSI will become a wholly-owned subsidiary of DRS. We are proposing the merger because we believe that a combined company consisting of ESSI's support and services businesses and DRS's integrated hardware and software businesses will create more value for the stockholders of each company than either company could create individually.

If the proposed merger is completed, each share of ESSI common stock that you own at the time of the merger will be converted into the right to receive \$30.10, in cash, and a fraction of a share of DRS common stock based on the following formula. If the average closing sale price per share of DRS common stock on the New York Stock Exchange composite transactions reporting system for each of the ten consecutive trading days ending with the second complete trading day prior to completion of the merger is:

\$57.20 per share or greater, you will be entitled to receive 0.2255 of a share of DRS common stock for each share of ESSI common stock owned at the time the merger is completed;

less than \$57.20 per share but greater than \$46.80 per share, you will be entitled to receive that fraction of a share of DRS common stock having a value, based on the ten-day average closing sale price for the same period, of \$12.90 for each share of ESSI common stock owned at the time the merger is completed; or

\$46.80 per share or less, you will be entitled to receive 0.2756 of a share of DRS common stock for each share of ESSI common stock owned at the time the merger is completed.

The value of the aggregate merger consideration is expected to be \$43.00 for each share of ESSI common stock, including DRS common stock having an expected value of \$12.90, but may be more or less as set forth above and as set forth in more detail in the joint proxy statement/prospectus. Based on the average closing sale price per share of DRS common stock of \$ for each of the ten consecutive trading days ending with the second complete trading day prior to the date of the joint proxy statement/prospectus accompanying this letter, the exchange ratio in the merger would be , representing approximately \$ in market value for each share of ESSI common stock.

DRS will issue a maximum of approximately million shares of DRS common stock and spend approximately \$ billion in cash in the merger based on the fully-diluted number of shares of ESSI common stock. Together with debt of ESSI to be assumed and refinanced in the merger, this represents a total acquisition value of approximately \$ billion. DRS common stock trades on the New York Stock Exchange, which we refer to as the NYSE, under the symbol "DRS." DRS and ESSI encourage you to obtain current stock price quotations for DRS common stock from a newspaper, the Internet or your broker. The final calculation of the exchange ratio in the merger agreement will be determined as soon as practicable after the closing date, and DRS plans to issue a press release announcing the actual exchange ratio promptly after it is determined. DRS will pay ESSI shareholders the value of any fractional share in cash rather than issuing any fractional shares of DRS common stock.

We estimate that immediately after the merger, ESSI shareholders will hold approximately % of the then-outstanding shares of DRS common stock. DRS stockholders will continue to own their existing shares, which will not be affected by the merger.

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The merger cannot be completed unless and until DRS stockholders approve the issuance of shares of DRS common stock in the merger and ESSI's shareholders approve the merger agreement and the transactions contemplated by the merger agreement. The obligations of DRS and ESSI to complete the merger are also subject to the satisfaction or waiver of several other conditions to the merger, including receiving approval and/or clearance from regulatory agencies. More information about DRS, ESSI and the proposed merger is contained in this joint proxy statement/prospectus. **We encourage you to read carefully this joint proxy statement/prospectus before voting, including the section entitled "Risks Relating to the Merger" beginning on page .**

The boards of directors of DRS and ESSI have each carefully reviewed and considered the terms and conditions of the proposed merger agreement and merger. Based on its review, the board of directors of DRS has determined that the merger agreement and the transactions contemplated by the merger agreement are advisable and in the best interests of DRS and unanimously has approved the merger agreement and the issuance of shares of DRS common stock in the merger. Based on its review, the ESSI board of directors has determined that the merger agreement and the transactions contemplated by the merger agreement are fair to, and in the best interests of, ESSI and its shareholders and unanimously has approved the merger agreement and the transactions contemplated by the merger agreement.

In addition, in view of the limited number of shares of DRS common stock which will remain available for issuance after the merger, the board of directors of DRS has also approved the amendment to DRS's certificate of incorporation to increase the number of authorized shares of DRS common stock from 50,000,000 to 100,000,000. The merger is not conditioned on the approval of the proposal to amend DRS's certificate of incorporation.

The DRS board of directors unanimously recommends that DRS stockholders vote "FOR" the proposal to approve the issuance of shares of DRS common stock pursuant to the merger agreement and "FOR" the proposal to amend DRS's certificate of incorporation to increase the number of authorized shares of DRS common stock from 50,000,000 to 100,000,000. The ESSI board of directors unanimously recommends that ESSI shareholders vote "FOR" the proposal to approve the merger agreement and the transactions contemplated by the merger agreement.

The proposals are being presented to the respective stockholders of each company at their special meetings. The dates, times and places of the meetings are as follows:

For DRS stockholders:

, 10:00 a.m., local time
DRS Technologies, Inc.
5 Sylvan Way, Floor 3
Parsippany, NJ 07054
(973) 898-1500

For ESSI shareholders:

, a.m., local time
Engineered Support Systems, Inc.
201 Evans Lane
St. Louis, Missouri 63121
(314) 553-4000

Your vote is very important. Whether or not you plan to attend your respective company's special meeting, please take the time to vote by completing, signing, dating and returning the enclosed proxy card or, if the option is available to you, by granting your proxy electronically over the Internet or by telephone. If your shares are held in "street name," you must instruct your broker in order to vote.

Sincerely,

Mark S. Newman
Chairman, President and Chief Executive Officer
DRS Technologies, Inc.

Gerald A. Potthoff
Vice Chairman and Chief Executive Officer
Engineered Support Systems, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this joint proxy statement/prospectus or determined if this joint proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated , 2005, and is being mailed to stockholders of DRS and ESSI on or about , 2005.

DRS Technologies, Inc.

5 Sylvan Way
Parsippany, New Jersey 07054

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON _____,**

To the Stockholders of DRS Technologies, Inc.:

We will hold a special meeting of stockholders of DRS Technologies, Inc. at the headquarters of DRS Technologies, Inc., 5 Sylvan Way, Floor 3, Parsippany, New Jersey 07054 on _____, at 10:00 a.m. local time for the following purposes:

1. To consider and vote upon a proposal to approve the issuance of shares of DRS Technologies, Inc. common stock, pursuant to the Agreement and Plan of Merger, dated as of September 21, 2005, by and among DRS Technologies, Inc., Maxco, Inc., a wholly-owned subsidiary of DRS Technologies, Inc., and Engineered Support Systems, Inc.
2. To consider and vote upon a proposal to approve an amendment to the certificate of incorporation of DRS Technologies, Inc. to increase the number of authorized shares of DRS common stock from 50,000,000 to 100,000,000.

These items of business are described in the attached joint proxy statement/prospectus. We will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement of the special meeting. Only DRS stockholders of record at the close of business on _____, 2005, the record date for the special meeting, are entitled to notice of and to vote at the special meeting and any adjournments or postponements of the special meeting.

The board of directors of DRS unanimously has approved the merger agreement, the issuance of shares of DRS common stock in the merger and the amendment to DRS's certificate of incorporation to increase the number of authorized shares of DRS common stock from 50,000,000 to 100,000,000, and unanimously recommends that you vote "FOR" the proposal to approve of the issuance of shares of DRS common stock pursuant to the merger agreement and "FOR" the proposal to amend DRS's certificate of incorporation to increase the number of authorized shares of DRS common stock. The merger is not conditioned on the approval of the proposal to amend DRS's certificate of incorporation.

A list of stockholders eligible to vote at the DRS special meeting will be available for inspection at the special meeting and at the offices of DRS during regular business hours for a period of no less than ten days prior to the special meeting for any purpose germane to the meeting.

YOUR VOTE IS IMPORTANT

Whether or not you plan to attend the meeting, please vote as soon as possible. To vote your shares, call the toll-free telephone number, use the Internet as described in the instructions on the enclosed proxy card, or complete, sign, date and return your proxy card in the envelope provided. Voting by telephone, over the Internet or by written proxy will assure that your vote is counted at the meeting if you do not attend in person.

By Order of the Board of Directors,
DRS Technologies, Inc.

Nina Laserson Dunn
Secretary and General Counsel

Parsippany, New Jersey
, 2005

Engineered Support Systems, Inc.
201 Evans Lane
St. Louis, Missouri 63121

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON _____,

To the Shareholders of Engineered Support Systems, Inc.:

We will hold a special meeting of shareholders of Engineered Support Systems, Inc. at the headquarters of Engineered Support Systems, Inc. 201 Evans Lane, St. Louis, Missouri 63121, on _____, at _____ a.m. local time for the following purpose:

To consider and vote upon a proposal to approve the Agreement and Plan of Merger, dated as of September 21, 2005, by and among DRS Technologies, Inc., Maxco, Inc., a wholly-owned subsidiary of DRS Technologies, Inc., and Engineered Support Systems, Inc., and the transactions contemplated by the Agreement and Plan of Merger.

This item of business is described in the attached joint proxy statement/prospectus. We will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement of the special meeting. Only ESSI shareholders of record at the close of business on _____, 2005, the record date for the special meeting, are entitled to notice of and to vote at the special meeting and any adjournments or postponements of the special meeting.

The board of directors of ESSI unanimously has approved the merger agreement and the transactions contemplated by the merger agreement, and unanimously recommends that you vote "FOR" the proposal to approve the merger agreement and the transactions contemplated by the merger agreement, which are described in detail in this joint proxy statement/prospectus. The joint proxy statement/prospectus is deemed incorporated by reference into this notice.

A list of shareholders eligible to vote at the ESSI special meeting will be available for inspection at the special meeting and at the registered offices of ESSI during regular business hours for a period of no less than ten days prior to the special meeting.

We encourage all shareholders to attend the special meeting at the headquarters of ESSI, 201 Evans Lane, St. Louis, Missouri 63121. For security purposes, if you plan to attend the ESSI special meeting, you must notify the Secretary of ESSI of your intent to do so by _____.

YOUR VOTE IS IMPORTANT

Whether or not you plan to attend the meeting, please vote as soon as possible. To vote your shares, call the toll-free telephone number, use the Internet as described in the instructions on the enclosed proxy card, or complete, sign, date and return your proxy card in the envelope provided. Voting by telephone, over the Internet or by written proxy will assure that your vote is counted at the meeting if you do not attend in person.

By order of the Board of Directors,
Engineered Support Systems, Inc.

David D. Mattern
Secretary and General Counsel

St. Louis, Missouri
_____, 2005

ADDITIONAL INFORMATION

DRS

This joint proxy statement/prospectus incorporates by reference important business and financial information about DRS, but not ESSI, from documents filed with the Securities and Exchange Commission, which is referred to as the SEC, that are not included in or delivered with this joint proxy statement/prospectus. For a more detailed description of the information incorporated by reference into this joint proxy statement/prospectus and how you may obtain it, see "Additional Information Where You Can Find More Information" beginning on page .

Documents incorporated by reference are available from DRS without charge, excluding any exhibits to those documents, unless the exhibit is specifically incorporated by reference as an exhibit in this joint proxy statement/prospectus. You can obtain any of these documents from DRS or from the SEC through the SEC's website at <http://www.sec.gov>. DRS stockholders may also request a copy of such documents in writing or by telephone by contacting DRS at:

DRS Technologies, Inc.
5 Sylvan Way
Parsippany, NJ 07054
(973) 898-1500
Attention: Investor Relations

In addition, you may obtain copies of the information relating to DRS, without charge, by sending an e-mail to p.williamson@drs.com or by making a request through DRS's investor relations website at <http://www.shareholder.com/drs/docreq.cfm>.

We are not incorporating the contents of the websites of the SEC or DRS or any other person into this document. We are providing only the information about how you can obtain certain documents that are incorporated by reference into this joint proxy statement/prospectus at these websites for your convenience.

ESSI

ESSI is an SEC reporting company and it files annual, quarterly, current reports and other information with the SEC. You can obtain any of these documents from ESSI or from the SEC through the SEC's website at <http://www.sec.gov>. ESSI shareholders may also request a copy of such documents in writing or by telephone by contacting ESSI at:

Engineered Support Systems, Inc.
201 Evans Lane
St. Louis, Missouri 63121
(314) 553-4000
Attention: Investor Relations

In addition, you may obtain copies of the information relating to ESSI, without charge, by sending an e-mail to investor_relations@essihq.com. You may obtain copies of some of this information by making a request through ESSI's investor relations website at <http://www.engineeredsupport.com/investor.htm>.

We are not incorporating the contents of the websites of the SEC or ESSI or any other person into this document. We are providing only the information about how you can obtain certain documents at these websites for your convenience.

IN ORDER FOR YOU TO RECEIVE TIMELY DELIVERY OF THE DOCUMENTS IN ADVANCE OF THE DRS OR ESSI SPECIAL MEETINGS, DRS OR ESSI, AS APPLICABLE, SHOULD RECEIVE YOUR REQUEST NO LATER THAN

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QUESTIONS AND ANSWERS ABOUT THE MERGER

The following are some questions that you, as a stockholder of DRS Technologies, Inc., which we refer to as DRS, or Engineered Support Systems, Inc., which we refer to as ESSI, may have regarding the merger and the other matters being considered at the respective special meetings of DRS and ESSI and brief answers to those questions. DRS and ESSI urge you to read carefully the remainder of this joint proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at their respective special meetings of stockholders. Additional important information is also contained in the annexes to, and the documents incorporated by reference in, this joint proxy statement/prospectus.

Q: Why am I receiving this joint proxy statement/prospectus?

A: DRS and ESSI have entered into an Agreement and Plan of Merger, dated as of September 21, 2005 (referred to in this joint proxy statement/prospectus as the merger agreement), that contains the terms and conditions of the acquisition of ESSI by DRS. Pursuant to the terms of the merger agreement, ESSI will merge with Maxco, Inc., a wholly-owned subsidiary of DRS, with ESSI surviving and continuing as a wholly-owned subsidiary of DRS (referred to in this joint proxy statement/prospectus as the merger). The text of the merger agreement is attached to this joint proxy statement/prospectus as Annex A. For a more complete description of the merger, see "The Merger" beginning on page .

In order to complete the merger, DRS stockholders must vote to approve the issuance of shares of DRS common stock in the merger, and ESSI shareholders must vote to approve the merger agreement and the transactions contemplated by the merger agreement. DRS and ESSI will hold separate special meetings of their respective stockholders to obtain these approvals.

This joint proxy statement/prospectus contains important information about the merger, the merger agreement and the special meetings of the respective stockholders of DRS and ESSI, which you should read carefully. The enclosed voting materials allow you to vote your shares without attending your respective company's special meeting.

Your vote is very important. We encourage you to vote as soon as possible.

Q: Why are DRS and ESSI proposing the merger?

A: The boards of directors of DRS and ESSI both believe that the merger will provide substantial strategic and financial benefits to the stockholders of both companies and will allow stockholders of both companies the opportunity to participate in a larger, more diversified company that will be a leading supplier of integrated hardware, software and support services for U.S. military forces, intelligence agencies, prime contractors and international military forces. DRS and ESSI both also believe that the combination will create a stronger and more competitive provider of defense technology products and services with strong military services and support capability that is capable of creating greater stockholder value than either DRS or ESSI could on its own. To review the reasons for the merger in greater detail, see "The Merger Recommendation of the DRS Board of Directors and Its Reasons for the Merger" beginning on page and "The Merger Recommendation of the ESSI Board of Directors and Its Reasons for the Merger" beginning on page .

Q: What consideration will ESSI shareholders receive in the merger?

A: If the proposed merger is completed, at the time of the completion of the merger, you will be entitled to receive, for each share of ESSI stock you own, \$30.10 in cash and a fraction of a share of DRS common stock based on the following formula. If the average closing sale price per share of DRS common stock on the NYSE composite transactions reporting system for each of the ten

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consecutive trading days ending with the second complete trading day prior to completion of the merger is:

\$57.20 per share or greater, you will be entitled to receive 0.2255 of a share of DRS common stock for each share of ESSi common stock owned at the time the merger is completed;

less than \$57.20 per share but greater than \$46.80 per share, you will be entitled to receive that fraction of a share of DRS common stock having a value, based on the ten-day average closing sale price for the same period, of \$12.90 for each share of ESSi common stock owned at the time the merger is completed; or

\$46.80 per share or less, you will be entitled to receive 0.2756 of a share of DRS common stock for each share of ESSi common stock owned at the time the merger is completed.

For a more complete description of what ESSi shareholders will receive in the merger, see "The Merger Agreement Merger Consideration" beginning on page .

Q: **What will happen to options to purchase ESSi common stock?**

A: If the proposed merger is completed, at the time of the completion of the merger, all unexercised options to acquire ESSi common stock will be cancelled in exchange for the same consideration paid to ESSi shareholders for shares of ESSi common stock, reduced by the applicable exercise price. The merger consideration per share of ESSi common stock, including the cash payment of \$30.10 and a fraction of a share of DRS common stock, will be reduced ratably by the exercise price of the unexercised options in the same proportion that the value of the cash and fraction of a share of DRS common stock bear to each other. The exact amount of the merger consideration payable in respect of an option, and the reduction applicable to the cash payment and DRS common stock components, will depend on the market price of DRS common stock and the exercise price of the unexercised option.

Q: **When will ESSi shareholders know the actual number of shares of DRS common stock that they will be entitled to receive as a result of the merger?**

A: As soon as practicable after the closing date, DRS plans to issue a press release that will announce the exchange ratio that will determine the number of shares of DRS common stock that ESSi shareholders will be entitled to receive in exchange for shares of ESSi common stock.

Q: **Should ESSi shareholders send in their ESSi stock certificates now?**

A: No. After the merger is completed, you will receive written instructions from the exchange agent on how to exchange your ESSi stock certificates for the merger consideration. **Please do not send in your ESSi stock certificates with your proxy.**

Q: **How will DRS stockholders be affected by the merger and issuance of DRS common stock in the merger?**

A: After the merger, DRS stockholders will continue to own their existing shares of DRS common stock. Accordingly, DRS stockholders will hold the same number of shares of DRS common stock that they held immediately prior to the merger. However, because DRS will be issuing new shares of DRS common stock to ESSi shareholders in the merger, each outstanding share of DRS common stock immediately prior to the merger will represent a smaller percentage of the total number of shares of DRS common stock outstanding after the merger.

Q: **When do DRS and ESSi expect the merger to be completed?**

A:

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DRS and ESSi are working to complete the merger as quickly as practicable. However, we cannot predict the exact timing of the completion of the merger because it is subject to regulatory

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approvals and other conditions. See "The Merger Agreement Conditions to Completion of the Merger" beginning on page .

Q: **Are ESSI shareholders entitled to dissenters' rights?**

A: Under Missouri law, holders of ESSI common stock have the right to dissent from the merger and obtain payment in cash for the fair value of their shares of common stock, in accordance with Missouri law, rather than the merger consideration. In order to perfect dissenters' rights, ESSI shareholders must deliver to ESSI a written objection to the merger at or prior to the ESSI special meeting of shareholders. The procedures for perfecting dissenters' rights are summarized under the section entitled "The Merger Dissenters' Rights of Appraisal" on page . In addition, the text of the applicable provisions of Missouri law is included as Annex F to this joint proxy statement/prospectus.

Holders of DRS common stock are not entitled to dissenters' appraisal rights in connection with the issuance of DRS common stock in the merger or in connection with the amendment of DRS's certificate of incorporation.

Q: **What are DRS stockholders voting on?**

A: DRS stockholders are voting on a proposal to approve the issuance of a maximum of approximately shares of DRS common stock pursuant to the merger agreement, or approximately % of the DRS common shares outstanding as of the date of this joint proxy statement/prospectus. The approval of this proposal by DRS stockholders is a condition to the effectiveness of the merger. DRS stockholders also are voting on a proposal to approve an amendment to DRS's certificate of incorporation to increase the number of authorized shares of DRS common stock, which is not a condition to the effectiveness of the merger. DRS stockholders are voting on each proposal separately. The vote on one proposal has no bearing on the other proposal, or any other matter that may come before the DRS special meeting.

Q: **Why is DRS proposing to amend its certificate of incorporation?**

A: There are 50,000,000 shares of DRS common stock authorized under DRS's certificate of incorporation, and as of the record date of the DRS special meeting, approximately million shares of DRS common stock were outstanding or reserved for issuance. Following completion of the merger with ESSI, there will be approximately million shares of DRS common stock outstanding or reserved for issuance. While DRS has a sufficient number of shares of common stock authorized to complete the merger, the DRS board of directors believes it is desirable to authorize additional shares of common stock so that there will be sufficient shares available for issuance for purposes that the DRS board of directors may later determine to be in the best interests of DRS and its stockholders. Those purposes could include, but are not limited to, making acquisitions through the use of common stock, raising capital, adopting additional employee benefit plans, reserving additional shares for issuance under those plans and under plans of acquired companies and for other corporate purposes. The DRS board of directors believes that approval of the proposed amendment to increase the authorized shares of common stock is necessary to provide DRS with the flexibility to pursue these types of opportunities without added delay and expense. If the proposed amendment is adopted, 50,000,000 additional shares of common stock will be available for issuance by the DRS board of directors without any further stockholder approval, although certain issuances of shares may require stockholder approval in accordance with the requirements of the NYSE or the Delaware General Corporation Law, which is referred to as the DGCL. Other than in connection with the financing of the merger and the issuance of shares under benefit plans previously approved by DRS stockholders, DRS has no plans for the issuance of DRS common stock at this time, but the DRS board of directors reserves

the right to authorize any issuance of shares of DRS common stock deemed to be in the best interests of DRS and its stockholders.

Q: **What are ESSI shareholders voting on?**

A: ESSI shareholders are voting on a proposal to approve the merger agreement and the transactions contemplated by the merger agreement. The approval of this proposal by ESSI shareholders is a condition to the effectiveness of the merger.

Q: **What vote of DRS stockholders is required to approve the issuance of shares of DRS common stock in the merger?**

A: Approval of the issuance of DRS common stock in the merger requires the affirmative vote of the holders of a majority of shares of DRS common stock cast on the proposal, in person or by proxy, provided that the total votes cast on the proposal represent over 50% of the outstanding shares of DRS common stock entitled to vote on the proposal.

Q: **What vote of DRS stockholders is required to approve the amendment to DRS's certificate of incorporation to increase the number of authorized shares of DRS common stock?**

A: Approval of the amendment to DRS's certificate of incorporation to increase the number of authorized shares of DRS common stock requires the affirmative vote of the holders of a majority of the outstanding shares of DRS common stock entitled to vote on the proposal.

Q: **What vote of ESSI shareholders is required to approve the merger agreement and the transactions contemplated by the merger agreement?**

A: The proposal to approve the merger agreement and the transactions contemplated by the merger agreement requires the affirmative vote of the holders of at least two-thirds of the outstanding shares of ESSI common stock entitled to vote at the special meeting.

Q: **How does the board of directors of DRS recommend that DRS stockholders vote?**

A: The DRS board of directors has determined that the merger agreement and the transactions contemplated by the merger agreement are advisable and in the best interests of DRS and unanimously recommends that DRS stockholders vote **"FOR"** the proposal to approve the issuance of shares of DRS common stock, pursuant to the merger agreement.

The DRS board of directors unanimously approved resolutions, subject to stockholder approval, to amend DRS's certificate of incorporation to increase the number of authorized shares of DRS common stock and unanimously recommends that DRS stockholders vote **"FOR"** the proposal to amend DRS's certificate of incorporation.

For a more complete description of the recommendation of the DRS board of directors, see "The DRS Special Meeting Recommendation of the DRS Board of Directors and Its Reasons for the Merger" beginning on page .

Q: **How does the board of directors of ESSI recommend that ESSI shareholders vote?**

A: The ESSI board of directors has determined that the merger agreement and the transactions contemplated by the merger agreement are fair to and in the best interests of ESSI and its shareholders and unanimously recommends that ESSI shareholders vote **"FOR"** the proposal to approve the merger agreement and the transactions contemplated by the merger agreement. For a more complete description of the recommendation of the ESSI board of directors, see "The ESSI Special Meeting Recommendation of the ESSI Board of Directors and Its Reasons for the Merger" beginning on page .

Q: **When and where will the special meetings of stockholders be held?**

A: The DRS special meeting will take place at the headquarters of DRS Technologies, Inc., 5 Sylvan Way, Floor 3, Parsippany, New Jersey, on _____, _____ at 10:00 a.m. local time. The ESSI special meeting will take place at the headquarters of Engineered Support Systems, Inc., 201 Evans Lane, St. Louis, Missouri 63121, on _____, _____ at _____ a.m. local time.

Q: **Who can attend and vote at the special meetings?**

A: All DRS stockholders of record as of the close of business on _____, 2005, the record date for the DRS special meeting, are entitled to receive notice of and to vote at the DRS special meeting. All ESSI shareholders of record as of the close of business on _____, 2005, the record date for the ESSI special meeting, are entitled to receive notice of and to vote at the ESSI special meeting. Shareholders of ESSI who plan to attend the ESSI special meeting should notify the Secretary of ESSI of their intent to do so by _____, _____.

Q: **What should DRS and ESSI stockholders do now in order to vote on the proposals being considered at their company's special meeting?**

A: Stockholders of record of DRS as of the record date for the DRS special meeting, participants in the DRS Retirement/Savings Plan, which is referred to as the DRS Plan, and shareholders of record of ESSI as of the record date for the ESSI special meeting may now vote by proxy by completing, signing, dating and returning the enclosed proxy card in the accompanying postage-paid envelope or by submitting a proxy over the Internet or by telephone by following the instructions on the enclosed proxy card. Participants in ESSI's 401(k) and Employee Stock Ownership Plan, as amended, which we refer to as the ESSI 401(k) Plan, may provide their instructions to the ESSI 401(k) Plan trustee by signing and returning the enclosed proxy card in the accompanying postage paid envelope or by submitting a proxy over the Internet or by telephone by following the instructions on the enclosed proxy card. The ESSI 401(k) Plan trustee must receive participant vote instructions no later than _____, _____. If you hold DRS shares or ESSI shares in "street name," which means your shares are held of record by a broker, bank or nominee, you must provide the record holder of your shares with instructions on how to vote your shares. Please refer to the voting instruction card used by your broker, bank or nominee to see if you may submit voting instructions using the Internet or telephone.

Additionally, you also may vote in person by attending your respective company's special meeting of stockholders. If you plan to attend your respective company's special meeting and wish to vote in person, you will be given a ballot at the special meeting. Please note, however, that if your shares are held in "street name," and you wish to vote at your respective company's special meeting, you must bring a proxy from the record holder of the shares authorizing you to vote at the special meeting. Whether or not DRS stockholders or ESSI shareholders plan to attend the special meeting of their respective company, they should grant their proxy as described in this joint proxy statement/prospectus.

Q: **What will happen if I abstain from voting or fail to vote?**

A: An abstention occurs when a stockholder attends a meeting, either in person or by proxy, but abstains from voting. Assuming a quorum is present and the total votes cast on the proposal to approve the issuance of DRS common stock in the merger represent more than 50% of the outstanding shares of DRS common stock entitled to vote on the proposal, an abstention or the failure of a DRS stockholder to vote or to instruct his or her broker to vote if his or her shares are held in "street name" will have no effect in determining whether the issuance of DRS common stock is approved. An abstention or the failure of a DRS stockholder to vote will have the same effect as voting against the approval of the amendment to DRS's certificate of incorporation to increase the number of authorized shares of DRS common stock.

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An abstention or the failure of an ESSI shareholder to vote or to instruct his or her broker to vote if his or her shares are held in "street name" will have the same effect as voting against the proposal to approve the merger agreement and the transactions contemplated by the merger agreement.

Q:

Can I change my vote after I have delivered my proxy?

A:

Yes. If you are a holder of record, you may change your vote at any time before your proxy is voted at the applicable special meeting by:

delivering a signed written notice of revocation to the Secretary of your respective company at:

DRS Technologies, Inc.
5 Sylvan Way
Parsippany, NJ 07054
(973) 898-1500
Attention: Corporate Secretary

Engineered Support Systems, Inc.
201 Evans Lane
St. Louis, MO 63121
(314) 553-4000
Attention: Corporate Secretary

signing and delivering a new, valid proxy bearing a later date;

submitting another proxy by telephone or on the Internet (your latest telephone or Internet voting instructions will be followed); or

attending the special meeting and voting in person, although your attendance alone will not revoke your proxy.

If your shares are held in a street name account, you must contact your broker, bank or other nominee to change your vote.

Q:

What should DRS stockholders or ESSI shareholders do if they receive more than one set of voting materials for their company's special meeting?

A:

You may receive more than one set of voting materials for your special meeting, including multiple copies of this joint proxy statement/prospectus and multiple proxy cards or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares. If you are a holder of record and your shares are registered in more than one name, you will receive more than one proxy card. Please complete, sign, date and return each proxy card and voting instruction card that you receive.

Q:

Who can help answer my questions?

A:

If you have any questions about the merger or how to submit your proxy, or if you need additional copies of this joint proxy statement/prospectus or the enclosed proxy card, you should contact:

if you are a DRS stockholder:

Innisfree M&A Incorporated
Stockholders call toll-free: (877) 687-1874
Banks and brokers call collect: (212) 750-5833

if you are an ESSI shareholder:

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Mellon Investor Services LLC
Call toll-free: (888) 634-5906

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SUMMARY

The following is a summary that highlights information contained in this joint proxy statement/prospectus. This summary may not contain all of the information that is important to you. For a more complete description of the merger agreement and the transactions contemplated by the merger agreement, we encourage you to carefully read this entire joint proxy statement/prospectus, including the attached annexes. In addition, we encourage you to read the information incorporated by reference into this joint proxy statement/prospectus, which includes important business and financial information about DRS that has been filed with the SEC. You may obtain the information incorporated by reference into this joint proxy statement/prospectus without charge by following the instructions in the section entitled "Additional Information Where You Can Find More Information" beginning on page . We have included page references to direct you to more complete discussions of the topics presented in this summary.

The Companies

DRS Technologies, Inc.
5 Sylvan Way
Parsippany, New Jersey 07054
(973) 898-1500

DRS is a leading supplier of defense electronic products and systems. DRS provides high-technology products and services to all branches of the U.S. military, major aerospace and defense prime contractors, government intelligence agencies, international military forces and industrial markets. DRS focuses on several key areas of importance for the U.S. Department of Defense, which we refer to as the DoD, such as intelligence, surveillance, reconnaissance, power management, advanced communications and network systems. Incorporated in 1968, DRS has served the defense industry for over 36 years. DRS is a leading provider of thermal imaging devices, combat display workstations, electronic sensor systems, power systems, battlefield digitization systems, air combat training systems and deployable flight incident recorders. DRS's products are deployed on a wide range of high-profile military platforms, such as DDG-51 Aegis destroyers, M1A2 Abrams Main Battle Tanks, M2A3 Bradley Fighting Vehicles, OH-58D Kiowa Warrior helicopters, AH-64 Apache helicopters, F/A-18E/F Super Hornet and F-16 Fighting Falcon jet fighters, C-17 Globemaster II and C-130 Hercules cargo aircraft, Trident submarines, Virginia class submarines and on several other platforms for military and non-military applications. DRS also has contracts that support future military platforms, such as the DD(X) destroyer, CVN-78 next generation aircraft carrier and Future Combat System.

DRS's common stock is traded on the NYSE, under the symbol "DRS."

Engineered Support Systems, Inc.
201 Evans Lane
St. Louis, Missouri 63121
(314) 553-4000

ESSI is a holding company for 14 wholly-owned subsidiaries. These subsidiaries are organized within ESSI's two business segments: Support Systems and Support Services. The Support Systems segment designs, engineers and manufactures integrated military electronics and other military support equipment primarily for the DoD, as well as related heat transfer and air handling equipment for domestic commercial and industrial users, and material handling equipment primarily for the U.S. Postal Service. The Support Services segment includes the operations of Systems & Electronics Inc. (SEI), Keco Industries, Inc. (Keco), Engineered Air Systems, Inc. (Engineered Air), Engineered Coil Company, d/b/a Marlo Coil (Marlo Coil), Engineered Electric Company, d/b/a Fermont (Fermont), Universal Power Systems, Inc. (UPSI), Engineered Environments, Inc. (EEI), Pivotal Power Inc.

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(Pivotal Power), Prospective Computer Analysts Incorporated (PCA) and Mobilized Systems, Inc. (Mobilized Systems).

The Support Services segment provides engineering services, logistics and training services, advanced technology services, asset protection systems and services, telecommunication systems integration and information technology services primarily for the DoD. The Support Services segment includes the operations of Technical and Management Services Corporation (TAMSCO), Radian, Inc. (Radian), Spacelink International, LLC (Spacelink) and ESSIBuy.com, Inc. (ESSIBuy). Substantially all revenues within these two segments are directly or indirectly derived from contracts with the DoD and certain foreign militaries.

ESSI's common stock is traded on the Nasdaq National Market System, which is referred to as the Nasdaq, under the symbol "EASI."

Maxco, Inc.
5 Sylvan Way
Parsippany, New Jersey 07054
(973) 898-1500

Maxco is a wholly-owned subsidiary of DRS. Maxco was formed on September 16, 2005 solely for the purpose of engaging in the merger and the other transactions contemplated by the merger agreement. Maxco has not conducted any business operations other than incidental to its formation and in connection with the transactions contemplated by the merger agreement.

The Merger (see page)

DRS and ESSI have agreed to the acquisition of ESSI by DRS under the terms of the merger agreement that is described in this joint proxy statement/prospectus. Pursuant to the merger agreement, ESSI will merge with Maxco, with ESSI surviving the merger. We have attached the text of the merger agreement as Annex A to this joint proxy statement/prospectus. We encourage you to carefully read the merger agreement in its entirety because it is the legal document that governs the merger.

Merger Consideration

If the merger is completed, ESSI shareholders will receive \$30.10 in cash for each share of ESSI stock held and a fraction of a share of DRS common stock based on the following formula. If the average closing sale price per share of DRS common stock on the NYSE composite transactions reporting system for each of the ten consecutive trading days ending with the second complete trading day prior to completion of the merger is:

\$57.20 per share or greater, ESSI shareholders will be entitled to receive 0.2255 of a share of DRS common stock for each share of ESSI common stock owned at the time the merger is completed;

less than \$57.20 per share but greater than \$46.80 per share, ESSI shareholders will be entitled to receive that fraction of a share of DRS common stock having a value, based on the ten-day average market price for such period, of \$12.90 for each share of ESSI common stock owned at the time the merger is completed; or

\$46.80 per share or less, ESSI shareholders will be entitled to receive 0.2756 of a share of DRS common stock for each share of ESSI common stock owned at the time the merger is completed.

The final calculation of the exchange ratio in the merger agreement will be determined as soon as practicable after the closing date, and DRS plans to issue a press release announcing the exchange ratio promptly after it is determined. DRS will issue approximately million shares of DRS

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common stock and spend approximately \$ billion in cash in the merger based on the fully-diluted number of shares of ESSi common stock as of the record date of the ESSi special meeting.

ESSi shareholders will have to surrender their ESSi common stock certificates to receive the merger consideration payable to them, consisting of cash and new shares of DRS common stock. **PLEASE DO NOT SEND ANY CERTIFICATES NOW.** DRS will send ESSi shareholders written instructions on how to surrender ESSi common stock certificates for new DRS common stock certificates after the acquisition is completed.

Exchange Ratio (see page)

The exchange ratio and the market value of the shares of DRS common stock issuable in the merger will fluctuate with changes in the market price of DRS common stock. Because the exchange ratio depends on the ten-day average closing sale price of DRS common stock as described above, the exchange ratio will fluctuate if the ten-day average closing sale price of DRS common stock is between \$57.20 and \$46.80 per share. Within that range, each share of ESSi common stock will be exchanged for that fraction of a share of DRS common stock having a market value of \$12.90, based on its ten-day average closing sale price for such period.

If the ten-day average closing sale price per share of DRS common stock is \$46.80 or less, the exchange ratio will be fixed at 0.2756 of a share of DRS common stock and will not be adjusted to limit the risk of any further decline in the market value of the consideration you will receive in the merger. In addition, the exchange ratio will be fixed at 0.2255 of a share of DRS common stock if the ten-day average closing sale price per share of DRS common stock is \$57.20 or more. Accordingly, the market value of the consideration that you will receive will fluctuate with the market price of DRS common stock if either of the two fixed exchange ratios applies. DRS and ESSi each encourage you to obtain current stock price quotations for DRS common stock from a newspaper, the Internet or your broker. The merger will not be completed until after the ESSi special meeting. Since the ten-day average closing sale price measurement period does not end until the second complete trading day prior to completion of the merger, shareholders voting at the special meeting will not know the exchange ratio to be applied in the merger or, therefore, the exact value of the consideration to be received. For a more detailed discussion of the exchange ratio, see "The Merger Agreement Merger Consideration" on page .

Fractional Shares

DRS will not issue fractional shares of DRS common stock in the merger. As a result, ESSi shareholders will receive cash for any fractional share of DRS common stock that they would otherwise be entitled to receive in the merger. For a more detailed discussion of the treatment of fractional shares, see "The Merger Agreement Fractional Shares" on page .

Treatment of Stock Options (see page)

The merger agreement provides that at the time of the completion of the merger, all unexercised options to acquire ESSi common stock will be cancelled in exchange for the same consideration paid to ESSi shareholders for shares of ESSi common stock, reduced by the applicable exercise price. The merger consideration for each share of ESSi common stock, which includes the cash payment of \$30.10 and a fraction of a share of DRS common stock, will be reduced ratably by the exercise price of the unexercised options in the same proportion that the value of the cash and fraction of a share of DRS common stock bear to each other. The exact amount of the merger consideration payable in respect of an option, and the reduction applicable to the cash payment and DRS common stock components will depend on the market price of DRS common stock and the exercise price of the unexercised option. For a more detailed discussion of the treatment of ESSi stock options in the merger, see "The Merger Agreement Treatment of Stock Options" on page .

Amendment to DRS's Certificate of Incorporation (see page)

If the proposal to amend DRS's certificate of incorporation is approved by DRS stockholders, the authorized number of shares of DRS common stock will increase from 50,000,000 to 100,000,000. There are 50 million shares of DRS common stock authorized under DRS's certificate of incorporation, and as of the record date of the DRS special meeting, approximately million shares of DRS common stock were outstanding or reserved for issuance. Following completion of the merger with ESSI, there will be approximately million shares of DRS common stock outstanding or reserved for issuance. While DRS has a sufficient number of shares of common stock authorized to complete the merger, the DRS board of directors believes it is desirable to authorize additional shares of common stock so that there will be sufficient shares available for issuance for purposes that the DRS board of directors may later determine to be in the best interests of DRS and its stockholders. Those purposes could include, but are not limited to, making acquisitions through the use of common stock, raising capital, adopting additional employee benefit plans, reserving additional shares for issuance under those plans and under plans of acquired companies and for other corporate purposes. The DRS board of directors believes that approval of the proposed amendment to increase the authorized shares of common stock is necessary to provide DRS with the flexibility to pursue these types of opportunities without added delay and expense. If the proposed amendment is adopted, 50,000,000 additional shares of common stock will be available for issuance by the DRS board of directors without any further stockholder approval, although certain issuances of shares may require stockholder approval in accordance with the requirements of the NYSE or the DGCL. Other than in connection with the financing of the merger and the issuance of shares under benefit plans previously approved by DRS stockholders, DRS has no plans for the issuance of DRS common stock at this time.

Recommendations of the Boards of Directors (see pages and)

DRS

The DRS board of directors has determined that the merger agreement and the transactions contemplated by the merger agreement are advisable and in the best interests of DRS and unanimously recommends that DRS stockholders vote "**FOR**" the proposal to approve the issuance of shares of DRS common stock pursuant to the merger agreement. The DRS board of directors unanimously recommends that DRS stockholders vote "**FOR**" approval of the amendment to DRS's certificate of incorporation to increase the number of authorized shares of DRS common stock.

ESSI

The ESSI board of directors has determined that the merger agreement and the transactions contemplated by the merger agreement are fair to and in the best interests of ESSI, and unanimously recommends that ESSI shareholders vote "**FOR**" the proposal to approve the merger agreement and the transactions contemplated by the merger agreement.

Stockholders Entitled to Vote; Vote Required (see pages and)

DRS Stockholders

You can vote at the DRS special meeting if you owned DRS common stock at the close of business on , 2005, which is referred to as the DRS record date. On that date, there were shares of DRS common stock outstanding and entitled to vote at the DRS special meeting. You can cast one vote for each share of DRS common stock that you owned on the DRS record date.

In accordance with the listing requirements of the NYSE, approval of the issuance of DRS common stock in the merger requires the affirmative vote of the holders of a majority of shares of DRS common stock cast on the proposal, in person or by proxy, provided that the total votes cast on

the proposal represent over 50% of the outstanding shares of DRS common stock entitled to vote on the proposal.

In accordance with the requirements of the DGCL, the approval of the amendment to DRS's certificate of incorporation to increase the number of authorized shares of DRS common stock requires the affirmative vote of the holders of a majority of the outstanding shares of DRS common stock entitled to vote on the proposal. Stockholder approval of this proposal is not a condition that must be satisfied before the merger can be completed.

Abstentions and "broker non-votes," if any, will be counted in determining whether a quorum is present at the DRS special meeting. An abstention occurs when a stockholder attends a meeting either in person or by proxy, but abstains from voting. A "broker non-vote" occurs when shares are held in "street name" by a broker or other nominee on behalf of a beneficial owner and the beneficial owner does not instruct the broker or nominee how to vote the shares at the special meeting for a proposal that is "non-routine" under the listing requirements of the NYSE.

Assuming a quorum is present and the total votes cast on the proposal to approve the issuance of DRS common stock in the merger represent more than 50% of the outstanding shares of DRS common stock entitled to vote on the proposal, the failure of a DRS stockholder to vote or a decision by a DRS stockholder to abstain will have no effect in determining whether the issuance of DRS common stock is approved. The proposal to approve the issuance of DRS common stock is a "non-routine" proposal and could result in "broker non-votes." Abstentions and "broker non-votes" could have a negative effect on DRS's ability to obtain the necessary number of votes cast to approve the issuance of DRS common stock in accordance with the NYSE's listing requirements.

The failure of a DRS stockholder to vote or a decision by a DRS stockholder to abstain from voting will have the same effect as a vote against the proposal to amend DRS's certificate of incorporation to increase the number of authorized shares of DRS common stock. It is expected that "broker non-votes" will not result from the proposal to amend DRS's certificate of incorporation to increase the number of authorized shares of DRS common stock because under the NYSE listing requirements it is a "routine" proposal and, therefore, a broker or nominee will have the discretionary authority under the NYSE's listing requirements to vote the shares for which the broker or nominee does not receive voting instructions for the proposal.

ESSI Shareholders

You can vote at the ESSI special meeting if you owned ESSI common stock at the close of business on _____, 2005, which is referred to as the ESSI record date. On that date, there were _____ shares of ESSI common stock outstanding and entitled to vote at the ESSI special meeting. You can cast one vote for each share of ESSI common stock that you owned on the ESSI record date. The affirmative vote of the holders of at least two-thirds of the outstanding shares of ESSI common stock entitled to vote at the special meeting, in person or by proxy is required to approve the merger agreement and the transactions contemplated by the merger agreement.

Abstentions and "broker non-votes," if any, will be counted in determining whether a quorum is present at the ESSI special meeting for purposes of the vote of ESSI shareholders on the proposal to approve the merger agreement and the transactions contemplated by the merger agreement. An abstention will have the same effect as a vote against the proposal to approve the merger agreement and the transactions contemplated by the merger agreement. A "broker non-vote" will have the same effect as a vote against the proposal to approve the merger agreement and the transactions contemplated by the merger agreement.

Opinions of Financial Advisors (see pages and)

DRS

On September 21, 2005, Bear, Stearns & Co. Inc., which is referred to as Bear Stearns, financial advisor to DRS, rendered its oral opinion to the DRS board of directors and subsequently confirmed in a written opinion dated September 21, 2005, that, as of that date, and based upon and subject to the considerations described in its opinion and based upon such other matters as Bear Stearns deemed appropriate, the merger consideration to be paid by DRS for each outstanding share of ESSI common stock pursuant to the merger agreement was fair to DRS from a financial point of view. The full text of Bear Stearns' written opinion is attached to this joint proxy statement/prospectus as Annex B. We encourage you to carefully read this opinion in its entirety for a description of the procedures followed, assumptions made, matters considered and limitations on the review undertaken. Bear Stearns' opinion is directed to the DRS board of directors and does not constitute a recommendation to any stockholder as to any matters relating to the merger. In addition to financial advisory services, Bear Stearns and its affiliates, also referred to as Bear Stearns, together with Wachovia Capital Markets, LLC, and its affiliates, referred to as Wachovia, have provided (1) a commitment letter to DRS to amend and restate DRS's existing senior secured credit facility with a \$706.9 million senior secured credit facility, consisting of a \$356.9 million seven-year term loan and a \$350.0 million six-year revolving credit facility, and (2) a second commitment letter to DRS for an interim credit facility up to \$950.0 million, if the placement of permanent debt financing has not been consummated by the effective time of the merger. See "The Merger DRS Financing" on page .

On September 21, 2005, Merrill Lynch, Pierce, Fenner & Smith Incorporated, which is referred to as Merrill Lynch, financial advisor to DRS for purposes of rendering its opinion as to fairness, delivered its oral opinion to the board of directors of DRS, subsequently confirmed in its written opinion as of that same date, that, as of that date, and based upon and subject to the assumptions, matters considered and qualifications and limitations set forth in its written opinion and taking into account such other matters as Merrill Lynch deemed necessary, the merger consideration to be paid by DRS for each outstanding share of ESSI common stock pursuant to the merger agreement was fair to DRS from a financial point of view. The full text of Merrill Lynch's written opinion is attached to this joint proxy statement/prospectus as Annex C. We encourage you to read this opinion carefully in its entirety for a description of the procedures followed, assumptions made, matters considered and limitations on the review undertaken. Merrill Lynch's opinion is directed to the DRS board of directors and does not constitute a recommendation to any stockholder as to any matters relating to the merger. Subsequent to Merrill Lynch serving as financial advisor to DRS in rendering its opinion as to fairness, and at the request of DRS, an affiliate of Merrill Lynch has committed to participate as a lender in the interim loan facility to DRS, which will be used by DRS to finance the merger in the event the placement of permanent debt financing has not been consummated by the effective time of the merger. See "The Merger DRS Financing" on page . DRS has agreed with Merrill Lynch that Merrill Lynch also will be a co-manager with respect to the placement of the permanent debt financing.

ESSI

On September 21, 2005, Lehman Brothers rendered its oral opinion to the ESSI board of directors and subsequently confirmed in a written opinion dated September 21, 2005, that, as of that date, and based upon and subject to the matters stated in its opinion, from a financial point of view, the consideration to be paid by DRS to the shareholders of ESSI in the merger was fair to such shareholders. The full text of Lehman Brothers' written opinion is attached to this joint proxy statement/prospectus as Annex D. We encourage you to carefully read this opinion in its entirety for a description of the procedures followed, assumptions made, matters considered and limitations on the review undertaken. Lehman Brothers' opinion is directed to the ESSI board of directors and does not constitute a recommendation to any shareholder as to any matters relating to the merger.

Ownership of DRS After the Merger

DRS expects to issue a maximum of approximately million shares of DRS common stock in the merger. Based on the number of shares of DRS and ESSI common stock outstanding on their respective record dates, and the conversion of outstanding and unexercised stock options granted under ESSI's stock option plans and as represented by ESSI in the merger agreement, after completion of the merger, former ESSI shareholders will own approximately % of the then outstanding shares of DRS common stock.

Share Ownership of Directors and Executive Officers

At the close of business on the DRS record date, directors and executive officers of DRS and their affiliates beneficially owned and were entitled to vote approximately shares of DRS common stock, collectively representing approximately % of the shares of DRS common stock outstanding on that date.

At the close of business on the ESSI record date, directors and executive officers of ESSI and their affiliates beneficially owned and were entitled to vote approximately shares of ESSI common stock, collectively representing approximately % of the shares of ESSI common stock outstanding on that date.

Interests of Certain Individuals in the Merger (see page)

In considering the recommendation of the ESSI board of directors with respect to the merger agreement and the transactions contemplated by the merger agreement, you should be aware that certain members of the ESSI board of directors and certain ESSI executive officers have interests in the transactions contemplated by the merger agreement that may be different than, or in addition to, the interests of ESSI shareholders generally. These interests include, among other things, the following:

the payment, upon the completion of the merger, of lump sums to each of Gerald A. Potthoff, Chief Executive Officer and a director, Gary C. Gerhardt, Chief Financial Officer and a director, and Daniel A. Rodrigues, President and Chief Operating Officer, in accordance with their existing employment agreements, consisting of an amount equal to 2.99 times the average of each of such person's base salary and bonus for the prior five fiscal years;

the payment, upon the completion of the merger, of a success fee of \$5.0 million to Michael Shanahan, Sr., the non-executive Chairman and a director of ESSI, in accordance with a memorandum of understanding, dated April 30, 2005, as compensation for Mr. Shanahan's consulting services in connection with the exploration of a possible sale of ESSI;

continued benefits for at least one year following the effective time of the merger that are similar, in the aggregate, to those provided by ESSI prior to the effective time of the merger;

indemnification by DRS and the surviving corporation, to the fullest extent permitted by law of persons who were directors or officers of ESSI before the merger against various claims and actions arising out of their positions with ESSI prior to the merger, so long as such person is, or has been, acting within the scope of such person's employment or fiduciary duties; and

continued coverage under a directors' and officers' liability insurance policy for a minimum of six years following the effective time of the merger, under terms and conditions no less advantageous to the directors and officers than the liability insurance policy that ESSI maintained for its directors and officers prior to the merger, subject to a limit on premiums of 150% of the most recent annual premiums paid by ESSI prior to the date of the merger agreement.

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The ESSI board of directors was aware of these interests and considered them, among other matters, in approving the merger agreement and making its recommendation.

Financing of the Merger (see page)

In connection with the merger, DRS will be required to pay approximately \$1.3 billion in cash with respect to ESSI shares and in-the-money stock options outstanding and will assume and repay approximately \$86.0 million of ESSI's debt. DRS also expects to incur approximately \$49.8 million of merger and financing-related costs. DRS's cash and cash equivalents as of September 30, 2005 were \$257.3 million; consequently, DRS will require financing to complete the merger.

On September 21, 2005, DRS executed a commitment letter with Bear Stearns for an amended and restated \$706.9 million senior secured credit facility, consisting of a \$356.9 million seven-year term loan and a \$350.0 million six-year revolving credit facility, a portion of which will be used to finance the merger. On October 6, 2005, the commitment letter was replaced with a new commitment letter issued by both Bear Stearns and Wachovia with substantially similar terms. In addition, a separate commitment letter provides that, if permanent financing (currently contemplated to include a combination of senior fixed-rate notes, senior floating-rate notes, senior subordinated notes and/or convertible notes in the aggregate principal amount of \$950.0 million) is not consummated by the closing date of the merger, Bear Stearns, Wachovia and other lenders will provide interim loans to DRS in an amount up to \$950.0 million, which will be used by DRS to finance the merger. Pursuant to the merger agreement, DRS and Maxco must use their reasonable commercial efforts to obtain the financing required for the consummation of the merger and to satisfy all conditions to funding. See "The Merger Agreement DRS Financing" beginning on page .

Listing of DRS Common Stock and Delisting of ESSI Common Stock (see pages and)

Application will be made to have the shares of DRS common stock issued in the merger approved for listing on the NYSE, where DRS common stock currently is traded under the symbol "DRS." If the merger is completed, ESSI common stock will no longer be listed on the Nasdaq and will be deregistered under the Securities Exchange Act of 1934, as amended, which is referred to as the Exchange Act, and ESSI will no longer file periodic reports with the SEC.

Dissenters' Rights in the Merger (see page)

DRS

Under Delaware law, holders of DRS common stock are not entitled to dissenters' appraisal rights in connection with the issuance of DRS common stock in the merger or in connection with the amendment of DRS's certificate of incorporation.

ESSI

Holders of ESSI common stock who do not wish to accept the consideration payable pursuant to the merger may elect to dissent from the merger and demand payment in cash for the fair value of his or her ESSI common stock under Section 351.455 of The General and Business Corporation Law of Missouri, referred to as the MBCL. To exercise dissenters' rights, ESSI shareholders must:

deliver a written objection to ESSI prior to or at the ESSI special meeting;

not vote in favor of approving the merger agreement and the transactions contemplated by the merger agreement; and

deliver to the combined company within 20 days after the merger a written demand for payment of the fair value of your common stock, which may or may not be more than what you would have received in the merger.

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Annex F to this joint proxy statement/prospectus contains the full text of Section 351.455 of the MBCL, which relates to dissenters' rights. We encourage you to carefully read these provisions in their entirety.

Conditions to Completion of the Merger (see page)

A number of conditions must be satisfied before the merger will be completed. These include among others:

the expiration or termination of the waiting period, or any extension to the waiting period, under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, which is referred to as the HSR Act, which expiration occurred on November 14, 2005;

the receipt of the approval of the issuance of shares of DRS common stock in the merger by DRS stockholders and the approval of the merger agreement and the transactions contemplated by the merger agreement by ESSI shareholders;

the registration statement (of which this joint proxy statement/prospectus is a part) must be declared effective, and there must be no stop order suspending its effectiveness and there must be no proceeding for that purpose initiated or threatened in writing by the SEC;

the approval of the listing of shares of DRS common stock to be issued in connection with the merger on the NYSE, subject to official notice of issuance;

the absence of any legal restraints or prohibitions preventing the completion of the merger, or making such completion illegal;

the receipt of all governmental and regulatory authorizations, consents, waivers, orders, approvals, or declarations required to consummate the merger, except as would not be reasonably expected to result in a material adverse effect on ESSI;

the representations and warranties of each party contained in the merger agreement being true and correct in all material respects;

each party must have performed, in all material respects, all of its obligations under the merger agreement at or prior to the effective time of the merger agreement; and

the absence of events or developments since the date of the merger agreement that would reasonably be expected to have a material adverse effect with respect to either party.

Neither DRS nor ESSI can give any assurance that all of the conditions to the merger will be either satisfied or waived or that the merger will occur.

Regulatory Approvals (see page)

The completion of the merger is subject to compliance with the HSR Act. The notifications required under the HSR Act to the U.S. Federal Trade Commission, or the FTC, and the Antitrust Division of the U.S. Department of Justice, or the Antitrust Division, were filed on October 14, 2005. The applicable waiting period under the HSR Act expired on November 14, 2005. DRS and ESSI also may be required to obtain additional regulatory approvals from various federal, state and foreign authorities.

No Solicitation by ESSI (see page)

Subject to certain exceptions, the merger agreement precludes ESSI, its subsidiaries, officers, directors, employees, investment bankers, attorneys, accountants and other representatives from initiating, soliciting, or knowingly encouraging, directly or indirectly, any inquiries or the making or implementing of any proposal relating to the acquisition of more than 20% of the capital stock or

assets of ESSI or its subsidiaries or ESSI's merger, consolidation or other similar transaction or participating in any negotiations concerning, or providing any confidential information or data to, affording access to the properties, books or records of ESSI or its subsidiaries to, or having any discussions with, any person relating to such a proposal, or otherwise facilitating any effort or attempting to make or implement such a proposal. Notwithstanding these restrictions, the merger agreement provides that under specified circumstances and prior to the approval by ESSI shareholders of the merger agreement and transactions contemplated by the merger agreement, if ESSI receives a bona fide written proposal from a third party to acquire a significant interest in ESSI that the ESSI board of directors determines in good faith would reasonably be expected to result in a proposal that is superior to the merger, and such proposal was not initiated, solicited, or knowingly encouraged by ESSI, then ESSI may furnish confidential information or data to that third party and engage in discussions and negotiations regarding such proposal with that third party.

Termination of the Merger Agreement; Termination Fee (see page)

DRS and ESSI mutually may agree in writing, at any time before the effective time of the merger, to terminate the merger agreement. Also, either DRS or ESSI may terminate the merger agreement in a number of circumstances, including if:

the merger is not consummated by June 30, 2006 through no fault of the party seeking to terminate the merger agreement. We refer to this June 30, 2006 date, as it may be extended, as the outside date;

there is a final, non-appealable injunction, judgment or other order, or law which prohibits the merger;

the ESSI board of directors authorizes ESSI to enter into an agreement with respect to a superior proposal;

ESSI shareholders fail to approve the merger agreement and the transactions contemplated by the merger agreement at the ESSI special meeting or at an adjournment of that meeting;

DRS stockholders fail to approve the issuance of shares of DRS common stock in the merger at the DRS special meeting or at an adjournment of that meeting; or

the party seeking termination is not in material breach of the merger agreement and the other party has materially breached a representation, warranty, covenant or agreement of that party contained in the merger agreement and such breach has not been cured within 15 days of notice of the breach.

ESSI may terminate the merger agreement to accept an acquisition proposal that is more favorable to ESSI and ESSI's shareholders from a financial point of view than the proposed merger with DRS. ESSI must pay DRS a termination fee of \$60.0 million, plus up to \$10.0 million in costs and expenses of DRS in connection with the transactions contemplated by the merger agreement, if the merger agreement is terminated due to ESSI's board of directors authorizing ESSI to enter into an acquisition agreement with a third party or if DRS terminates the merger agreement due to ESSI's board of directors withdrawing its approval or recommendation of the proposed merger, modifying its recommendation of the merger agreement in a manner adverse to DRS or failing to recommend against any tender or exchange offer that constitutes an alternative proposal. ESSI also must pay these fees and expenses if ESSI or DRS terminates the merger agreement because the merger has not been completed by the outside date or ESSI shareholders fail to approve the merger agreement, an alternative proposal with respect to ESSI shall have been publicly announced prior to such termination and ESSI enters into or completes any merger or extraordinary transaction within twelve months of the termination. The termination fee payable by ESSI is described below under "The Merger Agreement Termination" on page .

DRS may terminate the merger agreement if the financing contemplated by the merger agreement is not available on substantially the terms and conditions identified in the September 21, 2005 commitment letter with Bear Stearns, or on other terms or pursuant to other financing arrangements reasonably acceptable to DRS, but DRS will not have the right to terminate for this reason if its failure to fulfill its obligations to obtain financing is the cause of the failure of financing to become available. ESSi may terminate the merger agreement if DRS's financing contemplated in the merger agreement is not available and DRS fails to enter into a substitute commitment letter or alternate arrangements with other financing sources within 20 business days of advising ESSi of the unavailability of such financing or substitute financing. Under the merger agreement, DRS must pay ESSi \$20.0 million in liquidated damages upon such termination by DRS or ESSi.

Material U.S. Federal Income Tax Consequences of the Merger (see page)

In general, the merger will be a fully taxable transaction to ESSi shareholders for U.S. federal income tax purposes. Tax matters are complicated, however, and the tax consequences of the merger to each ESSi shareholder will depend on the facts of each shareholder's situation. ESSi shareholders are urged to read carefully the discussion in the section entitled "The Merger Material U.S. Federal Income Tax Consequences" and to consult their own tax advisors for a full understanding of the tax consequences of their participation in the merger.

Accounting Treatment (see page)

DRS will account for the merger using the purchase method under U.S. generally accepted accounting principles.

Risks Relating to the Merger (see page)

In evaluating the merger, the merger agreement or the issuance of shares of DRS common stock in the merger, you should carefully read this joint proxy statement/prospectus and especially consider the factors discussed in the section entitled "Risks Relating to the Merger" on page .

Dividend Policies

DRS

The holders of DRS common stock receive dividends if and when declared by the DRS board of directors. In 2005, the DRS board of directors declared cash dividends of \$0.03 per share of DRS common stock, which were paid on June 30, 2005 and September 30, 2005, to DRS stockholders of record on June 15, 2005 and September 15, 2005, respectively, and on November 3, 2005, declared a cash dividend of \$0.03 per share that will be paid on December 30, 2005 to DRS stockholders of record on December 15, 2005. ESSi shareholders will not be entitled to receive these dividends in respect of the DRS common stock issued to them in the merger. The declaration and payment of dividends is subject to the provisions of the DGCL and will depend upon business conditions, operating results, capital and reserve requirements, covenants in DRS debt agreements and the DRS board of directors' consideration of other relevant factors. DRS can give no assurances that it will continue to pay dividends on the DRS common stock in the future.

ESSi

The holders of ESSi common stock receive dividends if and when declared by the ESSi board of directors. In 2005, the ESSi board of directors declared cash dividends of \$0.018 per share of ESSi common stock, paid on July 29, 2005 and January 31, 2005 to ESSi shareholders of record on June 30, 2005 and December 31, 2004, respectively. ESSi has paid a cash dividend of \$0.018 per share on a semi-annual basis during the past two fiscal years. The merger agreement provides that ESSi may not declare, set aside or pay any dividend or make any similar payment with respect to its capital stock prior to the effective date of the merger.

Material Differences in Rights of DRS Stockholders and ESSI Shareholders (see page)

ESSI shareholders will receive a portion of the merger consideration in the form of shares of DRS common stock. The rights of holders of DRS common stock differ from the rights of ESSI shareholders due to differences between the laws of Delaware and Missouri and the governing documents of DRS and ESSI. These differences are described in detail under "Comparison of Stockholders Rights and Corporate Governance Matters" beginning on page .

Summary Selected Historical and Pro Forma Consolidated Financial Data

DRS and ESSI are providing the following information to aid you in your analysis of the financial aspects of the merger. This information is only a summary, and you should read it in connection with the historical consolidated financial statements of DRS and the accompanying notes, which can be found in DRS's Annual Report on Form 10-K for the year ended March 31, 2005 and DRS's quarterly report on Form 10-Q for the quarter ended September 30, 2005, which are incorporated by reference into this joint proxy statement/prospectus, and the historical consolidated financial statements of ESSI and the accompanying notes, which can be found in the section of this joint proxy statement/prospectus entitled "Consolidated Financial Statements" beginning on page F-1. You also should consider the other information in this joint proxy statement/prospectus and the other documents incorporated by reference into this joint proxy statement/prospectus. See the section entitled "Additional Information Where You Can Find More Information" beginning on page .

DRS

The historical selected earnings data and earnings from continuing operations per-share data presented below for the years ended March 31, 2003, 2004 and 2005 and the historical selected financial position data as of March 31, 2004 and 2005 presented below are derived from DRS's audited consolidated financial statements, incorporated by reference into this joint proxy statement/prospectus. The historical selected earnings data and earnings from continuing operations per-share data presented below for the years ended March 31, 2001 and 2002 and the historical selected financial position data as of March 31, 2001, 2002 and 2003 presented below are derived from DRS's audited consolidated financial statements, which are not included or incorporated by reference in this joint proxy statement/prospectus. The historical selected earnings data, and earnings from continuing operations per-share data presented below for the six months ended September 30, 2004 and 2005 and the historical selected financial position data as of September 30, 2005 are derived from DRS's unaudited consolidated financial statements, incorporated by reference in this joint proxy statement/prospectus. The historical selected financial position data as of September 30, 2004 is derived from DRS's unaudited consolidated financial statements, which are not included or incorporated by reference in this joint proxy statement/prospectus. The selected consolidated financial data also includes unaudited pro forma information derived from the information set forth in the "Unaudited Pro Forma Combined Condensed Financial Information," on page , which gives effect to: (1) the proposed merger of a wholly-owned subsidiary of DRS and ESSI in a purchase business combination, as a result of which DRS will acquire ESSI for cash and DRS common stock (subject to a minimum and a maximum number of shares) for an estimated purchase price of approximately \$1.9 billion, including estimated merger-related expenses, and the assumption and repayment of approximately \$86.0 million of ESSI's debt, (2) the assumed offering of a combination of senior notes, senior subordinated notes, senior convertible notes and the anticipated concurrent amendment and restatement of DRS's existing senior secured credit facility, (3) ESSI's February 1, 2005 acquisition of Spacelink in a purchase business combination and related

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financing, and (4) DRS's fiscal 2005 acquisitions of Night Vision Equipment Co., Inc. and Excalibur Electro Optics, Inc. (which are referred to collectively as NVEC and Affiliate).

| | Years Ended March 31,(1) | | | | | Six Months Ended September 30, | | | |
|---|--------------------------|------------|------------|------------|--------------|--------------------------------|------------|------------|----------------|
| | 2001 | 2002 | 2003 | 2004 | 2005 | Pro Forma 2005 | 2004 | 2005 | Pro Forma 2005 |
| (in thousands, except per-share data) | | | | | | | | | |
| Selected earnings data: | | | | | | | | | |
| Revenues | \$ 427,606 | \$ 517,200 | \$ 675,762 | \$ 986,931 | \$ 1,308,600 | \$ 2,388,874 | \$ 609,204 | \$ 700,389 | \$ 1,217,652 |
| Operating income(2) | 37,531 | 49,769 | 67,684 | 103,332 | 143,132 | 293,182 | 62,306 | 73,635 | 137,299 |
| Earnings from continuing operations before income taxes(2) | 24,954 | 38,361 | 55,872 | 77,331 | 102,968 | 165,558 | 43,527 | 51,685 | 74,400 |
| Earnings from continuing operations(2) | 11,978 | 20,331 | 30,171 | 43,542 | 58,126 | 98,409 | 24,975 | 32,972 | 47,977 |
| Selected earnings from continuing operations per-share data(3): | | | | | | | | | |
| Basic | 1.14 | 1.52 | 1.64 | 1.80 | 2.15 | 2.51 | 0.92 | 1.20 | 1.21 |
| Diluted | 1.01 | 1.41 | 1.58 | 1.76 | 2.09 | 2.46 | 0.90 | 1.15 | 1.18 |
| Cash dividends declared per share | | | | | | | | 0.06 | 0.06 |

| | As of March 31, | | | | As of September 30, | | |
|--|-----------------|------------|--------------|--------------|---------------------|--------------|----------------|
| | 2002 | 2003 | 2004 | 2005 | 2004 | 2005 | Pro Forma 2005 |
| (in thousands) | | | | | | | |
| Selected financial position data | | | | | | | |
| Total assets | \$ 608,182 | \$ 993,391 | \$ 1,625,390 | \$ 1,886,641 | \$ 1,566,259 | \$ 1,871,968 | \$ 3,970,622 |
| Long-term debt, excluding current installments | 138,060 | 216,837 | 565,530 | 727,611 | 544,222 | 705,775 | 1,941,499 |
| Stockholders' equity | 257,235 | 438,180 | 595,625 | 671,428 | 626,903 | 716,457 | 1,280,862 |

(1) DRS's selected financial data includes the effect of the following purchase business combinations and divestitures from their date of acquisition, or disposition, by fiscal year:

Fiscal Year 2005: NVEC and Affiliate acquired December 14, 2004;

Fiscal Year 2004: Integrated Defense Technologies, Inc. (IDT) acquired November 4, 2003.*

*

Two operating units acquired in connection with the IDT acquisition, DRS Weather Systems, Inc. and DRS Broadcast Technology, were divested in fiscal 2005.

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Fiscal Year 2003: The U.S.-based Unmanned Aerial Vehicle business of Meggitt Defense Systems Texas, Inc. acquired April 11, 2002; The Navy Controls Division of Eaton Corporation acquired July 1, 2002; DKD, Inc. acquired October 15, 2002; Paravant Inc. acquired November 27, 2002; the Electromagnetics Development Center of Kaman Corporation acquired January 15, 2003; Power Technology Incorporated acquired February 14, 2003; DRS Advanced Programs, Inc. divested November 22, 2002; and DRS Ahead Technology Inc. divested May 27, 2002.

Fiscal Year 2002: The Electro Mechanical Systems unit of Lockheed Martin Corporation acquired August 22, 2001; and The Sensors and Electronic Systems business of The Boeing Company acquired September 28, 2001.

Fiscal Year 2001: General Atronics Corporation acquired June 14, 2000.

- (2) Effective April 1, 2001, DRS adopted Statement of Financial Accounting Standard No. 142, "Goodwill and Other Intangible Assets," and ceased amortizing goodwill. Included in operating income for fiscal year 2001 is goodwill amortization of \$5.3 million.
- (3) Per-share data includes the weighted average impact of the November 4, 2003 issuance of 4,323,172 shares of common stock in connection with the acquisition of IDT, the December 20, 2002 issuance of 5,462,500 shares of common stock in a public offering and the December 19, 2001 issuance of 3,755,000 shares of common stock in a public offering.

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ESSI

The historical selected earnings data and earnings from continuing operations per-share data for the years ended October 31, 2002, 2003 and 2004 and the historical selected financial position data as of October 31, 2003 and 2004 presented below are derived from ESSI's audited consolidated financial statements, which are included in this joint proxy statement/prospectus. The historical selected earnings data and earnings from continuous operations per-share data for the year ended October 31, 2000 and 2001 and the historical selected financial position data as of October 31, 2000, 2001 and 2002 presented below are derived from ESSI's audited consolidated financial statements, which are not included or incorporated by reference in this joint proxy statement/prospectus. The historical selected earnings data and earnings from continuing operations per-share data for the nine months ended July 31, 2005 and the historical selected financial position data as of July 31, 2005 presented below are derived from ESSI's unaudited condensed consolidated financial statements, which are included in this joint proxy statement/prospectus. The historical selected financial position data as of July 31, 2004 presented below are derived from ESSI's unaudited condensed consolidated financial statements, which are not included or incorporated by reference in this joint proxy statement/prospectus.

| | Years Ended October 31,(1) | | | | | Nine Months Ended July 31, | |
|--|----------------------------|------------|------------|------------|------------|----------------------------|------------|
| | 2000 | 2001 | 2002 | 2003 | 2004 | 2004 | 2005 |
| (in thousands, except per-share data) | | | | | | | |
| Selected earnings data: | | | | | | | |
| Revenues | \$ 335,342 | \$ 365,198 | \$ 407,945 | \$ 572,701 | \$ 883,630 | \$ 627,257 | \$ 756,036 |
| Operating income(2) | 30,165 | 35,853 | 48,599 | 72,616 | 123,296 | 89,642 | 103,349 |
| Earnings from continuing operations before income taxes(2) | 21,186 | 29,949 | 45,360 | 70,956 | 122,434 | 88,734 | 102,046 |
| Earnings from continuing operations(2) | 12,711 | 18,269 | 27,666 | 43,283 | 75,909 | 54,572 | 63,268 |
| Selected earnings from continuing operations per-share data: | | | | | | | |
| Basic | 0.43 | 0.58 | 0.79 | 1.19 | 1.95 | 1.41 | 1.54 |
| Diluted | 0.41 | 0.53 | 0.76 | 1.12 | 1.82 | 1.31 | 1.47 |
| Cash dividends declared per share | 0.01 | 0.01 | 0.01 | 0.02 | 0.02 | 0.02 | 0.03 |

| | As of October 31, | | | | As of July 31, | |
|--|-------------------|------------|------------|------------|----------------|------------|
| | 2001 | 2002 | 2003 | 2004 | 2004 | 2005 |
| (in thousands) | | | | | | |
| Selected financial position: | | | | | | |
| Total assets | \$ 240,435 | \$ 290,147 | \$ 421,446 | \$ 511,134 | \$ 484,949 | \$ 708,863 |
| Long-term debt, excluding current installments | 42,000 | 21,000 | 781 | 799 | 1,946 | |
| Shareholders' equity | 109,392 | 134,857 | 197,167 | 336,956 | 312,485 | 447,546 |

(1) ESSI selected financial data includes the effect of the following purchase business combinations and disposition from their date of acquisition, or disposition, by fiscal year:

Fiscal Year 2005: PCA acquired January 7, 2005; Spacelink acquired effective February 1, 2005; Mobilized Systems acquired May 1, 2005.

Fiscal Year 2004: Pivotal Power acquired December 5, 2003.

Fiscal Year 2003: TAMSCO acquired May 1, 2003; EEI acquired September 24, 2003.

Fiscal Year 2002: Engineered Specialty Plastics, Inc. divested April 15, 2003; "Revenues," "Operating Income," "Earnings from Continuing Operations Before Income Taxes," and "Earnings from Continuing Operations" exclude the operating results of this operating unit for all periods presented.

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Fiscal Year 2002: Radian acquired May 10, 2002; UPSI acquired June 27, 2002.

(2)

Effective November 1, 2001, ESSI adopted Statement of Financial Accounting Standard No. 142, "Goodwill and Other Intangible Assets," and ceased amortizing goodwill. Included in operating income for the fiscal years ended October 31, 2000 and 2001 is goodwill amortization of \$1.9 million and \$1.9 million, respectively.

Comparative Historical and Pro Forma Per-Share Data

The following table presents certain unaudited historical per-share data of DRS and ESSI and unaudited pro forma combined per-share data of DRS and ESSI after giving effect to:

The proposed merger of a wholly-owned subsidiary of DRS into ESSI and its related financing;

DRS's December 14, 2004, acquisition of NVEC and Affiliate; and

ESSI's February 1, 2005, acquisition of Spacelink and its related financing.

The information set forth below should be read in conjunction with: (1) the historical consolidated financial statements and related notes of DRS, which are incorporated by reference in this joint proxy statement/prospectus, (2) the historical consolidated financial statements and related notes of ESSI, which are included in this joint proxy statement/prospectus, and (3) the unaudited condensed combined pro forma financial information included in this joint proxy statement/prospectus.

The unaudited pro forma combined per-share data and unaudited pro forma equivalent per-share data for the year ended March 31, 2005 combines the historical consolidated statement of earnings of DRS for the fiscal year ended March 31, 2005, incorporated by reference in this joint proxy statement/prospectus, with the consolidated statement of operations of ESSI for the adapted year ended January 31, 2005 (see "Unaudited Pro Forma Condensed Combined Financial Statement Information") and gives effect to the unaudited pro forma adjustments necessary to account for the merger and related financings and the ESSI and DRS acquisitions described above. The unaudited pro forma combined per-share data and unaudited pro forma equivalent per-share data for the six months ended September 30, 2005 combines the unaudited historical consolidated statement of earnings of DRS for the six months ended September 30, 2005, incorporated by reference in this joint proxy statement/prospectus, with the unaudited historical adapted consolidated statement of income of ESSI for the six months ended July 31, 2005, included elsewhere in this joint proxy statement/prospectus (see "Unaudited Pro Forma Condensed Combined Financial Statement Information" beginning on page), and gives effect to the unaudited pro forma adjustments necessary to account for the merger, acquisitions and financings described above. The pro forma combined per-share data and the pro forma equivalent per-share data do not purport to be indicative of the results of future operations or the results that would have occurred had the merger and other transactions described above been consummated at the beginning of the periods presented.

DRS

| | Year Ended March 31, 2005 | Six Months Ended September 30, 2005 |
|--|--|--|
| Historical per share data from continuing operations: | | |
| Basic earnings per share | \$ 2.15 | \$ 1.20 |
| Diluted earnings per share | 2.09 | 1.15 |
| Net book value per share (end of period)(1) | 24.44 | 25.57 |
| Cash dividends declared per share | | 0.06 |

ESSI

| | Year Ended October 31, 2004 | Nine Months Ended July 31, 2005 |
|--|--|--|
| Historical per share data from continuing operations: | | |
| Basic earnings per share | \$ 1.95 | \$ 1.54 |
| Diluted earnings per share | 1.82 | 1.47 |
| Net book value per share (end of period)(1) | 8.43 | 10.71 |
| Cash dividends declared per share | 0.02 | 0.03 |

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DRS and ESSI Pro Forma Combined

| | Year Ended March 31, 2005 | Six Months Ended September 30, 2005 |
|---|---------------------------------|---|
| Unaudited pro forma combined per share data: | | |
| Earnings from continuing operations per combined company's basic share(2) | \$ 2.51 | \$ 1.21 |
| Earnings from continuing operations per combined company's diluted share(2) | 2.46 | 1.18 |
| Pro forma cash dividends declared per combined company share(2) | | 0.06 |
| Earnings from continuing operations per combined equivalent ESSi basic share(3) | 0.69 | 0.33 |
| Earnings from continuing operations per combined equivalent ESSi diluted share(3) | 0.68 | 0.33 |
| Pro forma cash dividends declared per combined equivalent ESSi share(3) | | 0.02 |
| | | As of September 30, 2005 |
| Unaudited pro forma net book value per combined company's share(1) | | \$ 31.92 |
| Unaudited pro forma net book value per combined ESSi's share(3) | | 8.80 |

(1)

The historical net book value per DRS share is computed by dividing total stockholders' equity by the number of shares of common stock outstanding as of the date presented. The historical net book value per ESSi share is computed by dividing total stockholders' equity by the number of shares of common stock outstanding as of the date presented. The net book value per share of ESSi common stock at October 31, 2004 was adjusted for the three-for-two stock split effected by ESSi on April 15, 2005. The pro forma net book value per combined company's share is computed by dividing the pro forma total stockholders' equity by the pro forma number of shares of DRS common stock outstanding as of September 30, 2005, assuming the merger had occurred as of that date.

(2)

Shares used to calculate unaudited pro forma earnings from continuing operations per combined company's basic and diluted shares were computed by adding 12,103,216 shares of DRS common stock assumed to be issued in the merger to DRS's historical amounts. The pro forma adjustment to DRS's weighted average shares outstanding reflects the maximum number of shares of DRS common stock to be issued in the merger. The actual number of shares of DRS common stock issued in the merger will not be determined until the closing of the merger.

(3)

The unaudited pro forma combined per equivalent ESSi share is calculated by multiplying the pro forma combined amounts by the assumed exchange ratio of 0.2756 shares of DRS common stock for each share of ESSi common stock. The assumed exchange ratio does not include the \$30.10 per share cash consideration and reflects the maximum fraction of a share of DRS common stock that could be paid per share of ESSi common stock in the merger.

Comparative Stock Prices and Dividends*Comparison*

DRS's and ESSI's common stock are listed and traded on the NYSE and the Nasdaq, respectively, under the symbols "DRS" and "EASI," respectively. The following table sets forth, for the periods indicated, the high and low sales prices per share of DRS's and ESSI's common stock as reported on the NYSE composite transactions reporting system and the Nasdaq for each calendar quarter. DRS's and ESSI's fiscal years end on March 31 and October 31, respectively. For ease of comparison, the per-share data presented below is presented for the corresponding calendar period, rather than corresponding fiscal quarters of DRS and ESSI.

| Calendar Year | DRS Common Stock | | ESSI Common Stock | |
|--|------------------|----------|-------------------|----------|
| | High | Low | High | Low |
| 2003 | | | | |
| First Quarter | \$ 31.90 | \$ 21.00 | \$ 18.16 | \$ 13.93 |
| Second Quarter | \$ 28.83 | \$ 23.68 | \$ 18.97 | \$ 14.98 |
| Third Quarter | \$ 29.72 | \$ 23.62 | \$ 29.81 | \$ 17.87 |
| Fourth Quarter | \$ 29.38 | \$ 23.37 | \$ 41.29 | \$ 26.69 |
| 2004 | | | | |
| First Quarter | \$ 32.00 | \$ 26.94 | \$ 37.99 | \$ 30.33 |
| Second Quarter | \$ 32.32 | \$ 26.26 | \$ 40.01 | \$ 29.57 |
| Third Quarter | \$ 39.80 | \$ 33.84 | \$ 39.47 | \$ 24.22 |
| Fourth Quarter | \$ 45.79 | \$ 33.97 | \$ 40.26 | \$ 30.26 |
| 2005 | | | | |
| First Quarter | \$ 45.00 | \$ 37.31 | \$ 42.63 | \$ 33.83 |
| Second Quarter | \$ 51.80 | \$ 42.65 | \$ 39.10 | \$ 31.60 |
| Third Quarter | \$ 53.90 | \$ 45.55 | \$ 41.31 | \$ 32.25 |
| Fourth Quarter (through November 22, 2005) | \$ 52.92 | \$ 46.68 | \$ 41.47 | \$ 40.25 |

On September 21, 2005, the last trading day before the announcement of the signing of the merger agreement, the closing price of DRS common stock on the NYSE was \$48.00 per share. DRS declared dividends of \$0.03 per share of DRS common stock which were paid on June 30, 2005 and September 30, 2005 based on DRS stockholders of record on June 15, 2005 and September 15, 2005, respectively, and on November 3, 2005 declared a cash dividend of \$0.03 per share that will be paid on December 30, 2005 to DRS stockholders of record on December 15, 2005. ESSI shareholders will not be entitled to receive these dividends in respect of the DRS common stock issued to them in the merger. The declaration and payment of dividends is subject to the provisions of the DGCL and will depend upon business conditions, operating results, capital and reserve requirements, covenants in DRS debt agreements and the DRS board of directors' consideration of other relevant factors. DRS can give no assurances that it will continue to pay dividends on the DRS common stock in the future.

ESSI has paid a dividend of \$0.018 per share on a semi-annual basis for the past two fiscal years. ESSI's stock price has been adjusted for the three-for-two stock split effected by ESSI on October 31, 2003 and the three-for-two stock split on April 15, 2005. The merger agreement provides that ESSI may not declare, set aside or pay any dividend or make any similar payment with respect to its capital stock prior to the effective date of the merger.

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Market Price Data

The following table sets forth the high, low and closing reported sale price per share of DRS common stock on the NYSE and ESSI common stock on the Nasdaq, on September 21, 2005 and _____, 2005, respectively. September 21, 2005 was the last full trading day prior to our announcement of the execution of the merger agreement. _____, 2005 was the most recent practicable trading day for which information was available prior to the printing of this joint proxy statement/prospectus.

| | DRS Common Stock | | | ESSI Common Stock | | |
|------------------------------|------------------|----------|----------|-------------------|----------|----------|
| | High | Low | Close | High | Low | Close |
| September 21, 2005 , 2005 | \$ 49.60 | \$ 47.21 | \$ 48.00 | \$ 33.79 | \$ 33.15 | \$ 33.35 |

For illustrative purposes, the following table provides equivalent ESSI per share valuation information as of September 21, 2005 the last trading day before the merger agreement was announced, and _____, 2005, the most recent practicable date before this joint proxy statement/prospectus was printed. The actual value of the stock component of consideration received by ESSI shareholders at the closing of the merger will be based upon the average closing sale price of DRS common stock for each of the ten consecutive trading days ending with the second complete trading day before the closing of the merger.

| Date | Ten-Day Average Closing Sale Price of DRS Common Stock for Measurement Period | Equivalent ESSI Per-Share Value |
|------------------------------|---|------------------------------------|
| September 21, 2005 , 2005 | \$ 51.94(1) | \$ 43.00(2) |
| | (3) | (4) |

- (1) Equal to the average closing sale price per share of DRS common stock on the NYSE composite transactions reporting system for each of the ten consecutive trading days ended on _____, 2005, the second complete trading day prior to September 21, 2005.
- (2) Equal to (i) \$30.10, the cash component of the merger consideration plus (ii) the value of the stock component of the consideration, equal to (a) the exchange ratio (\$12.90 divided by \$51.938) multiplied by (b) \$51.938, the average closing sale price per share of DRS common stock during the illustrative measurement period.
- (3) Equal to the average closing sale price per share of DRS common stock on the NYSE composite transactions reporting system for each of the ten consecutive trading days ended on _____, 2005, the second complete trading day prior to _____, 2005.
- (4) Equal to (i) \$30.10, the cash component of the consideration plus (ii) the value of the stock component of the consideration, equal to (a) the exchange ratio () multiplied by (b) \$ _____, the average closing sale price per share of DRS common stock during the illustrative measurement period.

RISKS RELATING TO THE MERGER

In addition to the other information included in this joint proxy statement/prospectus, including the matters addressed in "Cautionary Statement Concerning Forward-Looking Statements," you should consider carefully the following risks before deciding whether to vote for approval of the merger agreement and the transactions contemplated by the merger agreement, in the case of ESSI shareholders, or for approval of the issuance of shares of DRS common stock, pursuant to the merger agreement, in the case of DRS stockholders. In addition, you should read and consider the risks associated with each of the businesses of DRS and ESSI because these risks will also affect the combined company. You also should consider the other information in this joint proxy statement/prospectus and the other documents incorporated by reference into this joint proxy statement/prospectus. See the section entitled "Additional Information Where You Can Find More Information" beginning on page .

DRS may not be able to obtain financing to pay the cash portion of the merger consideration.

In addition to the issuance of common stock, DRS intends to finance the merger using a portion of available cash on hand, borrowings provided for under the commitment letter issued by Bear Stearns and Wachovia for a \$706.9 million senior secured credit facility consisting of a \$356.9 million seven-year term loan and a \$350.0 million six-year revolving credit facility and through the issuance of a combination of senior fixed-rate notes, senior floating-rate notes, senior subordinated notes and/or convertible notes in an aggregate principal amount of \$950.0 million. DRS has entered into a commitment with Bear Stearns and Wachovia for the term loan and revolving credit facility. DRS also has entered into a separate commitment letter with each of Bear Stearns and Wachovia for up to a \$950.0 million interim credit facility, if the placement of the permanent debt financing cannot be consummated by the effective time of the merger. See "The Merger DRS Financing" beginning on page . Each of the commitment letters and the availability of the term loan, revolving credit facility and interim facility, if necessary, is subject to certain conditions precedent, including, among other things, that there be no material adverse effect on ESSI. Therefore, DRS cannot assure you that the financing pursuant to the commitment letters will be available. DRS's proposed offerings of notes pursuant to the permanent debt financing is subject to market and other customary conditions, including, but not limited to, general global and U.S. economic conditions, the market for similar securities, and delivery of customary documents, officer certifications and representations prior to, or at the time of, the closing of the notes offering. There can be no assurance that DRS will be able to complete the notes offering or enter into the term loan, the revolving credit facility or the interim facility, if necessary, on commercially reasonable terms, or at all.

As of September 30, 2005, DRS's cash and cash equivalents were approximately \$257.3 million. DRS will not be able to complete the merger if it is unable to obtain financing. DRS may terminate the merger agreement if funding to consummate the merger pursuant to financing arrangements on substantially the terms expected or other terms reasonably acceptable to DRS shall not have become available. However, DRS will not have this termination right if the failure to fulfill its obligations under the merger agreement to obtain such financing is the cause of such financing not becoming available. ESSI may terminate the merger agreement if DRS's financing contemplated in the merger agreement is not available and DRS fails to obtain substitute financing within 20 business days of advising ESSI of the unavailability of such financing or substitute financing. Under certain circumstances pursuant to the merger agreement, DRS must pay ESSI \$20.0 million in liquidated damages upon such termination by DRS or ESSI. See "The Merger Agreement Fees and Liquidated Damages" beginning on page .

DRS's level of indebtedness following the merger could adversely affect its operations, and DRS may incur substantial additional indebtedness in the future.

DRS's total debt outstanding as of September 30, 2005 was approximately \$708.4 million. DRS's pro forma indebtedness as of September 30, 2005, after giving effect to the merger and related

financing (as described under "Unaudited Condensed Combined Pro Forma Financial Data") is approximately \$1.9 billion. As a result of the increase in debt, demands on the cash resources of DRS will increase after the merger, which could have important effects on an investment in DRS common stock. For example, increased levels of indebtedness could, among other things:

- reduce funds available for investment in research and development, capital expenditures and dividends;
- adversely affect the cost and availability of funds from commercial lenders, debt financing transactions and other sources;
- create competitive disadvantages compared with other companies with lower debt levels;
- limit DRS's flexibility in addressing changes in the markets in which it competes;
- render DRS more vulnerable to general economic and industry conditions;
- decrease DRS's ability to engage in strategic acquisitions; and
- restrict DRS's ability to pay future dividends.

The terms of DRS's new financing agreements will include covenants restricting the activities of DRS and will require repayment of the debt in certain circumstances. In addition, following the merger, DRS may not be able to incur substantial additional indebtedness in the future. If DRS adds new debt, the related risks that it currently faces could intensify.

If DRS is unable to consummate permanent debt financing of at least \$950.0 million, DRS may enter into a new interim credit facility of up to \$950.0 million that is likely to be on terms substantially more restrictive and is likely to be more costly than the terms of the contemplated permanent financing. If any interim loan under the interim facility is not repaid within one year of the closing of the interim facility, the principal amount of such loan and any interest on the loan automatically will be exchanged for senior exchange notes which will bear a higher rate of interest and may contain other more restrictive terms than the interim credit facility. Additionally, if the interim facility has not been repaid within 90 days of the closing of the interim facility, Bear Stearns, in consultation with Wachovia, may demand that DRS issue and sell senior notes or senior subordinated notes in an amount sufficient to refinance the interim loans. For a more detailed description of DRS's proposed financing, see the section entitled "The Merger DRS Financing" beginning on page .

ESSI currently is subject to an SEC investigation that could require significant management attention and legal resources and could have a material adverse effect on the combined company.

In December 2004, ESSI was notified by the Enforcement Division of the SEC of the issuance of a formal order directing a private investigation captioned *In the Matter of Engineered Support Systems, Inc.* and in September 2005, ESSI received notice that the SEC staff had expanded the scope of its investigation. The investigation is discussed in greater detail under "The Merger Certain Legal Matters SEC Investigation" on page . In connection with the investigation, ESSI and certain of its directors and officers have received subpoenas and provided information and testimony to the SEC and one former director and officer who currently is a consultant has received a so-called Wells notice. ESSI continues to furnish information required by the SEC and otherwise to cooperate in connection with the investigation. We are unable to determine at this time the impact, if any, which the investigation could have on ESSI or the combined company after the merger. If ESSI is unable to resolve the SEC investigation before completion of the merger, it could require significant management attention and legal resources and could have a material adverse effect on the combined company.

The value of the stock component of the merger consideration could vary based upon the price of DRS common stock.

The merger consideration for each share of ESSI common stock includes \$30.10 in cash and a fraction of a share of DRS common stock to be determined based upon the average closing sale price of DRS common stock for the ten consecutive trading day period ending with the second complete trading day before the closing of the merger. The merger agreement provides that such fraction will be fixed at 0.2255 if the average price is \$57.20 or greater and 0.2756 if the average price is \$46.80 or less. If such average price is less than \$57.20 and greater than \$46.80, such fraction will be equal to \$12.90 divided by the average price. If the average price is between \$57.20 and \$46.80 per share, the total consideration per share of ESSI common stock as of the date will be valued at \$43.00; if the average price is less than \$46.80, the value of the per-share consideration will be less than \$43.00, and if the average price is greater than \$57.20, the value of the consideration per share of ESSI common stock will be greater than \$43.00. Accordingly, ESSI shareholders will not know the value of the stock component of the merger consideration until after the closing date.

The revenues of the combined company depend on DRS's and ESSI's ability to maintain levels of government business.

Both DRS and ESSI derive the substantial majority of their revenues from contracts or subcontracts with domestic and non-U.S. government agencies. A significant reduction in the purchase of our products by these agencies, and principally by the U.S. Army and U.S. Navy, would have a material adverse effect on the businesses of DRS and ESSI. For fiscal years ended March 31, 2005, 2004 and 2003, approximately 84%, 85% and 81%, respectively, of DRS's revenues were derived directly or indirectly from defense-industry contracts with the U.S. government and its agencies. In addition, in each of the fiscal years ended March 31, 2005, 2004 and 2003, less than 14% of DRS's revenues were derived directly or indirectly from sales to foreign governments. Additionally, for fiscal years ended October 31, 2004, 2003 and 2002, approximately 94%, 95% and 91%, respectively, of ESSI's revenues were derived directly or indirectly from defense industry contracts with the U.S. government and its agencies. In addition, in each of the fiscal years ended October 31, 2004, 2003 and 2002, approximately 3% of ESSI's revenues were derived directly or indirectly from sales to foreign governments. Therefore, the development of the combined company's business in the future will depend upon the continued willingness of the U.S. government and its prime contractors to commit substantial resources to defense programs and, in particular, upon the continued purchase of our products and other products which incorporate our products, by the U.S. government. In particular, the current funding demands on the U.S. government combined with a potential reduction of forces in Iraq, may lead to lower levels of government defense spending.

The risk that governmental purchases of our products may decline stems from the nature of our business with the U.S. government, in which the U.S. government may:

- terminate contracts at its convenience;
- terminate, reduce or modify contracts or subcontracts if its requirements or budgetary constraints change;
- cancel multi-year contracts and related orders if funds become unavailable;
- shift its spending priorities; and
- adjust contract costs and fees on the basis of audits done by its agencies.

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In addition, as defense businesses, DRS and ESSI are subject to the following risks in connection with government contracts:

the frequent need to bid on programs prior to completing the necessary design, which may result in unforeseen technological difficulties and/or cost overruns;

the difficulty in forecasting long-term costs and schedules and the potential obsolescence of products related to long-term fixed-price contracts;

when we act as a subcontractor, the failure or inability of the primary contractor to perform its prime contract, which may result in our inability to obtain payment of our fees and contract costs; and

our contract wins can be contested by other contractors.

The price of DRS common stock may be affected by factors different from those affecting the price of ESSI common stock.

Holders of ESSI common stock will be entitled to receive cash and DRS common stock in the merger and thus will become holders of DRS common stock. DRS's business is different in certain ways from that of ESSI, and DRS's results of operations, as well as the price of DRS common stock, may be affected by factors different from those affecting ESSI's results of operations and the price of ESSI common stock. The price of DRS common stock may fluctuate significantly following the merger, including as a result of factors over which DRS has no control. For a discussion of ESSI's businesses and certain factors to consider in connection with such businesses, see "Information Regarding ESSI" and "Management's Discussion and Analysis of Financial Condition and Results of Operations of ESSI."

Factors affecting DRS's business include:

DRS's revenues are dependent on its ability to maintain its government business;

DRS's revenues will be adversely affected if it fails to receive renewal of follow-on contracts;

DRS's failure to anticipate technical problems, estimate costs accurately or control costs with respect to the performance of fixed-price contracts may reduce its profit or cause a loss;

DRS may experience production delays if its suppliers fail to deliver materials to it;

DRS's backlog is subject to reduction and cancellation;

competition;

military conflict, war or terrorism;

government regulation;

technological change; and

DRS's ability to use and safeguard intellectual property.

The market price of DRS common stock may decrease as a result of the merger.

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In the merger, ESSI shareholders will receive consideration that includes DRS common stock. A number of factors may cause the market price of such DRS common stock to fluctuate significantly after the merger, including:

the success of the integration of DRS's and ESSI's operations;

DRS's realization of expected business opportunities and growth prospects from the merger;

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short-term selling pressure on the market price of DRS common stock resulting from sales of DRS shares received by ESSi's shareholders in the merger;

DRS's operating results and those of defense companies in general;

the public's reaction to DRS's press releases, announcements and filings with the SEC;

changes in earnings estimates or recommendations by research analysts;

DRS's ability to reduce the indebtedness undertaken in connection with the acquisition of ESSi;

changes in general conditions in the U.S. economy, financial markets, global climate or defense industry;

natural disasters, terrorist attacks or acts of war;

other developments affecting DRS or its competitors; and

additional issuances of DRS common stock.

Integration of DRS's and ESSi's operations will be complex, time-consuming and expensive and may adversely affect the results of operations of DRS after the merger.

The anticipated benefits of the merger will depend in part on whether DRS and ESSi can integrate their operations in an efficient, timely and effective manner. Integrating DRS and ESSi will be a complex, time-consuming and expensive process. ESSi will represent DRS's largest and most significant acquisition to date. Successful integration will require, among other things, combining the companies':

business development efforts;

key personnel;

geographically separate facilities; and

business and executive cultures.

DRS and ESSi may not accomplish this integration successfully and may not realize the benefits contemplated by combining the operations of both companies. The diversion of management's attention to the integration effort and any difficulty encountered in combining operations could cause the interruption of, or a loss of momentum in, the activities of either or both of the companies' businesses.

DRS's failure to successfully integrate ESSi on a timely basis into DRS's operations could reduce DRS's profitability.

DRS expects that the acquisition of ESSi will result in certain business opportunities and growth prospects. DRS, however, may never realize these expected business opportunities and growth prospects. DRS may experience increased competition that limits its ability to expand its business, DRS's assumptions underlying estimates of expected cost savings may be inaccurate or general industry, and business conditions may deteriorate. The acquisition involves numerous risks, including, but not limited to:

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difficulties in assimilating and integrating the operations, technologies and products of ESSI;

the diversion of DRS's management's attention from other business concerns;

DRS's current operating and financial systems and controls may be inadequate to deal with the combined company's operations;

the risk that the combined company will be unable to maintain or renew any of ESSI's government contracts;

the risks of DRS entering markets in which it has limited or no experience; and

the loss of key employees.

If these factors limit DRS's ability to integrate the operations of ESSI successfully or on a timely basis, DRS's expectations of future results of operations may not be met. In addition, DRS's growth and operating strategies for ESSI's business may be different from the strategies that ESSI currently is pursuing. If DRS's strategies are not the proper strategies for ESSI, it could have a material adverse effect on the business, financial condition and results of operations of the combined company. See "Cautionary Statement Concerning Forward-Looking Statements" on page .

The merger may adversely affect the combined company's ability to attract and retain key ESSI employees.

ESSI employees may experience uncertainty about their future roles after the merger. In addition, ESSI employees, including key executives and members of ESSI's senior management, may determine that they do not desire to work for DRS for a variety of reasons and may seek early retirement or other employment opportunities. These factors may adversely affect the combined company's ability to attract and retain key management, engineering, sales, marketing and other personnel. There is a continuing demand for qualified technical personnel and DRS's future growth and success will depend in part upon its ability to attract, train and retain such personnel. Competition for personnel in the defense industry is intense. An inability to attract and maintain a sufficient number of technical personnel, including ESSI personnel, could have a material adverse effect on DRS's contract performance and ability to capitalize on market opportunities.

A number of senior executive officers of ESSI have agreements requiring payments in the event of a change in control of ESSI. (See "The Merger Interests of Certain Individuals in the Merger" on page). Moreover, several of these executives have indicated their desire to retire from ESSI upon completion of the merger. Departing key employees may be difficult to replace, and their loss may have a material adverse effect on the combined company's operations.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This joint proxy statement/prospectus, including information included or incorporated by reference in this proxy statement/prospectus, contains or may contain certain forward-looking statements, within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Generally, the words "will," "may," "should," "continue," "believes," "expects," "intends," "anticipates," "estimates" or similar expressions identify forward-looking statements and any statements regarding the benefits of the merger, or DRS's or ESSI's financial condition, results of operations and business are also forward-looking statements. Without limiting the generality of the preceding sentence, the statements contained in the sections "The Merger Background of the Merger," "The Merger Recommendation of the DRS Board of Directors and its Reasons for the Merger," "The Merger Recommendation of the ESSI Board of Directors and its Reasons for the Merger," "The Merger Opinion of Bear Stearns, Financial Advisor to DRS," "The Merger Opinion of Merrill Lynch, Financial Advisor to DRS," "The Merger Opinion of Lehman Brothers, Financial Advisor to ESSI" and "Unaudited Pro Forma Condensed Combined Financial Information" constitute forward-looking statements. In addition, some statements about ESSI's business contained in the sections "Information Regarding ESSI," "Management's Discussion and Analysis of Financial Condition and Results of Operations of ESSI" and "Quantitative and Qualitative Disclosure About Market Risk Applicable to ESSI" and elsewhere in this document are forward-looking statements.

These forward-looking statements involve certain risks and uncertainties. Factors that could cause actual results to differ materially from those contemplated by the forward-looking statements include, among others, the following factors:

operating results following the proposed acquisition may be lower than expected;

competitive pressure among companies in the industries in which DRS and ESSI operate may increase significantly;

costs or difficulties related to the integration of the businesses of DRS and ESSI may be greater than expected;

adverse changes in the interest rate environment may reduce interest margin, adversely affect asset values of DRS or ESSI or increase the borrowing costs of each company;

general economic conditions, whether nationally or in the market areas in which DRS and ESSI conduct business, may be less favorable than expected;

legislation or regulatory changes may adversely affect the businesses in which DRS and ESSI are engaged;

the uncertainty of acceptance of new products and successful bidding for new contracts;

the effect of technological changes or obsolescence relating to each company's products and services;

the effects of government regulation or shifts in government policy, as they may relate to each company's products and services; or

adverse changes may occur in the securities markets generally.

Any forward-looking statements in the joint proxy statement/prospectus are not guarantees of future performance, and actual results, developments and business decisions may differ from those contemplated by those forward-looking statements, possibly materially. DRS and ESSI disclaim any duty to update any forward-looking statements, all of which are expressly qualified by the statements in this section. See also "Additional Information Where You Can Find More Information" on page .

THE DRS SPECIAL MEETING

General

This joint proxy statement/prospectus is being provided to DRS stockholders as part of a solicitation of proxies by the DRS board of directors for use at a special meeting of DRS stockholders. This joint proxy statement/prospectus provides DRS stockholders with the information they need to know to be able to vote or instruct their vote to be cast at the special meeting of DRS stockholders.

Date, Time, Place and Purpose of the DRS Special Meeting

The special meeting of DRS stockholders will be held on _____, _____ at _____ a.m., local time, at the headquarters of DRS, 5 Sylvan Way, Floor 3, Parsippany, New Jersey 07054.

The DRS special meeting is being held for the following purposes:

to consider and vote upon a proposal to approve the issuance of shares of DRS common stock pursuant to the Agreement and Plan of Merger, dated as of September 21, 2005, by and among DRS, Maxco, a wholly-owned subsidiary of DRS, and ESSI; and

to consider and vote upon a proposal to approve an amendment to the certificate of incorporation of DRS to increase the number of authorized shares of DRS common stock from 50,000,000 to 100,000,000.

We will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournments or postponements of the special meeting.

Recommendation of the DRS Board of Directors

Proposal 1

The DRS board of directors has determined that the merger agreement and the transactions contemplated by the merger agreement are advisable and in the best interests of DRS and has unanimously approved the merger agreement and unanimously recommends that DRS stockholders vote **"FOR"** approval of the issuance of shares of DRS common stock to ESSI shareholders pursuant to the merger agreement. See "The Merger Recommendation of the DRS Board of Directors and Its Reasons for the Merger" on page _____.

Proposal 2

The DRS board of directors unanimously approved a resolution, subject to stockholder approval, to amend DRS's certificate of incorporation to increase the number of authorized shares of DRS common stock and unanimously recommends that DRS stockholders vote **"FOR"** approval of the amendment to DRS's certificate of incorporation.

Under Section 242(b) of the DGCL, an amendment to DRS's certificate of incorporation must be approved by a majority of the board of directors and requires the affirmative vote of the holders of a majority of the outstanding shares of DRS common stock entitled to vote on the proposal. As required under Section 242(b), the DRS board of directors has unanimously adopted a resolution approving, and recommending to DRS stockholders for approval, a proposal to amend DRS's certificate of incorporation to increase the number of authorized shares of common stock from 50,000,000 to 100,000,000 and to submit the amendment to the vote of stockholders at the special meeting. The text of the proposed certificate of amendment to DRS's certificate of incorporation is attached as Annex E to this joint proxy statement/prospectus. If the proposed amendment is adopted, it will become effective upon filing the certificate of amendment with the Secretary of State of the State of Delaware. DRS reserves the right to abandon or modify, upon approval of the DRS board of directors, the proposed

amendment to DRS's certificate of incorporation to increase the number of authorized shares of DRS common stock at any time prior to the filing of the amendment with the Secretary of State of the State of Delaware, including after approval of the stockholders has been obtained.

There are 50,000,000 shares of DRS common stock authorized under DRS's certificate of incorporation and as of the DRS record date, approximately million shares of DRS common stock were outstanding or reserved for issuance. Following completion of the merger with ESSl, there will be a maximum of approximately million shares of DRS common stock outstanding or reserved for issuance. While DRS currently has a sufficient number of shares of common stock authorized to close the merger, the DRS board of directors believes it is desirable to authorize additional shares of common stock so that there will be sufficient shares available for issuance for purposes that the DRS board of directors may later determine to be in the best interests of DRS and its stockholders. Those purposes could include, but are not limited to, making acquisitions through the use of stock, raising capital, adopting additional employee benefit plans, reserving additional shares for issuance under such plans and under plans of acquired companies and for other corporate purposes. The DRS board of directors believes that approval of the proposed amendment to increase the authorized shares of common stock is necessary to provide DRS with the flexibility to pursue these types of opportunities without added delay and expense. If the proposed amendment is adopted, 50,000,000 additional shares of common stock will be available for issuance by the DRS board of directors without any further stockholder approval, although certain issuances of shares may require stockholder approval in accordance with the requirements of the NYSE or the DGCL. Other than in connection with the financing of the merger and the issuance of shares under benefit plans previously approved by DRS stockholders, DRS has no plans for the issuance of DRS common stock at this time.

If the proposal to amend DRS's certificate of incorporation is approved by DRS stockholders, the increased flexibility of the DRS board of directors to authorize the issuance of additional shares of stock could enhance the ability of the DRS board of directors to negotiate on behalf of DRS stockholders in a takeover situation. Although it is not the purpose of the proposed amendment, the DRS board of directors could potentially use the newly authorized shares of common stock to discourage, delay or make more difficult a change in control of DRS. For example, these shares could be privately placed with purchasers who might align themselves with the DRS board of directors in opposing a hostile takeover bid. The issuance of additional shares might serve to dilute the stock ownership of a person seeking to obtain control and thereby increase the cost of acquiring a given percentage of the outstanding stock. DRS is not aware of any pending or proposed effort to acquire control of DRS.

The relative rights and limitations of the common stock would remain unchanged under the proposed amendment. DRS stockholders do not currently have preemptive rights with respect to common stock. Thus, if the DRS board of directors determines to authorize the issuance of additional shares of common stock, existing stockholders would not have any preferential rights to purchase those shares. If the DRS board of directors determines to issue additional shares of common stock, the issuance could have a dilutive effect on the earnings per share and voting power of current stockholders.

DRS stockholders are voting on each proposal separately. The vote of DRS stockholders on one proposal has no bearing on the other proposal, or on any other matter that may come before the DRS special meeting.

Record Date; Outstanding Shares; Shares Entitled to Vote

Only holders of record of DRS common stock at the close of business on the record date, , 2005, are entitled to notice of and to vote at the DRS special meeting. As of the DRS record date, there were shares of DRS common stock outstanding and entitled to vote at

the special meeting. Each holder of DRS common stock is entitled to one vote for each share of DRS common stock owned as of the DRS record date.

A list of DRS stockholders will be available for review at the special meeting and at the executive offices of DRS during regular business hours for a period of ten days before the special meeting.

Quorum

A quorum of DRS's stockholders is necessary to hold a valid special meeting. The required quorum for the transaction of business at the special meeting is a majority of the outstanding shares of DRS common stock entitled to vote and present, whether in person or by proxy, at the DRS special meeting. All shares of DRS common stock represented at the DRS special meeting, including abstentions and "broker non-votes," if any, will be treated as shares that are present and entitled to vote for purposes of determining the presence of a quorum. "Broker non-votes" are shares held by a broker or other nominee that are represented at the meeting, but with respect to which the broker or nominee is not instructed by the beneficial owner of the shares to vote on the particular proposal and the broker does not have discretionary voting power on the proposal.

Vote Required

Proposal 1

In accordance with NYSE listing requirements, approval of the issuance of DRS common stock in the merger requires the affirmative vote of the holders of a majority of shares of DRS common stock cast on such proposal, in person or by proxy, provided that the total votes cast on the proposal represent over 50% of the outstanding shares of DRS common stock entitled to vote on the proposal. Votes "for" and votes "against" count as votes cast, while abstentions and "broker non-votes" do not count as votes cast. All outstanding shares of DRS common stock, including "broker non-votes", if any, count as shares entitled to vote. Thus the total sum of votes "for," plus votes "against," which is referred to as the "NYSE Votes Cast," must represent more than 50% of the outstanding shares of DRS common stock entitled to vote on the proposal. Once satisfied, the number of votes "for" the proposal must be greater than 50% of NYSE Votes Cast. Assuming a quorum is present and the total votes cast on the proposal to approve the issuance of DRS common stock in the merger represent more than 50% of the outstanding shares of DRS common stock entitled to vote on the proposal, the failure of a DRS stockholder to vote or a decision by a DRS stockholder to abstain will have no effect in determining whether the issuance of DRS common stock is approved. It is expected that brokers and other nominees will not have discretionary voting authority on this proposal and thus broker non-votes will result from this proposal. Abstentions and broker non-votes could have a negative effect on DRS's ability to obtain the necessary number of NYSE Votes Cast.

Proposal 2

In accordance with the requirements of DGCL, the approval of the amendment to DRS's certificate of incorporation to increase the number of authorized shares of DRS common stock requires the affirmative vote of the holders of a majority of the outstanding shares of DRS common stock entitled to vote on the proposal. For this proposal, abstentions will have the same effect as a vote against the proposal. It is expected that brokers and other nominees will have discretionary voting authority on this proposal and thus broker non-votes will not result from this proposal.

Voting by DRS Directors and Executive Officers

As of the DRS record date for the special meeting, the directors and executive officers of DRS as a group beneficially owned and were entitled to vote approximately _____ shares of DRS common stock, or approximately _____ % of the outstanding shares of DRS on that date.

Voting; Proxies; Revocation

You may vote by proxy or in person at the DRS special meeting. Votes cast by proxy or in person at the DRS special meeting will be tabulated and certified by DRS's transfer agent, Mellon Investor Services.

Voting in Person

If you plan to attend the DRS special meeting and wish to vote in person, you will be given a ballot at the special meeting. Please note, however, that if your shares are held in "street name," which means your shares are held of record by a broker, bank or other nominee, and you wish to vote at the DRS special meeting, you must bring to the special meeting a proxy from the record holder of the shares authorizing you to vote at the DRS special meeting.

Voting by Proxy

Your vote is very important. Accordingly, please complete, sign, date and return the enclosed proxy card or, if the option is available to you, grant your proxy electronically over the Internet or by telephone, whether or not you plan to attend the DRS special meeting in person. You should vote your proxy even if you plan to attend the DRS special meeting. You can always change your vote at the special meeting, if necessary. Voting instructions are included on your proxy card. If you properly give your proxy and submit it to DRS in time to vote, one of the individuals named as your proxy will vote your shares as you have directed. A proxy card is enclosed for your use.

The method of voting by proxy differs for shares held as a record holder and shares held in "street name." If you hold your shares of DRS common stock as a record holder or as a participant in the DRS Plan, you may vote by signing and dating the enclosed proxy card and promptly returning it in the enclosed postage-paid envelope or otherwise mailing it to DRS, or by submitting a proxy over the Internet or by telephone by following the instructions on the enclosed proxy card. If you hold your shares of DRS common stock in street name, which means your shares are held of record by a broker, bank or nominee, you will receive instructions from your broker, bank or other nominee that you must follow in order to vote your shares. Your broker, bank or nominee may allow you to deliver your voting instructions over the Internet or by telephone. Please see the voting instructions from your broker, bank or nominee that accompany this joint proxy statement/prospectus.

All properly signed proxies that are received prior to the special meeting and that are not revoked will be voted at the special meeting according to the instructions indicated on the proxies or, if no direction is indicated, they will be voted **"FOR"** approval of the issuance of shares of DRS common stock pursuant to the merger agreement and **"FOR"** approval of the amendment to DRS's certificate of incorporation to increase the number of authorized shares of DRS common stock.

As of the DRS record date, there were approximately 6,000 shares of DRS common stock held by employees of DRS through the DRS Plan. If you hold shares of DRS common stock through the DRS Plan, your proxy will serve to direct the trustees of the plan to vote your shares in accordance with your instructions. Shares of DRS common stock for which the trustee has not received instructions from the respective DRS Plan participant, or for which the DRS Plan participant has revoked its proxy before the special meeting, will be considered not voted. The DRS Plan provides that, except as required by law, the trustees shall not vote any not voted DRS shares held under the DRS Plan. The trustees have determined that their fiduciary obligations, arising under the Employee Retirement Income Security Act of 1974, as amended, require them to vote any not voted shares DRS common stock held under the DRS Plan. Therefore, the trustees have determined that all unvoted shares of DRS common stock in the plan will be voted **"FOR"** Proposal 1 and **"FOR"** Proposal 2 at the special meeting by the investment committee under the plan or a delegated member of such committee.

Revocation of Proxy

You may revoke your proxy at any time before your proxy is voted at the DRS special meeting by taking any of the following actions:

delivering to the Secretary of DRS a signed written notice of revocation, bearing a date later than the date of the proxy, stating that the proxy is revoked;

signing and delivering a new proxy, relating to the same shares and bearing a later date;

submitting another proxy by telephone or on the Internet (your latest telephone or Internet voting instructions are followed);
or

if you are a holder of record, attending the DRS special meeting and voting in person, although attendance at the special meeting will not, by itself, revoke a proxy.

If your shares are held in "street name," you may change your vote by submitting new voting instructions to your broker, bank or other nominee. You must contact your broker, bank or other nominee to find out how to do so.

Written notices of revocation and other communications with respect to the revocation of DRS proxies should be addressed to:

DRS Technologies, Inc.
5 Sylvan Way
Parsippany, New Jersey 07054
Attention: Corporate Secretary

Abstentions and Broker Non-Votes

For Proposal 1, assuming a quorum is present and the total votes cast on the proposal to approve the issuance of DRS common stock in the merger represent more than 50% of the outstanding shares of DRS common stock entitled to vote on the proposal, the failure of a DRS stockholder to vote or a decision by a DRS stockholder to abstain will have no effect in determining whether the issuance of DRS common stock is approved.

For Proposal 2, abstentions will have the same effect as voting against approval of the amendment to DRS's certificate of incorporation to increase the authorized number of shares of DRS common stock.

Under the listing requirements of the NYSE, brokers who hold shares of DRS common stock in "street name" for a beneficial owner of those shares typically have the authority to vote in their discretion on "routine" proposals when they have not received instructions from beneficial owners. However, brokers are not allowed to exercise their voting discretion with respect to the approval of matters which the NYSE determines to be "non-routine" without specific instructions from the beneficial owner. These non-voted shares are referred to as "broker non-votes." If your broker holds your DRS common stock in "street name," your broker will vote your shares on a "non-routine" proposal only if you provide instructions on how to vote by filling out the voting instruction form sent to you by your broker with this joint proxy statement/prospectus.

It is expected that brokers and other nominees will not have discretionary voting authority on Proposal 1, and thus broker non-votes will result from Proposal 1. It is expected that brokers and other nominees will have discretionary voting authority on Proposal 2, and thus broker non-votes will not result from Proposal 2.

Proxy Solicitation

DRS is soliciting proxies for the DRS special meeting from DRS stockholders. DRS will bear the entire cost of soliciting proxies from DRS stockholders, except that DRS and ESSI have each agreed to share equally all expenses incurred in connection with the filing with the SEC of the registration statement of which this joint proxy statement/prospectus forms a part, and the printing and mailing of this joint proxy statement/prospectus and related proxy materials. In addition to the solicitation of proxies by mail, DRS will request that brokers, banks and other nominees send proxies and proxy materials to the beneficial owners of DRS common stock held by them and secure their voting instructions, if necessary. DRS will reimburse those record holders for their reasonable expenses. DRS has also made arrangements with Innisfree M&A Incorporated to assist it in soliciting proxies, and has agreed to pay a fee of approximately \$10,000 plus expenses for those services. DRS also may use several of its regular employees, who will not be specially compensated, to solicit proxies from DRS stockholders, either personally or by telephone, Internet, telegram, facsimile or special delivery letter.

Other Business; Adjournments

DRS does not expect that any matter other than the proposals presented in this joint proxy statement/prospectus will be brought before the DRS special meeting. However, if other matters incident to the conduct of the special meeting are properly presented at the special meeting or any adjournment or postponement of the special meeting, the persons named as proxies will vote in accordance with their best judgment with respect to those matters.

Adjournments may be made for the purpose of, among other things, soliciting additional proxies. An adjournment may be made from time to time by approval of the holders of shares representing a majority of the votes present in person or by proxy at the special meeting, whether or not a quorum exists, without further notice other than by an announcement made at the special meeting. DRS currently does not intend to seek an adjournment of the DRS special meeting.

Assistance

If you need assistance in completing your proxy card or have questions regarding the DRS special meeting, please contact Innisfree M&A Incorporated toll-free at (877) 687-1874 (banks and brokers may call collect at (212) 750-5833) or contact DRS Investor Relations at (973) 898-1500.

THE ESSI SPECIAL MEETING

General

This joint proxy statement/prospectus is being provided to ESSI shareholders as part of a solicitation of proxies by the ESSI board of directors for use at a special meeting of ESSI shareholders. This joint proxy statement/prospectus provides ESSI shareholders with the information they need to know to be able to vote or instruct their vote to be cast at the special meeting of ESSI shareholders.

Date, Time, Place and Purpose of the ESSI Special Meeting

The special meeting of ESSI shareholders will be held on _____, _____ at _____ a.m., local time, at the headquarters of ESSI, 201 Evans Lane, St. Louis, Missouri 63121.

The ESSI special meeting is being held for the following purpose:

to consider and vote upon a proposal to approve the Agreement and Plan of Merger, dated as of September 21, 2005, by and among DRS, Maxco, a wholly-owned subsidiary of DRS, and ESSI, and the transactions contemplated by the merger agreement.

ESSI will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournments or postponements of the special meeting.

For security purposes, if you plan to attend the ESSI special meeting, you must notify the Secretary of ESSI of your intent to do so by _____, _____, _____. The enclosed proxy should be returned by _____, _____ in the enclosed envelope to ensure that your vote is counted at the special meeting.

Recommendation of the ESSI Board of Directors

The ESSI board of directors has determined that the merger agreement and the transactions contemplated by the merger agreement are fair to and in the best interests of ESSI and its shareholders and has unanimously approved the merger agreement and the transactions contemplated by the merger agreement. Accordingly, the ESSI board unanimously recommends that ESSI shareholders vote **"FOR"** approval of the merger agreement and the transactions contemplated by the merger agreement. See "The Merger Recommendation of the ESSI Board of Directors and Its Reasons for the Merger" on page _____.

Record Date; Outstanding Shares; Shares Entitled to Vote

Only holders of record of ESSI common stock at the close of business on the ESSI record date, _____, 2005 are entitled to notice of and to vote at the ESSI special meeting. As of the ESSI record date, there were _____ shares of ESSI common stock outstanding and entitled to vote at the special meeting held by approximately _____ holders of record. Each holder of ESSI common stock is entitled to one vote for each share of ESSI common stock owned as of the ESSI record date.

ESSI's by-laws and the MBCL provide that a list of ESSI shareholders must be available for review at the ESSI special meeting and at the executive offices of ESSI during regular business hours for a period of at least ten days before the special meeting.

Quorum

A quorum of shareholders is necessary to hold a valid special meeting of ESSI. The required quorum for the transaction of business at the special meeting is a majority of the outstanding shares of ESSI common stock entitled to vote and present at the special meeting, whether in person or by proxy at the ESSI special meeting. All shares of ESSI common stock represented at the ESSI special meeting,

including abstentions and "broker non-votes," if any, will be treated as shares that are present and entitled to vote for purposes of determining the presence of a quorum. "Broker non-votes" are shares held by a broker or other nominee that are represented at the meeting, but with respect to which the broker or nominee is not instructed by the beneficial owner of the shares to vote on the particular proposal and the broker does not have discretionary voting power on the proposal.

Vote Required

The approval of the merger agreement and the transactions contemplated by the merger agreement will require the affirmative vote of holders of at least two-thirds of the outstanding shares of ESSI common stock entitled to vote on the merger agreement at the ESSI special meeting.

It is expected that brokers and other nominees in the absence of instructions from the beneficial owners of the shares will not have discretionary voting authority to vote those shares on the merger agreement and the transactions contemplated by the merger agreement. Because approval of the merger agreement and the transactions contemplated by the merger agreement requires the affirmative vote of holders of at least two-thirds of the outstanding ESSI shares, abstaining, not voting on the proposal, or failing to instruct your broker on how to vote ESSI shares held for you by the broker, will have the same effect as a vote against the merger agreement and the transactions contemplated by the merger agreement.

Voting by ESSI Directors and Executive Officers

As of the ESSI record date for the ESSI special meeting, the directors and executive officers of ESSI as a group beneficially owned and were entitled to vote approximately _____ shares of ESSI common stock, or approximately _____ % of the outstanding shares of ESSI on that date.

Voting; Proxies; Revocation

You may vote by proxy or in person at the ESSI special meeting. Votes cast by proxy or in person at the ESSI special meeting will be tabulated and certified by ESSI's transfer agent, Mellon Investor Services LLC.

Voting in Person

If you plan to attend the ESSI special meeting and wish to vote in person, you will be given a ballot at the ESSI special meeting. Please note, however, that if your shares are held in "street name," which means your shares are held of record by a broker, bank or other nominee, and you wish to vote at the ESSI special meeting, you must bring to the ESSI special meeting a proxy from the record holder of the shares authorizing you to vote at the ESSI special meeting.

Voting by Proxy

Your vote is very important. Accordingly, please sign complete, date and return the enclosed proxy card or, if the option is available to you, grant your proxy electronically over the Internet or by telephone, whether or not you plan to attend the ESSI special meeting in person. You should vote your proxy even if you plan to attend the ESSI special meeting. You can always change your vote at the special meeting, if necessary. Voting instructions are included on your proxy card. If you properly give your proxy and submit it to ESSI in time to vote, one of the individuals named as your proxy will vote your shares as you have directed. A proxy card is enclosed for your use.

The method of voting by proxy differs for shares held as a record holder and shares held in "street name." If you hold your shares of ESSI common stock as a record holder, you may vote by completing, signing and dating the enclosed proxy card and promptly returning it in the enclosed postage-paid

envelope. Record holders may also submit a proxy over the Internet or by telephone by following the instructions on the enclosed proxy card. Participants in ESSI's 401(k) Plan may provide their instructions to the ESSI 401(k) Plan trustee by signing and returning the enclosed proxy card in the accompanying postage paid envelope or by submitting a proxy over the Internet or by telephone by following the instructions on the enclosed proxy card. The ESSI 401(k) Plan trustee must receive participant vote instructions no later than . If you hold your shares of ESSI common stock in street name, which means your shares are held of record by a broker, bank or other nominee, you will receive instructions from your broker, bank or other nominee that you must follow in order to vote your shares. Your broker, bank or nominee may allow you to deliver your voting instructions over the Internet or by telephone. Please see the voting instructions from your broker, bank or nominee that accompany this joint proxy statement/prospectus.

All properly signed proxies that are received prior to the ESSI special meeting and that are not revoked will be voted at the special meeting according to the instructions indicated on the proxies or, if no direction is indicated, "**FOR**" approval of the merger agreement and transactions contemplated by the merger agreement.

As of the ESSI record date, there were approximately shares of ESSI common stock held by employees of ESSI through the ESSI 401(k) Plan. If you are a participant of this stock purchase plan, your proxy will serve to direct the trustee of the plan to vote your shares in accordance with your instructions. Shares of ESSI common stock for which the trustee has not received instructions from the respective plan participant, or for which the plan participant has revoked its proxy before the special meeting, will be considered not voted. All not voted shares of common stock in the plan will be voted "**FOR**" approval of the merger agreement and the transactions contemplated by the merger agreement at the special meeting by the trustee. The trustee of the plan will vote any shares for which they do not receive instructions in the same proportion as they vote the shares for which they do receive instructions.

Revocation of Proxies

You may revoke your proxy at any time before your proxy is voted at the ESSI special meeting by taking any of the following actions:

delivering to the Secretary of ESSI a signed written notice of revocation bearing a date later than the date of the proxy, stating that the proxy is revoked;

signing and delivering a new proxy, relating to the same shares and bearing a later date;

submitting another proxy by telephone or on the Internet (your latest telephone or Internet voting instructions will be followed); or

if you are a holder of record, attending the ESSI special meeting and voting in person, although attendance at the special meeting will not, by itself, revoke a proxy.

If your shares are held in "street name," you may change your vote by submitting new voting instructions to your broker, bank or other nominee. You must contact your broker, bank or other nominee to find out how to do so.

Written notices of revocation and other communications with respect to the revocation of ESSI proxies should be addressed to:

Engineered Support Systems, Inc.
201 Evans Lane
St. Louis, Missouri 63121
Attention: Corporate Secretary

Proxy Solicitation

ESSI is soliciting proxies for the ESSI special meeting from ESSI shareholders. ESSI will bear the entire cost of soliciting proxies from ESSI shareholders, except that ESSI and DRS have each agreed to share equally all expenses incurred in connection with the filing of the registration statement of which this joint proxy statement/prospectus forms a part with the SEC and the printing and mailing of this joint proxy statement/prospectus and related proxy materials. In addition to the solicitation of proxies by mail, ESSI will request that brokers, banks and other nominees send proxies and proxy materials to the beneficial owners of ESSI common stock held by them and secure their voting instructions, if necessary. ESSI will reimburse those record holders for their reasonable expenses in so doing. ESSI also has made arrangements with Mellon Investor Services LLC to assist it in soliciting proxies, and has agreed to pay a fee of approximately \$10,000 plus expenses for those services. ESSI also may use several of its regular employees, who will not be specially compensated, to solicit proxies from ESSI shareholders, either personally or by telephone, Internet, telegram, facsimile or special delivery letter.

Other Business; Adjournments

ESSI does not expect that any matter other than the proposals presented in this joint proxy statement/prospectus will be brought before the ESSI special meeting. However, if other matters incident to the conduct of the special meeting are properly presented at the special meeting or any adjournment or postponement of the special meeting, the persons named as proxies will vote in accordance with their best judgment with respect to those matters.

Assistance

If you need assistance in completing your proxy card or have questions regarding the ESSI special meeting, please contact Mellon Investor Services LLC toll-free at (888) 634-5906 or contact ESSI's Corporate Secretary at (314) 553-4000.

THE MERGER

The following is a description of the material aspects of the merger. While we believe that the following description covers the material terms of the merger, the description may not contain all of the information that is important to you. We encourage you to read carefully this entire joint proxy statement/prospectus, including the text of the merger agreement attached to this joint proxy statement/prospectus as Annex A, for a more complete understanding of the merger.

General

Each of the DRS and ESSI board of directors has unanimously approved the merger agreement and the transactions contemplated by the merger agreement. At the effective time of the merger, ESSI will be merged with Maxco and ESSI will survive as the surviving entity and a wholly-owned subsidiary of DRS. ESSI shareholders will receive the merger consideration upon the terms set forth in the merger agreement and further described below under "The Merger Agreement Merger Consideration."

Background of the Merger

ESSI's board of directors and senior management regularly have reviewed and assessed the organization's business strategy, the trends and conditions impacting ESSI's industry and various strategic alternatives available to enhance shareholder value, including internal growth and possible growth through business combinations. From time to time, ESSI's senior management has informally explored on a preliminary basis the degree to which other parties might have an interest in discussing a possible business combination with ESSI. ESSI's senior management also had received and considered a few unsolicited informal expressions of interest from parties interested in pursuing a possible business combination with ESSI.

Beginning in late 2004, the board of directors and management of ESSI reviewed various proposed and completed business combinations in the defense industry. Management believed that these transactions were indicative of a trend toward consolidation and created conditions under which a business combination involving ESSI could be advisable. ESSI's board of directors and management have continued to monitor these trends and developments and, from time to time, have had informal discussions with a limited number of companies in the defense industry regarding their possible interest in a transaction with ESSI. On May 2, 2005, representatives of Bear Stearns met with members of ESSI management and made a general presentation to them regarding DRS and its various businesses.

Management of DRS regularly and actively reviews potential acquisitions and pursues those which it believes meet its criteria for growth and earnings potential. Over the past eight years, DRS has completed 20 business acquisitions ranging in size from \$0.3 million to \$543.0 million. DRS's largest previous transaction was consummated in November 2003 with its acquisition of Integrated Defense Technologies, Inc., referred to as IDT. Since the IDT acquisition, DRS principally has been focused on the integration of IDT's various businesses with the other operations of DRS, although DRS has completed several smaller acquisitions during this time.

DRS management has considered the possibility of a transaction with ESSI for a number of years. In approximately 2001, senior management of DRS and ESSI met to generally discuss their respective businesses. The possibility of a transaction was discussed on a preliminary basis, but there were unresolved issues between the parties, including an inability to agree on an appropriate valuation. From time to time thereafter, Mark S. Newman, Chairman, President and Chief Executive Officer of DRS, and Michael F. Shanahan, Sr., the Chairman of ESSI, met or informally discussed their businesses with one another on a general basis, but such meetings or discussions did not lead to the consideration of a transaction. With the successful integration of IDT completed in 2005 DRS was more receptive to the possibility of a larger transaction.

In light of the perceived trends and conditions for business combinations in the defense industry and as part of its periodic review of market conditions, on June 14, 2005 members of ESSI management, including Gerald A. Potthoff, Chief Executive Officer, Gary C. Gerhardt, Chief Financial Officer, and Daniel A. Rodrigues, President and Chief Operating Officer, met with representatives of Lehman Brothers. At this meeting, Lehman Brothers presented an introduction and its view of strategic alternatives potentially available to ESSI, as well as an overview of recent business combination activity in the defense industry and a range of possible values for a transaction involving ESSI. At this meeting, management of ESSI advised Lehman Brothers that no decision had been made to pursue a transaction; however, management authorized Lehman Brothers to conduct a preliminary informal survey of companies in the industry and financial sponsors that potentially would be interested in, and have sufficient resources to execute, a transaction with ESSI.

From June 14, 2005 to June 28, 2005, Lehman Brothers informally surveyed various parties believed to have a potential strategic interest in ESSI and financial sponsors that were thought to have both an interest in the defense industry and access to sufficient financing for a possible transaction with ESSI. On June 28, 2005, representatives of Lehman Brothers met with members of ESSI management to discuss current market conditions and the results of the informal survey. Lehman advised ESSI that based on its informal survey, only one company, referred to as Company A, displayed significant preliminary interest in an all-cash transaction and was willing to proceed rapidly. Company A, a financial sponsor, had demonstrated financial resources and experience with transactions in the defense industry.

In light of the results of the informal survey conducted by Lehman Brothers, ESSI management determined to further explore the potential interest of Company A. On June 29, 2005, members of ESSI management and representatives of Lehman Brothers met by telephone with representatives of Company A and discussed that party's possible interest in a transaction with ESSI.

On July 7, 2005, ESSI and Company A executed a confidentiality and non-disclosure agreement and on July 8, 2005, Lehman Brothers and members of ESSI management, including Messrs. Shanahan, Potthoff, Gerhardt and Rodrigues, met with representatives of Company A. At this meeting, ESSI provided Company A with various financial information and the parties discussed the structure and terms of a potential transaction. Company A again indicated its willingness to proceed rapidly with an all cash transaction.

On July 18, 2005, ESSI received a letter from Company A indicating preliminary interest in acquiring ESSI for \$40 to \$42 per share of ESSI common stock, payable in cash. The letter indicated that Company A had favorable preliminary discussions with financial institutions regarding financing for the transaction and expressed a willingness to proceed quickly to complete due diligence and enter into a definitive purchase agreement. Over the next several days, representatives of Company A contacted Lehman Brothers and Messrs. Shanahan, Potthoff and Gerhardt to discuss the letter and stress Company A's strong interest in pursuing a transaction.

On July 20, 2005, members of ESSI management met with representatives of Bear Stearns. At this meeting, Bear Stearns made a presentation to ESSI regarding strategic rationales for a business combination involving DRS and ESSI and possible financial consequences of a combination of the two companies. Bear Stearns expressed its belief that DRS would have an interest in further discussions regarding a potential transaction and proposed that the parties meet.

At a meeting of the ESSI board of directors on July 21, 2005, representatives of Lehman Brothers gave a presentation that included an overview of industry trends and valuations, including a preliminary valuation of ESSI, and reported on the results of the preliminary informal survey conducted by Lehman Brothers. Additionally, Lehman Brothers reviewed with ESSI's board of directors the recent discussions with Company A and reported on the terms of Company A's preliminary indication of interest. Following Lehman Brothers' presentation, the board of directors determined that, while no decision

had been made by the board of directors to offer ESSI for sale, the possibility of a sale should be explored further to enable the board of directors to make an informed evaluation about the advisability of a sale as a strategic alternative. Management of ESSI was instructed to contact Company A to discuss further that party's interest in a possible transaction. In addition, the board of directors approved the engagement of Lehman Brothers as ESSI's financial advisor.

On July 25, 2005, Mr. Shanahan sent a letter to Company A on behalf of ESSI indicating that, although ESSI's board of directors had not decided to put the company up for sale, ESSI would be interested in further exploring Company A's indication of interest. Thereafter, commencing on July 26, 2005, Company A initiated a due diligence examination of ESSI, including site visits, management presentations, legal matters and a review of financial performance and projections. As part of its due diligence, Company A and its advisors met with members of ESSI management in St. Louis, Missouri from August 15 to August 17, 2005 and conducted further due diligence, including management presentations from ESSI's various subsidiaries and a financial and accounting review, including a discussion of ESSI's financial projections for fiscal 2006.

Company A contacted representatives of Lehman Brothers by telephone on August 29, 2005 and revised its indication of interest to \$39 to \$40 per share of ESSI common stock, payable in cash. Thereafter, Lehman Brothers contacted ESSI management and discussed Company A's revised indication of interest. On August 31, 2005, legal counsel for Company A submitted a draft merger agreement to ESSI. Over the course of the next two weeks, counsel for Company A and counsel for ESSI negotiated the terms of the proposed merger agreement.

During late August, at the request of ESSI, Lehman Brothers had conversations with Bear Stearns regarding DRS's continuing interest in a transaction. On September 1, 2005, ESSI and DRS entered into a confidentiality and non-disclosure agreement, and management representatives of ESSI and DRS and its respective financial advisors met at the offices of Bear Stearns in New York, New York. ESSI and DRS each presented an overview of their respective businesses and the parties discussed potential benefits of a business combination. During the course of the discussions, DRS communicated to ESSI its preliminary indication of interest in acquiring ESSI for \$41 to \$43 per share of ESSI common stock, payable in a combination of 60% cash and 40% DRS common stock. Following this meeting, ESSI forwarded to DRS additional due diligence and financial information. DRS indicated that it was prepared to move quickly with the potential transaction, subject to the satisfactory completion of its due diligence review.

Company A attended additional management and due diligence presentations in St. Louis, Missouri on September 8, 2005. On September 12, 2005, Company A forwarded to ESSI a draft of its financial commitment papers.

On September 9, 2005, Bear Stearns verbally communicated to Lehman Brothers a revised indication of interest on behalf of DRS to acquire ESSI for \$43 per share, payable in a combination of 70% cash and 30% DRS common stock. Lehman Brothers then discussed the revised proposal with ESSI management.

Lehman Brothers contacted both Company A and DRS, and indicated that ESSI's board of directors would be meeting on September 15, 2005 to review current developments and requested that each of Company A and DRS submit their best and final proposals prior to that meeting.

At meetings held on September 12 to September 14, 2005, DRS and its financial advisors attended management and financial presentations in St. Louis, Missouri, and conducted additional due diligence. Following these sessions, DRS submitted an updated request for due diligence from ESSI. On September 13, 2005, DRS's counsel submitted a draft merger agreement to ESSI, which contained DRS's proposal for a fixed exchange ratio. Additionally, on September 14, 2005, DRS presented management and financial presentations about DRS to members of ESSI management and selected members of ESSI's board of directors, including Messrs. Shanahan, Schaefer, Boyer, Lewi and Guilfoil.

On September 14, 2005, Mr. Newman contacted Mr. Shanahan and confirmed DRS's indication of interest to acquire ESSI for \$43 per share, consisting of 70% cash and 30% DRS common stock. Later that day, Lehman Brothers contacted Company A and indicated that its current offer of \$39 to \$40 per share in cash was insufficient as a result of recent developments, and that Company A should consider an all cash offer of at least \$42 per share to be competitive.

On September 15, 2005, following a request from Lehman Brothers, Bear Stearns contacted Lehman Brothers and indicated that DRS would enhance its offer such that the merger consideration to be paid to shareholders in DRS common stock would be fixed in value within the range of a 10% collar. On the same day, DRS submitted to ESSI a revised proposal indicating its interest in a merger transaction in which ESSI shareholders would receive \$43 per share through a combination of 70% cash and 30% DRS common stock, with DRS agreeing to make the stock portion of its offer fixed value to ESSI shareholders (subject to a 10% collar). DRS also provided ESSI with a draft of its financing commitment letter. Company A did not submit a new proposal in response to Lehman Brothers' request that Company A consider increasing its offer.

ESSI's board of directors met on September 15, 2005, to review the developments and consider moving forward with a possible transaction. At this meeting, legal counsel reviewed with the board of directors the fiduciary duties and other legal responsibilities of the directors in the context of a potential sale transaction and presented an overview of various transaction terms. Lehman Brothers presented the board of directors with an update on discussions with Company A and DRS. Lehman Brothers indicated that DRS would require approximately seven days for completing its due diligence, finalizing financing, making selected calls to ESSI customers and negotiating a definitive merger agreement. In addition, Lehman Brothers made a detailed financial presentation regarding a possible acquisition of ESSI. The ESSI board of directors discussed the prices, timing, financing issues and other elements of each proposal. The ESSI board of directors considered Company A's last proposal to acquire ESSI for \$39 to \$40 per share in an all cash transaction and its likelihood of completion. The board of directors also considered the principal terms of the DRS proposal, including the higher price offered by DRS to acquire shares of ESSI through a combination of cash and DRS common stock, and the additional time which likely would be required to conclude a definitive agreement with DRS. After reviewing the perceived attributes and risks of each proposal, the ESSI board of directors determined that, in light of the additional consideration provided by the DRS proposal, ESSI should move forward to provide DRS some additional time to complete its due diligence and financing arrangements and negotiate a merger agreement.

Following the ESSI board of directors meeting, Lehman Brothers informed DRS and Bear Stearns of the decision of ESSI's board of directors and its desire to proceed quickly. Over the next six days, counsel for DRS and ESSI negotiated the terms of the merger agreement. Additionally, DRS conducted additional due diligence on various aspects of ESSI and its operations, including site visits to ESSI facilities and a review of financial, accounting and legal matters. Representatives of ESSI and its legal counsel also conducted a further due diligence review of DRS at DRS's offices and telephonically.

Meetings of the respective boards of directors of ESSI and DRS were scheduled for September 21, 2005. On September 19, 2005, a draft of the merger agreement and preliminary copies of the financial presentations of Bear Stearns and Merrill Lynch were distributed to members of the DRS board of directors. ESSI, DRS and their respective counsel continued to negotiate the terms of the merger agreement on September 20, 2005, and a revised draft of the merger agreement and a preliminary copy of the financial presentation of Lehman Brothers were distributed to members of the board of directors of ESSI that afternoon.

On September 21, 2005, the ESSI board of directors held a special meeting to consider the merger agreement and the transactions contemplated by it, including the consideration to be received by ESSI shareholders. ESSI's counsel reviewed the terms of the transaction documents and other relevant legal considerations with the board of directors. Representatives of Lehman Brothers delivered a financial

analysis of the consideration to be received by ESSI's shareholders in the merger. Lehman Brothers then orally advised ESSI's board of directors of its opinion that, as of September 21, 2005, and based on and subject to the factors and assumptions set forth in their opinion, the merger consideration to be received by the ESSI shareholders pursuant to the merger agreement was fair, from a financial point of view, to the ESSI shareholders. Lehman Brothers subsequently confirmed its opinion in writing.

The ESSI board of directors also reviewed the interests of certain persons in the transaction, including the terms of the change of control agreements between ESSI and each of Messrs. Potthoff, Gerhardt and Rodrigues. In addition, the board of directors considered and discussed the recommendation of the board's compensation committee that Michael Shanahan, Sr. receive a success fee of \$5.0 million upon consummation of the merger in accordance with the Shanahan MOU, which was entered into when Mr. Shanahan retired as ESSI's executive Chairman and executed a consulting agreement with ESSI. See "Interests of Certain Individuals in the Merger" beginning on page . Thereafter, the ESSI board of directors discussed the advisability of the proposed merger, the merger agreement and the transactions contemplated by it. At the conclusion of the discussion, the ESSI board of directors unanimously approved the merger agreement and the transactions contemplated by it, including the merger consideration to be received by ESSI's shareholders, subject to the negotiation of certain other terms of the definitive agreement by ESSI management and legal counsel, and determined to recommend that the shareholders vote to approve the merger agreement and related transactions.

On September 21, 2005, the DRS board of directors held a special meeting to consider the merger agreement and the transactions contemplated by it, including the issuance of DRS common stock under the merger. The DRS board of directors previously had been apprised of the possibility of a transaction with ESSI. DRS's counsel reviewed the terms of the transaction documents and other relevant legal considerations with the board. Representatives of Bear Stearns delivered a financial analysis of the transaction and then orally advised DRS's board of directors of its opinion that, as of September 21, 2005, and based on and subject to the factors and assumptions set forth in their opinion, the merger was fair, from a financial point of view, to DRS. Bear Stearns subsequently confirmed its opinion in writing. Representatives of Merrill Lynch also delivered a financial analysis of the transaction and then advised DRS's board of directors of its opinion that, as of September 21, 2005, and based on and subject to the factors and assumptions set forth in their opinion, the merger was fair, from a financial point of view, to DRS. At the conclusion of the discussion, the DRS board of directors unanimously approved the merger agreement and the transactions contemplated by it, including the issuance of DRS common stock pursuant to the merger, subject to the final negotiation of the definitive agreement by DRS's management and legal counsel, and determined to recommend that the DRS stockholders vote to approve the merger agreement and related transactions.

Final negotiations for the definitive merger agreement continued throughout the day, and the merger agreement was executed by the parties during the evening of September 21, 2005. On the morning of September 22, 2005, ESSI and DRS jointly announced the proposed merger before the opening of the stock market. Although ESSI furnished the Shanahan MOU to DRS on September 20, 2005, indicating that ESSI was required to negotiate in good faith the amount of a reasonable success fee payable to Michael Shanahan, Sr., DRS learned of the amount of the success fee in connection with the filing on September 27, 2005 of a Current Report on Form 8-K by ESSI.

Recommendation of the DRS Board of Directors and Its Reasons for the Merger

The DRS board of directors believes there are substantial benefits to DRS that can be obtained as a result of the merger. If this transaction is consummated, the DRS board of directors believes that the acquisition of ESSI will enhance DRS's position as a leading provider of defense electronics products and services. At a meeting held on September 21, 2005, the DRS board of directors determined that the merger agreement and the merger are advisable and in the best interest of DRS, and approved the

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merger agreement and the transactions contemplated by the merger agreement. Therefore, the DRS board of directors resolved to recommend that the DRS stockholders approve the issuance of shares of DRS common stock pursuant to the merger agreement.

The DRS board of directors consulted with DRS senior management, as well as its legal counsel, Skadden, Arps, Slate, Meagher & Flom LLP, and its financial advisors, Bear Stearns and Merrill Lynch, in reaching its decision to approve the merger agreement and the transactions contemplated by the merger agreement. Among the matters considered by the DRS board of directors in its deliberations were the following material factors:

the strategic benefits of the merger, including:

the ability of the combined company to better align with future DoD requirements which will underscore the need for deployable, mobile forces including improved positioning of DRS to provide sustainment, resets, modernization and transformation services for customers of the combined company;

the ability to expand ESSI's well established services and support businesses as a result of improved access to certain DoD customers and additional sources for organic growth of the combined company;

increased customer and program diversification in light of ESSI's significant complementary businesses;

the ability to better serve existing customers with an expanded product base and integrated solutions and product offerings;

increased operating efficiencies, synergies and opportunities of the combined company, and the ability to improve competitiveness across industries; and

the foundation to sell into the evolving homeland defense market.

the attractive financial terms of the merger in light of:

information concerning the financial performance and condition, business operations and prospects of DRS, ESSI and the combined company;

the prices paid in comparable transactions involving other similar companies and the trading performance of the stock of comparable companies within the industry; and

the written opinions of Bear Stearns and Merrill Lynch, each dated September 21, 2005, that as of that date, and based upon and subject to the considerations described in their respective opinions and such other matters as each considered relevant, the merger consideration to be paid by DRS was fair to DRS from a financial point of view.

the following terms of the merger agreement:

the exchange ratio with respect to the issuance of DRS shares in the merger is subject to a "collar" which provides that if the average closing sale price of DRS common stock during the ten consecutive trading days prior to the second complete trading day before the closing of the merger is between \$57.20 and \$46.80 per share, the total consideration to be paid to shareholders of ESSI will provide \$43.00 of value per share, consisting of \$30.10 in cash and \$12.90 in DRS common stock. If DRS's average closing sale price is greater than \$57.20 per share or less

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than \$46.80 per share, ESSI shareholders will receive 0.2255 or 0.2756 of a share of DRS common stock, respectively. DRS stockholders will benefit from the collar because of the certainty as to the maximum number of shares of DRS common stock to be issued to ESSI shareholders and the maximum percentage of the shares of DRS common stock they will own after the merger;

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the provisions which prohibit ESSI from soliciting other acquisition offers;

the provisions which require ESSI to pay a \$60.0 million termination fee and up to \$10.0 million in expenses, if the merger agreement is terminated for certain specified reasons; and

the provisions which require DRS to pay \$20.0 million in liquidated damages under certain circumstances if DRS terminates because DRS's financing contemplated in the merger agreement is not available and DRS fails to obtain substitute financing on terms reasonably acceptable to DRS.

The DRS board of directors also considered the following factors, uncertainties and risks in its deliberations concerning the merger. However, the DRS board of directors concluded that these risks were outweighed by the potential benefits of the merger:

the merger related debt could cause DRS to have reduced financial flexibility, including the risk that DRS may have to utilize interim financing and may have difficulty accessing permanent financing;

the collective deliberations and discussions by and among the members of the DRS board of directors;

the competitive nature of the sale process being conducted by ESSI;

the risk that the potential benefits sought in the merger might not be fully realized;

the possibility that the merger might not be completed, or that completion might be unduly delayed, for reasons beyond DRS's control;

the effect of the public announcement of the merger on DRS's and ESSI's stock price;

the risk that DRS may not achieve its expectations with respect to the merger being accretive to DRS earnings per share during its next fiscal year and the projected dilution of DRS earnings per share as a result of the issuance of the shares in the merger;

the risk that DRS management's efforts to integrate ESSI will disrupt the operations of the combined company's operations;

the substantial charges to be incurred in connection with the merger, including the costs of integrating the businesses of DRS and ESSI and the transaction expenses arising from the merger;

the risk that, despite DRS's efforts and the efforts of ESSI after the merger, the combined company may lose key personnel;

the risk that the SEC's investigation of ESSI, as described under "The Merger Certain Legal Matters SEC Investigation" on page , could have a material impact on DRS or ESSI; and

the other risks described above under "Risks Relating to the Merger."

The DRS board of directors did not believe that it was practical to and, therefore, did not, quantify, rank or otherwise assign relative weights to the wide variety of factors it considered in evaluating the merger and the merger agreement, nor did the board determine that any one factor was of particular importance in deciding that the merger agreement and associated transactions were in the best interests of DRS and its stockholders. This discussion of information and material factors considered by the DRS board of directors is intended to be a summary rather

than an exhaustive list. In considering these factors, individual members of the board may have given different weight to different factors. The board conducted an overall analysis of the factors described above, and overall considered the factors to support its decision in favor of the merger and the merger agreement. The decision of each member of the DRS board of directors was based upon his own judgment, in light of

all of the information presented, regarding the overall effect of the merger agreement and associated transactions on DRS stockholders as compared with any potential alternative transactions or courses of action. After considering this information, all members of the DRS board of directors unanimously approved the merger agreement and the transactions contemplated by the merger agreement, and recommended that DRS stockholders approve the issuance of shares of DRS common stock pursuant to the merger agreement.

Recommendation of the ESSI Board of Directors and Its Reasons for the Merger

The ESSI board of directors believes that the merger agreement and the transactions contemplated by the merger agreement are fair to and in the best interests of ESSI and its shareholders and has unanimously approved the merger agreement and the transactions contemplated by the merger agreement. Therefore, the ESSI board of directors unanimously recommends that ESSI shareholders vote for approval of the merger agreement and the transactions contemplated by the merger agreement.

The ESSI board of directors, in reaching its decision to approve the merger agreement and the transactions contemplated by the merger agreement, consulted with ESSI's executive officers and ESSI's financial and legal advisors and considered a variety of factors weighing positively in favor of the merger, including, but not limited to, the following:

ESSI's business, current financial condition, results of operations and performance of ESSI's stock price;

other strategic alternatives available to ESSI, including pursuing growth through additional acquisitions and continuing to operate as an independent public company. ESSI's board of directors noted ongoing consolidation in the defense industry, which reflects advantages of scale for defense contractors in winning contract awards and profitably performing contracts with the DoD. Although the board of directors believes that ESSI's prospects remain strong as an independent company, the board of directors believes the proposed business combination with DRS on the terms set forth in the merger agreement is more likely to maximize shareholder value than remaining an independent company or pursuing other alternatives. Additionally, the board of directors believes that there are risks and uncertainties associated with remaining an independent public company, including the possibility that future suitable acquisition candidates may not be available at reasonable values and that competition for future acquisitions could intensify and increasing costs and risks associated with integration of acquired businesses, including regulatory compliance;

the fact that the merger consideration would provide ESSI shareholders with an approximately 29% premium over the closing price of the ESSI common stock on September 21, 2005, the last trading day before the announcement of the merger agreement;

the likelihood that the merger would be consummated, given the regulatory and other approvals required in connection with the merger;

the experience, reputation and financial resources of DRS;

DRS's position and past business experience in the defense industry, and ESSI's knowledge of DRS's business, operations, financial condition, earnings and prospects, taking into account the results of ESSI's due diligence review of DRS;

the strategic benefits of the merger, including the belief of the board of directors of ESSI that the merger represents a unique opportunity to combine two companies to create a sizable, diversified industry competitor with a significant business base in technical and logistics support services, integrated military electronics and support equipment;

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the opportunity to address uncertainties arising from anticipated management succession issues which, despite the confidence of the board of directors in its management succession plan, could arise as a result of the planned retirement of a number of members of ESSI's current senior management;

the opportunity for ESSI shareholders to receive a combination of cash and DRS shares in exchange for their ESSI shares;

the availability to DRS of the financing commitment from Bear Stearns;

the conclusion of ESSI's board of directors and management that, based upon various inquiries of candidates for possible business combinations in ESSI's industry, it is unlikely that any other party would propose a transaction more favorable to ESSI's shareholders than the merger with DRS;

the general terms of the merger agreement, including but not limited to:

the exchange ratio for determining the number of DRS shares issuable in the merger is subject to a "collar" which provides that if the average closing sale price of DRS's common stock during the ten consecutive trading days prior to the second complete trading day before the closing of the merger is between \$57.20 and \$46.80 per share, ESSI shareholders will receive DRS common stock worth \$12.90 for each ESSI share, in addition to \$30.10 in cash for each ESSI share. If DRS's average closing sale price is greater than \$57.20 or less than \$46.80 per share, the exchange ratio will be 0.2255 or 0.2756 of a share of DRS common stock, respectively;

the ability of the ESSI board of directors to terminate the merger agreement in order to accept a superior proposal;

the conclusion of the board of directors that the provisions which require ESSI to pay a \$60.0 million termination fee and reimburse DRS for up to \$10.0 million in expenses, and the circumstances when those amounts are payable, were reasonable in light of the anticipated benefits of the merger and commercial practice;

the \$20.0 million termination fee payable under certain circumstances by DRS to ESSI if DRS is unable to obtain suitable financing for the transaction on terms reasonably acceptable to DRS; and

the presentation of Lehman Brothers on September 21, 2005 and its opinion that, as of September 21, 2005 and based upon and subject to the factors and assumptions set forth in its opinion, the consideration to be received by ESSI's shareholders pursuant to the merger agreement was fair, from a financial point of view, to the shareholders of ESSI. The full text of the written opinion of Lehman Brothers, dated September 21, 2005, which sets forth the assumptions made, matters considered, and limitations on the review undertaken in connection with the opinion, is attached as Annex D to this proxy statement.

The ESSI board of directors also considered and balanced against the potential benefits of the merger a number of factors, uncertainties and risks in its deliberations concerning the merger, including the following:

the opportunities for growth and potential for increased shareholder value if ESSI were to remain an independent public company;

conflicts of interests that certain of ESSI's directors and executive officers may have in connection with the merger, as they may receive benefits that are different from, and in addition to, those of the ESSI shareholders. See " Interests of Certain Individuals in the Merger;"

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the merger consideration, including the value of DRS shares received, will be taxable to ESSI's shareholders for U.S. federal income tax purposes;

ESSI's obligation to pay DRS a termination fee if the merger agreement is terminated under certain circumstances, which could discourage a competing proposal to acquire ESSI or reduce the price in an alternative transaction;

the possibility that the merger might not be completed, or that completion might be unduly delayed, for reasons beyond ESSI's control;

the effect of the public announcement of the merger on DRS's and ESSI's stock price;

the significant risks and costs that could be incurred by ESSI if the merger does not close, including the diversion of management and employee attention during the period after signing of the merger agreement, potential employee attrition and the potential effect on ESSI's business and customer relations;

restrictions under the merger agreement on the conduct of ESSI's business prior to completion of the merger or termination of the merger agreement which may delay or prevent ESSI from undertaking business opportunities that may arise or preclude actions that would be advisable if ESSI were to remain as an independent public company; and

the other risks described above under "Risks Relating to the Merger."

It was not practical to, and thus the ESSI board of directors did not, quantify, rank or otherwise assign relative weights to the wide variety of factors it considered in evaluating the merger and the merger agreement, nor did the board determine that any one factor was of particular importance in deciding that the merger agreement and associated transactions were in the best interests of ESSI and its shareholders. This discussion of information and material factors considered by the ESSI board of directors is intended to be a summary rather than an exhaustive list. In considering these factors, individual members of the board may have given different weight to different factors. The board conducted an overall analysis of the factors described above, and overall considered the factors to support its decision in favor of the merger and the merger agreement. The decision of each member of the ESSI board of directors was based upon his own judgment, in light of all of the information presented, regarding the overall effect of the merger agreement and associated transactions on ESSI shareholders as compared with any potential alternative transactions or courses of action.

After considering this information, the ESSI board of directors approved the merger agreement and the transactions contemplated by the merger agreement, and recommended that ESSI shareholders approve the merger agreement and the transactions contemplated by the merger agreement.

Opinion of Bear Stearns, Financial Advisor to DRS

Overview

At a meeting of DRS's board of directors held on September 21, 2005, at which DRS's board of directors considered the merger agreement and the merger, Bear Stearns rendered its oral opinion (which was subsequently confirmed in a written opinion dated as of September 21, 2005) that, as of such date and based upon and subject to the matters reviewed with DRS's board of directors and the assumptions and limitations contained in Bear Stearns' written opinion, the total consideration paid by DRS for ESSI was fair, from a financial point of view, to DRS.

The full text of the Bear Stearns opinion is attached as Annex B. This description of the Bear Stearns opinion is qualified in its entirety by reference to the full text of the Bear Stearns opinion set forth in Annex B. DRS stockholders are urged to read the Bear Stearns opinion in its entirety for a description of the procedures followed, assumptions made, matters considered and qualifications and limitations on the review undertaken by Bear Stearns in connection with rendering its opinion. The

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Bear Stearns opinion is subject to the assumptions and conditions stated in the opinion and is necessarily based on economic, market and other conditions and the information made available to Bear Stearns, as of the date of the Bear Stearns opinion. Bear Stearns assumes no responsibility for updating or revising its opinion based on circumstances or events occurring after the date of the Bear Stearns opinion. The Bear Stearns opinion is intended for the benefit and use of the board of directors of DRS and does not constitute a recommendation to the board of directors of DRS or any holders of DRS common stock as to how to vote in connection with the merger. The Bear Stearns opinion does not address DRS's underlying decision to pursue the merger, the relative merits of the merger as compared with any alternative business strategies that might have existed for DRS or the effects of any other transaction in which DRS might engage.

In the course of performing its reviews and analyses for rendering its opinion, Bear Stearns:

reviewed the draft of the merger agreement in substantially final form;

reviewed ESSI's Annual Reports to Shareholders and Annual Reports on Form 10-K for the fiscal years ended October 31, 2004, 2003 and 2002, its Quarterly Reports on Form 10-Q for the periods ended July 31, 2005, April 30, 2005 and January 31, 2005, and its Current Reports on Form 8-K filed during the three-year period ended September 21, 2005;

reviewed DRS's Annual Reports to Stockholders and Annual Reports on Form 10-K for the fiscal years ended March 31, 2005, 2004 and 2003, its Quarterly Reports on Form 10-Q for the periods ended June 30, 2005, December 31, 2004 and September 30, 2004, and its Current Reports on Form 8-K filed during the three-year period ended September 21, 2005;

reviewed certain operating and financial information relating to ESSI's business and prospects, all as prepared and provided to Bear Stearns by ESSI's management;

reviewed projections for ESSI for the five years ended October 31, 2010, as prepared and provided to Bear Stearns by DRS's management;

reviewed certain operating and financial information relating to DRS's business and prospects, including projections for DRS for the five years ended March 31, 2010, all as prepared and provided to Bear Stearns by DRS's management;

reviewed certain estimates of potential cost savings and other combination benefits expected to result from the merger, prepared and provided to Bear Stearns by DRS's management;

met with certain members of ESSI's senior management to discuss ESSI's businesses, operations, historical and projected financial results and future prospects;

met with certain members of DRS's senior management to discuss DRS's and ESSI's businesses, operations, historical and projected financial results and future prospects;

reviewed the historical prices, trading multiples and trading volumes of the common stock of DRS and ESSI;

reviewed publicly available financial data, stock market performance data and trading multiples of companies which Bear Stearns deemed generally comparable to ESSI and DRS;

reviewed the terms of recent mergers and acquisitions involving companies that Bear Stearns deemed generally comparable to the merger;

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performed discounted cash flow analyses based on the projections for ESSi as furnished to Bear Stearns by DRS's management;

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reviewed the pro forma financial results, financial condition and capitalization of DRS giving effect to the merger; and

conducted such other studies, analyses, inquiries and investigations as Bear Stearns deemed appropriate.

Bear Stearns relied upon and assumed, without independent verification, the accuracy and completeness of the financial and other information publicly available or provided to it and adjusted by DRS and ESSI, including, without limitation, the projections and the potential synergy estimates. With respect to DRS's and ESSI's projected financial results and the potential synergies that could be achieved as a result of the merger, Bear Stearns relied on representations that such projected financial results and potential synergies had been reasonably prepared on bases reflecting the best currently available estimates and judgments of the senior management of DRS as to the expected future performance of DRS and ESSI and potential synergies. Bear Stearns did not assume any responsibility for the independent verification of any such information or of the projections and potential synergy estimates provided to it, and Bear Stearns further relied upon the assurances of the senior management of DRS that they are unaware of any facts that would make the information, projections and potential synergy estimates provided to Bear Stearns incomplete or misleading.

In arriving at its opinion, Bear Stearns did not perform or obtain any independent appraisal of the assets or liabilities (contingent or otherwise) of DRS or ESSI, nor was Bear Stearns furnished with any such appraisals. Bear Stearns assumed that the merger will be consummated in a timely manner and in accordance with the terms of the agreement without any limitations, restrictions, conditions, amendments or modifications, regulatory or otherwise, that collectively would have a material effect on DRS or ESSI.

Bear Stearns' Financial Analysis

The following is a summary of certain material financial and valuation analyses performed by Bear Stearns in connection with rendering its fairness opinion to the DRS board of directors.

Discounted Cash Flow Analysis. Bear Stearns performed a discounted cash flow analysis of ESSI for the purpose of determining the estimated equity value range of ESSI. In conducting this analysis, Bear Stearns used ESSI projections as adjusted and provided by DRS. Bear Stearns used the projected after-tax unlevered free cash flows for ESSI plus its terminal value, calculated as a multiple of 9.5x to 11.5x projected fiscal year 2011 earnings before interest, income taxes, depreciation and amortization, which is referred to as EBITDA, and discounted these items to determine the present value using a range of discount rates that corresponds to ESSI's estimated weighted average cost of capital, which is referred to as WACC, during that period. Bear Stearns used a range of WACCs of 10% to 12%, which was based on an unlevered beta range of 0.80 to 1.00 (determined by observing ESSI's and comparable public companies' historical and projected betas). This analysis yielded an implied per-share equity value for ESSI of between \$38.41 to \$48.82.

Expected Synergy Analysis. DRS indicated to Bear Stearns that it expected to benefit from savings related to projected overhead reductions post-transaction as well as potential incremental revenue and improved operating margins as a result of the transaction, which together are referred to as "synergies." DRS management quantified the expected benefits of these synergies which were included as part of Bear Stearns' valuation analysis.

Only the projected overhead-related synergies were included in the pro forma forecasted combined company financial information provided by DRS management. These projected synergies include \$1.3 million, \$13.2 million, \$8.8 million and \$0.9 million in fiscal years 2006, 2007, 2008 and 2009, respectively. These synergies are non-perpetual and were valued between \$12.3 million and \$12.6 million (\$0.28 and \$0.29 per share), assuming discount rates of between 12.0% and 10.0%.

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DRS also provided Bear Stearns with guidance as to the range of other potential revenue and operating margin synergies expected from the transaction. DRS management believed it could attain revenue synergies ranging from \$30.0 million to \$60.0 million annually. These synergies would result from improved opportunities to market DRS's existing products through new customer channels given ESSi's flexible set of schedule-type contracts. DRS management also indicated that it believed the combined company's increased operating leverage could improve operating margins by 0.50% to 1.0% beginning in fiscal 2008. DRS indicated that operating margin improvement could be attained through the allocation of a fixed overhead over a larger revenue base. DRS further indicated it would expect to attain none of these revenue and operating margin synergies in fiscal 2006 or 2007, but could expect to attain 50% of these synergies in 2008 and 100% thereafter. These synergies are perpetual and are valued between \$140.4 million and \$177.3 million (\$3.19 and \$4.04 per share), assuming discount rates of between 12.0% and 10.0% and terminal multiples between 9.0x and 11.0x.

Comparable Public Company Trading Analysis. Bear Stearns performed an analysis of various financial metrics and valuation multiples of selected comparable public companies in the defense electronics and defense services industries to assist DRS's board of directors in valuing ESSi. In performing this analysis, Bear Stearns reviewed certain financial information relating to ESSi and compared this information to the corresponding financial information of other publicly traded defense electronics and defense services companies which Bear Stearns deemed to be reasonably comparable to ESSi based on similar business profiles and operating characteristics.

The defense electronics comparable companies included in Bear Stearns' analysis consisted of:

DRS

EDO Corporation

FLIR Systems, Inc.

General Dynamics Corporation

L-3 Communications Holdings, Inc.

For each of the defense electronics comparable companies listed above, Bear Stearns analyzed multiples of Enterprise Value (which is referred to as EV and is calculated as the sum of the value of the common equity on a fully-diluted basis and the value of net debt, any minority interest and preferred stock) over estimated revenues, EBITDA, and earnings before interest and taxes (which is referred to as EBIT), for the calendar year ending December 31, 2006. Bear Stearns also analyzed multiples of each company's current stock price over estimated earnings per share (which is referred to as EPS) for the calendar year ending December 31, 2006. This analysis was compiled using publicly available information, including closing stock market data as of September 16, 2005 and First Call consensus Wall Street research estimates of calendar year ending December 31, 2006 revenue, EBITDA, EBIT and EPS. Bear Stearns calculated the following range of multiples for the above public comparable companies:

| Multiple | Low | High | Mean | Median |
|------------------|-------|-------|-------|--------|
| EV/2006E Revenue | 1.00x | 3.66x | 1.65 | 1.20x |
| EV/2006E EBITDA | 7.6x | 13.1x | 9.8x | 9.2x |
| EV/2006E EBIT | 9.9x | 14.1x | 11.5x | 10.9x |
| Price/2006E EPS | 14.9x | 21.4x | 17.5x | 16.8x |

The defense services comparable companies included in Bear Stearns' analysis consisted of:

Anteon International Corporation

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CACI International Inc.

ManTech International Corporation

SI International, Inc.

SRA International, Inc.

For each of the defense services comparable companies listed above, Bear Stearns analyzed multiples of EV over estimated revenues, EBITDA, and EBIT for the calendar year ending December 31, 2006. Bear Stearns also analyzed the multiples of current stock price over EPS for the calendar year ending December 31, 2006. This analysis was compiled using publicly available information, including closing stock market data as of September 16, 2005 and First Call consensus Wall Street research estimates of calendar year ending December 31, 2006 revenue, EBITDA, EBIT and EPS. Bear Stearns calculated the following range of multiples for the above public comparable companies:

| Multiple | Low | High | Mean | Median |
|------------------|-------|-------|-------|--------|
| EV/2006E Revenue | 0.84x | 1.61x | 1.18x | 1.04x |
| EV/2006E EBITDA | 8.9x | 13.7x | 11.5x | 11.3x |
| EV/2006E EBIT | 9.6x | 16.1x | 12.8x | 12.0x |
| Price/2006E EPS | 15.8x | 25.8x | 19.8x | 19.1x |

Bear Stearns compared the multiples of both the defense electronics and defense services companies to the multiples implied for ESSI at the proposed deal price. The following represents ESSI's 2006 multiples based on DRS management estimates for revenue, EBIT, EBITDA and EPS:

EV/2006E Revenue: 1.62x

EV/2006E EBITDA: 10.9x

EV/2006E EBIT: 12.4x

Price/2006E EPS: 19.7x

Bear Stearns observed that ESSI's implied enterprise and equity value multiples based on the proposed transaction price were within the range of trading multiples for comparable public companies as of September 16, 2005.

Selected Comparable Precedent Transaction Analysis. Bear Stearns reviewed five selected comparable precedent merger and acquisition transactions (which are referred to as the precedent transactions) involving U.S. defense electronics and defense services companies as a means of comparison for the transaction. Bear Stearns selected these precedent transactions based on the reasonably similar business profiles and operating characteristics of the target companies in comparison with ESSI. The precedent transactions selected include the following:

L-3 Communication Holdings, Inc./Titan Corporation (announced June 2005)

Nortel Networks Corporation/PEC Solutions Inc. (announced April 2005)

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ITT Industries Inc./Kodak Remote Sensing Systems (announced February 2004)

DRS/Integrated Defense Technologies, Inc. (announced August 2003)

General Dynamics Corporation/Veridian Corporation (announced June 2003)

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Bear Stearns analyzed the implied transaction multiples in these precedent transactions on a forward basis. Forward multiples were calculated as the applicable valuation metric (EV, equity value or price) divided by the applicable operating metric (Revenue, EBITDA, EBIT or EPS) for the twelve-month period post-transaction as forecasted by Wall Street equity research on or just prior to the date of the transaction. These comparable transaction multiples were compared with the same multiples implied in this transaction based on ESSI projections provided by DRS management assuming a \$43.00 per share purchase price for ESSI's common stock.

The range of precedent transaction EV/Forward Revenue multiples was 1.10x to 1.64x with a mean of 1.40x and a median of 1.40x which is consistent with the transaction EV/2006E EBITDA multiple of 1.62x for the merger, assuming a \$43.00 per share purchase price for ESSI's common stock.

The range of precedent transaction EV/Forward EBITDA multiples was 9.1x to 13.9x with a mean of 10.9x and a median of 11.2x, which is consistent with the transaction EV/2006E EBITDA multiple of 10.9x for the merger, assuming a \$43.00 per share purchase price for ESSI's common stock.

The range of precedent transaction EV/Forward EBIT multiples was 12.0x to 16.4x with a mean of 13.7x and a median of 13.0x, which is consistent with the transaction EV/2006E EBIT multiple of 12.4x for the merger, assuming a \$43.00 per share purchase price for ESSI's common stock.

The range of precedent transaction equity value/Forward EPS multiples was 17.9x to 27.3x with a mean of 22.0x and a median of 21.5x which is consistent with the transaction equity value/2006E EPS multiple of 19.7x for the merger, assuming a \$43.00 per share purchase price for ESSI's common stock.

Pro Forma Merger Consequences Analysis. Bear Stearns performed a pro forma merger analysis to assist the DRS board of directors in analyzing the financial impact of the merger on DRS. Bear Stearns analyzed the pro forma EPS consequences of the transaction to DRS's stockholders with synergies and assumed a transaction closing date of December 31, 2005. Only the projected overhead-related synergies discussed previously were included in the pro forma forecasted combined company financial information provided by DRS management.

For purposes of its analysis, Bear Stearns assumed a DRS closing stock price of \$51.00 per share, which is slightly below the mid-point of the collar range contemplated in the transaction and slightly below DRS's price per share of \$51.40 at September 16, 2005. At the assumed \$51.00 per share price for DRS, the implied exchange ratio is 0.2529x, or 11.114 million DRS shares to be issued.

Including synergies of \$1.3 million in the fiscal year ending in March 2006 and \$13.2 million in the fiscal year ending in March 2007, the annual EPS accretion/(dilution) expected from the transaction is as follows:

Fiscal year ending March 31, 2006: \$0.00 or 0.0%

Fiscal year ending March 31, 2007: \$0.20 or 6.9%

Other Considerations

As described above, Bear Stearns performed a variety of financial and valuation analyses. The preparation of a fairness opinion involves various determinations as to the most appropriate and relevant methods of financial and valuation analysis and the application of these methods to the particular circumstances and, therefore, such an opinion is not readily susceptible to a partial analysis or summary description. Bear Stearns arrived at its ultimate opinion based on the results of all analyses undertaken by it and assessed as a whole and believes that the totality of the factors considered and analyses performed by Bear Stearns in connection with its opinion operated collectively to support its determination as to the fairness, from a financial point of view, of the consideration paid by DRS to ESSI in the transaction. Accordingly, notwithstanding the analyses summarized above, Bear Stearns believes that its analyses must be considered as a whole and that selecting portions of the analyses and

factors considered by them, without considering all such analyses and factors, or attempting to ascribe relative weights to some or all such analyses and factors, could create an incomplete view of the evaluation process underlying the Bear Stearns opinion. Bear Stearns did not assign any specific weight to any of the analyses described above and did not draw any conclusions from or with regard to any one method of analysis.

In performing its analyses, Bear Stearns considered industry performance, general business and economic conditions and other matters, many of which are beyond the control of DRS, ESSI and Bear Stearns. The analyses performed by Bear Stearns are not necessarily indicative of actual values or actual future results, which may be significantly more or less favorable than suggested by such analyses. Accordingly, such analyses are inherently subject to substantial uncertainty.

The form and amount of consideration payable in the merger were determined through negotiations between DRS and ESSI and approved by the DRS board of directors. Bear Stearns did not express any opinion as to the price or range of prices at which the shares of common stock of DRS or ESSI may trade subsequent to the announcement or consummation of the merger or as to the price or range of prices at which the shares of common stock of DRS may trade subsequent to the consummation of the merger. The decision to enter into the merger agreement was solely that of the DRS board of directors. The analyses do not purport to be appraisals or to reflect the prices at which any securities may trade at the present time or at any time in the future. In addition, the Bear Stearns opinion was just one of the many factors taken into consideration by the DRS board of directors. Consequently, Bear Stearns' analyses should not be viewed as determinative of the decision the DRS board of directors or DRS's management with respect to the fairness of the merger consideration.

Bear Stearns was selected by the DRS board of directors to act as DRS's financial advisor and to render a fairness opinion because of its expertise and reputation in investment banking and mergers and acquisitions and its familiarity with DRS, ESSI and the U.S. defense electronics and defense services industries. Bear Stearns is an internationally recognized investment banking firm and is continually engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, spin-offs, split-offs and other corporate restructurings, negotiated underwritings, secondary distributions of listed and unlisted securities, private placements, leveraged buyouts and valuations for estate, corporate and other purposes.

In the ordinary course of business, Bear Stearns and its affiliates actively trade the equity and debt securities and/or bank debt of DRS and/or ESSI for their own accounts and for the accounts of their customers and, accordingly, may at any time hold a long or short position in such securities or bank debt. Bear Stearns previously has been engaged by DRS to provide certain investment banking and financial advisory services for which it received customary fees. Pursuant to its engagement letter with Bear Stearns, DRS agreed to pay Bear Stearns the following fees:

\$5,000,000 payable on the date DRS requested Bear Stearns to deliver a fairness opinion (September 21, 2005); and

\$13,000,000 payable upon the completion of the merger.

Certain of Bear Stearns' affiliates have provided financing commitments in connection with the merger for which they have received and will receive customary compensation. See " DRS Financing" beginning on page .

Opinion of Merrill Lynch, Financial Advisor to DRS

On September 15, 2005, DRS engaged Merrill Lynch to act as its financial advisor in connection with the proposed merger, and to render an opinion as to whether the consideration to be paid by DRS pursuant to the merger was fair from a financial point of view to DRS.

On September 21, 2005, Merrill Lynch delivered its oral opinion to the board of directors of DRS, subsequently confirmed in its written opinion as of that same date, that, as of that date, and based upon and subject to the assumptions made, matters considered and qualifications and limitations set forth in the written opinion, the merger consideration to be paid by DRS pursuant to the merger was fair, from a financial point of view, to DRS.

The full text of the written opinion of Merrill Lynch, dated September 21, 2005, which sets forth the assumptions made, matters considered and qualifications and limitations on the review undertaken by Merrill Lynch, is attached as Annex C to this joint proxy statement/prospectus and is incorporated into this joint proxy statement/prospectus by reference. The following summary of Merrill Lynch's opinion is qualified in its entirety by reference to the full text of the opinion. Stockholders of DRS are urged to read and should read the entire opinion carefully. Merrill Lynch has consented to the inclusion in this joint proxy statement/prospectus of its opinion dated September 21, 2005 and of the summary of that opinion set forth below.

In preparing its opinion to the board of directors of DRS, Merrill Lynch performed various financial and comparative analyses, including those described below. The summary set forth below does not purport to be a complete description of the analyses underlying Merrill Lynch's opinion or the presentation made by Merrill Lynch to the board of directors of DRS. The preparation of a fairness opinion is a complex analytic process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances and, therefore, a fairness opinion is not readily susceptible to partial analysis or summary description. In arriving at its opinion, Merrill Lynch did not attribute any particular weight to any analysis or factor considered by it, but rather made its determination as to fairness on the basis of its experience and professional judgment after considering the results of all of its analyses. Accordingly, Merrill Lynch believes that its analyses must be considered as a whole and that selecting portions of its analyses and factors, or focusing on information presented in tabular format, without considering all of the analyses and factors or the narrative description of the analyses, would create a misleading or incomplete view of the process underlying its opinion.

In performing its analyses, Merrill Lynch made numerous assumptions with respect to industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond the control of Merrill Lynch. Any estimates contained in the analyses performed by Merrill Lynch are not necessarily indicative of actual values or future results, which may be significantly more or less favorable than those suggested by such analyses. Additionally, estimates of the value of businesses or securities do not purport to be appraisals or to reflect the prices at which such businesses or securities might actually be sold. Accordingly, these analyses and estimates are inherently subject to substantial uncertainty. In addition, as described above, the opinion of Merrill Lynch was one of several factors taken into consideration by the board of directors of DRS in making its determination to approve the merger and the issuance of shares of DRS in the merger. Consequently, Merrill Lynch's analyses as described below should not be viewed as determinative of the decision of the board of directors of DRS with respect to the fairness from a financial point of view of the merger consideration to be paid by DRS pursuant to the merger.

In arriving at its opinion, Merrill Lynch, among other things:

reviewed certain publicly available business and financial information relating to DRS and ESSI that Merrill Lynch deemed to be relevant;

reviewed certain information, including financial forecasts, relating to the business, earnings, cash flow, assets, liabilities and prospects of DRS and ESSI, as well as the amount and timing of the cost savings and related expenses and synergies expected to result from the merger, which is referred to as the expected synergies, furnished to Merrill Lynch by DRS and ESSI, respectively;

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conducted discussions with members of senior management and representatives of DRS concerning the matters described in the preceding two bullet points, as well as the business and prospects before and after giving effect to the merger and the expected synergies;

reviewed the market prices and valuation multiples for ESSi's common stock and DRS common stock and compared them with those of certain publicly traded companies that Merrill Lynch deemed to be relevant;

reviewed the results of operations of DRS and ESSi and compared them with those of certain publicly traded companies that Merrill Lynch deemed to be relevant;

compared the proposed financial terms of the merger with the financial terms of certain other transactions that Merrill Lynch deemed to be relevant;

participated in certain discussions among representatives of DRS and ESSi and their financial and legal advisors;

reviewed the potential pro forma impact of the merger on DRS;

reviewed a draft of the merger agreement dated September 19, 2005; and

reviewed such other financial studies and analyses and took into account such other matters as Merrill Lynch deemed necessary, including its assessment of general economic, market and monetary conditions.

In preparing its opinion, Merrill Lynch assumed and relied on the accuracy and completeness of all information supplied or otherwise made available to it, discussed with or reviewed by or for it, or that was publicly available. Merrill Lynch did not assume any responsibility for independently verifying such information and did not undertake any independent evaluation or appraisal of any of the assets or liabilities of DRS or ESSi and it was not furnished with any such evaluation or appraisal, nor did it evaluate the solvency or fair value of DRS or ESSi under any state or federal laws relating to bankruptcy, insolvency or similar matters. In addition, Merrill Lynch did not assume any obligation to conduct any physical inspection of the properties or facilities of DRS or ESSi. With respect to the financial forecast information and the expected synergies furnished to or discussed with Merrill Lynch by DRS or ESSi, Merrill Lynch assumed that they had been reasonably prepared and reflected the best currently available estimates and judgment of the management of DRS or ESSi as to the expected future financial performance of DRS or ESSi, as the case may be, and the expected synergies. Merrill Lynch expresses no opinion as to such financial forecast information, including the expected synergies, or the assumptions on which they are based. Merrill Lynch also assumed that the final form of the merger agreement would be substantially similar to the last draft reviewed by it.

Merrill Lynch's opinion is necessarily based upon market, economic and other conditions as they existed and could be evaluated on, and on the information made available to Merrill Lynch as of September 21, 2005. Merrill Lynch assumed that the transactions described in the merger agreement will be consummated on the terms set forth therein, without material modification or waiver. Merrill Lynch further assumed that in the course of obtaining the necessary regulatory or other consents or approvals (contractual or otherwise) for the merger, no restrictions, including any divestiture requirements or amendments or modifications, would be imposed that will have a material adverse effect on the contemplated benefits of the merger.

Pursuant to its engagement letter, DRS agreed to pay Merrill Lynch a fee of \$1.5 million for its financial advisory services. DRS also agreed to indemnify Merrill Lynch and certain related persons and entities for certain liabilities, including liabilities under the U.S. federal securities laws, related to or arising out of its engagement.

Merrill Lynch currently is providing, and has in the past provided, financial advisory and financing services to DRS and ESSI and/or their respective affiliates unrelated to the proposed merger and may continue to do so. Merrill Lynch has received, and may receive, fees for the rendering of such services. In addition, in the ordinary course of its business, Merrill Lynch may actively trade the common stock of ESSI and other securities of ESSI, as well as the common stock of DRS and other securities of DRS, for its own account and for the accounts of its customers and, accordingly, may at any time hold a long or short position in such securities.

Merrill Lynch's opinion is addressed to the board of directors of DRS and addresses only the fairness, from a financial point of view, of the consideration to be paid by DRS pursuant to the merger. The opinion does not address the merits of the underlying decision of DRS to engage in the merger and does not constitute, nor should it be construed as, a recommendation to any stockholder of DRS as to how that stockholder should vote with respect to the proposed merger or any other matter. In addition, the opinion of Merrill Lynch does not address, and Merrill Lynch was not asked to address, the fairness to, or any other consideration of, the holders of any other class of securities, creditors or other constituencies of DRS. Merrill Lynch did not express any opinion as to the prices at which the common stock of DRS will trade following the announcement or consummation of the merger.

Merrill Lynch's Financial Analysis

The following is a summary of the material financial analyses that Merrill Lynch performed in connection with its opinion to the DRS board of directors dated September 21, 2005. **The financial analyses summarized below include information presented in tabular format. In order to understand fully the financial analyses performed by Merrill Lynch, the tables must be read together with the accompanying text of each summary. The tables alone do not constitute a complete description of the financial analyses, and if viewed in isolation could create a misleading or incomplete view of the financial analyses performed by Merrill Lynch. To the extent the following quantitative information reflects market data, except as otherwise indicated, Merrill Lynch based this information on market data as they existed prior to September 21, 2005. This information, therefore, does not necessarily reflect current or future market conditions.**

Analysis of Selected Comparable Publicly Traded Companies. Using publicly available information concerning historical financial results, Merrill Lynch compared financial and operating information and ratios for ESSI with the corresponding financial and operating information and measurements for a selected group of publicly traded companies in the defense industry that Merrill Lynch deemed to be reasonably comparable to ESSI.

The publicly traded companies selected as the primary comparable companies to ESSI were: (1) General Defense Companies (Lockheed Martin Corp., Harris Corp., General Dynamics Corp., Alliant Techsystems Inc., Northrop Grumman Corp., DRS, Raytheon Company, Teledyne Technologies Inc. and L-3 Communications, and (2) Defense IT Companies (Anteon International, Mantech International and SI International).

The financial and operating information and valuation measurements reviewed by Merrill Lynch included, among other things, the ratio of price per share to estimated EPS for calendar year 2006, and the ratio of total enterprise value (calculated as equity value, plus total debt, preferred stock and minority investments, less cash and cash equivalents) to estimated EBITDA for calendar year 2006. All multiples were based on closing stock prices on September 16, 2005. Estimated financial data for the selected comparable companies were based on First Call estimates as of September 16, 2005 and publicly available research analysts' estimates.

Based on this analysis, Merrill Lynch derived a range of implied values of ESSI common stock of \$32.75 to \$39.25 per share using the multiple of price per share to estimated earnings per share for calendar year 2006, and from \$31.75 to \$39.50 per share using the multiple of total enterprise value to

estimated calendar year 2006 EBITDA. Merrill Lynch utilized comparable publicly traded company analysis to establish a fair trading value of ESSI common stock vis-à-vis the publicly traded companies in the defense industry that Merrill Lynch deemed to be reasonably comparable to ESSI.

Although similar, none of the selected comparable companies is identical to ESSI. Accordingly, Merrill Lynch believes a complete analysis of the foregoing calculations cannot be limited to a quantitative review of the results. Rather, it involves complex considerations and qualitative judgments concerning differences in financial and operating characteristics of the selected comparable companies and other factors that could affect the public trading dynamics of the selected comparable companies, as well as ESSI.

Discounted Cash Flow Analysis. Merrill Lynch performed a discounted cash flows analysis for ESSI as a stand-alone entity. Merrill Lynch calculated the discounted cash flow values for ESSI as the sum of the net present values of:

the estimated future free cash flows that ESSI would generate for fiscal 2006 through 2009; and

the terminal value of ESSI at the end of that period.

The estimated future free cash flows were based on financial projections from ESSI adjusted by the management of DRS. The terminal values for ESSI were calculated based on projected 2009 EBIT and a range of multiples of EBIT ranging from 11.0x to 13.0x. Merrill Lynch used discount rates ranging from 9.0% to 11.0% for ESSI based on Merrill Lynch's judgment of the estimated weighted average cost of capital of ESSI, and the EBIT multiples were based on its review of the trading characteristics of ESSI.

Based on the discounted cash flow analysis, Merrill Lynch derived a range of the implied value per share of ESSI common stock, treating ESSI as a stand-alone entity, from \$38.00 to \$46.50 per share. Merrill Lynch compared each of this range of values to \$43.00, which represents the merger consideration per share ESSI shareholders will receive in cash (\$30.10) and DRS common stock (\$12.90, assuming the average closing sale price per share of DRS common stock on the NYSE composite transactions reporting system for each of the ten consecutive trading days ending with the second complete trading day prior to completion of the merger is between \$46.80 and \$57.20 per share).

Analysis of Selected Precedent Transactions. Merrill Lynch reviewed five mergers and acquisitions transactions announced since June 9, 2003 in the defense industry. The transactions reviewed, which are referred to as the selected transactions, are: L-3 Communications' acquisition of Titan Corp. (June 3, 2005); BAE Systems' acquisition of United Defense (March 8, 2005); BAE Systems' acquisition of Alvis PLC (June 3, 2004); DRS's acquisition of Integrated Defense Technologies (August 18, 2003); and General Dynamics' acquisition of Veridian (June 9, 2003).

For each of the selected precedent transactions, Merrill Lynch determined that the relevant ratio of total enterprise value of each target to the target's LTM EBITDA ranged from 11.0x to 14.0x, which, when applied to the LTM EBITDA for ESSI, implied a range of values of \$37.25 to \$47.00 per share. Merrill Lynch also determined that the relevant ratios of total enterprise value to LTM EBIT for the selected transactions ranged from 14.0x to 17.0x, which, when applied to the LTM EBIT for ESSI, implied a range of values of \$42.00 to \$50.75 per share. Merrill Lynch compared those ranges of values to \$43.00, which represents the merger consideration per share ESSI will receive in cash (\$30.10) and DRS common stock (\$12.90, assuming the average closing sale price per share of DRS common stock on the NYSE composite transactions reporting system for each of the ten consecutive trading days ending with the second complete trading day prior to completion of the merger is between \$46.80 and \$57.20 per share).

The analysis for the selected transactions was based on public information available at the time of announcement of such transactions, without taking into account differing market and other conditions during the period between which the selected transactions were announced.

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Pro Forma Merger Analysis. Merrill Lynch analyzed the pro forma impact of the proposed merger on DRS's EPS for the fiscal years ending March 31, 2007, 2008 and 2009. For purposes of this analysis, Merrill Lynch used the financial projections from ESSI adjusted by the management of DRS and the financial information and projections for DRS and expected synergies provided by the management of DRS and incorporated certain assumptions with respect to the value of identifiable intangibles and other adjustments resulting from the proposed merger and various structural considerations.

Merrill Lynch determined that, excluding the expected synergies but including the other pro forma adjustments, the proposed merger with ESSI would be accretive to DRS's EPS in each fiscal year analyzed (2007, 2008 and 2009). Incorporating the expected synergies and the other pro forma adjustments into the analysis, the proposed merger with ESSI would be more than \$0.20 per share accretive to DRS's EPS in each fiscal year analyzed (2007, 2008 and 2009).

Other Factors

In the course of preparing its opinion, Merrill Lynch also reviewed and considered other information and data, including the following:

trading characteristics of DRS common stock and ESSI common stock;

historical market prices for DRS common stock and ESSI common stock; and

selected research analysts' reports on DRS and ESSI, including stock price targets of those analysts.

General

In conducting its analyses and arriving at its opinions, Merrill Lynch utilized a variety of generally accepted valuation methods. The analyses were prepared solely for the purpose of enabling Merrill Lynch to provide its opinion to the board of directors of DRS as to the fairness, from a financial point view to DRS of the merger consideration to be paid by DRS pursuant to the merger and do not purport to be appraisals or necessarily reflect the prices at which businesses or securities actually may be sold, which are inherently subject to uncertainty. In connection with its analyses, Merrill Lynch made, and was provided by the management of DRS and ESSI's management with, numerous assumptions with respect to industry performance, general business and economic conditions and other matters, many of which are beyond the control of Merrill Lynch, ESSI or DRS. Analyses based on estimates or forecasts of future results are not necessarily indicative of actual past or future values or results, which may be significantly more or less favorable than suggested by such analyses. Because such analyses are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of DRS, ESSI or their respective advisors, neither DRS nor Merrill Lynch nor any other person assumes responsibility if future results or actual values are materially different from these forecasts or assumptions.

DRS retained Merrill Lynch based upon Merrill Lynch's experience and expertise. Merrill Lynch is an internationally recognized investment banking and advisory firm. Merrill Lynch, as part of its investment banking business, is regularly engaged in the valuation of businesses and securities in connection with mergers and acquisitions, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities, private placements and valuations for corporate and other purposes.

The terms of the merger were determined through negotiations between ESSI and DRS and were approved by the board of directors of DRS. Although Merrill Lynch provided advice to DRS during the course of these negotiations, the decision to enter into the merger was solely that of the board of directors of DRS. As described above, the opinion and presentation of Merrill Lynch to the board of directors of DRS were only one of a number of factors taken into consideration by the board of

directors of DRS in making its determination to approve and adopt the merger agreement and the transactions contemplated by the merger agreement, including the merger. Merrill Lynch's opinion was provided to the board of directors of DRS to assist it in connection with its consideration of the merger and does not constitute a recommendation to any stockholder as to how to vote or take any other action with respect to the merger. Merrill Lynch's opinion does not in any manner address the prices at which shares of DRS's common stock will trade after the announcement or completion of the merger.

Subsequent to Merrill Lynch serving as financial advisor to DRS and rendering its opinion as to fairness, and at the request of DRS, an affiliate of Merrill Lynch has committed to participate as a lender in the interim loan facility to DRS, which will be used by DRS to finance the merger in the event the placement of permanent debt financing has not been consummated by the effective time of the merger. See "DRS Financing" beginning on page . DRS has agreed with Merrill Lynch that Merrill Lynch will also be a co-manager in respect to the placement of DRS's permanent debt financing. Merrill Lynch and its affiliate will receive customary fees in connection with their participation in such financings.

Opinion of Lehman Brothers, Financial Advisor to ESSI

In August 2005, the ESSI board of directors engaged Lehman Brothers to act as its financial advisor with respect to exploring its strategic alternatives. In connection with this engagement, Lehman Brothers provided financial advice to ESSI regarding the proposed merger. On September 21, 2005, Lehman Brothers rendered its oral opinion (subsequently confirmed in writing) to the ESSI board of directors that as of such date and, based upon and subject to the matters stated in its opinion, from a financial point of view, the consideration to be paid by DRS to the shareholders of ESSI in the merger was fair to such shareholders.

The full text of Lehman Brothers' written opinion, dated September 21, 2005, is attached as Annex D to this joint proxy statement/prospectus. You are encouraged to read Lehman Brothers' opinion carefully in its entirety for a description of the assumptions made, procedures followed, factors considered and limitations upon the review undertaken by Lehman Brothers in rendering its opinion. The following is a summary of Lehman Brothers' opinion and the methodology that Lehman Brothers used to render its opinion. This summary is qualified in its entirety by reference to the full text of the opinion.

Lehman Brothers' advisory services and opinion were provided for the information and assistance of the ESSI board of directors in connection with its consideration of the merger. Lehman Brothers' opinion is not intended to be and does not constitute a recommendation to any shareholder of ESSI as to how such shareholder should vote in connection with the merger. Lehman Brothers was not requested to opine as to, and Lehman Brothers' opinion does not address, ESSI's underlying business decision to proceed with or effect the merger.

In arriving at its opinion, Lehman Brothers reviewed and analyzed, among other things:

the merger agreement and the specific terms of the merger;

publicly available information concerning ESSI and DRS that Lehman Brothers believed to be relevant to its analysis, including certain periodic reports filed by ESSI and DRS, including their most recent Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q;

financial and operating information with respect to the business, operations and prospects of ESSI furnished to Lehman Brothers by ESSI, including financial projections prepared by ESSI's management;

financial and operating information with respect to the business, operations and prospects of DRS furnished to Lehman Brothers by DRS;

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publicly available third-party research estimates with respect to both ESSI and DRS;

trading histories of ESSI common stock and of DRS common stock from September 20, 2000 through September 19, 2005 and a comparison of each company's trading histories with those of other companies that Lehman Brothers deemed relevant;

a comparison of the historical financial results and present financial condition of ESSI and DRS with those of other companies that Lehman Brothers deemed relevant;

a comparison of the financial terms of the merger with the financial terms of certain other transactions that Lehman Brothers deemed relevant; and

the results of Lehman Brothers' efforts to solicit indications of interest and definitive proposals from third parties with respect to an acquisition of ESSI.

In addition, Lehman Brothers had discussions with the management of each of ESSI and DRS concerning their respective businesses, operations, assets, financial conditions and prospects and undertook such other studies, analyses and investigations as Lehman Brothers deemed appropriate.

In arriving at its opinion, Lehman Brothers assumed and relied upon the accuracy and completeness of the financial and other information used by Lehman Brothers without assuming any responsibility for independent verification of such information. Lehman Brothers further relied upon the assurances of the managements of ESSI and DRS that they were not aware of any facts or circumstances that would make such information inaccurate or misleading. With respect to the financial projections of ESSI, upon advice of ESSI, Lehman Brothers assumed that such projections were reasonably prepared on a basis reflecting the best currently available estimates and judgments of the management of ESSI as to ESSI's future financial performance and that ESSI would perform substantially in accordance with such projections. With respect to the publicly available research reports of DRS, upon advice of DRS, Lehman Brothers assumed that such research estimates with respect to DRS's future financial performance were a reasonable basis upon which to evaluate DRS's future financial performance and that DRS would perform substantially in accordance with such estimates. In arriving at its opinion, Lehman Brothers did not conduct or obtain any evaluations or appraisals of the assets or liabilities of ESSI or DRS, nor did it conduct a physical inspection of the properties and facilities of ESSI or DRS. Lehman Brothers' opinion was necessarily based upon market, economic and other conditions as they existed on, and could be evaluated as of, September 21, 2005.

The following is a summary of the material financial analyses used by Lehman Brothers in connection with providing its opinion to the ESSI board of directors. **In order to fully understand the financial analyses used by Lehman Brothers, the summary of the analyses must be considered as a whole. Considering any portion of such analyses and of the factors considered, without considering all analyses and factors considered, could create a misleading or incomplete view of the process underlying Lehman Brothers' opinion.**

ESSI Valuation

Comparable Company Analysis. Lehman Brothers reviewed and compared specific financial and operating data relating to ESSI with that of selected publicly traded companies that Lehman Brothers deemed comparable to ESSI. Lehman Brothers chose the companies used in the Comparable Company Analysis based on their similarity to ESSI in the mix and characteristics of their businesses. For ESSI, Lehman Brothers included in its review the following comparable companies:

Lockheed Martin Corporation

General Dynamics Corporation

Northrop Grumman Corporation

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Alliant Techsystems Inc.

Moog Inc.

Esterline Technologies Corporation

EDO Corporation

For each comparable company, Lehman Brothers calculated multiples of enterprise value over EBITDA and multiples of current stock price over EPS based upon estimates of EBITDA and EPS for each of the calendar years ending December 31, 2005 and 2006. Lehman Brothers applied a range of multiples derived from this analysis to ESSI's projected adjusted EBITDA and EPS for each of the calendar years ending December 31, 2005 and 2006. All of these calculations were performed and based on management projections for ESSI, and utilized closing prices, as of September 19, 2005.

The analysis of various financial multiples indicated that, for the selected comparable companies, enterprise value as a multiple of projected 2005 EBITDA and 2006 EBITDA ranged from 8.5x to 10.0x, and 7.5x to 9.0x, respectively. Based on each of those selected multiples, Lehman Brothers calculated per-share equity reference ranges for ESSI common stock, based on projected 2005 EBITDA, between \$31.65 and \$37.30 per share and, based on projected 2006 EBITDA, between \$31.10 and \$37.40 per share.

The analysis of current stock price to EPS indicated that, for the selected comparable companies, the ratio of current stock price to projected 2005 and 2006 EPS ranged from 16.5x to 18.0x, and 15.0x to 16.5x, respectively. Based on each of those selected multiples, Lehman Brothers calculated per-share equity reference ranges for ESSI common stock, based on projected 2005 EPS, between \$34.95 and \$38.10 per share and, based on projected 2006 EPS, between \$35.20 and \$38.75 per share.

These implied stand-alone public market trading values did not include any value an acquirer may derive from consolidated ownership such as synergies, cost savings and enhanced revenue opportunities.

Lehman Brothers selected the comparable companies above because their businesses and operating profiles are reasonably similar to those of ESSI. However, because of the inherent differences between the business, operations and prospects of ESSI and the businesses, operations and prospects of the selected comparable companies, no comparable company is exactly the same as ESSI. Therefore, Lehman Brothers believed that it was inappropriate to, and therefore did not, rely solely on the quantitative results of the Comparable Company Analysis. Accordingly, Lehman Brothers also made qualitative judgments concerning differences between the financial and operating characteristics and prospects of ESSI and the companies included in the Comparable Company Analysis that would affect the public trading values of each in order to provide a context in which to consider the results of the quantitative analysis. These qualitative judgments related primarily to the differing sizes, growth prospects, profitability levels and degree of operational risk between ESSI and the companies included in the Comparable Company Analysis.

Comparable Transaction Analysis. Using publicly available information, Lehman Brothers reviewed and compared the purchase prices and financial multiples paid in ten acquisitions of companies that Lehman Brothers, based on its experience, deemed relevant to arriving at its opinion. Lehman Brothers chose the transactions used in the Comparable Transaction Analysis based on the similarity of the target companies in the transactions to ESSI in the size, mix, margins and other relevant characteristics of their businesses. Lehman Brothers reviewed the following transactions:

Acquisition of Newport News Shipbuilding Inc. by Northrop Grumman Corporation

Acquisition of the Aircraft Integration Systems business of Raytheon Company by L-3 Communications Corporation

Acquisition of Advanced Technical Products, Inc. by General Dynamics Corporation

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Acquisition of United States Marine Repair, Inc. by United Defense Industries, Inc.

Acquisition of TRW, Inc. by Northrop Grumman Corporation

Acquisition of General Motors Defense, a business unit of General Motors Corporation, by General Dynamics Corporation

Acquisition of Integrated Defense Technologies, Inc. by DRS Technologies, Inc.

Acquisition of Alvis plc by BAE Systems plc

Acquisition of K&F Industries, Inc. by AAKF Acquisition, Inc. (an affiliate of certain funds of Aurora Capital Partners, L.P.)

Acquisition of United Defense Industries, Inc. by BAE Systems plc

Lehman Brothers considered the transaction values as multiples of the then forward projected twelve-month EBITDA.

The reasons for and the circumstances surrounding each of the transactions analyzed were diverse and there are inherent differences in the business, operations, financial conditions and prospects of ESSI, and the businesses, operations, financial conditions and prospects of the companies included in the Comparable Transaction Analysis. Accordingly, Lehman Brothers believed that a purely quantitative comparable transaction analysis would not be particularly meaningful in the context of the merger. Lehman Brothers believed that the appropriate use of the Comparable Transaction Analysis required qualitative judgments concerning the differences between the characteristics of these transactions and the merger, which would affect the acquisition values of the acquired companies and ESSI.

Lehman Brothers applied a range of multiples (8.5x to 10.5x) to ESSI's forward projected twelve-month EBITDA (using EBITDA for the fourth quarter of calendar year 2005 plus the first three quarters of 2006). Based on this range of multiples, the analysis indicates a range of equity values per share of \$34.40 to \$42.40. Using a median forward twelve-month EBITDA multiple of 8.7x, the analysis indicated an equity value of \$35.25 per share.

ESSI Discounted Cash Flow Analysis. As part of its analysis, and in order to estimate the present value of ESSI common stock, Lehman Brothers prepared a five-year Discounted Cash Flow Analysis for ESSI of projected after-tax unlevered free cash flows for fiscal years 2006 through 2010.

A discounted cash flow analysis is a traditional valuation methodology used to derive a valuation of an asset by calculating the "present value" of estimated future cash flows of the asset. "Present value" refers to the current value of future cash flows or amounts and is obtained by discounting those future cash flows or amounts by a discount rate that takes into account macro-economic assumptions and estimates of risk, the opportunity cost of capital, expected returns and other appropriate factors. Lehman Brothers performed a Discounted Cash Flow Analysis for ESSI by adding (1) the present value of ESSI's projected after-tax unlevered free cash flows for fiscal years 2006 through 2010 to (2) the present value of the "terminal value" of ESSI as of 2010. "Terminal value" refers to the value of all future cash flows from an asset at a particular point in time.

To estimate the terminal value of ESSI at the end of the forecast period, Lehman Brothers applied LTM EBITDA multiples in 2010 of 8.0x to 9.0x. These terminal multiples imply perpetuity annual growth rates of 3.3% to 4.4%. Lehman Brothers discounted the unlevered free cash flows and the estimated terminal value to a present value at a range of after-tax discount rates ranging from 10.0% to 12.0% per annum. This range of discount rates was based on an analysis of ESSI's weighted average cost of capital and those of other comparable companies. Lehman Brothers calculated the implied per-share equity values for ESSI by first determining a range of enterprise values of ESSI by adding the present values of the after-tax unlevered free cash flows and terminal values for each EBITDA terminal multiple and discount rate scenario, and then subtracting from the enterprise values the net debt

(which is total debt minus cash) of ESSI, and dividing those amounts by the number of fully-diluted shares of ESSI.

Based on the projections and assumptions set forth above, the Discounted Cash Flow Analysis of ESSI yielded an implied valuation range of ESSI common stock of \$38.25 to \$45.05 per share.

Leveraged Buyout Analysis. Lehman Brothers performed a Leveraged Buyout Analysis in order to ascertain the price which might be achieved in a leveraged buyout transaction based upon current market conditions. In conducting this analysis, Lehman Brothers assumed the following: (1) a capital structure comprised of \$1,105 million in total debt (or approximately 6.0x LTM EBITDA), (2) an equity investment that would achieve a minimum annual rate of return ranging from 25% to 30% on equity invested during a five-year period and (3) a projected EBITDA terminal value multiple of 8.5x LTM EBITDA. Based on these assumptions, the range of implied leveraged acquisition prices per share of ESSI common stock was \$33.70 to \$35.75.

Premium Paid Analysis. Lehman Brothers compared the premium proposed to be paid in the merger with premiums paid in mergers and acquisitions transactions for domestic companies in the industrial sector that were announced or completed between January 1, 2002 and September 8, 2005 with transaction values greater than \$250.0 million. Lehman Brothers calculated the premium per share paid by the acquirer compared with the share price of the target company prevailing (1) one day, (2) one week and (3) four weeks prior to the announcement of the transaction.

Based on the analysis, Lehman Brothers applied a premium range of 20% to 25% to ESSI's stock price on September 19, 2005, which yielded an implied equity value per share range of \$34.95 to \$39.60.

DRS Valuation

Given that approximately 30% of the value of the merger consideration will be paid in DRS common stock, Lehman Brothers conducted financial analyses that it deemed appropriate to evaluate the public market valuation of DRS's common stock as it relates to any impact on the value of the merger consideration to be received by the ESSI shareholders. The stock component of the merger consideration is based on a fixed-value formula, subject to a collar, that is described elsewhere in this joint proxy statement/prospectus. Due to the fact that (1) 70% of the merger consideration will be paid in cash; (2) the 30% of the merger consideration to be paid in DRS stock is fixed in value within the range of the above-mentioned collar; and (3) DRS's common stock is publicly traded on the NYSE, Lehman Brothers' analysis necessarily was focused on reviewing the value of DRS's stock for material mispricing. In order to do this, Lehman Brothers performed a Comparable Company Analysis and a Discounted Cash Flow Analysis. Based on these analyses, Lehman Brothers calculated a mean per-share equity reference range for DRS common stock of between \$45.15 and \$54.60 per share.

DRS Comparable Company Analysis. Lehman Brothers reviewed and compared specific financial and operating data relating to DRS with that of selected publicly traded companies that Lehman Brothers deemed comparable to DRS. Lehman Brothers chose the companies used in the Comparable Company Analysis based on their similarity to DRS in the mix and characteristics of their businesses. For DRS, Lehman Brothers included in its review the following comparable companies:

Raytheon Company

L-3 Communications Corporation

Lockheed Martin Corporation

General Dynamics Corporation

Northrop Grumman Corporation

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Alliant Techsystems Inc.

Moog Inc.

Esterline Technologies Corporation

EDO Corporation

For each comparable company, Lehman Brothers calculated multiples of enterprise value over EBITDA and multiples of current stock price over EPS, based upon estimates of EBITDA and EPS for each of the calendar years ending December 31, 2005 and 2006. Lehman Brothers applied a range of multiples derived from this analysis to DRS's projected EBITDA and EPS, as applicable, for each of the calendar years ending December 31, 2005 and 2006. All of these calculations were performed, and based on publicly available financial data (including Institutional Brokers Estimate System consensus estimates for EPS) and closing prices, as of September 19, 2005.

The analysis of various financial multiples indicated that, for the selected comparable companies, enterprise value as a multiple of projected 2005 and 2006 EBITDA ranged from 9.0x to 10.5x, and 8.0x to 9.5x, respectively. Based on each of those selected multiples, Lehman Brothers calculated per-share equity reference ranges for DRS common stock, based on projected 2005 EBITDA, between \$46.30 and \$56.65 per share and, based on projected 2006 EBITDA, between \$47.05 and \$58.80 per share.

In the process of conducting its analysis, Lehman Brothers concluded that DRS's equity value is more accurately valued on an EBITDA multiple basis, as opposed to a price-to-earnings, or P/E, basis. This perspective is supported specifically by certain research analysts who cover DRS's stock and who indicate that a P/E multiple approach may undervalue DRS's value. Lehman Brothers concluded it was still appropriate to calculate the equity value of DRS implied by the P/E multiple approach as a data point, but noted that the results of this valuation methodology would be less indicative of the value of the DRS common stock than perceived by the market. The analysis of current stock price to EPS indicated that, for the selected comparable companies, the ratio of current stock price to projected 2005 and 2006 EPS ranged from 17.0x to 20.0x, and 15.0x to 17.0x, respectively. Based on each of those selected multiples, Lehman Brothers calculated per-share equity reference ranges for DRS common stock, based on projected 2005 EPS, between \$41.15 and \$48.40 per share and, based on projected 2006 EPS, between \$41.50 and \$47.00 per share.

Lehman Brothers selected the comparable companies above because their businesses and operating profiles are reasonably similar to those of DRS. However, because of the inherent differences between the business, operations and prospects of DRS and the businesses, operations and prospects of the selected comparable companies, no comparable company is exactly the same as DRS. Therefore, Lehman Brothers believed that it was inappropriate to, and therefore did not, rely solely on the quantitative results of the Comparable Company Analysis. Accordingly, Lehman Brothers also made qualitative judgments concerning differences between the financial and operating characteristics and prospects of DRS and the companies included in the Comparable Company Analysis that would affect the public trading values of each in order to provide a context in which to consider the results of the quantitative analysis. These qualitative judgments related primarily to the differing sizes, growth prospects, profitability levels and degrees of operational risk between DRS and the companies included in the Comparable Company Analysis.

DRS Discounted Cash Flow Analysis

As part of its analysis, and in order to estimate the present value of DRS common stock, Lehman Brothers prepared a five-year Discounted Cash Flow Analysis for DRS of projected after-tax unlevered free cash flows for fiscal years 2006 through 2010. Lehman Brothers performed a Discounted Cash Flow Analysis for DRS by adding (1) the present value of DRS's projected after-tax unlevered free

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cash flows for fiscal years 2006 through 2010 to (2) the present value of the terminal value of DRS as of 2010.

To estimate the terminal value of DRS at the end of the forecast period, Lehman Brothers applied LTM EBITDA multiples in 2010 of 8.0x to 9.0x. These terminal multiples imply perpetuity annual growth rates of 3.0% to 4.3%. Lehman Brothers discounted the unlevered free cash flows and the estimated terminal value to a present value at a range of after-tax discount rates ranging from 8.0% to 10.0% per annum. This range of discount rates was based on an analysis of DRS's weighted average cost of capital and those of other comparable companies. Lehman Brothers calculated the implied per-share equity values for DRS by first determining a range of enterprise values of DRS by adding the present values of the after-tax unlevered free cash flows and terminal values for each EBITDA terminal multiple and discount rate scenario, and then subtracting from the enterprise values the net debt (which is total debt minus cash) of DRS, and dividing those amounts by the number of fully diluted shares of DRS.

The DRS projections used in the Discounted Cash Flow analysis consisted of published estimates of third party research analysts, the content of which was discussed and confirmed by DRS management as a reasonable basis upon which to evaluate DRS's future financial performance. Based on the projections and assumptions set forth above, the Discounted Cash Flow Analysis of DRS yielded an implied valuation range of DRS common stock of \$49.65 to \$62.15 per share.

Pro Forma Analysis

Lehman Brothers analyzed the pro forma effect of the merger on the pro forma EPS of DRS. For purposes of this analysis, Lehman Brothers used publicly available research estimates of calendar year 2006 EPS for DRS. This analysis indicated that the merger would be approximately 8.7% accretive to DRS's pro forma calendar year 2006 EPS assuming no pre-tax synergies.

The financial forecasts and assumptions that underlie this analysis are subject to substantial uncertainty and exclude one-time costs that may be incurred in connection with the transaction and, therefore, actual results may be substantially different than those presented.

General

In connection with the review of the merger by ESSI's board of directors, Lehman Brothers performed a variety of financial and comparative analyses for purposes of rendering its opinion. The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. In arriving at its opinion, Lehman Brothers considered the results of all of its analyses as a whole and did not attribute any particular weight to any analysis or factor considered by it. Furthermore, Lehman Brothers believes that the summary provided and the analyses described above must be considered as a whole and that selecting any portion of its analyses, without considering all of them, would create an incomplete view of the process underlying its analyses and opinion. In addition, Lehman Brothers may have given various analyses and factors more or less weight than other analyses and factors and may have deemed various assumptions more or less probable than other assumptions, so that the ranges of valuations resulting from any particular analysis described above should not be taken to be Lehman Brothers' view of the actual value of ESSI or DRS.

In performing its analyses, Lehman Brothers made numerous assumptions with respect to industry risks associated with reserves, industry performance, general business and economic conditions and other matters, many of which are beyond the control of ESSI or DRS. Any estimates contained in Lehman Brothers' analyses are not necessarily indicative of future results or actual values, which may be significantly more or less favorable than those suggested by such estimates. The analyses performed were prepared solely as part of Lehman Brothers' analysis of the fairness from a financial point of view to ESSI shareholders of the consideration to be received in the merger and were prepared in

connection with the delivery by Lehman Brothers of its opinion, dated September 21, 2005, to ESSI's board of directors. The analyses do not purport to be appraisals or to reflect the prices at which ESSI common stock or DRS common stock might trade following announcement of the merger or the prices at which DRS common stock might trade following consummation of the merger.

The terms of the merger were determined through arm's length negotiations between ESSI and DRS and were unanimously approved by ESSI's and DRS's boards of directors. Lehman Brothers did not recommend any specific price per share or form of consideration to ESSI or that any specific price per share or form of consideration constituted the only appropriate consideration for the merger. Lehman Brothers' opinion was provided to ESSI's board of directors to assist it in its consideration of the price per share in the merger. Lehman Brothers' opinion does not address any other aspect of the proposed merger and does not constitute a recommendation to any shareholder as to how to vote or to take any other action with respect to the merger. Lehman Brothers' opinion was one of the many factors taken into consideration by ESSI's board of directors in making its unanimous determination to approve the merger agreement. Lehman Brothers' analyses summarized above should not be viewed as determinative of the opinion of ESSI's board of directors with respect to the value of ESSI or DRS or of whether ESSI's board of directors would have been willing to agree to a different exchange ratio or form of consideration.

Lehman Brothers is an internationally recognized investment banking firm and, as part of its investment banking activities, is regularly engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, negotiated underwritings, competitive bids, secondary distributions of listed and unlisted securities, private placements and valuations for corporate and other purposes. The ESSI board of directors selected Lehman Brothers because of its expertise, reputation and familiarity with ESSI and the defense industry generally and because its investment banking professionals have substantial experience in transactions comparable to the merger.

As compensation for its services in connection with the merger, ESSI paid Lehman Brothers \$1.0 million upon the delivery of Lehman Brothers' opinion. Compensation of approximately \$12.4 million will be payable on completion of the merger against which the amounts paid for the opinion will be credited. ESSI also paid Lehman Brothers an engagement fee of \$125,000 upon the signing of the engagement letter and \$125,000 as of November 1, 2005, each of which is fully creditable towards the fee payable on the completion of the merger. In addition, ESSI has agreed to reimburse Lehman Brothers for reasonable out-of-pocket expenses incurred in connection with the merger and to indemnify Lehman Brothers for certain liabilities that may arise out of its engagement by ESSI and the rendering of the Lehman Brothers opinion.

In the ordinary course of its business, Lehman Brothers may actively trade in the debt or equity securities of ESSI and DRS for its own account and for the accounts of its customers and, accordingly, may at any time hold a long or short position in such securities.

DRS Financing

Overview

In connection with the merger, DRS will be required to pay approximately \$1.3 billion in cash with respect to ESSI shares and in-the-money stock options outstanding and will assume and repay approximately \$86.0 million of ESSI's debt. DRS also expects to incur approximately \$49.8 million of merger and financing-related costs. DRS's cash and cash equivalents as of September 30, 2005 were \$257.3 million; consequently, DRS will require financing to complete the merger.

On September 21, 2005, DRS executed a commitment letter with Bear Stearns for an amended and restated \$706.9 million senior secured credit facility, consisting of a \$356.9 million seven-year term loan and a \$350.0 million six-year revolving credit facility, a portion of which will be used to finance the

merger. On October 6, 2005, the commitment letter was replaced with a new commitment letter issued by both Bear Stearns and Wachovia with substantially similar terms. In addition, a separate commitment letter provides that, if DRS does not consummate the permanent financing referred to below by the closing date of the merger, Bear Stearns, Wachovia and other lenders will provide interim loans to DRS in an amount up to \$950.0 million, which will be used by DRS to finance the merger.

DRS and Maxco must use their reasonable commercial efforts to obtain the financing required for the consummation of the merger and to satisfy all conditions to funding. DRS plans to seek permanent financing through the issuance of notes, rather than through the use of the interim loans offered under the commitment letter.

Permanent Financing Expectation

In addition to the facilities contemplated by the senior facilities commitment letter, DRS expects to offer a combination of senior fixed-rate notes, senior floating-rate notes, senior subordinated notes and/or convertible notes in an aggregate principal amount of \$950.0 million in capital markets transactions, which will be used to finance the merger in lieu of the interim facility. The proposed offering of notes is subject to market and other customary conditions, including, but not limited to, general global and U.S. economic conditions, the market for similar securities, and delivery of customary documents, officer certifications and representations prior to, or at the time of, the closing of the notes offering. There can be no assurance that DRS will be able to consummate the notes offerings on commercially reasonable terms, or at all.

The Commitment Letter

Under the terms of the senior facilities commitment letter, DRS would be provided with an amended and restated senior secured credit facility consisting of: (1) a seven-year term loan facility in an aggregate principal amount equal to \$356.9 million, with principal repayable in quarterly installments at a rate of 1.00% per year and the balance to be repaid in equal quarterly installments beginning six years following the completion of the merger, and (2) a six-year revolving credit facility in an aggregate principal amount of \$350.0 million to be repaid in full on the sixth anniversary of the closing date of the facility. The senior facilities commitment letter also provides that the loans will bear interest at DRS's option at either the base rate (the higher of the prime rate announced by the commercial bank to be selected by the administrative agent to the facility or the federal funds effective rate plus 0.50%) plus an applicable margin, or at the rate at which Eurodollar deposits for one, two, three or six months are offered in the interbank Eurodollar market, which is referred to as the Eurodollar Rate, plus an applicable margin. It is anticipated that the interest rate will be calculated initially as the Eurodollar Rate plus 175 basis points.

The interim facility commitment letter provides that any interim loans initially will bear interest at a rate equal to the three-month Eurodollar Rate plus a spread of 400 basis points. If the interim loans are not repaid on the six-month anniversary of the closing date of the interim facility, the interim loans will thereafter bear interest at a rate equal to the Bear Stearns High Yield B Index, which is an index composed of publicly-issued, high yield, single B-rated debt securities, plus a spread of 100 basis points. At the end of each subsequent 90-day period following the six-month anniversary of the closing date of the interim facility, the interest rate on the interim loans will increase by 50 basis points, but the interest rate on the interim loans will in no event exceed 12.0%, or the maximum amount permitted by law. In addition, DRS will have the option to add any interest above 10.0% on the interim loans to the outstanding principal.

If any interim loan has not been repaid in full after the one-year anniversary of the closing date of the interim facility, the sum of the aggregate principal amount of each nondefaulting unpaid interim loan and any associated capitalized interest will be exchanged automatically for an equal amount of

senior exchange notes, which will bear interest at the rate then payable on the interim loans plus 50 basis points. In addition, DRS will have the option to pay any interest above 10.0% on the senior exchange notes through the issuance of additional senior exchange notes. The senior exchange notes will be due on the tenth anniversary of the closing date of the interim facility.

If the interim loans have not been repaid within 90 days of the closing of the interim facility, Bear Stearns, in consultation with Wachovia, may demand that DRS issue and sell senior notes or senior subordinated notes in an amount sufficient to refinance the interim loans. The interest rate on such notes shall be reasonably determined by Bear Stearns in consultation with Wachovia, but in no event shall have a yield to maturity greater than DRS's existing 6⁷/₈% senior subordinated notes due 2013, plus 100 basis points.

The obligation of Bear Stearns, Wachovia and the other lenders to provide the senior credit facility and, if necessary, the interim facility, is subject to several conditions, including, but not limited to, the following:

Bear Stearns must be reasonably satisfied that no event has occurred that would reasonably be expected to have a material adverse effect on ESSI and its subsidiaries taken as a whole;

there must not have been a declaration of a banking moratorium or any general suspension of trading or limitation on prices for securities on the NYSE for three or more consecutive business days;

there must not have been any commencement or material escalation of armed hostilities or any security crisis or event directly or indirectly involving the United States, including any acts of terrorism or response of the United States or its allies, resulting in any material disruption or material adverse change in the U.S. credit or capital markets for three or more consecutive business days;

there must not have been any limitation by any governmental or regulatory authority that prohibits the extension of credit by banks, or lending institutions in the United States generally, that prevents a lender from providing financing in connection with either the senior credit facility or the interim facility, as the case may be, for three or more consecutive business days;

DRS must have complied in all material respects with its covenants, and its representations and warranties must be correct in all material respects;

DRS must have issued at least \$566.8 million in common equity to the shareholders of ESSI on the terms and conditions set forth in the commitment letter and otherwise reasonably satisfactory to Bear Stearns and Wachovia;

the aggregate consideration for the merger must not exceed \$2.214 billion, including the assumption of ESSI's indebtedness; and

DRS must not be in material breach of the merger agreement or the commitment letter.

As a result of the foregoing, DRS cannot assure you that the financing contemplated by the commitment letters will be available.

Certain Legal Matters

SEC Investigation

In December 2004, ESSI was notified by the Enforcement Division of the SEC of the issuance of a formal order directing a private investigation captioned *In the Matter of Engineered Support Systems, Inc.* and that the SEC had issued subpoenas to various individuals associated with ESSI to produce certain documents. The SEC staff also requested that ESSI voluntarily produce certain documents in

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connection with the investigation. The subpoenas related to trading in ESSI stock around ESSI's earnings releases in 2003 and the adequacy of certain disclosures made by ESSI regarding related-party transactions in 2002 and 2003 involving insurance policies placed by ESSI through an insurance brokerage firm in which an ESSI director was a principal at the time of the transactions.

On or about September 23, 2005, the SEC staff contacted ESSI's counsel and advised that it had issued a subpoena directed to ESSI and expanded its investigation to include ESSI's disclosure of a November 2004 stop-work order relating to ESSI's Deployable Power Generation and Distribution Systems program for the U.S. Air Force, and trading in ESSI stock by certain individuals associated with ESSI.

In connection with the foregoing SEC investigation, ESSI and certain of its directors and officers have provided information and testimony to the SEC. ESSI continues to furnish information requested by the SEC. On November 14, 2005, ESSI was informed by the Enforcement Division that one of ESSI's former directors and officers who is currently a consultant to ESSI has been issued a so-called Wells notice informing him that the staff of the SEC was considering recommending that the SEC bring a civil injunctive action against the officer in connection with the SEC's investigation into trading in ESSI common stock in 2003. A Wells notice provides prospective defendants with an opportunity to respond to the SEC staff members before the staff makes a formal recommendation on whether the SEC should pursue disciplinary action against them. ESSI has not received a Wells notice and continues to cooperate with the investigation. We are unable to determine at this time either the timing of the investigation or the impact, if any, which the investigation could have on ESSI or the combined company after the merger.

Interests of Certain Individuals in the Merger

Some of ESSI's current and former executive officers and directors have certain interests in the merger that differ from the interests of ESSI's shareholders generally. The ESSI board of directors was aware of these interests and considered them, among other matters, in approving the merger agreement and making its recommendation.

Executive Employment Agreements; Change in Control Payments

ESSI has existing employment agreements with the following executive officers: Gerald A. Potthoff, Chief Executive Officer and a director; Gary C. Gerhardt, Chief Financial Officer and a director; and Daniel A. Rodrigues, President and Chief Operating Officer.

Under Mr. Potthoff's employment agreement, he serves as Vice Chairman and Chief Executive Officer until October 31, 2007. Thereafter, the agreement automatically renews for successive one-year periods unless he or ESSI gives notice to terminate the agreement at least 30 days prior to the expiration of the term. The agreement may be terminated at any time by Mr. Potthoff upon not less than 90 days' written notice, or by ESSI at any time with or without cause.

Under the terms of the employment agreement, Mr. Potthoff is paid a base annual salary of \$720,000 and receives an annual incentive bonus payment. In addition, Mr. Potthoff is entitled to: (a) reimbursement of reasonable and necessary expenses incurred in the interest of the business of ESSI; (b) a car allowance as determined by ESSI's board; (c) payment of Mr. Potthoff's country club membership and other membership privileges as approved by ESSI's board; and (d) participate in ESSI's medical, life insurance, accidental death, disability income, profit sharing trust and other employee benefits along with his spouse for the duration of his life and the life of his spouse. The employment agreement also provides that, for ESSI's 2005 fiscal year, Mr. Potthoff shall receive a stock option award based on 15,000 shares of ESSI common stock. If the agreement is terminated by ESSI other than for cause, Mr. Potthoff is entitled to termination pay equal to his base salary upon the date of termination payable over 12 months. Additionally, during the 12-month period, Mr. Potthoff (and his

eligible family members) are entitled to continue to participate in and receive certain standard employee benefits. The agreement prohibits Mr. Potthoff from competing with ESSI for a period of two years after termination of employment. In the event of a change in control of ESSI, Mr. Potthoff is entitled to receive a lump sum cash payment in an amount equal to 2.99 times his average compensation for the prior five fiscal years of employment with ESSI.

Under Mr. Gerhardt's employment agreement, he serves as Vice Chairman and Chief Financial Officer until October 31, 2007. Thereafter, the agreement automatically renews for successive one-year periods unless he or ESSI gives notice to terminate the agreement at least 30 days prior to the expiration of the term. The agreement may be terminated at any time by Mr. Gerhardt upon not less than 90 days' written notice, or by ESSI at any time with or without cause.

Under the terms of the employment agreement, Mr. Gerhardt is paid a base annual salary of \$550,000 and receives an annual incentive bonus payment. In addition, Mr. Gerhardt is entitled to: (a) reimbursement of reasonable and necessary expenses incurred in the interest of the business of ESSI; (b) a car allowance as determined by ESSI's board; (c) payment of Mr. Gerhardt's country club membership and other membership privileges as approved by ESSI's board; and (d) participate in ESSI's medical, life insurance, accidental death, disability income, profit sharing trust and other employee benefits along with his spouse for the duration of his life and the life of his spouse. The employment agreement also provides that, for ESSI's 2005 fiscal year, Mr. Gerhardt shall receive a stock option award based on 15,000 shares of ESSI common stock. If the agreement is terminated by ESSI other than for cause, Mr. Gerhardt is entitled to termination pay equal to his base salary upon the date of termination payable over 12 months. Additionally, during the 12-month period, Mr. Gerhardt (and his eligible family members) are entitled to continue to participate in and receive certain standard employee benefits. The agreement prohibits Mr. Gerhardt from competing with ESSI for a period of two years after termination of employment. In the event of a change in control of ESSI, Mr. Gerhardt is entitled to receive a lump sum cash payment in an amount equal to 2.99 times his average compensation for the prior five fiscal years of employment with ESSI.

Under Mr. Rodrigues's employment agreement, he serves as President and Chief Operating Officer until April 10, 2008. Thereafter, the agreement automatically renews for successive one-year periods unless he or ESSI gives notice to terminate the agreement at least 30 days prior to the expiration of the term. The agreement may be terminated at any time by Mr. Rodrigues upon not less than 90 days' written notice, or by ESSI at any time with or without cause.

Under the terms of the employment agreement, Mr. Rodrigues is paid a base annual salary of \$350,000 and receives an annual incentive bonus payment. In addition, Mr. Rodrigues is entitled to: (a) reimbursement of reasonable and necessary expenses incurred in the interest of the business of ESSI; (b) a car allowance as determined by ESSI's board; (c) payment of Mr. Rodrigues's country club membership and other membership privileges as approved by ESSI's board; and (d) participate in ESSI's medical, life insurance, accidental death, disability income, profit sharing trust and other employee benefits on the same basis as other employees of ESSI. The employment agreement also provides that, for ESSI's 2005 fiscal year, Mr. Rodrigues shall receive a stock option award based on 142,500 shares of ESSI common stock. If the agreement is terminated by ESSI other than for cause, Mr. Rodrigues is entitled to termination pay equal to his base salary upon the date of termination payable over 12 months. Additionally, during the 12-month period, Mr. Rodrigues (and his eligible family members) are entitled to continue to participate in and receive certain standard employee benefits. The agreement prohibits Mr. Rodrigues from competing with ESSI for a period of two years after termination of employment. In the event of a change in control of ESSI, Mr. Rodrigues is entitled to receive a lump sum cash payment in an amount equal to 2.99 times his average compensation for the prior five fiscal years of employment with ESSI.

The table below lists the estimated aggregate cash payments to which each of Messrs. Potthoff, Gerhardt and Rodrigues would be entitled under their employment agreements: (a) if the executive officer's employment with ESSI were terminated as of the effective time of the merger under circumstances entitling the executive officer to termination pay; and (b) as a result of the change in control benefits payable to each of these executive officers as of the effective time of the merger.

| | <u>Termination Pay</u> | <u>Change in Control Benefit</u> |
|---------------------|------------------------|--------------------------------------|
| Gerald A. Potthoff | \$ 720,000 | \$ 2,145,325 |
| Gary C. Gerhardt | 600,000 | 1,970,410 |
| Daniel A. Rodrigues | 400,000 | 933,977 |

Success Fee Payment; Consulting Agreements

In connection with the approval of the merger agreement, ESSI's board of directors approved the recommendation of the board's compensation committee for ESSI to pay a success fee of \$5.0 million to Michael Shanahan, Sr., the non-executive Chairman and a director of ESSI, upon consummation of the merger. The payment will be made pursuant to the Shanahan MOU. The Shanahan MOU required ESSI to negotiate in good faith with Mr. Shanahan the amount of a reasonable success fee as compensation for Mr. Shanahan's consulting services, pursuant to a consulting agreement, dated May 1, 2005, in connection with the exploration of a possible sale of ESSI. Under the terms of the Shanahan MOU, Mr. Shanahan will be entitled to receive the success fee following any transaction resulting in a change of control of ESSI.

ESSI and Mr. Shanahan entered into the Shanahan MOU and the consulting agreement following Mr. Shanahan's retirement as ESSI's executive Chairman and the termination of the employment agreement between Mr. Shanahan and ESSI, which had provided for a change in control benefit consisting of a lump sum cash payment in an amount equal to 2.99 times Mr. Shanahan's average annual compensation for his prior five fiscal years of employment with ESSI.

Under the terms of the consulting agreement with Mr. Shanahan, Mr. Shanahan provides consulting and advisory services, pertaining to the business and operations of ESSI and serves as the non-executive Chairman of the board. The initial term of the agreement continues through April 30, 2006. The agreement automatically renews for an additional one-year period through April 30, 2007, unless terminated by Mr. Shanahan upon written notice at least 30 days prior to the expiration of the initial term. Thereafter, the agreement automatically renews for successive one-year periods unless terminated by either party upon written notice at least 30 days prior to the expiration of the then-current term. The agreement may be terminated at any time by Mr. Shanahan upon not less than 30 days' written notice, or by ESSI at any time with or without cause.

If the consulting agreement with Mr. Shanahan is terminated by ESSI without cause, Mr. Shanahan would be entitled to receive all compensation and benefits through the later of the expiration of the second term extending until April 30, 2007, or the renewal term in effect at the time of termination, and such other consideration as is expressly provided for in the agreement. Mr. Shanahan's consulting fee under the agreement is \$62,500 per month. The agreement also provides for payments in the amount of \$52,500 per month for 24 consecutive months to Mr. Shanahan's designated beneficiary if Mr. Shanahan's death occurs during the period that the agreement is in effect, as well as payments in the amount of \$52,500 per month for a period not to exceed 60 consecutive months if Mr. Shanahan becomes disabled during the period that the agreement is in effect. Additionally, the agreement provides that, upon a termination of the agreement by Mr. Shanahan by written notice, or upon a termination by ESSI without cause, or in the event that either party determines not to renew the agreement for any reason, ESSI will pay Mr. Shanahan \$52,500 per month for 24 months following termination of the agreement.

In addition to the consulting fee, Mr. Shanahan is entitled to: (a) reimbursement of reasonable and necessary expenses incurred in the interest of the business of ESSi; (b) a car allowance of not less than \$1,800 per month; (c) participate in ESSi's medical and dental insurance programs along with his spouse for the duration of his life and the life of his spouse; and (d) participate in ESSi's life insurance, accidental death and disability income benefit programs on the same basis as other executives of ESSi. The agreement also contains non-compete and non-diversion covenants that extend for so long as the agreement is in effect and during such period after any termination that Mr. Shanahan is receiving compensation from ESSi under the agreement.

ESSi has an existing consulting agreement with Ronald W. Davis, ESSi's former Director and President, Business Development. Mr. Davis retired from these positions in June 2005. Under the terms of this consulting agreement, Mr. Davis provides consulting and advisory services pertaining to transitioning his prior position to a successor and other duties reasonably requested by ESSi's board from time to time. The initial term of the agreement continues through May 31, 2006. The agreement automatically renews for successive one-year periods unless terminated by either party upon written notice at least 30 days prior to the expiration of the current term. The agreement may be terminated at any time by Mr. Davis upon not less than 30 days' written notice, or by ESSi at any time with or without cause.

Mr. Davis's consulting fee under the agreement is \$210 per hour, or \$1,680 per day if he performs services for eight or more hours on a given day. If the consulting agreement with Mr. Davis is terminated by ESSi without cause, Mr. Davis would be entitled to receive all compensation and benefits through the effective time of termination, along with \$14,333.33 per month for 12 months following termination of the agreement.

In addition to the consulting fee, Mr. Davis is entitled to: (a) reimbursement of reasonable and necessary expenses incurred in the interest of the business of ESSi; (b) a car allowance of not less than \$1,000 per month; and (c) participate in ESSi's medical and dental insurance programs along with his spouse for the duration of his life and the life of his spouse. The agreement also contains non-compete and non-diversion covenants that extend for so long as the agreement is in effect and for two years after termination of the agreement.

ESSi Stock Options

The merger agreement provides that at the time of the completion of the merger, all unexercised options to acquire ESSi common stock will be cancelled in exchange for the same consideration paid to ESSi shareholders, reduced by the applicable exercise price. The merger consideration per share of ESSi common stock, including the cash payment of \$30.10 and a fraction of a share of DRS common stock, will be reduced ratably by the exercise price of such cancelled options in the same proportion that the value of such cash and fraction of a share of DRS common stock bear to each other.

All stock options granted under ESSi's stock option plans are vested at the date of grant. Accordingly, the merger will not result in acceleration of vesting of stock options. Under the merger agreement, as of the effective date of the merger, each outstanding and unexercised option granted under ESSi's current stock option plans will be converted into the right to receive cash and shares of DRS common stock (as more fully described under "The Merger Agreement Treatment of Stock Options" beginning on page).

The following table lists, with respect to ESSi's named executive officers listed below, all of ESSi's executive officers as a group and all of ESSi's non-management directors as a group, the number of

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options to purchase ESSi common stock held by such individuals as of November 10, 2005. All of these options are fully vested.

| Name | Number of Securities Underlying Unexercised Options |
|--|---|
| Michael F. Shanahan, Sr.(1) Chairman of the Board | 0 |
| Gerald A. Potthoff Chief Executive Officer | 833,907 |
| Gary C. Gerhardt Vice Chairman and Chief Financial Officer | 867,657 |
| Daniel A. Rodrigues President and Chief Operating Officer | 225,000 |
| Dan D. Jura President, Business Development | 116,250 |
| Steven J. Landmann Senior Vice President, Controller and Chief Accounting Officer | 165,000 |
| Ronald W. Davis(2) | 0 |
| All executive officers as a group (29) | 3,494,752 |
| All non-management directors as a group (12) | 345,380 |

(1) In April 2005, Mr. Shanahan began serving as non-executive Chairman of the Board, a change from his prior position as executive Chairman of the Board.

(2) In June 2005, Mr. Davis resigned as President, Business Development and director.

Indemnification Rights

Under the merger agreement, DRS has agreed to indemnify ESSi's directors and officers in certain circumstances against various claims and actions arising out of their positions with ESSi prior to the merger, so long as such director or officer is, or has been, acting within the scope of such person's employment or fiduciary duties. DRS also will provide continuing insurance coverage for directors and officers of ESSi for a minimum of six years following the effective time of the merger. DRS will not be obligated to make annual premium payments for this insurance to the extent that the premiums exceed 150% of the most recent annual premiums paid by ESSi prior to the date of the merger agreement. See section entitled "The Merger Agreement Directors' and Officers' Insurance; Indemnification."

Continued Benefits

In connection with the merger, employees of DRS that were employed by ESSi immediately before the effective time of the merger will be provided benefits (other than equity-based benefits and other than individual employment agreements) for a period of one year following the effective time of the merger or, if shorter, for the remainder of the employment period that are, in the aggregate, similar to those provided by ESSi prior to the effective time of the merger; however, DRS is not obligated to continue the employment of any employee following the effective time of the merger.

Regulatory Approvals Required for the Merger

The merger is subject to review by the Antitrust Division of the U.S. Department of Justice, or the Antitrust Division, and the U.S. Federal Trade Commission, which is referred to as the FTC, under the HSR Act. Under the HSR Act, DRS and ESSI are required to make pre-merger notification filings and to await the expiration or early termination of the statutory waiting period prior to completing the merger. On October 14, 2005, DRS and ESSI each filed a Pre-merger Notification and Report Form with the Antitrust Division and the FTC. The applicable waiting period under the HSR Act expired on November 14, 2005. DRS and ESSI also may be required to obtain additional regulatory approvals from various federal, state and foreign authorities.

There can be no assurance that the governmental reviewing authorities will terminate the applicable statutory waiting periods or clear the merger at all or without restrictions or conditions that would have a material adverse effect on the combined company if the merger is completed. In addition, following the statutory waiting period and clearance of the merger, and even after completion of the merger, either the Antitrust Division, the FTC or any state attorneys general could challenge, seek to block or block the merger under the antitrust laws, as it deems necessary or desirable in the public interest. In addition, in some jurisdictions, a competitor, customer or other third party could initiate a private action under the antitrust laws challenging or seeking to enjoin the merger, before or after it is completed. A challenge to the merger could be made and, if a challenge is made, DRS and ESSI may not prevail. DRS and ESSI do not believe that the merger will violate U.S. federal or state laws.

Material U.S. Federal Income Tax Consequences

The following discussion describes the material U.S. federal income tax consequences of the merger to DRS, ESSI, DRS stockholders and U.S. holders (as defined below) of ESSI common stock. This summary is based on the Internal Revenue Code of 1986, as amended, referred to as the Code Treasury Regulations promulgated thereunder, judicial opinions, and administrative pronouncements and published rulings of the Internal Revenue Service, all as in effect on the date of this joint proxy statement/prospectus. These authorities may change, possibly retroactively, resulting in U.S. federal income tax consequences different from those set forth below. We have not sought, and will not seek, any ruling from the IRS with respect to the U.S. federal income tax consequences of the merger. We cannot assure you that the IRS will not take a contrary position regarding the tax consequences of the merger summarized in this discussion and that any such contrary position would not be sustained.

The following is a general summary of the material U.S. federal income tax consequences of the merger to ESSI shareholders upon their exchange of ESSI common stock for DRS common stock and cash pursuant to the merger agreement. This summary is limited to ESSI shareholders that hold their ESSI common stock as capital assets within the meaning of Section 1221 of the Code. This summary does not address any U.S. federal income tax consequences to ESSI shareholders who exercise appraisal rights pursuant to Missouri law. This summary does not address all aspects of U.S. federal income taxation that may be applicable to ESSI shareholders in light of their particular circumstances or to ESSI shareholders subject to special treatment under U.S. federal income tax law, such as (without limitation):

certain U.S. expatriates;

ESSI shareholders that hold ESSI common stock as part of a straddle, appreciated financial position, synthetic security, hedge, conversion transaction or other integrated investment;

ESSI shareholders who hold their shares as a result of a constructive sale;

ESSI shareholders whose functional currency is not the U.S. dollar;

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ESSI shareholders who acquired ESSI common stock through the exercise of employee stock options or otherwise as compensation or through a tax-qualified retirement plan;

ESSI shareholders who are also stockholders of DRS;

ESSI shareholders that are entities treated as partnerships for U.S. federal income tax purposes;

foreign persons and entities;

financial institutions;

insurance companies;

tax-exempt entities;

dealers in securities or foreign currencies; and

traders in securities that mark-to-market.

Furthermore, this summary does not address any aspect of state, local or foreign tax laws or the alternative minimum tax provisions of the Code.

The following summary is not binding on the Internal Revenue Service or any court. The summary is based on the Code, the Treasury Regulations promulgated thereunder, and judicial and administrative rulings and decisions in effect on the date hereof, all of which are subject to change at any time, possibly with retroactive effect, which could result in U.S. federal income tax consequences different from those described below. As a result, ESSI cannot assure you that the tax consequences described in this discussion will not be challenged by the IRS or will be sustained by a court if so challenged. No ruling has been or will be sought from the IRS, and no opinion of counsel has been or will be rendered, as to the U.S. federal income tax consequences of the merger.

ESSI SHAREHOLDERS ARE STRONGLY URGED TO CONSULT THEIR OWN TAX ADVISORS AS TO THE SPECIFIC TAX CONSEQUENCES OF THE MERGER TO THEM, INCLUDING THE APPLICABLE FEDERAL, STATE, LOCAL AND FOREIGN TAX CONSEQUENCES OF THE MERGER TO THEM AND THE EFFECT OF POSSIBLE CHANGES IN TAX LAWS.

Material U.S. federal income tax consequences to an ESSI shareholder, as a result of the merger, are as follows:

The receipt of cash and DRS common stock should be a fully taxable transaction for U.S. federal income tax purposes. In general, each ESSI shareholder should recognize gain or loss in an amount equal to the difference between (1) the amount realized by the holder in exchange for its ESSI shares and (2) the holder's adjusted tax basis in the exchanged shares. Gain or loss should be determined separately for each block of ESSI common stock (i.e., shares acquired at the same cost in a single transaction) exchanged in connection with the merger. The amount realized by each holder of ESSI common stock should equal the amount of cash received plus the fair market value (as of the date of the merger) of the DRS common stock received.

Any gain or loss recognized should be long-term capital gain or loss if the shares exchanged were held for more than one year as of the date of the merger and should be short-term capital gain or loss if the exchanged shares were held for one year or less.

Capital gains recognized by a non-corporate taxpayer upon a disposition of ESSI common stock held for more than one year generally should be subject to a maximum U.S. federal income tax rate of 15%. Certain limitations apply to the use of capital losses to both corporate and non-corporate taxpayers.

The holder's initial tax basis in the DRS common stock received pursuant to the merger should be equal to the fair market value of the DRS common stock at the effective time of the merger, and the holder's holding period for the DRS common stock should begin on the date following the closing date of the merger.

Backup Withholding

Certain non-corporate holders of ESSi common stock may be subject to backup withholding, at applicable rates (currently 28%), on amounts received pursuant to the merger. Backup withholding will not apply, however, to a holder who (1) furnishes a correct taxpayer identification number and certifies that the holder is not subject to backup withholding on IRS Form W-9 or a substantially similar form, (2) provides a certification of foreign status on an appropriate Form W-8 or successor form, or (3) is otherwise exempt from backup withholding. If a holder does not provide its correct taxpayer identification number on IRS Form W-9 or a substantially similar form, the holder may be subject to penalties imposed by the IRS. Amounts withheld, if any, generally are not an additional tax and may be refunded or credited against the holder's U.S. federal income tax liability, provided that the holder furnishes the required information to the IRS.

The summary of material U.S. federal income tax consequences set forth above is intended to provide a general summary only and is not intended to be a complete analysis or description of all potential U.S. federal income tax consequences of the merger. In addition, the summary does not address tax consequences that may vary with, or are contingent on, individual circumstances. It does not address certain categories of holders of shares of common stock or holders of options to purchase common stock. Moreover, the summary does not address any non-income tax or any foreign, state, local or other tax consequences of the merger. The summary does not address the tax consequences of any transaction other than the merger. Accordingly, each ESSi shareholder is strongly urged to consult with his or her own tax advisor to determine the particular federal, state, local or foreign income, reporting or other tax consequences of the merger to that shareholder.

Accounting Treatment

DRS will account for the merger under the "purchase" method of accounting in accordance with accounting principles generally accepted in the United States of America. Therefore, the total merger consideration paid by DRS, together with the direct costs of the merger, will be allocated to ESSi's assets acquired, including tangible and amortizable intangible assets, and liabilities assumed based on their fair values, with any excess being treated as goodwill. The assets, liabilities and results of operations of ESSi will be consolidated into the assets, liabilities and results of operations of DRS beginning with the closing date of the merger.

Listing of DRS Common Stock

DRS will cause the shares of DRS common stock to be issued in the merger to be approved for listing on the NYSE upon the completion of the merger.

Dissenters' Rights of Appraisal

Under Delaware law, holders of DRS common stock are not entitled to dissenters' appraisal rights in connection with the issuance of DRS common stock in the merger or in connection with the amendment of DRS's certificate of incorporation.

Holders of ESSi common stock who do not vote in favor of approving the merger agreement and the transactions contemplated by the merger agreement and properly demand appraisal of their shares will be entitled to appraisal rights pursuant to the merger agreement under Section 351.455 of the MBCL, which is referred to as Section 351.455.

The following discussion is not a complete discussion of the law pertaining to dissenters' rights of appraisal under Section 351.455 and is qualified in its entirety by the full text of Section 351.455, which is attached to this joint proxy statement/prospectus as Annex F. The following summary does not constitute any legal or other advice, nor does it constitute a recommendation that ESSI shareholders exercise their right to seek appraisal under Section 351.455. All references in Section 351.455 and in this summary to a "shareholder" are to the record holder of the shares of ESSI common stock as to which appraisal rights are asserted. A person having a beneficial interest in shares of ESSI common stock held of record in the name of another person, such as a broker, fiduciary, depositary or other nominee, must act promptly to cause the record holder to follow the steps summarized below properly and in a timely manner to perfect appraisal rights.

Each of ESSI's shareholders who elects to dissent from the merger and who follows the procedures set forth in Section 351.455 will be entitled to receive a payment in cash for his or her shares in lieu of any merger consideration. ESSI does not intend to send to its shareholders notifications of deadlines or other applicable dates under Missouri law with respect to dissenters' rights. Shareholders that receive cash upon exercise of dissenters' rights may recognize gain for federal income tax purposes.

Shareholders who hold ESSI common stock on _____, 2005, the record date for the special meeting of ESSI shareholders to consider and vote on the proposal to approve the merger agreement and the transactions contemplated by the merger agreement, may assert dissenters' rights only by complying with all of the following requirements:

ESSI shareholders asserting dissenters' rights must deliver to ESSI prior to or at the ESSI special meeting a written objection to the merger agreement. The objection should be delivered or mailed in time to arrive before the special meeting to Engineered Support Systems, Inc., 201 Evans Lane, St. Louis, Missouri 63121, Attention: Corporate Secretary. The written objections must be made in addition to, and separate from, any proxy or other vote against approval of the merger agreement. Neither a vote against, a failure to vote for, nor an abstention from voting will satisfy the requirement that a written objection be delivered by a shareholder to ESSI before the vote is taken. Unless a shareholder files the written objection as provided above, he or she will not have any dissenters' rights of appraisal;

The shareholder must not vote in favor of approval of the merger agreement; and

The shareholder must deliver to the combined company within 20 days after completion of the merger a written demand for payment of the fair value of his or her shares of ESSI common stock as of the day prior to the date of ESSI's special meeting. That demand must include a statement of the number of shares of ESSI common stock owned. The demand must be mailed or delivered to Engineered Support Systems, Inc., 201 Evans Lane, St. Louis, Missouri 63121, Attention: Corporate Secretary. Any shareholder who fails to make a written demand for payment within the 20-day period after the effective time of the merger will be presumed conclusively to have consented to the merger agreement and will be bound by its terms. Neither a vote against the merger agreement nor the written objection prior to the meeting referred above, standing alone, satisfies this written demand requirement.

A beneficial owner of shares of ESSI common stock who is not the record owner of that common stock may not assert dissenters' rights. If the shares of ESSI common stock are owned of record in a fiduciary capacity, such as by a trustee, guardian or custodian, or by a nominee or are held in "street name" by a brokerage firm or bank, the written demand asserting dissenters' rights must be executed by the fiduciary, nominee, broker or bank. If the shares of the dissenting shareholder's common stock are owned of record by more than one person, as in a joint tenancy or tenancy in common, the demand must be executed by all joint owners. An authorized agent, including an agent for two or more joint owners, may execute the demand for a shareholder of record; however, the agent must identify

the record owner and expressly disclose the fact that, in executing the demand, he or she is acting as agent for the record owner.

If within 30 days after completion of the merger the value of a dissenting shareholder's shares of ESSI common stock is agreed upon between the shareholder and ESSI, ESSI will make payment to the shareholder within 90 days after the effective time, upon the shareholder's surrender of his or her certificates to ESSI. Upon payment of the agreed value, the dissenting shareholder will cease to have any interest in such shares.

If the dissenting shareholder and ESSI do not agree on the fair value of the shares within 30 days after completion of the merger, the dissenting shareholder may, within 60 days after the expiration of the 30-day period, file a petition in St. Louis County Circuit Court asking for a finding and a determination of the fair value of the shares. The dissenting shareholder is entitled to judgment against ESSI for the amount of such fair value as of the day prior to the date on which such vote was taken approving the merger agreement, together with interest thereon to the date of judgment. The judgment is payable only upon and simultaneously with the surrender to ESSI of the certificates representing said shares. Upon payment of the judgment, the dissenting shareholder will cease to have any interest in such shares. Unless the dissenting shareholder files the petition within the 60-day period, the shareholder and all persons claiming under such shareholder will be presumed conclusively to have approved and ratified the merger agreement, and will be bound by the terms thereof.

The right of a dissenting shareholder to be paid the fair value for his or her shares will cease if the shareholder fails to comply with the procedures of Section 351.455 or if the merger agreement is terminated for any reason.

When a dissenting shareholder is entitled to a remedy under this procedure, that remedy will be the exclusive remedy of the shareholder with respect to the merger, except in the case of fraud or if the merger has not received proper authorization.

Shareholders of ESSI considering demanding the purchase of their shares at fair value should keep in mind that the fair value of their shares determined under Section 351.455 could be more, the same or less than the merger consideration to which they are entitled to under the merger if they do not demand the purchase of their shares at fair value.

The summary set forth above does not purport to be a complete statement of the provisions of Section 351.455 relating to the rights of dissenting shareholders and is qualified in its entirety by reference to Section 351.455, which is included as Annex F to this joint proxy statement/prospectus.

Failure to follow the steps required by Section 351.455 for perfecting appraisal rights will result in the loss of these rights. Consequently, any shareholder intending to exercise appraisal rights is urged to review carefully the provisions set forth in Annex F and to consult with legal counsel so as to assure compliance with the required procedures.

Delisting and Deregistration of ESSI Common Stock

If the merger is completed, ESSI common stock will be delisted from the Nasdaq and deregistered under the Exchange Act, and ESSI will no longer file periodic reports with the SEC.

Restrictions on Sales of Shares of DRS Common Stock Received in the Merger

The shares of DRS common stock to be issued in connection with the merger will be registered under the Securities Act and will be freely transferable, except for shares of DRS common stock issued to any person who is deemed to be an "affiliate" of ESSI under the Securities Act prior to the merger. Persons who may be deemed to be "affiliates" of ESSI prior to the merger include individuals or entities that control, are controlled by, or are under common control with, ESSI prior to the merger,

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and may include officers and directors, as well as significant shareholders of ESSI prior to the merger. Affiliates of ESSI prior to the merger may not sell any of the shares of DRS common stock received by them in connection with the merger except pursuant to:

an effective registration statement under the Securities Act covering the resale of those shares;

an exemption under paragraph (d) of Rule 145 under the Securities Act; or

any other applicable exemption under the Securities Act.

The DRS registration statement on Form S-4, of which this joint proxy statement/prospectus is a part, does not cover the resale of shares of DRS common stock to be received by affiliates of ESSI in the merger.

THE MERGER AGREEMENT

The following summary describes selected material provisions of the merger agreement, the text of which is included in this joint proxy statement/prospectus as Annex A and is incorporated by reference into this joint proxy statement/prospectus. This summary may not contain all of the information about the merger agreement that is important to you. You are encouraged to carefully read the merger agreement in its entirety.

The text of the merger agreement has been included to provide you with information regarding its terms. It is not intended to provide any other factual information about DRS or ESSI. Such information can be found elsewhere in this document and in the public filings that DRS makes with the SEC, which are available without charge through the SEC's web site at <http://www.sec.gov>.

The representations and warranties described below and included in the merger agreement were made by each of DRS and ESSI to the other. These representations and warranties were made as of specific dates and may be subject to important qualifications, limitations and supplemental information agreed to by DRS and ESSI in connection with negotiating the terms of the merger agreement. In addition, the representations and warranties may have been included in the merger agreement for the purpose of allocating risk between DRS and ESSI rather than to establish matters as facts. The merger agreement is described in, and included as Annex A hereto, only to provide you with information regarding its terms and conditions, and not to provide any other factual information regarding DRS, ESSI or their respective businesses. Accordingly, the representations and warranties and other provisions of the merger agreement should not be read alone, and you should read the information provided elsewhere in this document and in the documents incorporated by reference into this document for information regarding DRS and ESSI and their respective businesses. See the sections entitled "Consolidated Financial Statements" and "Additional Information Where You Can Find More Information" beginning on pages and , respectively, of this joint proxy statement/prospectus.

Structure of the Merger

The merger agreement provides for the merger of ESSI with Maxco, a newly-formed and wholly-owned subsidiary of DRS. After the merger, ESSI will be the surviving corporation and a wholly-owned subsidiary of DRS.

Completion and Effectiveness of the Merger

The closing of the merger will occur as soon as practicable after all of the conditions for completion of the merger contained in the merger agreement are satisfied or waived, unless the parties agree otherwise in writing (see the section entitled "Conditions to Completion of the Merger" below). The merger will become effective upon the filing of the articles of merger with the Secretary of State of the State of Missouri.

DRS and ESSI are working to complete the merger as quickly as practicable. However, we cannot predict the exact timing of the completion of the merger because it is subject to regulatory approvals and other conditions.

Merger Consideration

General

At the effective time of the merger, each share of ESSI common stock outstanding immediately prior to the effective time of the merger will be converted into the right to receive a combination of cash and DRS common stock. For each of their shares of ESSI common stock, ESSI shareholders will be entitled to receive (1) \$30.10 in cash and (2) a fractional portion of a share of DRS common stock equal to an exchange ratio as set forth in the merger agreement, which will be determined as follows: (a) if the average closing sale price per share of DRS common stock on the NYSE composite

transactions reporting system for each of the ten consecutive trading days ending with the second complete trading day prior to completion of the merger is \$57.20 per share or greater, the exchange ratio shall be 0.2255; (b) if the average closing sale price per share of DRS common stock for each of the ten consecutive trading days ending with the second complete trading day prior to completion of the merger is less than \$57.20 per share but greater than \$46.80 per share, the exchange ratio shall be the quotient, calculated to the nearest one-ten thousandth, resulting from dividing \$12.90 by the average closing sale price per share of DRS common stock for such ten trading days; and (c) if the average closing sale price per share of DRS common stock for each of the ten consecutive trading days ending with the second complete trading day prior to completion of the merger is \$46.80 per share or less, the exchange ratio will be 0.2756. DRS will issue approximately million shares of DRS common stock and spend approximately \$ billion in cash in the merger based on the fully-diluted number of shares of ESSI common stock as of the ESSI record date.

Dissenters' Shares

Shares of ESSI common stock held by any ESSI shareholder that properly demands payment for their shares in compliance with the dissenters' rights under Section 351.455 of the MBCL will not be converted into the right to receive the merger consideration. ESSI shareholders properly exercising dissenters' rights will be entitled to payment as further described above under "The Merger Dissenters' Rights of Appraisal." However, if any ESSI shareholder fails to perfect or otherwise waives, withdraws or loses the right to receive payment under Section 351.455, then that ESSI shareholder will not be paid in accordance with Section 351.455, and the shares of ESSI common stock held by that ESSI shareholder will be exchangeable solely for the right to receive the merger consideration.

Exchange of ESSI Stock Certificates for DRS Stock Certificates

Following the merger, DRS will cause the merger consideration to be provided to the exchange agent. The exchange agent will distribute the merger consideration to ESSI shareholders who have surrendered their ESSI common stock certificates in accordance with the instructions to be sent to each ESSI shareholder by the exchange agent. An exchange agent retained by DRS for the merger will handle the exchange of shares of ESSI common stock for the merger consideration, including the payment of cash for fractional shares.

Only those holders of ESSI common stock who properly surrender their ESSI stock certificates in accordance with the exchange agent's instructions will receive:

a certificate (or evidence of shares in book-entry form) representing the number of whole shares of DRS common stock, and payment of the cash consideration into which the ESSI stock certificate has been converted,

cash in lieu of any fractional share of DRS common stock, and

dividends or other distributions on DRS common stock with record dates after the effective time of the merger, if any.

After the effective time of the merger, each certificate representing shares of ESSI common stock that has not been surrendered will represent only the right to receive upon surrender of that certificate each of the items listed in the preceding sentence. No interest will be paid or will accrue on the cash payable upon surrender of the certificate(s). Following completion of the merger, ESSI will not register any transfers of ESSI common stock outstanding on its stock transfer books prior to the merger.

As soon as reasonably practicable after the effective time of the merger, the exchange agent will mail a letter of transmittal and instructions for surrendering the certificates representing shares of ESSI common stock for merger consideration to each record holder of shares of ESSI common stock. Upon surrender of certificates representing shares of ESSI common stock for cancellation, together with an

executed letter of transmittal, to the exchange agent, the holder of those certificates will be entitled to receive the appropriate merger consideration. The surrendered certificates representing ESSi common stock will be cancelled.

Treatment of Stock Options

The merger agreement provides that at the time of the completion of the merger, all unexercised options to acquire ESSi common stock will be cancelled in exchange for the same consideration paid to ESSi shareholders for shares of ESSi common stock, reduced by the applicable exercise price. The merger consideration for each share of ESSi common stock, which includes the cash payment of \$30.10 and a fraction of a share of DRS common stock, will be reduced ratably by the exercise price of the unexercised options in the same proportion that the value of the cash and fraction of a share of DRS common stock bear to each other.

The cash portion of the merger consideration payable in respect of an unexercised option to acquire ESSi common stock will equal the positive difference, if any, between the total cash portion of the merger consideration payable in respect of the ESSi shares issuable upon exercise of the option, less an amount of the exercise price attributable to the cash portion of the merger consideration. The total cash portion of the merger consideration payable in respect of a particular option to acquire ESSi common stock (before any reduction in respect of the exercise price) will equal \$30.10, multiplied by the number of shares of ESSi common stock subject to a particular option. The cash payment to the optionee will then be reduced by a portion of the exercise price of the option. The portion of the exercise price attributable to the cash payment of merger consideration will equal the total exercise price of an option to acquire ESSi common stock, multiplied by the percentage the cash payment bears to the total merger consideration to be paid in respect of a share of ESSi common stock. The total exercise price of an option to acquire ESSi common stock equals the exercise price per share of ESSi common stock multiplied by the number of shares of ESSi common stock subject to a particular option.

The fraction of a share of DRS common stock payable in respect of an unexercised option to acquire ESSi common stock will equal the positive difference, if any, between the total number of shares of DRS common stock issuable in respect of the ESSi shares issuable upon exercise of the option, less the portion of the exercise price attributable to the stock portion of the merger consideration. The total number of shares of DRS common stock issuable in respect of a particular option to acquire ESSi common stock (before any reduction in respect of the exercise price) will equal the number of shares of ESSi common stock subject to a particular option, multiplied by the exchange ratio. The total number of shares of DRS common stock will then be reduced by a portion of the total exercise price of such option to acquire ESSi common stock. The amount of the exercise price attributable to the stock portion of the merger consideration will equal the total exercise price of the option less the amount of the exercise price attributable to the cash portion of the merger consideration, divided by the average per-share closing price of DRS common stock on the effective date of the merger. The total exercise price of an option to acquire ESSi common stock equals the exercise price per share of ESSi common stock multiplied by the number of shares of ESSi common stock subject to a particular option. The exact amount of the merger consideration payable in respect of an option, and the reduction applicable to the cash payment and DRS common stock components will depend on the market price of DRS common stock and the exercise price of the unexercised option.

Fractional Shares

DRS will not issue fractional shares of DRS common stock in the merger. Instead, each holder of shares of ESSi common stock who would otherwise be entitled to receive fractional shares of DRS common stock in the merger will be entitled to an amount of cash, without interest, equal to the

product of the amount of the fractional share interest in a share of DRS common stock to which that shareholder would otherwise be entitled by an amount equal to the average of the closing sale prices for a share of DRS common stock on the NYSE composite transactions reporting system, as reported in *The Wall Street Journal*, for the five consecutive trading days ending on (and including) the trading day immediately preceding the effective time of the merger.

Termination of Exchange Fund

Six months after the effective time of the merger, DRS may require the exchange agent to deliver to DRS all cash and shares of DRS common stock remaining in the exchange fund. Thereafter, ESSI shareholders must look only to DRS for payment of the merger consideration on their shares of ESSI common stock.

No Liability

None of DRS, ESSI or the exchange agent will be liable to any holder of a certificate representing shares of ESSI common stock for any amount properly delivered to a public official under any applicable abandoned property, escheat or similar law.

Distributions with Respect to Unexchanged Shares

Holders of ESSI common stock are not entitled to receive any dividends or other distributions on DRS common stock until the merger is completed. After the merger is completed, holders of ESSI common stock certificates will be entitled to dividends and other distributions declared or made after completion of the merger with respect to the number of whole shares of DRS common stock to which they are entitled upon exchange of their ESSI stock certificates, but they will not be paid any dividends or other distributions on DRS common stock until they surrender their ESSI stock certificates to the exchange agent in accordance with the exchange agent's instructions.

Transfers of Ownership

In the event of a transfer of ownership of ESSI common stock that is not registered in the transfer records of ESSI, DRS will issue only merger consideration, cash in lieu of a fractional share and any dividends or distributions on DRS common stock that may be applicable to the holder of a surrendered ESSI stock certificate or certificates representing such transferred ESSI common stock if it is accompanied by all documents required to evidence and effect such transfer and to evidence that any applicable transfer or other taxes have been paid.

Conditions to Completion of the Merger

Conditions to Each Party's Obligation to Effect the Merger

The obligations of DRS and ESSI to complete the merger are subject to the satisfaction or waiver, where permissible, of the following conditions:

the termination or expiration of any waiting period applicable to the consummation of the merger under HSR Act must occur (which expiration occurred on November 14, 2005), and there must be no action by the Department of Justice or the FTC challenging or seeking to enjoin the merger (See "The Merger Regulatory Approvals Required for the Merger" on page);

the merger agreement and the transactions contemplated by merger agreement must be approved by the holders of at least two-thirds of the outstanding ESSI common stock entitled to vote on the proposal;

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the proposal to approve the issuance of DRS common stock in the merger must receive the affirmative vote of the holders of a majority of shares of DRS common stock cast on such proposal, in person or by proxy, provided that the total votes cast on the proposal represent over 50% of the outstanding shares of DRS common stock entitled to vote on the proposal;

the registration statement (of which this joint proxy statement/prospectus is a part) must have been declared effective, and there must be no stop order suspending its effectiveness and there must be no proceeding for that purpose initiated or threatened in writing by the SEC;

the DRS common stock to be issued in connection with the merger must have been approved for listing on the NYSE subject to official notice of issuance;

there must not be any injunction, judgment or other order issued, or any law enacted, which prohibits or has the effect of prohibiting the merger or makes the merger illegal; and

all other authorizations, consents, waivers, orders or approvals, declarations or filings with, or expirations of waiting periods imposed by government agencies must have been received, filed or occurred, if the failure to do so would have a material adverse effect on ESSI.

Conditions to Obligations of DRS and Maxco to Effect the Merger

The obligations of DRS and Maxco to complete the merger depend upon the following additional conditions being fulfilled:

each of the representations and warranties of ESSI must be true and correct in all material respects as of September 21, 2005 and as of the effective time of the merger, without regard to materiality or material adverse effect qualifiers;

ESSI and its subsidiaries must have performed, in all material respects, all of their obligations under the merger agreement at or prior to the effective time of the merger agreement;

from September 21, 2005 to the effective time, there must be no event, development or state of fact that has or could reasonably be expected to have a material adverse effect on ESSI; and

ESSI must have obtained the consent of each person whose consent is required in connection with the merger agreement, and ESSI must not modify the terms of any contract specified in the merger agreement or make payments to third parties in excess of \$150,000 in the aggregate in order to receive such consents, without the consent of DRS.

Conditions to Obligation of ESSI to Effect the Merger

The obligation of ESSI to complete the merger depends on the following additional conditions being fulfilled:

each of the representations and warranties of DRS and Maxco must be true and correct in all material respects as of September 21, 2005 and as of the effective time of the merger, without regard to materiality or material adverse effect qualifiers;

DRS and Maxco must have performed in all material respects all of their obligations under the merger agreement at or prior to the effective time of the merger agreement; and

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from September 21, 2005 to the effective time, there must be no event, development or state of fact that has or could reasonably be expected to have a material adverse effect on DRS.

With respect to the merger agreement, the term "material adverse effect" means

with respect to DRS, any change or effect that would reasonably be expected to be materially adverse to the business, results of operations, assets, liabilities or financial condition of DRS and

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its subsidiaries, taken as a whole, or any event, matter, condition or effect which precludes or delays or would reasonably be expected to preclude or delay DRS from materially performing its material obligations under the merger agreement; and

with respect to ESSI, any change or effect that would reasonably be expected to be materially adverse to the business, results of operations, assets, liabilities, financial condition, or reputation of ESSI and its subsidiaries, taken as a whole, including any material worsening with respect to any matter disclosed in ESSI's disclosure schedule; or any event, matter, condition or effect which precludes or delays or would reasonably be expected to preclude or delay ESSI from materially performing its material obligations under the merger agreement.

In determining whether there has been a material adverse effect, the merger agreement disregards any adverse effect from the taking of any action permitted or required by the merger agreement or the announcement or pendency of the merger; or changes or conditions affecting the industry in which DRS, ESSI or their respective subsidiaries operate, so long as such changes do not disproportionately affect DRS, ESSI or their respective subsidiaries.

Representations and Warranties

The merger agreement contains customary representations and warranties of DRS and ESSI, which are subject to materiality and knowledge qualifications in many respects, and expire at the effective time of the merger. The representations and warranties contained in the merger agreement relate to, among other things: corporate organization and qualification; capitalization; corporate power and authority; stockholder approval with respect to the merger agreement; the absence of conflicts and required filings and consents; compliance with the law; SEC filings, financial statements and undisclosed liabilities; the absence of litigation; unlawful business practices; information supplied for inclusion in this joint proxy statement/prospectus; and full disclosure in the merger agreement.

ESSI made additional representations and warranties regarding its articles of incorporation; affiliate transactions; the absence of certain changes or events since October 31, 2004; employee benefit plans; labor and other employment matters; real property and title to assets; intellectual property; taxes; environmental matters; contracts specified in the merger agreement; government contracts; suspension or debarment from bidding on government contracts; loss contracts and backlog; customers, distributors and suppliers; insurance; board approval and votes required; the opinion of its financial advisor; brokers used in connection with the merger agreement; and export licenses and agreements.

The merger agreement also contains additional representations and warranties of DRS relating to the ownership and activities of Maxco; its ownership of ESSI common stock; and the availability of funds necessary to pay the merger consideration upon completion of the merger.

ESSI Prohibited from Soliciting Other Offers

None of ESSI, its subsidiaries, officers, directors, employees, agents or representatives (including any investment banker, attorney or accountant retained by ESSI or its subsidiaries) may initiate, solicit, or knowingly encourage, directly or indirectly, any inquiries or the making or implementation of any of the following inquiries, offers or proposals involving ESSI, each referred to in the merger agreement as an "alternative proposal:"

any merger, consolidation, share exchange, recapitalization, liquidation, dissolution, business combination or similar transaction;

any sale, lease, exchange, mortgage, pledge, transfer or other disposition of 20% or more of the consolidated assets of ESSI and its subsidiaries taken as a whole;

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any tender offer (including a self-tender offer) or exchange offer that would result in any person, entity or group beneficially owning 20% or more of a class of equity securities of ESSI or any subsidiary, or the filing of a registration statement under the Securities Act in connection with such offer;

any acquisition of 20% or more of the outstanding shares of stock of ESSI or the filing of a registration in connection with such an acquisition; or

any other acquisition or disposition that would prevent or materially diminish the benefits of the merger to DRS.

The merger agreement, however, permits ESSI, prior to the ESSI shareholders' approval of the merger agreement, to participate in discussions or negotiations with, to provide confidential information or data to or to afford access to the properties, books or records of ESSI or its subsidiaries to any person who has made, in the good faith judgment of the ESSI board after consultation with their financial advisors, a bona fide, written alternative proposal that would reasonably be expected to result in a "superior proposal" (as discussed below) if the following conditions are met:

the alternative proposal was not initiated, solicited or knowingly encouraged by ESSI, its subsidiaries or their agents in violation of their non-solicitation obligations under the merger agreement;

ESSI has complied with the no-solicitation provisions of the merger agreement;

the ESSI board determines in good faith that the failure to participate in discussions or negotiations, provide confidential information or data or afford access, would result in the breach of its fiduciary duty under applicable law; and

a copy of all information given to the party making the alternative proposal is delivered simultaneously to DRS, if it has not previously been furnished or made available to DRS.

The merger agreement also permits ESSI to disclose certain information to its shareholders regarding an alternative proposal, if such disclosure is required under the Exchange Act, or, if the ESSI board determines in good faith, after consultation with outside legal counsel, that failure to disclose such information would result in a breach of its fiduciary duty under applicable law.

The merger agreement provides that ESSI generally may not withdraw, modify or fail to make its approval or recommendation of the merger. In addition, ESSI may not approve or recommend any alternative proposal, take any action to render the provisions of any anti-takeover statute inapplicable to any third party, or cause ESSI to accept any alternative proposal. However, before ESSI's shareholders approve the merger agreement, ESSI may take any of these actions if there is an alternative proposal that is a superior proposal and the ESSI board determines in good faith, after consultation with outside legal counsel, that failure to accept the superior proposal would result in a breach of its fiduciary duty under applicable law. Moreover, ESSI must have provided DRS with two business days' notice that it has received a superior proposal that it intends to accept, and for not less than two business days following receipt by DRS of such notice, ESSI must negotiate in good faith with DRS to revise the merger agreement so that the superior proposal is no longer superior to the agreement between DRS and ESSI. If such negotiations fail, ESSI may terminate the merger agreement and pay DRS a \$60.0 million termination fee, and up to \$10.0 million for expenses of DRS incurred in connection with the proposed transaction, if it elects to enter into a transaction that is a superior proposal. See "Termination" and "Fees and Liquidated Damages" below.

The merger agreement defines a "superior proposal" as a proposal to acquire all of ESSI's stock or all or substantially all of ESSI's assets that the ESSI board of directors determines in good faith, after consulting with its financial advisor, is more favorable to ESSI and its shareholders from a

financial point of view than the merger agreement, taking into account at the time of determination the ability of the person making the proposal to complete the transaction.

ESSI is required to promptly advise DRS if it receives any alternative proposal or a request for information involving an alternative proposal. ESSI is obligated to keep DRS informed of all material developments affecting the status and terms of any alternative proposals or the status of any such discussions or negotiations.

Conduct of Business Before Completion of the Merger

ESSI has agreed that until the effective time of the merger it will, and will cause each of its subsidiaries to, conduct its operations in the ordinary course of business consistent with past practice, use its commercially reasonable efforts to preserve intact its business organizations and goodwill and to keep available the services of its officers, employees and consultants and maintain a satisfactory relationship with those who have business relationships with them. ESSI promptly must notify DRS of breaches of its representations and warranties in the merger agreement or the occurrence of an event that would make a representation or warranty no longer true. In addition, ESSI promptly must deliver to DRS copies of items filed with the SEC and must pay all taxes when due. Subject to certain exceptions, the merger agreement expressly restricts the ability of ESSI, without DRS's prior written consent (which cannot be unreasonably withheld or delayed), to:

amend or otherwise change ESSI's articles of incorporation or bylaws;

offer, issue, sell or pledge any shares of its capital stock or other ownership interest in ESSI (or any securities convertible into or exchangeable for any such shares or ownership interest, or any rights, warrants or options to acquire or with respect to any such shares of stock, ownership interest or convertible or exchangeable securities); except upon the exercise of ESSI stock options outstanding before the merger agreement was executed and up to 2,500 shares of ESSI common stock issuable under ESSI's Stock Purchase Plan for Non-Employee Directors;

split its stock or otherwise change ESSI's capitalization after September 21, 2005;

grant, confer or award any option, warrant, convertible security or other right to acquire shares of ESSI common stock;

declare, set aside, make or pay any dividend or other payment with respect to shares of its capital stock or other ownership interests;

redeem, purchase or otherwise acquire its own stock or other interests, or any outstanding options, warrants or other rights to acquire ESSI common stock or interests;

sell, lease, encumber or otherwise dispose of its property or assets except in the ordinary course of business;

acquire any entity or assets other than in the ordinary course of business;

incur any debt except for working capital and for the purchase of capital equipment in the ordinary course of business;

assume or guarantee any debt except for a subsidiary;

make or forgive loans, advances or investments, other than certain loans to officers and directors in the ordinary course of business consistent with past practice;

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increase compensation or benefits payable to directors, officers or employees except for payment of bonuses not to exceed disclosed amounts or wages of non-officer employees in the ordinary course of business consistent with past practice or pursuant to existing employment agreements;

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generally take action with respect to any collective bargaining agreement or employee benefit plans;

effect any reorganization or recapitalization;

take action with respect to the disposition of claims, liabilities, obligations or litigation in excess of \$250,000 individually or \$500,000 in the aggregate, other than payments made in the ordinary course of business;

cancel indebtedness of \$50,000 individually or \$500,000 in the aggregate;

prevent, delay or materially delay the ability of ESSI, DRS or Maxco to consummate the merger, or cause any of the conditions to the merger not to be satisfied;

take action with respect to various tax matters; or

agree to take any of the actions listed above.

Stockholders Meetings

The merger agreement requires DRS to call and hold a meeting of its stockholders to approve the issuance of DRS common stock in connection with the merger and requires ESSI to call and hold a meeting of its shareholders to approve the merger agreement and the transactions contemplated by the merger agreement. Additionally, subject to fiduciary duty considerations, ESSI has agreed that its board of directors will recommend that ESSI's shareholders vote in favor of approval of the merger agreement and the transactions contemplated by the merger agreement, and take all reasonable and lawful action to solicit and obtain such approval. See " ESSI Prohibited from Soliciting Other Offers" above.

Joint Proxy Statement and Registration Statement

DRS and ESSI have agreed to prepare and file the joint proxy statement contained in this joint proxy statement/prospectus with the SEC with respect to each party's stockholders meeting to be held in connection with the merger agreement. In addition, DRS has agreed to prepare and file the registration statement of which this joint proxy statement/prospectus is a part, to register under the Securities Act of the DRS common stock to be issued in connection with the merger. DRS and ESSI have further agreed to promptly notify the other party of the receipt of any comments from the SEC with respect to this joint proxy statement/prospectus, and to use its reasonable best efforts to respond promptly to all comments of and requests by the SEC, after consultation with the other party, and to cause the registration statement of which this joint proxy statement/prospectus is a part to become effective as promptly as practicable. DRS has further agreed to take all action required under applicable state or federal securities laws in connection with the registration statement. After the registration statement becomes effective, both DRS and ESSI have agreed to mail the joint proxy statement/prospectus (and any amendment or supplement thereto) to their respective stockholders.

Antitrust Approval; Further Action

Each of the parties to the merger agreement has agreed to use reasonable efforts to cooperate with one another in determining which filings are required to be made before the effective time of the merger, which governmental approvals and authorizations are required in connection with the merger agreement, and to use all reasonable efforts to consummate and make effective the transactions contemplated by the merger agreement. Specifically, DRS and ESSI have agreed to provide all necessary information and to make all filings required by governmental entities, including pursuant to the HSR Act. DRS and its subsidiaries, however, are under no obligation to agree or commit to divest, hold separate, offer for sale, abandon, limit its operation of or take any similar action with respect to

any material assets or any material business in connection with or as a condition to receiving any governmental consent or approval, including the HSR Act. The applicable waiting period under the HSR Act expired on November 14, 2005.

Access to Information

Subject to applicable laws relating to the exchange of information, each party has agreed to, and to cause its subsidiaries to, provide the other party's officers, employees, accountants, counsel and other representatives reasonable access to all of such party's properties, books, records and to such party's management.

Each party has agreed to hold in confidence all information that it receives from the other party in connection with the merger and the merger agreement. The parties have entered into a confidentiality agreement governing their rights and obligations with respect to such confidential treatment.

Publicity

Each of the parties to the merger agreement has agreed that, except as required by law or listing agreement with any securities exchange, no party will make any public announcement regarding the merger agreement without the prior written consent of the other parties, which will not be unreasonably withheld.

Directors' and Officers' Insurance; Indemnification

The merger agreement provides that, following the effective time of the merger, DRS and the surviving corporation will, to the fullest extent permitted by law, indemnify persons who were ESSI directors or officers before the merger and who suffer liabilities or losses from any claim, proceeding, action, suit or investigation arising out of or pertaining to the fact that the person was an ESSI director or officer and pertaining to matters existing or occurring prior to the effective time of the merger, so long as such person is, or has been, acting within the scope of such person's employment or fiduciary duties. Following the effective time of the merger, the surviving corporation's articles of incorporation and bylaws will contain exculpation, indemnification and expense advancement provisions relating to current and former directors and officers, so long as such person is, or has been, acting within the scope of such person's employment or fiduciary duties, no less favorable than those set forth in ESSI's current articles of incorporation and bylaws, and such provisions will not be amended, repealed or otherwise modified in any manner that would adversely affect the rights of those individuals. The merger agreement further requires that, for a minimum of six years following the effective time of the merger, the surviving corporation maintain coverage under a directors' and officers' liability insurance policy under terms and conditions no less advantageous to the directors and officers than the liability insurance policy that ESSI maintained for its directors and officers prior to the merger. DRS will not be obligated to make annual premium payments for this insurance to the extent that the premiums exceed 150% of the most recent annual premiums paid by ESSI prior to the date of the merger agreement. These agreements regarding insurance and indemnification are enforceable by the directors and officers of ESSI and are binding on the successors and assigns of DRS and the surviving corporation.

Employee Matters

For at least one year following the effective time of the merger, DRS will provide, or cause the surviving corporation to provide, ESSI employees with benefits that are similar, in the aggregate, to those provided by ESSI prior to the effective time of the merger. DRS also will provide ESSI employees with credit for their service with ESSI for purposes of eligibility and vesting under employee benefit plans maintained by DRS (except as would result in a duplication of benefits or cause DRS to

pay for benefits that relate to periods prior to the effective time of the merger). DRS will waive any waiting periods or limitations for pre-existing conditions under its employee benefit plans and ensure that employees are given credit for any amounts paid on or prior to the effective time of the merger toward deductibles, coinsurance and out-of-pocket limits. ESSI will terminate all of its 401(k) plans at least one day before the effective time of the merger, and has terminated its employee stock purchase plan.

Supplemental Disclosure

Each party has agreed to give prompt notice to the other party of any event that would be likely to cause any representation or warranty in the merger agreement to become untrue or inaccurate or any covenant, condition or agreement to become unsatisfied.

Stock Exchange Listing

DRS has agreed to cause the shares of DRS common stock to be issued in connection with the merger approved for listing on the NYSE.

Payment of Bank Debt

At the closing, DRS will cause to be paid all amounts due and payable under ESSI's credit agreement, dated January 27, 2005, and the loan documents referred to in the credit agreement, and will cause the termination of such credit agreement.

DRS Financing

DRS and Maxco must use their reasonable commercial efforts to obtain the financing required for the consummation of the merger and to satisfy all conditions to funding.

To the extent that any portion of the financing contemplated by the commitment letter obtained by DRS is not available or DRS determines to obtain alternative financing for the merger, DRS and Maxco must use reasonable commercial efforts to arrange for alternative financing for the merger. ESSI must use reasonable efforts to provide DRS with such information, including financial statement information and access to ESSI's independent accountants, regarding ESSI as may be reasonably requested by DRS in connection with its financing of the transactions contemplated by the merger agreement and to assist DRS in any reasonable way to arrange the financing.

DRS may terminate the merger agreement if the financing contemplated by the merger agreement is not available on substantially the terms expected, or on other terms reasonably acceptable to DRS, but DRS will not have the right to terminate for this reason if its failure to fulfill its obligations to obtain financing is the cause of the failure of financing to become available. ESSI may terminate the merger agreement if DRS's financing contemplated in the merger agreement is not available and DRS fails to obtain substitute financing within 20 business days of advising ESSI of the unavailability of such financing or substitute financing. Under the merger agreement, under certain circumstances DRS must pay ESSI \$20.0 million in liquidation damages upon such termination by DRS or ESSI (see " Termination" below).

Termination

The merger agreement may be terminated and the merger may be abandoned at any time prior to the completion of the merger by mutual written consent of DRS and ESSI. Both parties have additional termination rights under the agreement, as well.

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Termination by DRS or ESSI

Either DRS or ESSI may terminate the merger agreement at any time before the effective time of the merger if:

the merger is not consummated on or before June 30, 2006, unless the party seeking to terminate the merger agreement has caused the failure of the merger to be consummated by failing to perform any of its obligations under the merger agreement;

there is any statute, law, rule or regulation that would make the merger illegal or prohibited, or if any U.S. governmental authority or any other government authority has issued an order, decree or ruling or taken another action permanently restraining, enjoining or otherwise prohibiting the offer or the merger that has become final and non-appealable;

the ESSI board of directors authorizes ESSI to enter into an agreement with respect to a superior proposal;

the ESSI shareholders fail to approve the merger agreement and the transactions contemplated by the merger agreement (unless such party seeking termination was the cause of the ESSI shareholders' failure to adopt and approve); or

the DRS stockholders fail to approve the issuance of DRS common stock in connection with the merger (unless such party seeking termination was the cause of the DRS stockholders' failure to approve).

Termination by DRS

DRS may terminate the merger agreement at any time before the effective time of the merger if:

the ESSI board of directors fails to recommend, withdraws, or modifies its recommendation to the shareholders of ESSI in a manner adverse to DRS or Maxco or fails to recommend against a third party's takeover proposal (see "ESSI Prohibited From Soliciting Other Offers" above);

any representations or warranties of ESSI are not true and correct in all material respects as of September 21, 2005 and at the effective time of the merger and have not been cured within 15 days following written notice;

ESSI has not satisfied its covenants in all material respects, and ESSI's breach of its covenants has not been cured within 15 days following written notice;

if any governmental agency enters an injunction or decree that restrains or otherwise interferes with the merger, limits the ability of DRS or Maxco to hold or acquire assets, or limits or prohibits any material business activity of DRS or Maxco; or

if the financing contemplated by the commitment letter with Bear Stearns has not become available on substantially the terms expected, or on other terms reasonably acceptable to DRS, but DRS will not have the right to terminate under this provision if its failure to fulfill its obligations to obtain financing is the cause of the failure of financing to become available.

Termination by ESSI

ESSI may terminate the merger agreement at any time before the effective time of the merger if:

any representations or warranties of DRS or Maxco are not true and correct in all material respects as of September 21, 2005 and at the effective time of the merger and have not been cured within 15 days following written notice;

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DRS has not satisfied its covenants in all material respects, and DRS's breach of its covenants has not been cured within 15 days following written notice; or

ESSI is advised that the required financing is not available under the commitment letter provided to DRS or otherwise, and DRS has failed to arrange substitute financing within 20 business days.

Effect of Termination

If the merger agreement is terminated as described above, all obligations of the parties under the agreement will be null and void, except as to confidentiality, publicity, fees and expenses (including the termination fee and expense reimbursement described in the following section) and governing law.

Fees and Liquidated Damages

ESSI is required to pay DRS a termination fee of \$60.0 million if:

DRS or ESSI terminates the merger agreement because ESSI's board of directors authorizes ESSI to enter into a definitive acquisition agreement with respect to a superior proposal;

the ESSI board of directors fails to recommend, withdraws, or modifies its recommendation to the shareholders of ESSI in a manner adverse to DRS or Maxco or fails to recommend against a third party's takeover proposal; or

either DRS or ESSI terminates the merger agreement because (1) the closing of the merger does not occur by June 30, 2006, or (2) ESSI's shareholders do not approve the merger agreement and the transactions contemplated by the merger agreement, and an alternative proposal with respect to ESSI was announced before such termination and any merger or extraordinary transaction is consummated or entered into by ESSI within twelve months following the termination.

In addition to the \$60.0 million termination fee, if the merger agreement is terminated for any of the foregoing reasons, ESSI also must pay all costs and expenses incurred by DRS or Maxco in connection with the transactions contemplated by the merger agreement, up to a maximum of \$10.0 million in the aggregate.

Under certain circumstances, DRS is required to pay ESSI liquidated damages of \$20.0 million if (1) DRS terminates the merger agreement because the financing contemplated by the merger agreement is not available on substantially the terms and conditions identified in the commitment letter, or on other terms or through other arrangements reasonably acceptable to DRS, or (2) if ESSI terminates the merger agreement 20 business days after having been advised by DRS that financing is not available under the commitment letter provided to DRS or otherwise.

All other fees and expenses shall be paid by the party incurring the fees or expenses, except that DRS and Maxco will pay the exchange agent's fees in connection with the exchange of the merger consideration for the stock certificates of ESSI shareholders.

Amendment and Waiver

The merger agreement may be amended by the written agreement of DRS and ESSI at any time before the effective time of the merger, whether before or after the adoption of the merger agreement and the transactions contemplated by the merger agreement by ESSI's shareholders and whether before or after the authorization and approval of the stockholders of DRS regarding the issuance of DRS common stock in connection with the merger agreement. Following the votes by the stockholders of ESSI and DRS, however, no amendment of the merger agreement shall be made which requires further approval of the stockholders of either DRS or ESSI without such further approval by the stockholders.

Extension and Waiver

At any time before the effective time of the merger, DRS or ESSi may:

extend the time of performance of any of the obligations or other acts of the other parties pursuant to the merger agreement;

waive any inaccuracies in the representations and warranties contained in the merger agreement or in any document delivered pursuant to the merger agreement; or

waive compliance with any of the agreements or conditions contained in the merger agreement which may be legally waived.

Any extension or waiver will be valid only if set forth in writing and signed by the party granting the waiver.

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The unaudited pro forma condensed combined financial statement information set forth below is presented to reflect the pro forma effects of the following transactions as if they occurred on the dates indicated:

The proposed merger of a wholly-owned subsidiary of DRS into ESSi in exchange for cash and DRS common stock for an estimated aggregate purchase price of \$1.9 billion, including merger-related fees;

DRS's anticipated offering of \$950.0 million of a combination of senior notes, senior subordinated notes and senior convertible notes, and the anticipated concurrent amending and restating of DRS's existing \$411.0 million senior secured credit facility, which is referred to as the original credit facility. The amended and restated credit facility is expected to consist of a \$350.0 million revolving credit facility and a \$300.0 million term loan provided for under the commitment letter issued by Bear Stearns and Wachovia for a \$706.9 senior secured credit facility. DRS intends to use the proceeds from the issuance of the notes, together with initial borrowings under its amended and restated senior secured credit facility, to fund the acquisition of ESSi, to repay certain of DRS's and ESSi's outstanding indebtedness, and to pay related fees and expenses;

DRS's December 23, 2004, issuance of \$200.0 million Senior Subordinated notes, which are referred to as the DRS notes;

DRS's December 14, 2004, the acquisition of NVEC and Affiliate; and

ESSi's February 1, 2005, acquisition of Spacelink and related financing.

The unaudited pro forma condensed combined statement of earnings for the year ended March 31, 2005 gives effect to the merger and related financing, DRS's issuance of the DRS notes, DRS's acquisition of NVEC and Affiliate and ESSi's acquisition of Spacelink and related financing, as if those transactions occurred on April 1, 2004. The unaudited pro forma condensed combined statement of earnings for the six months ended September 30, 2005 gives effect to the merger and related financing as though the merger occurred on April 1, 2004. The results of operations of NVEC and Affiliate and Spacelink are included in the historical results of operations of DRS and ESSi, respectively, for the six-month periods included in the unaudited pro forma condensed combined statement of earnings for the six months ended September 30, 2005, because they were acquired on December 14, 2004, and February 1, 2005, respectively.

The unaudited pro forma condensed combined balance sheet has been prepared as if the merger and its related financing had occurred on September 30, 2005. The balance sheet information for NVEC and Affiliate and Spacelink are included in the September 30, 2005 and July 31, 2005 historical balance sheets of DRS and ESSi, respectively, because these acquisitions were completed before September 30, 2005 and July 31, 2005.

The merger will be accounted for under the purchase method of accounting in accordance with accounting principles generally accepted in the United States of America. Accordingly, ESSi's operating results will be included in DRS's operating results upon closing of the transaction. DRS's acquisition of NVEC and Affiliate and ESSi's acquisition of Spacelink also were accounted for under the purchase method of accounting and are included in the consolidated results of operations of DRS and ESSi, respectively, from their respective acquisition dates.

The pro forma adjustments related to the merger are based on preliminary purchase price allocations. Actual adjustments will be based on analyses of fair values of acquired contracts, identifiable tangible and intangible assets, pensions and deferred tax assets and liabilities, and estimates of the useful lives of tangible and amortizable intangible assets, which will be completed after DRS

obtains third-party appraisals, performs its own internal assessments and reviews all available data. Differences between the preliminary and final purchase price allocations could have a material impact on the accompanying unaudited pro forma condensed combined financial statement information and DRS's future results of operations and financial position. A final determination of the purchase price allocation, which cannot be made prior to completion of the merger, will be based upon actual tangible and identifiable intangible assets of ESSI that exist at the date of completion of the merger.

While the issuance of the DRS notes is not directly related to the merger and related financing, the presentation of the pro forma effect of the DRS notes issuance on the year ended March 31, 2005 is considered to be material to the understanding of the interest costs of the combined company. The interest and related expenses associated with the issuance of the DRS notes are included in the historical results of operations of DRS for the six-month period included in the unaudited pro forma condensed combined statement of earnings for the six months ended September 30, 2005, because the DRS notes were issued on December 23, 2004.

The unaudited pro forma condensed combined financial statement information is based on, and should be read together with (1) DRS's consolidated financial statements as of and for the year ended March 31, 2005, and DRS's unaudited consolidated financial statements as of and for the three and six months ended September 30, 2005, which are incorporated by reference in this joint proxy statement/prospectus; and (2) ESSI's historical consolidated financial statements as of and for the year ended October 31, 2004, and ESSI's unaudited consolidated financial statements as of and for the nine months ended July 31, 2005, included elsewhere in this joint proxy statement/prospectus. The historical statement of earnings data for the Spacelink acquisition is based on financial statements included elsewhere in this joint proxy statement/prospectus. The historical statement of earnings data for the NVEC and Affiliate acquisition is based on their unaudited combined financial statements incorporated by reference into this joint proxy statement/prospectus.

The unaudited pro forma financial information is presented for illustrative purposes only and is not necessarily indicative of the operating results that would have been achieved had the merger and its related financing, DRS's acquisition of NVEC and Affiliate, and ESSI's acquisition of Spacelink and related financing occurred on April 1, 2004, or of the results of operations that may be attained by the combined entities in the future.

DRS Technologies, Inc.
Unaudited Pro Forma
Condensed Combined Statement of Earnings
Year Ended March 31, 2005
(in thousands, except per share data)

| | Historical DRS(2) | DRS Notes Adjustment | Adjusted DRS | Pro Forma ESSI(3) | Merger Adjustments | Merger Pro Forma | NVEC and Affiliate Pro Forma(4) | DRS Pro Forma |
|--|------------------------------|---------------------------------|-------------------------|------------------------------|-------------------------------|-----------------------------|--|--------------------------|
| Revenues | \$ 1,308,600 | | \$ 1,308,600 | \$ 1,015,520 | \$ (5,948)(7) | \$ 2,318,172 | \$ 70,302 | \$ 2,388,474 |
| Costs and expenses | 1,165,468 | | 1,165,468 | 876,664 | 4,356 (7) | 2,046,488 | 48,804 | 2,095,292 |
| Operating income | 143,132 | | 143,132 | 138,856 | (10,304) | 271,684 | 21,498 | 293,182 |
| Interest income | 2,460 | | 2,460 | 589 | (2,460)(9) | 589 | 11 | 600 |
| Interest and related expenses | 39,750 | 9,569 (23) | 49,319 | 5,004 | 71,027 (8) | 125,350 | | 125,350 |
| Other expense, net | 719 | | 719 | | | 719 | | 719 |
| Earnings from continuing operations before minority interest and income taxes | 105,123 | (9,569) | 95,554 | 134,441 | (83,791) | 146,204 | 21,509 | 167,713 |
| Minority interest | 2,155 | | 2,155 | | | 2,155 | | 2,155 |
| Earnings from continuing operations before income taxes | 102,968 | (9,569) | 93,399 | 134,441 | (83,791) | 144,049 | 21,509 | 165,558 |
| Income taxes | 44,842 | (3,828)(10) | 41,014 | 51,047 | (33,516)(10) | 58,545 | 8,604 | 67,149 |
| Earnings from continuing operations | \$ 58,126 | \$ (5,741) | \$ 52,385 | \$ 83,394 | \$ (50,275) | \$ 85,504 | \$ 12,905 | \$ 98,409 |
| Earnings from continuing operations per share data | | | | | | | | |
| Basic | \$ 2.15 | | | | | | | \$ 2.51 |
| Diluted | \$ 2.09 | | | | | | | \$ 2.46 |
| Weighted average number of shares of common stock outstanding | | | | | | | | |
| Basic | 27,096 | | | | 12,103 (11) | | | 39,199 |
| Diluted | 27,833 | | | | 12,103 (11) | | | 39,936 |

See accompanying notes to Unaudited Pro Forma Condensed Combined Financial Statement Information.

DRS Technologies, Inc.
Unaudited Pro Forma
Condensed Combined Statement of Earnings
Six Months Ended September 30, 2005
(in thousands, except per share data)

| | Historical DRS(5) | "Adapted" ESSI(6) | Merger Adjustments | DRS Pro Forma |
|---|----------------------|----------------------|-----------------------|------------------|
| Revenues | \$ 700,389 | \$ 522,503 | \$ (5,240)(7) | \$ 1,217,652 |
| Costs and expenses | 626,754 | 452,144 | 1,455 (7) | 1,080,353 |
| Operating income | 73,635 | 70,359 | (6,695) | 137,299 |
| Interest income | 3,945 | 376 | (3,945)(9) | 376 |
| Interest and related expenses | 24,501 | 1,933 | 35,447 (8) | 61,881 |
| Other expense, net | 312 | | | 312 |
| Earnings from continuing operations before minority interest and income taxes | 52,767 | 68,802 | (46,087) | 75,482 |
| Minority interest | 1,082 | | | 1,082 |
| Earnings from continuing operations before income taxes | 51,685 | 68,802 | (46,087) | 74,400 |
| Income taxes | 18,713 | 26,145 | (18,435)(10) | 26,423 |
| Earnings from continuing operations | \$ 32,972 | \$ 42,657 | \$ (27,652) | \$ 47,977 |
| Earnings from continuing operations per share | | | | |
| Basic | \$ 1.20 | | | \$ 1.21 |
| Diluted | \$ 1.15 | | | \$ 1.18 |
| Weighted average number of shares of common stock outstanding | | | | |
| Basic | 27,578 | | 12,103 (11) | 39,681 |
| Diluted | 28,560 | | 12,103 (11) | 40,663 |

See accompanying notes to Unaudited Pro Forma Condensed Combined Financial Statement Information

DRS Technologies, Inc.
Unaudited Pro Forma
Condensed Combined Balance Sheet
As of September 30, 2005
(in thousands)

| | Historical | | Merger Adjustments | | DRS Pro Forma |
|---|---------------------|-------------------|-----------------------|------|---------------------|
| | DRS(12) | ESSI(13) | | | |
| Assets | | | | | |
| Current assets | | | | | |
| Cash and cash equivalents | \$ 257,254 | \$ 12,027 | \$ (249,300) | (14) | \$ 19,981 |
| Accounts receivable, net | 238,474 | 155,036 | 54,000 | (18) | 447,510 |
| Inventories, net | 228,811 | 80,271 | 4,875 | (7) | 259,957 |
| | | | (54,000) | (18) | |
| Prepaid expenses and other current assets | 50,360 | 13,612 | | | 63,972 |
| | | | | | |
| Total current assets | 774,899 | 260,946 | (244,425) | | 791,420 |
| Property, plant and equipment, net | 144,062 | 52,719 | | | 196,781 |
| Acquired intangible assets, net | 101,953 | 54,699 | (54,699) | (15) | 401,953 |
| | | | 300,000 | (1) | |
| Goodwill | 819,565 | 324,960 | (324,960) | (15) | 2,511,958 |
| | | | 1,692,393 | (1) | |
| Other assets | 31,489 | 15,539 | 24,039 | (16) | 68,510 |
| | | | (2,557) | (19) | |
| | | | | | |
| Total assets | \$ 1,871,968 | \$ 708,863 | \$ 1,389,791 | | \$ 3,970,622 |
| Liabilities and Stockholders' Equity | | | | | |
| Current liabilities | | | | | |
| Current installments of long-term debt | \$ 2,600 | \$ 313 | \$ 640 | (8) | \$ 3,553 |
| Short-term bank debt | | 86,000 | (86,000) | (8) | |
| Accounts payable | 121,781 | 63,416 | | | 185,197 |
| Accrued expenses and other current liabilities | 260,188 | 67,186 | 1,000 | (16) | 313,638 |
| | | | (11,790) | (20) | |
| | | | (2,946) | (19) | |
| | | | | | |
| Total current liabilities | 384,569 | 216,915 | (99,096) | | 502,388 |
| Long-term debt, excluding current installments | 705,775 | 1,946 | 1,233,778 | (8) | 1,941,499 |
| Other liabilities | 65,167 | 42,456 | 120,000 | (7) | 245,873 |
| | | | 18,250 | (19) | |
| | | | | | |
| Total liabilities | 1,155,511 | 261,317 | 1,272,932 | | 2,689,760 |
| Commitments and contingencies | | | | | |
| Stockholders' equity | | | | | |
| Common stock | 280 | 418 | 121 | (21) | 401 |
| | | | (418) | (22) | |
| Additional paid-in capital | 486,862 | 201,406 | 566,309 | (21) | 1,053,171 |
| | | | (201,406) | (22) | |
| Retained earnings | 231,223 | 263,605 | (263,605) | (22) | 229,198 |
| | | | (1,425) | (17) | |
| | | | (600) | (16) | |
| Accumulated other comprehensive earnings (loss) | 6,952 | (17,883) | 17,883 | (22) | 6,952 |
| Unamortized stock compensation | (8,860) | | | | (8,860) |
| | | | | | |
| Total stockholders' equity | 716,457 | 447,546 | 116,859 | | 1,280,862 |

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Historical

| | <u> </u> | <u> </u> | <u> </u> | <u> </u> |
|---|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| Total liabilities and stockholders' equity | \$ 1,871,968 | \$ 708,863 | \$ 1,389,791 | \$ 3,970,622 |

See accompanying notes to Unaudited Pro Forma Condensed Combined Financial Statement Information.

DRS TECHNOLOGIES, INC.

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED
FINANCIAL STATEMENT INFORMATION**

1.

Basis of Presentation

On September 21, 2005, DRS and ESSI entered into a merger agreement pursuant to which Maxco, a wholly-owned subsidiary of DRS, will merge with and into ESSI, in a transaction accounted for using the purchase method of accounting. The purchase price, including merger-related fees, is expected to total approximately \$1.9 billion, for all of the outstanding ESSI common stock and all unexercised options to acquire ESSI common stock.

The purchase price is expected to be \$43.00 per share of ESSI common stock, which is comprised of \$30.10 in cash and a fraction of a share of DRS common stock valued at \$12.90, provided that the average closing sale price per share of DRS common stock on the NYSE composite transactions reporting system for each of the ten consecutive trading days ending with the second complete trading day prior to completion of the merger is not greater than \$57.20 per share or less than \$46.80 per share. The collar provides that the exchange ratio will not exceed 0.2756 of a share nor be less than 0.2255 of a share of DRS common stock. The equity consideration in the merger will be between 9.9 million shares and 12.1 million shares of DRS common stock, or an aggregate of approximately \$566.4 million, for all of the outstanding ESSI common stock and all unexercised options to acquire ESSI common stock, based upon the assumption that the average price per share of DRS common stock during the measurement period is not less than \$46.80 per share or not greater than \$57.20 per share. The number of shares of DRS common stock and the value of such shares will not be determined until completion of the merger; therefore, the final purchase price may be greater than or less than \$1.9 billion.

The merger agreement provides that at the time of the completion of the merger, all unexercised options to acquire ESSI common stock will be cancelled in exchange for the same consideration paid to ESSI shareholders for shares of ESSI common stock, reduced by the applicable exercise price. The merger consideration for each share of ESSI common stock, which includes the cash payment of \$30.10 and a fraction of a share of DRS common stock, will be reduced ratably by the exercise price of the unexercised options in the same proportion that the value of the cash and fraction of a share of DRS common stock bear to each other. The exact amount of the merger consideration payable with respect to an ESSI option, and the reduction applicable to the cash payment and DRS common stock components, will depend on the market price of DRS common stock and the exercise price of the unexercised option.

Based on the number of ESSI shares and in-the-money stock options outstanding at September 30, 2005, for each one dollar change in the average price per share of DRS common stock above \$57.20, the purchase price will increase by \$10.1 million and for each one dollar change in the average price per share of DRS common stock below \$46.80, the purchase price will decrease by \$12.3 million.

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Total estimated purchase price is summarized as follows:

| | (in thousands) |
|--|--|
| Estimated amount of cash to be received by ESSI shareholders and stock option holders | \$ 1,321,868 |
| Estimated fair value of shares of DRS common stock to be issued to ESSI shareholders and stock option holders* | 566,431 |
| Estimated DRS direct merger-related fees | 22,500 |
| | <hr style="border-top: 1px solid black;"/> |
| Total preliminary estimated purchase price | \$ 1,910,799 |
| | <hr style="border-top: 1px solid black;"/> |

*

Assumes the average closing sale price of DRS common stock is within the collar range discussed above.

The cash portion of the merger, merger-related and debt-related costs and the amendment and repayment of DRS's and ESSI's debt is anticipated to be financed with \$249.3 million of DRS's available cash and cash equivalents, \$130.7 million of revolving credit borrowings, term loan borrowings of \$300.0 million, provided for under the commitment letter issued by Bear Stearns and Wachovia for a \$706.9 senior secured credit facility, and proceeds from the anticipated offerings of senior notes, senior subordinated notes and senior convertible notes in an aggregate principal amount of \$950.0 million.

Under the purchase method of accounting, the total estimated purchase price as shown in the table above is allocated to ESSI's assets acquired and liabilities assumed based on preliminary estimates of their fair values as of the date of completion of the merger. The total estimated purchase price is allocated as follows:

| | 9/30/2005 |
|-------------------------------|--|
| | (in thousands) |
| Current assets | \$ 239,721 |
| Property, plant and equipment | 52,719 |
| Acquired intangible assets | 300,000 |
| Goodwill | 1,692,393 |
| Other assets | 12,146 |
| | <hr style="border-top: 1px solid black;"/> |
| Total assets acquired | 2,296,979 |
| Short-term debt | 86,000 |
| Other current liabilities | 117,529 |
| Other long-term liabilities | 182,651 |
| | <hr style="border-top: 1px solid black;"/> |
| Total liabilities assumed | 386,180 |
| | <hr style="border-top: 1px solid black;"/> |
| Net assets acquired | \$ 1,910,799 |
| | <hr style="border-top: 1px solid black;"/> |

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The unaudited pro forma condensed combined balance sheet as of September 30, 2005 reflects the allocation of the purchase price to the estimated fair values of the assets acquired and liabilities assumed on a preliminary basis. Following completion of the merger, DRS will obtain third-party valuations of certain assets acquired and liabilities assumed, as well as perform an assessment of the acquired contracts. All of the data required to value the acquired contracts are not currently available and at this time it is not practicable to reasonably estimate their final valuations for this pro forma presentation. The fair value of the acquired contracts will be valued at their remaining contract value less DRS's estimate to complete and a profit margin

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commensurate with the profit margin DRS earns on similar contracts. Therefore, the preliminary purchase price allocation will change and such change may have a material effect on the accompanying unaudited pro forma condensed combined financial statement information.

2.

The "Historical DRS" column represents the consolidated statement of earnings of DRS for the fiscal year ended March 31, 2005, as reported in DRS's annual report on Form 10-K for the year ended March 31, 2005, which is incorporated by reference in this joint proxy statement/prospectus.

3.

DRS reports its consolidated financial statements on the basis of a fiscal year ended March 31. The financial statements of ESSI are reported on the basis of a fiscal year ended October 31. SEC Regulation S-X Rule 11-02(c)(3) states that if the fiscal year end of a business being acquired (i.e., ESSI) differs from the registrant's (i.e., DRS) fiscal year end by more than 93 days, the acquired entity's statement of earnings must be "adapted" to produce a twelve month period ending within 93 days of the registrant's fiscal year end.

The "Pro Forma ESSI" column included in the unaudited pro forma condensed combined statement of earnings for the year ended March 31, 2005, represents the operating results of ESSI for the adapted twelve-month period ended January 31, 2005, combined with the historical statement of income of Spacelink for the twelve months ended December 31, 2004, and gives effect to the unaudited pro forma adjustments necessary to account for ESSI's acquisition of Spacelink and its related financing as if these transactions had occurred on February 1, 2004.

The following provides a reconciliation of the amounts shown in the Pro Forma ESSI column.

| | ESSI Historical Year Ended 10/31/2004(i) | Add: ESSI Historical Quarter Ended 1/31/2005(ii) | Subtract: ESSI Historical Quarter Ended 1/31/2004(ii) | "Adapted" Year Ended 1/31/2005 | Spacelink Historical Year Ended 12/31/2004(iii) | Pro Forma Adjustments | Pro Forma ESSI |
|---|---|--|---|--------------------------------------|--|--------------------------|-------------------|
| (in thousands) | | | | | | | |
| Revenues | \$ 883,630 | \$ 233,533 | \$ 195,130 | \$ 922,033 | \$ 93,487 | \$ | \$ 1,015,520 |
| Costs and expenses | 760,334 | 200,543 | 168,887 | 791,990 | 80,367 (vii) | 4,307 (iv) | 876,664 |
| Operating income | 123,296 | 32,990 | 26,243 | 130,043 | 13,120 | (4,307) | 138,856 |
| Interest income | 353 | 261 | 54 | 560 | 29 | | 589 |
| Interest and related expenses | 1,215 | 7 | 698 | 524 | 93 | 4,387 (v) | 5,004 |
| Other expense | | | | | | | |
| Earnings from continuing operations before minority interest and income taxes | 122,434 | 33,244 | 25,599 | 130,079 | 13,056 | (8,694) | 134,441 |
| Minority interest | | | | | | | |
| Earnings from continuing operations before income taxes | 122,434 | 33,244 | 25,599 | 130,079 | 13,056 | (8,694) | 134,441 |
| Income taxes | 46,525 | 12,633 | 9,856 | 49,302 | | 1,745(vi) | 51,047 |
| Earnings from continuing operations | \$ 75,909 | \$ 20,611 | \$ 15,743 | \$ 80,777 | \$ 13,056 | \$ (10,439) | \$ 83,394 |

- (i) Represents the consolidated statement of income of ESSi for the fiscal year ended October 31, 2004, which is included elsewhere in this joint proxy statement/prospectus.

- (ii) Represents the unaudited consolidated statements of income of ESSi for the three-month periods ended January 31, 2005 and 2004, as reported on Form 10-Q for the quarter ended January 31, 2005, which are not included or incorporated by reference in this joint proxy statement/prospectus.

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(iii) Represents the consolidated statement of income of Spacelink for the year ended December 31, 2004, which is included elsewhere in this joint proxy statement/prospectus.

(iv) The pro forma adjustments to costs and expenses related to the Spacelink acquisition consist of the following:

| | Increase (Decrease) to Revenues and Costs and Expenses | |
|---|---|-------|
| | Adapted Year Ended 1/31/2005 | |
| | (in thousands) | |
| Intangible amortization | \$ | 4,243 |
| Amortization of incremental deferred financing fees | | 64 |
| Total | \$ | 4,307 |

As part of ESSi's accounting for the Spacelink acquisition, ESSi identified and recorded approximately \$13.8 million of acquired customer-related intangible assets, amortized over a weighted average amortization period of 3.7 years, and incurred approximately \$0.3 million of debt issuance costs associated with the related financing. These pro forma adjustments reflect the additional amortization expense that would have been incurred in the adapted year ended January 31, 2005, had ESSi's acquisition of Spacelink occurred on February 1, 2004.

(v) Represents additional interest expense that would have been incurred for the adapted year ended January 31, 2005, had \$136.5 million of Spacelink acquisition-related indebtedness been outstanding since February 1, 2004. This adjustment assumes an interest rate of 3.2% per annum, the rate in effect at the time of ESSi's acquisition of Spacelink.

(vi) The pro forma adjustment to income taxes reflects the income tax effect on Spacelink's historical results of operations and on the pro forma adjustments related to ESSi's acquisition of Spacelink, using a statutory (federal and state) income tax rate of 40%.

(vii) Spacelink historical results include \$1.1 million of acquisition-related bonus expenses and \$0.9 million of transaction costs for which no pro forma adjustment has been made.

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4.

On December 14, 2004, DRS acquired the assets and liabilities of NVEC and Affiliate and their results of operations are included in DRS's consolidated financial statements for 3.5 months of fiscal 2005. The following table is a reconciliation of the "Pro Forma NVEC and Affiliate" column included in the unaudited pro forma condensed combined statement of earnings for the year ended March 31, 2005. The pro forma adjustments account for the acquisition of NVEC and Affiliate as if it occurred on April 1, 2004.

| | Nine Months Ended 9/30/2004(i) | Pro Forma Adjustments | Pro Forma NVEC and Affiliate(iv) |
|---|--------------------------------------|--------------------------|--|
| | (Unaudited) | | |
| Revenues | \$ 71,636 | \$ (1,334)(ii) | \$ 70,302 |
| Costs and expenses | 49,035 | (231)(ii) | 48,804 |
| Operating income | 22,601 | (1,103) | 21,498 |
| Interest income | 11 | | 11 |
| Interest and related expenses | | | |
| Other income | | | |
| Earnings from continuing operations before minority interest and income taxes | 22,612 | (1,103) | 21,509 |
| Minority interest | | | |
| Earnings from continuing operations before income taxes | 22,612 | (1,103) | 21,509 |
| Income taxes | | 8,604(iii) | 8,604 |
| Earnings from continuing operations | \$ 22,612 | \$ (9,707) | \$ 12,905 |

(i)

Represents the unaudited combined statement of income of NVEC and Affiliate for the nine months ended September 30, 2004, which is incorporated by reference in this joint proxy statement/prospectus.

(ii)

The adjustments to revenues and costs and expenses are comprised of the following:

| | Increase (Decrease) to Revenues and Costs and Expenses |
|---|--|
| Eliminate revenues(a) | \$ (1,334) |
| Eliminate costs and expenses(a) | (1,075) |
| Incremental acquired intangible asset amortization(b) | 800 |
| Incremental depreciation (c) | 44 |
| Total | \$ (231) |

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- (a) To adjust the results of operations of NVEC and Affiliate for the nine months ended September 30, 2004, to an 8.5-month period. DRS owned NVEC and Affiliate for 3.5 months of its fiscal year ended March 31, 2005.
- (b) As part of the NVEC and Affiliate purchase price allocation, DRS identified and recorded approximately \$0.2 million and \$8.9 million of acquired technology-related and customer-related intangible assets, respectively, with useful lives of 12 years and 8 years,

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respectively. The pro forma adjustment reflects the additional amortization expense that would have been incurred in the fiscal year ended March 31, 2005, had DRS's acquisition of NVEC and Affiliate occurred on April 1, 2004.

(c)

As part of the NVEC and Affiliate purchase price allocation, an adjustment of \$0.4 million was made to increase the net book value of the acquired fixed assets to fair value. The pro forma adjustment reflects the additional depreciation that would have been incurred in the fiscal year ended March 31, 2005 associated with the step-up in fixed asset values.

(iii)

The adjustment to income taxes includes the income tax effect on NVEC and Affiliate historical results of operations and on the pro forma adjustments, using a statutory income tax rate of 40%. Prior to their acquisition by DRS, NVEC and Affiliate were nontaxable entities.

(iv)

The adapted results above for the twelve-month period ended March 31, 2005 include the pro forma results of operations for the three-month period from January 1, 2004 through March 31, 2004 and excludes the three-month period from October 1, 2004 through December 31, 2004. The results of operations for the additional periods included and excluded in arriving at pro forma results for the year ended March 31, 2005 are not considered to be materially different for purposes of the pro forma condensed combined financial statements.

5.

The "Historical DRS" column represents the unaudited consolidated statement of earnings of DRS, for the six-month period ended September 30, 2005, as reported in DRS's quarterly report on Form 10-Q for the period ended September 30, 2005, which is incorporated by reference in this joint proxy statement/prospectus.

6.

The "Adapted ESSI" column included in the pro forma condensed combined statement of earnings for the six months ended September 30, 2005, represents the operating results of ESSI for the adapted six-month period ended July 31, 2005. The following provides a reconciliation of the amounts shown in the Adapted ESSI column.

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| | ESSI Historical Nine Months Ended 7/31/2005(i) | Subtract: ESSI Historical Three Months Ended 1/31/2005(ii) | "Adapted" ESSI Six Months Ended 7/31/2005 |
|--|---|--|---|
| (in thousands) | | | |
| Revenues | \$ 756,036 | \$ 233,533 | \$ 522,503 |
| Costs and expenses | 652,687 | 200,543 | 452,144 |
| Operating income | 103,349 | 32,990 | 70,359 |
| Interest income | 637 | 261 | 376 |
| Interest and related expenses | 1,940 | 7 | 1,933 |
| Other expense | | | |
| Earnings from continuing operations before minority interest and income taxes | 102,046 | 33,244 | 68,802 |
| Minority interest | | | |
| Earnings from continuing operations before income taxes | 102,046 | 33,244 | 68,802 |
| Income taxes | 38,778 | 12,633 | 26,145 |
| Earnings from continuing operations | \$ 63,268 | \$ 20,611 | \$ 42,657 |

- (i) Represents the unaudited consolidated statement of income of ESSI for the nine-month period ended July 31, 2005, which is included elsewhere in this joint proxy statement/prospectus.
- (ii) Represents the unaudited consolidated statement of income of ESSI for the three-month period ended January 31, 2005, as reported on ESSI's Form 10-Q for the quarter ended January 31, 2005, which is not included or incorporated by reference in this joint proxy statement/prospectus.

7.

The following adjustments to revenues and costs and expenses are reflected in the Merger Adjustments columns for the year ended March 31, 2005 and the six months ended September 30, 2005.

| | Increase (Decrease) to Revenues and Costs and Expenses | |
|---|---|-------------------------------|
| | Year Ended 3/31/2005 | Six Months Ended 9/30/2005 |
| (in thousands) | | |
| Revenues(i) | \$ (5,948) | \$ (5,240) |
| Costs and expenses | | |
| ESSI cost of sales(i) | \$ (5,948) | \$ (5,240) |
| General and administrative expenses(ii) | (2,701) | (131) |
| Amortization of acquired intangible assets(iii) | 13,339 | 6,918 |

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| | Increase (Decrease) to Revenues and Costs and Expenses | |
|--|---|-----------------|
| | _____ | _____ |
| Elimination of ESSi deferred financing fees(iv) | (334) | (92) |
| Total adjustments to costs and expenses | \$ 4,356 | \$ 1,455 |
| | _____ | _____ |

(i)

Adjustment reflects the elimination of DRS's sales to ESSi, and ESSi's related cost of sales, for the fiscal year ended March 31, 2005 and six months ended September 30, 2005, as if they were intercompany sales during the respective periods.

- (ii) ESSI historically recognized general and administrative expenses as a period cost. To be consistent with DRS's accounting policy, an estimated amount of general and administrative expenses were capitalized into inventory for this pro forma presentation for certain ESSI operating units. The September 30, 2005 unaudited pro forma condensed combined balance sheet includes an estimated adjustment to inventory of \$4.9 million to reflect the capitalization of certain general and administrative expenses.
- (iii) Adjustment reflects the incremental amortization expense of amortizable acquired intangible assets. The September 30, 2005 unaudited pro forma condensed combined balance sheet includes an estimated adjustment to other liabilities to reflect the deferred tax impact of acquired intangible assets. For purposes of this pro forma presentation we have estimated that the acquired amortizable intangible assets from the merger to be \$300.0 million, amortized on a straight-line basis over an estimated weighted average useful life of 12 years. The acquired identifiable intangible assets are expected to be substantially comprised of customer relationships and technology, and are not expected to include any indefinite-lived intangible assets or in-process research and development. All of the data required to estimate the final fair values and estimated useful lives of intangible assets are not yet available to us and as such the final valuation of intangible assets, and their related amortization periods, will result in an increase or decrease to these preliminary amortization expense estimates and the increase or decrease could be material. A \$10.0 million increase/decrease in intangible assets would result in an increase/decrease in amortization expense of approximately \$0.8 million per fiscal year (assuming a 12-year weighted average useful life). Any increase/decrease to the final fair value of intangible assets would also result in a decrease/increase in goodwill and deferred tax liabilities.
- (iv) Represents an adjustment to eliminate ESSI's historical deferred financing fee amortization from cost and expenses.

8.

Total incremental related debt is estimated to be \$1.1 billion. The unaudited pro forma condensed combined statements of earnings for the year ended March 31, 2005 and the six months ended September 30, 2005 include pro forma adjustments for incremental interest expense of \$71.0 million and \$35.4 million, respectively, associated with the net increase in debt outstanding, assuming an interest rate of 5.7% based on the expected weighted average interest rates of the merger-related debt discussed below using current prevailing interest rates of similar instruments. A 0.125% increase/decrease in the weighted average prevailing interest rates on DRS's incremental debt would result in an increase/decrease in interest expense of approximately \$0.8 million and \$0.4 million for the year and six-month period, respectively. The pro forma interest expense adjustment for the year ended March 31, 2005 and the six months ended September 30, 2005 also includes an adjustment of \$3.3 million and \$1.6 million, respectively, for the amortization of the deferred financing fees incurred in connection with the incremental debt associated with the merger. The amortization of ESSI's deferred financing fees that was previously recognized as a component of costs and expenses is eliminated (See Note 7).

A summary of the components comprising the pro forma changes in debt related to the merger and the respective pro forma interest expense amounts follow. The amount of debt that DRS will actually incur and the terms and interest rates related to such debt will be subject to market

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fluctuations and other conditions. Differences between the estimated and final amounts and terms of such debt could have a significant impact on the following pro forma information.

| | Change in Borrowings | Change in Interest Expense | |
|---|-------------------------|---------------------------------|--|
| | | Year Ended March 31, 2005 | Six Months Ended September 30, 2005 |
| (in thousands) | | | |
| Revolving line of credit floating rate | \$ 130,698 | \$ 7,493 | \$ 3,747 |
| Term loans floating rate | 300,000 | 17,198 | 8,599 |
| Senior notes fixed rate | 200,000 | 11,465 | 5,733 |
| Senior notes floating rate | 200,000 | 11,465 | 5,733 |
| Senior subordinated notes fixed rate | 250,000 | 14,332 | 7,166 |
| Senior subordinated convertible notes fixed rate | 300,000 | 17,198 | 8,599 |
| Total merger-related debt | 1,380,698 | 79,151 | 39,577 |
| Refinance DRS's existing term loan | (146,280) | (6,928) | (3,839) |
| Required revolving line of credit paydown ESSI | (86,000) | (4,480) | (1,933) |
| Incremental debt | \$ 1,148,418 | 67,743 | 33,805 |
| Amortization of DRS deferred financing fees(i) | | 3,284 | 1,642 |
| Incremental interest expense | | \$ 71,027 | \$ 35,447 |
| Total incremental DRS debt | \$ 1,148,418 | | |
| Repayment of ESSI Revolving line of credit | 86,000 | | |
| Current installments long term debt | (640) | | |
| Long-term debt, excluding current installments | \$ 1,233,778 | | |

(i) Represents deferred financing fee amortization (amortized over a weighted average life of approximately 8 years).

9. To record interest income forgone on net cash and cash equivalents used in the merger.
10. The pro forma adjustments to income taxes for the year ended March 31, 2005 and for the six months ended September 30, 2005 include the income tax effect on the Merger and DRS Notes Adjustments using a statutory (federal and state) income tax rate of 40%.
11. The pro forma adjustment to the weighted average number of shares of DRS common stock outstanding reflects the issuance of the maximum number of shares of DRS common stock issuable in the merger. The pro forma weighted average number of shares outstanding assumes that the shares issued in the merger are outstanding throughout each period. The number of shares of DRS common stock issued in connection with the merger is dependent upon the average closing price per share of DRS common stock for a certain period prior to the closing of the merger. If the pro forma adjustment to the weighted average number of shares of DRS common stock outstanding reflected the minimum number of shares of DRS common stock issuable in the merger (approximately 9.9 million shares), basic and diluted earnings per share would increase \$0.15 per share and \$0.14 per share, respectively, for the year ended March 31, 2005 and \$0.07 per

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basic and diluted share for the six months ended September 30, 2005. The potential common shares issuable upon conversion of the senior convertible notes are excluded from pro forma diluted earnings per share as their inclusion would be anti-dilutive.

12. The Historical DRS column represents the unaudited consolidated balance sheet of DRS as of September 30, 2005, as reported in DRS's quarterly report on Form 10-Q for the period ended September 30, 2005, which is incorporated by reference in this joint proxy statement/prospectus.
13. The Historical ESSI column represents the unaudited consolidated balance sheet of ESSI as of July 31, 2005, which is included elsewhere in this joint proxy statement/prospectus.
14. The pro forma adjustments to cash and cash equivalents consist of the following:

| | September 30, 2005 |
|---|-------------------------------------|
| | (in thousands) |
| New borrowings, net | \$ 1,148,418 |
| Cash paid to ESSI shareholders and option holders | (1,321,868) |
| Debt-related financing costs | (24,875) |
| DRS direct merger-related fees | (22,500) |
| ESSI change in control payments | (13,700) |
| ESSI direct merger-related costs | (12,400) |
| Bridge loan commitment fee | (2,375) |
| | \$ (249,300) |

15. To eliminate ESSI's historical intangible assets and goodwill.
16. The pro forma adjustment to other assets represents the net increase in debt-related financing costs. The adjustment is comprised of a \$24.9 million increase associated with the capitalization of certain costs related to DRS's additional borrowings, and a \$0.8 million decrease associated with the elimination of the carrying amount of ESSI's debt-related financing costs. In accordance with EITF Issue No. 96-19, DRS will expense approximately \$1.0 million of professional fees expected to be incurred in connection with the refinancing, which is excluded from the pro forma condensed consolidated statements of earnings as the expense is non-recurring and merger-related. Such expense is included as a pro forma adjustment to retained earnings, net of taxes, and accrued expenses and other current liabilities.
17. This pro forma adjustment reflects the retained earnings impact of the DRS bridge loan fee associated with the merger, net of related taxes.
18. To reclassify ESSI's unbilled receivables from inventory to accounts receivables to be consistent with DRS's accounting policy.
19. To adjust the incremental pension liability, and pension-related assets, for the unfunded portion of ESSI's pension and postretirement plans.

20. To record the reduction in income taxes payable related to the balance sheet adjustments.

| | Income Taxes Payable |
|--|-----------------------------|
| | (in thousands) |
| Write-off of term loan fees | \$ 400 |
| ESSI change in control payments | 4,960 |
| ESSI direct merger-related fees | 5,480 |
| Bridge loan fee | 950 |
| | 11,790 |
| Total reduction in income taxes payable | \$ 11,790 |

21. The accompanying unaudited pro forma condensed combined balance sheet reflects the maximum number of shares of DRS common stock that would be issued to ESSI shareholders and option holders in connection with the merger, which is 12,103,216 shares. Based on such assumption and a \$46.80 per share price of DRS common stock, DRS common stock and additional paid-in capital would increase by \$121 thousand and \$566.3 million, respectively. The number of shares of DRS common stock and the value of such shares will not be determined until the closing of the merger, and will be based on the average closing sale price per share of DRS common stock for each of the ten consecutive trading days ending with the second complete trading day prior to the closing of the merger.
22. These adjustments eliminate ESSI's historical stockholders' equity balances.
23. The adjustment to interest and related expenses reflects incremental interest expense, at an effective rate of 6.13%, and the related deferred financing fee amortization had the DRS notes been issued on April 1, 2004.

INFORMATION REGARDING ESSI

Business of ESSI

General

ESSI is a holding company for 14 wholly-owned subsidiaries. These subsidiaries are organized within ESSI's two business segments: Support Systems and Support Services. The Support Systems segment designs, engineers and manufactures integrated military electronics and other military support equipment primarily for the DoD, as well as related heat transfer and air handling equipment for domestic commercial and industrial users, and material handling equipment primarily for the U.S. Postal Service. The Support Systems segment includes the operations of Systems & Electronics Inc. (SEI), Keco Industries, Inc. (Keco), Engineered Air Systems, Inc. (Engineered Air), Engineered Coil Company, d/b/a Marlo Coil (Marlo Coil), Engineered Electric Company, d/b/a Fermont (Fermont), Universal Power Systems, Inc. (UPSI), Engineered Environments, Inc. (EEi), Pivotal Power Inc. (Pivotal Power), Prospective Computer Analysts Incorporated (PCA) and Mobilized Systems, Inc. (Mobilized Systems). The Support Services segment provides engineering services, logistics and training services, advanced technology services, asset protection systems and services, telecommunication systems integration and information technology services primarily for the DoD. The Support Services segment includes the operations of Technical and Management Services Corporation (TAMSCO), Radian, Inc. (Radian), Spacelink International, LLC (Spacelink) and ESSIbuy.com, Inc. (ESSIbuy). Substantially all revenues within these two segments are derived directly or indirectly from contracts with the DoD and certain foreign militaries.

Engineered Air was incorporated under the laws of the State of Missouri in December 1981 and acquired the assets of the Defense Systems Division of Allis-Chalmers Corporation in March 1982. ESSI was incorporated under the laws of the State of Missouri in December 1983, and exchanged all of its outstanding common stock for two-thirds of the common stock of Engineered Air held by ESSI's founders. ESSI purchased the remaining one-third of the common stock of Engineered Air in January 1984. ESSI effected its initial public offering in August 1985. In March 1993, ESSI purchased all of the outstanding stock of Associated Products, Inc. (subsequently changed to Engineered Specialty Plastics, Inc. (ESP)). Effective February 1998, Engineered Coil Company acquired substantially all of the net assets of Nuclear Cooling, Inc., d/b/a Marlo Coil. In June 1998, ESSI acquired all of the outstanding common stock of Keco. In February 1999, Engineered Electric Company acquired substantially all of the net assets of the Fermont Division of Dynamics Corporation of America, d/b/a Fermont. In September 1999, ESSI acquired all of the outstanding common stock of SEI. In May 2002, ESSI acquired all the outstanding common stock of Radian. In June 2002, ESSI acquired all the outstanding stock of UPSI. In May 2003, ESSI acquired all of the outstanding stock of TAMSCO. In September 2003, ESSI acquired all of the outstanding stock of EEi. In December 2003, ESSI acquired all of the outstanding stock of Pivotal Power. In January 2005, ESSI acquired all of the outstanding stock of PCA. In February 2005, ESSI acquired all of the outstanding membership interests of Spacelink. In May 2005, ESSI acquired all of the outstanding equity of Mobilized Systems.

Products

Products within ESSI's Support Systems segment include environmental control systems, load management and transport systems, power generation, distribution and conditioning systems, airborne radar systems, reconnaissance, surveillance and target acquisition systems, chemical and biological protection systems, petroleum and water distribution systems, and other multipurpose military support equipment. The Support Services segment provides engineering services, logistics and training services, advanced technology services, asset protection systems and services, telecommunication systems integration and information technology services primarily for the DoD. The Support Services segment also provides certain power generation and distribution equipment and vehicle armor installation to the

DoD. See "Management's Discussion and Analysis of Financial Condition and Results of Operations of ESSI," Note L to ESSI's audited consolidated financial statements for the fiscal year ended October 31, 2004 and Note I to ESSI's unaudited consolidated financial statements for the nine months ended July 31, 2005 beginning on pages , F- and F- , respectively.

Engineering and Design

As ESSI has grown both internally and through acquisition, it significantly has increased its engineering capabilities. ESSI currently has approximately 1,000 people engaged in engineering activities that encompass advanced development, engineering research and development, product improvement and evolution, new product development, productionization, logistic and life-cycle support, product re-engineering and support services. ESSI believes its depth of engineering capabilities allows it to cover all phases of a project from conception to full life-cycle support.

The majority of ESSI's development activities are conducted under, and funded directly or indirectly through, DoD contracts in response to designated performance specifications. ESSI's expenditures on internal research and development were approximately \$4.3 million, \$2.9 million and \$1.8 million for the fiscal years ended October 31, 2004, 2003 and 2002, respectively.

ESSI's engineering expertise is complementary to the military markets it serves, primarily the environmental control, power, electronics, heavy mechanical and material handling, security, communications, service and logistical support markets. ESSI has engineering capabilities in the areas of system design and analysis, electronic signal processing, power electronics, software, firmware, mechanical design, control, electro-mechanical, electro-optical, electro-chemical, acoustics, thermodynamics, fluid and air flow, fluid pumping, HVAC, liquid fuel combustion, chemical and biological hardened environmental control, filtration and decontamination, power system analysis, environmental control system analysis, stress analysis, water treatment analysis, water purification technology, radar, target acquisition systems, automatic test equipment, communication system analysis and logistic support disciplines, including reliability, maintainability, embedded diagnostics and prognostics, training and the development of web-based interactive electronic technical manuals. ESSI's subsidiaries within the Support Services segment have engineering expertise in fields such as re-engineering obsolete mechanical and electronic products, nano-hardened products, security system design, fuel cells and super critical reformation. ESSI's engineering expertise has significant overlap throughout its operating subsidiaries, allowing it to leverage engineering personnel and technologies, and to function as an integrated team.

ESSI's design and development of new products is enhanced by a number of computer-aided design and manufacturing (CAD/CAM) systems, as well as a number of automated system design and analysis tools. CAD/CAM tools are used by both engineers and draftsmen to design and validate complex products and component parts. ESSI utilizes both two- and three-dimensional CAD/CAM tools, providing both design and production engineers an interactive environment with which to view the final product and all the relevant interfaces. These tools are compatible across all of ESSI's operating subsidiaries, allowing for virtual design and development without regard to geographical location. ESSI's engineering technologies and expertise provide it with the ability to adapt its production processes to new product needs on a timely basis. ESSI also has the capability to provide complete technical data support for the products it manufactures to include integrated logistics support, spare parts provisioning and preparation of technical manuals.

ESSI intends to leverage its engineering and design capabilities to continue to develop and evolve differentiated products and services that address both the current and future needs of the DoD for rapid deployment, smaller, lighter and more efficient equipment, and for innovative, value-added service offerings.

Marketing and Business Development

ESSI's business development efforts are undertaken at two functional levels. ESSI's corporate operation focuses on long-term strategic planning, policy development, best practice identification and dissemination, and on major programs which require the bundling of products and services across traditional subsidiary lines. In addition, ESSI's corporate Washington, D.C. operations interface with service staffs within the Pentagon and liaisons with key congressional delegations. At the subsidiary level, a sales force is engaged to identify and pursue programs with specific customers in a variety of markets. With increased emphasis on ESSI's vision for the future, efforts have begun to strengthen the long-term strategic planning process. Market-based peer groups enable experts throughout ESSI to share knowledge and collectively recommend direction and strategy. These peer groups also evaluate market intelligence, customer knowledge and core competencies to refine ESSI's growth strategies.

ESSI's Business Development Organization meets on a regular basis to identify and disseminate best practices in the areas of proposal development and market presence. The sales force shares customer and market intelligence, identifies key opportunities and assesses campaign strategies. ESSI gathers information from primary sources, such as the DoD budget and its supporting documents, and military requirements documents, such as Initial Capabilities Documents, along with direct interface with its customers. ESSI analyzes these data through an established business opportunity procedure and then determines whether or not to bid on specific projects based upon determinations of potential profitability and the likelihood of award.

Purchased Components and Raw Materials

ESSI's products require a wide variety of components and materials. Although ESSI has multiple sources of supply for most of its material requirements, sole-source vendors supply certain components, and ESSI's ability to perform certain contracts depends on their performance. In the past, these required raw materials and various purchased components generally have been available in sufficient quantities.

Government Contracting

ESSI's government contracts are obtained through the DoD procurement process as governed by the Federal Acquisition Regulations and related regulations and agency supplements, and are typically fixed-price contracts. This means that the price is agreed upon before the contract is awarded and ESSI assumes complete responsibility for any difference between estimated and actual costs.

Under the Truth in Negotiations Act of 1962, the U.S. government has the right for three years after final payment on certain negotiated contracts, subcontracts and modifications, to determine whether ESSI furnished the U.S. government with complete, accurate and current cost or pricing data as defined by the Act. If ESSI fails to satisfy this requirement, the U.S. government has the right to adjust a contract or subcontract price by the amount of any overstatement as defined by the Act.

U.S. government contracts permit the U.S. government to unilaterally terminate these contracts at its convenience. In the event of such termination, ESSI is entitled to reimbursement for certain expenditures and overhead as provided for in applicable U.S. government procurement regulations. Generally, this results in the contractor being reasonably compensated for work actually done, but not for anticipated profits. The U.S. government also may terminate contracts for cause if ESSI fails to perform in strict accordance with contract terms. Termination of, or elimination of appropriation for, a significant government contract could have a material adverse effect on ESSI's business, financial condition and results of operations in subsequent periods. Similarly, U.S. government contracts typically permit the U.S. government to change, alter or modify the contract at its discretion. If the U.S. government were to exercise this right, ESSI could be entitled to reimbursement of all allowable and allocable costs incurred in making the change plus a reasonable profit.

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Employees

As of September 30, 2005, ESSI employed approximately 3,650 persons.

Geographic Areas

The following table summarizes ESSI's net revenues attributed to the U.S. and to foreign countries:

| Year Ended October 31 | United States | Foreign Countries | Total Revenues |
|-----------------------|---------------|-------------------|----------------|
| 2004 | \$ 853,286 | \$ 30,344 | \$ 883,630 |
| 2003 | 556,809 | 15,892 | 572,701 |
| 2002 | 393,581 | 14,364 | 407,945 |

ESSI attributes foreign net revenues based on the domicile of the purchaser of the product or service.

Of the \$511.1 million of ESSI's total assets as of October 31, 2004, \$15.1 million were located in countries other than the United States.

Properties of ESSI

ESSI conducts its business from 46 manufacturing, warehouse and office facilities.

| Location | Description | Square Footage |
|-----------------------------------|---------------------------|----------------|
| West Plains, Missouri(1) | Manufacturing/Office | 391,000 |
| Florence, Kentucky(1) | Manufacturing/Office | 265,000 |
| St. Louis County, Missouri(1) | Subassembly/Office | 263,000 |
| High Ridge, Missouri(1) | Manufacturing/Office | 214,000 |
| Bridgeport, Connecticut(1) | Manufacturing/Office | 135,000 |
| Cincinnati, Ohio(2) | Office/Manufacturing | 134,000 |
| Elizabeth City, North Carolina | Hangar under construction | 80,000 |
| Bridgeport, Connecticut(2) | Manufacturing | 45,000 |
| Halifax, Nova Scotia, Canada(1) | Manufacturing/Office | 40,000 |
| Alexandria, Virginia(2) | Office | 44,000 |
| Cincinnati, Ohio(1) | Manufacturing/Office | 27,000 |
| Polson, Montana(2) | Manufacturing/Office | 24,000 |
| Elizabeth City, North Carolina(2) | Office | 21,000 |
| Troy, Michigan(2) | Office | 20,000 |
| Calverton, Maryland(2) | Office | 19,000 |
| Chantilly, Virginia(2) | Office | 16,000 |
| Melbourne, Florida(2) | Manufacturing/Office | 16,000 |
| Tinton Falls, New Jersey(2) | Manufacturing/Office | 15,000 |
| Dulles, Virginia(2) | Office | 15,000 |
| St. Louis County, Missouri(1) | Manufacturing | 14,000 |
| St. Louis County, Missouri(2) | Warehouse | 13,000 |
| Warner Robins, Georgia(2) | Office | 13,000 |
| Fairborn, Ohio(2) | Office | 13,000 |
| Bridgeton, Missouri(2) | Manufacturing/Office | 11,000 |
| Warner Robins, Georgia(1) | Office | 11,000 |
| Warner Robins, Georgia(2) | Manufacturing/Office | 11,000 |
| Polson, Montana(1) | Manufacturing/Office | 10,000 |

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| | | |
|-----------------------------|----------------------|-------|
| West Long, New Jersey(2) | Office | 9,000 |
| Huntsville, Alabama(2) | Office | 8,000 |
| Newington, Virginia(2) | Office | 6,000 |
| West Plains, Missouri(2) | Warehouse | 5,000 |
| Cincinnati, Ohio(2) | Warehouse | 5,000 |
| Petersburg, Virginia(2) | Office | 4,000 |
| Augusta, Georgia(2) | Manufacturing/Office | 3,000 |
| Arlington, Virginia(2) | Office | 3,000 |
| Garden City, New York(2) | Office | 3,000 |
| Willoughby, Ohio(2) | Office | 3,000 |
| Abington, Maryland(2) | Office | 2,000 |
| Coronado, California(2) | Office | 1,000 |
| Layton, Utah(2) | Office | 1,000 |
| San Diego, California(2) | Office | 1,000 |
| Shrewsbury, New Jersey(2) | Office | 1,000 |
| Anchorage, Alaska(2) | Office | 1,000 |
| Oklahoma City, Oklahoma(2) | Office | 1,000 |
| Fredericksburg, Virginia(2) | Office | 1,000 |
| East Point, Georgia(2) | Office | 300 |

(1) Owned

(2) Leased

ESSI also leases certain other small product support and service facilities located throughout the U.S. and abroad. ESSI believes that its current facilities are sufficient for the conduct of its current level of operations.

ESSI also owns a 171,000 square-foot facility in St. Louis County, Missouri which it vacated during the year ended October 31, 2003. On October 5, 2005, ESSI entered into a contract for the sale of this facility for a sale price of approximately \$3.3 million.

Legal Proceedings Relating to ESSI

ESSI and its subsidiaries are from time to time parties to various legal proceedings arising out of their business. ESSI's management believes that there are no such proceedings pending or threatened against ESSI or its subsidiaries which, if determined adversely, would have a material adverse effect on the consolidated financial position, results of operations or cash flows of ESSI. See "The Merger Certain Legal Matters SEC Investigation" for a description of a current SEC investigation relating to ESSI.

BENEFICIAL OWNERSHIP OF THE COMMON STOCK OF ESSI

The table below sets forth the number of shares of ESSI common stock held by each person known to beneficially own 5% or more of ESSI's outstanding common stock as of November 10, 2005.

| Name and Address of Beneficial Owner | Shares of Common Stock Beneficially Owned | Percentage of Shares Outstanding(1) |
|--|---|-------------------------------------|
| Neuberger Berman, Inc. 605 Third Avenue New York, NY 10158 | 5,557,686(2) | 13.26% |

(1) For purposes of this table, the calculation of the Percentage of Shares Outstanding is based on the number of shares of common stock outstanding as of November 10, 2005.

(2) As reported in Schedule 13G filed by Neuberger Berman, Inc. with the SEC on February 16, 2005, reporting ownership of ESSI common stock as of December 31, 2004, adjusted for the three-for-two stock split effected by ESSI on April 15, 2005.

The following table sets forth the number of shares of ESSI common stock beneficially owned by (a) each director, (b) each of Michael F. Shanahan, Sr., Gerald A. Potthoff, Gary C. Gerhardt, Daniel A. Rodrigues, Dan D. Jura, Steven J. Landmann and Ronald W. Davis, as the named executive officers, and (c) all directors and executive officers as a group as of November 10, 2005:

| Name of Beneficial Owner | Shares of Common Stock Beneficially Owned(1)(2) | Percentage of Shares Outstanding(3) |
|---|---|-------------------------------------|
| Michael F. Shanahan, Sr.(4) | 693,895 | 1.66% |
| Gerald A. Potthoff | 926,977 | 2.17% |
| Gary C. Gerhardt | 1,040,082 | 2.43% |
| Daniel A. Rodrigues | 227,909 | * |
| Dan D. Jura | 117,076 | * |
| Steven J. Landmann | 186,978 | * |
| Ronald W. Davis(5) | 5,499 | * |
| Gregory P. Boyer | | |
| William H. T. Bush | 88,595 | * |
| General Michael P.C. Carns U.S. Air Force, Retired | 81,329 | * |
| MG George E. Friel U.S. Army, Retired | 22,514 | * |
| Thomas J. Guilfoil | 139,262 | * |
| S. Lee Kling | 97,885 | * |
| LTG Kenneth E. Lewi | 81,905 | * |

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| Name of Beneficial Owner | Shares of Common Stock Beneficially Owned(1)(2) | Percentage of Shares Outstanding(3) |
|--|---|-------------------------------------|
| U.S. Army, Retired | | |
| General Charles T. Robertson, Jr. U.S. Air Force, Retired | 25,313 | * |
| James A. Schaefer | 12,657 | * |

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| | | |
|---|-----------|--------|
| General Crosbie E. Saint U.S. Army, Retired | 20,533 | * |
| Michael F. Shanahan, Jr. | 123,712 | * |
| Earl W. Wims, Ph.D. | 38,621 | * |
| All directors and executive officers as a group (41 persons) | 5,296,709 | 11.58% |

*

Less than one percent.

(1) Except as otherwise noted, each individual has sole voting and investment power with respect to shares listed above.

(2) Totals include the following shares issuable upon exercise of stock options that either are presently exercisable or exercisable within 60 days after October 21, 2005: Mr. Potthoff (833,907), Mr. Gerhardt (867,657), Mr. Rodrigues (225,000), Mr. Jura (116,250), Mr. Landmann (165,000), Mr. Bush (75,938), General Carns (75,938), MG Friel (16,875), Mr. Guilfoil (25,313), Mr. Kling (42,188), LTG Lewi (16,875), General Robertson, Jr. (25,313), General Saint (20,533), Mr. Schaefer (12,657), Mr. Shanahan, Jr. (16,875), Mr. Wims (16,875) and all directors and executive officers as a group (3,840,132).

(3) For purposes of this table, the calculation of the Percentage of Shares Outstanding is based on the number of shares of common stock outstanding as of November 10, 2005, increased by the assumed exercise of all options owned by the beneficial owners indicated.

(4) In April 2005, Mr. Shanahan began serving as non-executive Chairman of the Board, a change from his prior position as executive Chairman of the Board.

(5) In June 2005, Mr. Davis resigned as President, Business Development and director.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS OF ESSI**

Critical Accounting Policies

Revenue Recognition

ESSI's revenues on long-term contracts, substantially all of which are directly or indirectly with the U.S. government, are recognized under the percentage of completion method and include a proportion of the earnings that are expected to be realized on the contract in the ratio that production measures, primarily labor, incurred bear to the total estimated production measures for the contract. Earnings expectations are based upon estimates of contract values and costs at completion. Contracts in process are reviewed on a periodic basis. Adjustments to revenues and earnings are made in the current accounting period based upon revisions in contract values and estimated costs at completion. Amounts representing contract change orders, claims and other items are included in revenues, as recognized under the percentage of completion method, only when these amounts can be reliably estimated and realization is probable. Provisions for estimated losses on contracts are recorded when identified. Substantially all other revenues are recognized when title passes to the customer. Actual results could differ from ESSI's estimates and assumptions.

Retirement Obligations

The determination of ESSI's obligation and expense for pension and other postretirement benefits is dependent on certain assumptions developed by ESSI and used by actuaries in calculating such amounts. Assumptions include, among others, the discount rate and the expected long-term rate of return on plan assets. Actual results that differ from assumptions made are accumulated and amortized over future periods and, therefore, generally affect ESSI's recognized expense and recorded obligation in such future periods. Significant differences in actual experience or significant changes in assumptions may materially affect pension and other postretirement obligations.

Goodwill and Other Long-Lived Assets

ESSI's management annually reviews goodwill and other long-lived assets with indefinite useful lives for impairment or whenever events or changes in circumstances indicate the carrying amount may not be recoverable. If ESSI determines that the carrying value of the long-lived asset may not be recoverable, a permanent impairment charge is recorded for the amount by which the carrying value of the long-lived asset exceeds its fair value. Fair value is measured based on a discounted cash flow method using a discount rate determined by management to be commensurate with