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

FORM 8-K/A

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 6, 2011**

VSE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**0-3676**	**54-0649263**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification Number)

2550 Huntington Avenue **Alexandria, VA**	**22303-1499**
(Address of Principal Executive Offices)	(Zip Code)

(703) 960-4600
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Explanatory Note

On June 9, 2011, VSE Corporation ("VSE" or the "Company") filed with the Securities and Exchange Commission a Current Report on Form 8-K (the "Original Form 8-K") in connection with the completion on June 6, 2011 of VSE's acquisition of Wheelers Bros., Inc. ("WBI").

This Current Report on Form 8-K/A amends Item 9.01 of the Original Form 8-K in order to provide the financial information required by Item 9.01(a) and 9.01(b) of Form 8-K, which VSE indicated in the Original Form 8-K would be filed no later than 71 calendar days after the filing date of the Original Form 8-K.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

The (i) audited balance sheets of WBI as of September 30, 2010 and 2009, the statements of earnings and retained earnings, statements of comprehensive income and statements of cash flows for the each of the three years ended September 30, 2010, 2009 and 2008 and (ii) unaudited balance sheet of WBI as of March 31, 2011, the statements of earnings and retained earnings, comprehensive income, and cash flows and the related notes to those financial statements for the six months ended March 31, 2011 and March 31, 2010 are being filed as Exhibit 99.1 to this Form 8-K/A.

(b) Pro Forma Financial Information

The unaudited pro forma combined balance sheet of VSE at March 31, 2011 and statements of income for the year ended December 31, 2010 and for the three months ended March 31, 2011 are being filed as Exhibit 99.2 to this Form 8-K/A.

(c) Not applicable

(d) Exhibits

Exhibit Number	Description
23.1	Consent of Independent Certified Public Accountants of WBI.
99.1	The (i) audited balance sheets of WBI as of September 30, 2010 and 2009, the statements of earnings and retained earnings, statements of comprehensive income and statements of cash flows for the each of the three years ended September 30, 2010, 2009 and 2008 and (ii) unaudited balance sheet of WBI as of March 31, 2011, the statements of earnings and retained earnings, comprehensive income and cash flows and the related notes to those financial statements for the six months ended March 31, 2011 and March 31, 2010.
99.2	The unaudited pro forma combined balance sheet of VSE as of March 31, 2011 and statements of income for the year ended December 31, 2010 and for the three months ended March 31, 2011.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VSE CORPORATION
(Registrant)

Date: August 12, 2011

/s/ T. R. Loftus
T. R. Loftus
Executive Vice President and Chief Financial Officer

Exhibit 23.1

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-134285) pertaining to the 2006 Restricted Stock Plan of VSE Corporation of our report dated August 5, 2011, with respect to the financial statements of Wheeler Bros., Inc. as of September 30, 2010 and 2009 and for each of the fiscal years ended September 30, 2010, 2009 and 2008 included in this Current Report on Form 8-K/A of VSE Corporation as filed with the Securities and Exchange Commission.

/s/ The Binkley Kanavy Group, LLC
Pittsburg, PA
August 11, 2011

Exhibit 99.1

WHEELER BROS., INC.
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August 5, 2011

Shareholder
Wheeler Bros., Inc.

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We have audited the accompanying balance sheets of Wheeler Bros., Inc. (a Pennsylvania corporation) as of September 30, 2010 and 2009, and the related statements of earnings and retained earnings, comprehensive income, and cash flows for each of the years ended September 30, 2010, 2009, and 2008. These financial statements are the responsibility of the Company's managements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Wheeler Bros., Inc. as of September 30, 2010 and 2009, and the results of its operations and cash flows for each of the years ended September 30, 2010, 2009, and 2008 in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note I to the financial statements, previously issued financial statements were restated due to changes in certain accounting policies. An adjustment has been made to retained earnings as of October 1, 2007 to reflect these changes.

/s/ The Binkley Kanavy Group, LLC

WHEELER BROS., INC.

BALANCE SHEETS

ASSETS

	As of September 30, 2010	As of September 30, 2009	As of March 31, 2011 (unaudited)
Current Assets			
Cash and cash equivalents (Note A)	$ 26,430,431	$ 20,795,731	$ 33,625,626
Marketable securities (Notes A and E)	4,985,008	4,777,629	4,447,655
Accounts receivable – trade (Note A)	14,249,019	13,803,156	15,355,541
Inventories (Note A)	31,752,806	40,862,820	36,354,138
Prepaid expenses and deposits	2,924,561	2,761,669	2,872,041
Total Current Assets	80,341,825	83,001,005	92,655,001
Property, Plant and Equipment (Note A)			
Building and leasehold improvements	953,808	938,566	972,190
Machinery and equipment	7,920,519	7,401,253	8,062,377
Furniture and office equipment	3,244,730	3,226,844	3,384,462
	12,119,057	11,566,663	12,419,029
Less accumulated depreciation	10,495,804	10,044,462	10,938,269
Net Property, Plant and Equipment	1,623,253	1,522,201	1,480,760
Other Assets			
Cash surrender value of life insurance	397,888	384,836	400,624
Single premium annuities – at cost plus accumulated earnings, net of outstanding loans and accrued interest of $3,783,186, $3,577,481 and $3,888,324, respectively	685,854	666,465	855,648
Total Others Assets	1,083,742	1,051,301	1,256,272
Total Assets	$ 83,048,820	$ 85,574,507	$ 95,392,033

The accompanying notes are an integral part of these statements.

WHEELER BROS., INC.

BALANCE SHEETS

LIABILITIES

	As of September 30, 2010	As of September 30, 2009	As of March 31, 2011 (unaudited)
Current Liabilities			
Accounts payable – trade	$ 4,982,559	$ 3,364,217	$ 7,625,662
Accrued payroll and profit sharing (Note D)	7,388,062	7,351,063	5,395,383
Other accrued liabilities	632,551	711,857	1,429,596
Total Current Liabilities	13,003,172	11,427,137	14,450,641

SHAREHOLDERS' EQUITY

Common Stock (Note G)	120,117	120,117	120,117
Retained Earnings	69,586,761	73,846,025	80,403,904
	69,706,878	73,966,142	80,524,021
Less Treasury Stock (Note G)	111,000	111,000	111,000
	69,595,878	73,855,142	80,413,021
Accumulated Other Comprehensive Income (Note F)	449,770	292,228	528,371
Total Shareholders' Equity	70,045,648	74,147,370	80,941,392
Total Liabilities and Shareholders' Equity	$ 83,048,820	$ 85,574,507	$ 95,392,033

The accompanying notes are an integral part of these statements.

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WHEELER BROS., INC.

STATEMENTS OF EARNINGS AND RETAINED EARNINGS

	For the Years Ended September 30,			For the Six Months Ended March 31,	
	2010	2009	2008	2011 (unaudited)	2010 (unaudited)
Net Sales	$ 158,222,871	$ 160,209,624	$ 169,766,838	$ 77,841,001	$ 78,524,125
Cost of Goods Sold	105,085,526	107,524,895	117,468,796	50,180,452	51,636,046
Gross Profit	53,137,345	52,684,729	52,298,042	27,660,549	26,888,079
Selling, General and Administrative Expenses	23,019,257	22,838,280	23,310,152	12,272,720	12,225,594
Operating Profit	30,118,088	29,846,449	28,987,890	15,387,829	14,662,485
Other Income (Deductions)					
Interest expense	(206,460)	(194,937)	(184,184)	(110,138)	(101,359)
Investment income	453,429	527,452	792,546	119,460	206,734
Miscellaneous	43,679	78,046	205,414	53,992	21,077
Earnings Before Income Taxes	30,408,736	30,257,010	29,801,666	15,451,143	14,788,937
Income Taxes (Note C)	1,038,000	1,000,000	720,000	504,000	504,000
Net Earnings	29,370,736	29,257,010	29,081,666	14,947,143	14,284,937
Retained Earnings at Beginning of Period	73,846,025	70,515,015	56,894,449	69,586,761	73,846,025
Distributions to Shareholders	33,630,000	25,926,000	15,461,100	4,130,000	4,030,000
Retained Earnings at End of Period	$ 69,586,761	$ 73,846,025	$ 70,515,015	$ 80,403,904	$ 84,100,962

The accompanying notes are an integral part of these statements.

WHEELER BROS., INC.

STATEMENTS OF COMPREHENSIVE INCOME

	For the Years Ended September 30,			For the Six Months Ended March 31,	
	2010	2009	2008	2011 (unaudited)	2010 (unaudited)
Net Earnings	$ 29,370,736	$ 29,257,010	$ 29,081,666	$ 14,947,143	$ 14,284,937
Other Comprehensive Income					
Unrealized gains on securities:					
Unrealized holding gains (losses) arising during the period	179,247	(50,101)	(318,054)	78,601	126,919
Reclassification adjustment for (gains) losses Included in net earnings	(21,706)	165,868	(2,753)	-	-
	157,541	115,767	(320,807)	78,601	126,919
Comprehensive Income	$ 29,528,277	$ 29,372,777	$ 28,760,859	$ 15,025,744	$ 14,411,856

The accompanying notes are an integral part of these statements.

WHEELER BROS., INC.

STATEMENTS OF CASH FLOWS

	For the Years Ended September 30,			For the Six Months Ended March 31,	
	2010	**2009**	**2008**	**2011 (unaudited)**	**2010 (unaudited)**
Cash Flows From Operating Activities					
Net earnings	$ 29,370,736	$ 29,257,010	$ 29,081,666	$ 14,947,143	$ 14,284,937
Adjustments to reconcile net earnings to net cash provided by operating activities:					
Depreciation and amortization of property, plant and equipment	609,493	640,809	706,811	442,463	459,620
Loss (gain) on disposal of property, plant and equipment	287	2,653	(128,739)	-	-
Loss on sale of marketable securities	8,324	99,740	62,633	-	(43,375)
(Increase) decrease in:					
Accounts receivable	(445,863)	1,448,151	(1,313,936)	(1,106,521)	155,843
Inventories	9,110,014	(3,143,489)	(3,816,240)	(4,601,332)	3,253,316
Prepaid expenses and deposits	(162,892)	(285,201)	200,011	52,520	(346,298)
Cash surrender value of life insurance and single Premium annuity	(32,441)	(34,366)	(32,587)	(172,530)	98,623
Increase (decrease) in:					
Accounts payable	1,618,342	(3,028,520)	563,425	2,643,103	3,291,548
Accrued liabilities	(42,307)	3,422	353,745	(1,195,633)	(1,148,015)
Net Cash Provided by Operating Activities	40,033,693	24,960,209	25,676,789	11,009,213	20,006,199
Cash Flows From Investing Activities					
Proceeds from sale of property and equipment	-	3,700	326,380	-	-
Proceeds from sale of marketable securities	879,841	1,197,491	1,290,147	615,954	-
Purchase of property and equipment	(710,833)	(623,392)	(626,310)	(299,972)	(590,982)
Purchase of marketable securities	(938,001)	(1,600,634)	(2,615,218)	-	-
Net Cash (Used) Provided by Investing Activities	(768,993)	(1,022,835)	(1,625,001)	315,982	(590,982)
Cash Flows From Financing Activities					
Distributions to shareholders	(33,630,000)	(25,926,000)	(15,461,100)	(4,130,000)	(4,030,000)
Net Cash Used by Financing Activities	(33,630,000)	(25,926,000)	(15,461,100)	(4,130,000)	(4,030,000)
Net Increase (Decrease) in Cash and Cash Equivalents	5,634,700	(1,988,626)	8,590,688	7,195,195	15,385,217
Cash and cash equivalents at beginning of period	20,795,731	22,784,357	14,193,669	26,430,431	20,795,731
Cash and Cash Equivalents at end of period	$ 26,430,431	$ 20,795,731	$ 22,784,357	$ 33,625,626	$ 36,180,948
Supplemental Disclosures					
Interest paid	$ 206,460	$ 194,937	$ 184,184		
Income taxes paid	$ 1,166,470	$ 901,495	$ 773,075		

The accompanying notes are an integral part of these statements.

WHEELER BROS., INC.

NOTES TO FINANCIAL STATEMENTS
(All information with respect to March 31, 2011 and 2010 is unaudited)

Note A - Summary of Accounting Policies

This summary of significant accounting policies of Wheeler Bros., Inc. (the Company) is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management who is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

1. Nature of Operations

The Company is a distributor of automotive, truck and ground support vehicle parts whose primary operations and headquarters are located in Somerset, Pennsylvania, with inventories located on various government facilities. The Company's principal markets are located worldwide.

2. Marketable Securities

Investments in marketable securities are recorded at market value. The basis used to determine investment cost for computing realized gains or losses for marketable securities is average cost.

3. Accounts Receivable

The Company considers accounts receivable to be fully collectible; accordingly, no allowance for doubtful accounts is required. During the year, the Company reviews their listing of accounts receivable and when amounts become past due, a determination is made as to the collectability of the receivable. If amounts become uncollectible, they will be charged to operations when that determination is made.

4. Inventories

Inventories are stated at the lower of cost or market. Cost is determined by the first-in, first-out (FIFO) method.

5. Property, Plant and Equipment

Property, plant and equipment are recorded at cost. Depreciation and amortization are provided in amounts sufficient to relate the cost of depreciable assets to operations over their estimated service lives on straight-line and accelerated methods. Leasehold improvements are amortized over the service lives of the improvements.

6. Cash Equivalents

For purposes of the statements of cash flows, the Company considers all investments having original maturities of three months or less, money market, and other interest-bearing deposit accounts to be cash equivalents.

7. Use of Estimates

In preparing the Company's financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

8. Revenue Recognition

Substantially all of the Company's revenue results from supplying vehicle parts to clients. The Company recognizes revenue from the sale of vehicle parts when the product is delivered to the customer. Revenue from sales are presented net of allowances for estimated sales returns, which are based on historical return rates.

WHEELER BROS., INC.
NOTES TO FINANCIAL STATEMENTS (Continued)
(All information with respect to March 31, 2011 and 2010 is unaudited)

Note A - Summary of Accounting Policies (Continued)

9. Shipping and Handling

For presentation purposes, shipping and handling charges have been included in the costs of good sold.

Note B - Related Party Transactions

The Company has various rental agreements with related parties. The Company rents its office and warehouse space on a month-to-month basis for $25,070 per month plus operating costs. The Company also rents three additional warehouses for $35,000, $7,203, and $4,500 per month plus operating costs. The term of the first warehouse lease is fifteen years beginning April 1, 2002. The second warehouse is leased on a month-to-month basis beginning March 1, 2005. The third warehouse is leased on a month-to-month basis beginning March 1, 2006. Rental payments made for all related party leases for the years ended September 30, 2010, 2009, and 2008 were $860,000 for each year and $430,000 for the six months ended March 31, 2011 and March 31, 2010. Future minimum lease payments under the non-cancelable lease are as follows:

September 30	
2011	$ 420,000
2012	420,000
2013	420,000
2014	420,000
2015	420,000
Thereafter	630,000
	$2,730,000

Note C - Income Taxes

The shareholders of the Company elected under Subchapter S of the Internal Revenue Code not to have the Company's earnings taxed as a corporation. However, the Company is liable to various state and local governments for corporate income taxes. Federal, Pennsylvania and various other state income taxes will be payable by the shareholders at varied rates which may require a distribution of corporate funds.

Note D - Employee Benefit Plans

The Company has a profit sharing plan, which covers substantially all of its employees, and a deferred compensation plan in favor of some of its employees. Both plans provide for contributions from the Company as determined by the Board of Directors. The profit sharing expense for the years ended September 30, 2010, 2009, and 2008 amounted to $1,278,000 for each year and $504,000 and $486,000 for the six months ended March 31, 2011 and March 31, 2010, respectively. Deferred compensation plan contribution expense for the years ended September 30, 2010, 2009, and 2008 amounted to $300,000, $326,000, and $331,000, respectively and $156,000 and $174,000 for the six months ended March 31, 2011 and March 31, 2010, respectively. The balance in the deferred compensation accounts is included in the balance sheet under marketable securities, and a corresponding liability is included in the balance sheet under accrued payroll and profit sharing.

WHEELER BROS., INC.
NOTES TO FINANCIAL STATEMENTS (Continued)
(All information with respect to March 31, 2011 and 2010 is unaudited)

Note E - Investments in Marketable Securities

Information relating to debt and equity available-for-sale securities as of September 30 is as follows:

	2010	2009
Fair value of debt available-for-sale securities	$ 3,241,437	$ 3,672,730
Fair value of equity available-for-sale securities	1,743,571	1,104,899
Total fair value of available-for-sale securities	4,985,008	4,777,629
Cost of debt available-for-sale securities	$ 3,240,106	$ 3,703,303
Cost of equity available-for-sale securities	1,295,132	782,098
Total cost of available-for-sale securities	4,535,238	4,485,401
Unrealized appreciation of available-for-sale securities	$ 449,770	$ 292,228

As of September 30, 2010, the fair market values of debt available-for-sale securities maturities are as follows:

Less than 1 Year	$ 2,463,143
1 to 5 Years	427,898
5 to 10 Years	329,296
Greater than 10 Years	21,100
Total	$ 3,241,437

Note F - Accumulated Other Comprehensive Income

The balance in Accumulated Other Comprehensive Income consists of the following:

	Unrealized Gains on Securities	Accumulated Other Comprehensive Income
Balance at October 1, 2008	$ 176,461	$ 176,461
Change during the year ended September 30, 2009	115,767	115,767
Balance at September 30, 2009	292,228	292,228
Change during the year ended September 30, 2010	157,542	157,542
Balance at September 30, 2010	449,770	449,770
Change during the period ended March 31, 2011	78,601	78,601
Balance at March 31, 2011	$ 528,371	$ 528,371

WHEELER BROS., INC.
NOTES TO FINANCIAL STATEMENTS (Continued)
(All information with respect to March 31, 2011 and 2010 is unaudited)

Note G - Capital Stock Transactions

The shareholders' equity section contains the following classes of common stock at September 30:

	2010	2009
Voting common stock:		
Shares authorized	100,000	100,000
Shares issued	94,733	94,733
Non-voting common stock:		
Shares authorized	3,900,000	3,900,000
Shares issued	3,031,472	3,031,472

All classes of common stock are no par and have no stated value. There was no change to the amount of common stock during the period ended March 31, 2011

Treasury stock is shown at cost. Treasury stock consisted of 3,000 shares of voting common stock and 96,000 shares of non-voting common stock at September 30, 2010 and 2009.

Note H - Concentrations

The majority of the Company's accounts receivable and sales were with agencies of the United States government for the years ended September 30, 2010, 2009, and 2008.

The majority of the Company's purchases of inventory for the years ended September 30, 2010, 2009, and 2008 were from after market and original automotive, truck and ground support vehicle manufacturers and distributors.

The Company maintains its cash and cash equivalent holdings in amounts generally exceeding federally insured limits. The Company has not experienced any losses in such accounts. Management believes the Company is not exposed to any significant credit risk related to cash.

WHEELER BROS., INC.
NOTES TO FINANCIAL STATEMENTS (Continued)
(All information with respect to March 31, 2011 and 2010 is unaudited)

Note I – Restatement of Prior Periods

The Company has evaluated its accounting policies and is restating previously issued financial statements due to the following changes: 1) certain indirect overhead costs related to the acquisition and storage of inventory are being capitalized; 2) bonus depreciation as permitted by the Internal Revenue Code will no longer be recorded for financial statement purposes; 3) certain research & development costs will be expensed in the period incurred; and 4) accrued vacation will be recorded in the financial statements. These restatements result in an increase to retained earnings of $1,336,275 as of October 1, 2007.

The restatements had the following effects on the balance sheets as of September 30:

	2010	2009
Inventories	$ 1,998,915	$ 2,175,391
Prepaid expenses and deposits	$ (264,307)	$ -
Accumulated depreciation	$ (214,038)	$ (257,887)
Accrued vacation	$ 525,000	$ 550,000
Retained earnings	$ 1,423,646	$ 1,883,278

The restatements had the following effects on the statements of earnings for the years ending September 30:

	2010	2009	2008
Cost of Goods Sold	$ 176,476	$ (490,873)	$ 97,573
Selling, General and Administrative Expenses	283,156	(73,957)	(79,746)
Net Earnings and Comprehensive Income	$ (459,632)	$ 564,830	$ (17,827)

Note J - Subsequent Events

During June 2011, VSE Corporation acquired 100% of the outstanding stock of the Company. Subsequent to September 30, 2010 and prior to the closing, the Company distributed $31,930,000 in cash to the shareholders.

The Company has evaluated subsequent events through August 5, 2011 the date which the financial statements were available to be issued.

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Exhibit 99.2

VSE Corporation and Subsidiaries
Unaudited Pro Forma Combined Financial Statements
As of and for the Three Months ended March 31, 2011
and for the Year ended December 31, 2010

UNAUDITED PRO FORMA COMBINED FINANCIAL STATEMENTS

On June 6, 2011, VSE Corporation ("VSE") acquired Wheeler Bros., Inc. ("WBI"), a supply chain management company headquartered in Somerset, PA. WBI supplies vehicle parts to the U.S. Postal Service and the Department of Defense.

At the time of the WBI acquisition, VSE and WBI had different fiscal year ends. Certain amounts in the historical financial statements of WBI have been reclassified to conform to VSE's presentation.

The unaudited pro forma combined balance sheet as of March 31, 2011 has been prepared as if the WBI acquisition had occurred on such date and combines the consolidated balance sheet of VSE and the balance sheet of WBI as of March 31, 2011.

The unaudited pro forma combined statements of income are presented as if the WBI acquisition had occurred on January 1, 2010. The unaudited pro forma combined statement of income for the year ended December 31, 2010 combines the consolidated statement of income of VSE for the year ended December 31, 2010 and statement of income of WBI for the twelve months ended September 30, 2010. The unaudited pro forma combined statement of income for the three months ended March 31, 2011 combines the statements of income of VSE and WBI for the three months ended March 31, 2011.

The historical consolidated financial information of VSE and the financial information of WBI have been adjusted in the unaudited pro forma financial statements to give effect to pro forma events that are (1) directly attributable to the WBI acquisition, (2) factually supportable, and (3) with respect to the statements of income, expected to have a continuing impact on the combined results. The unaudited pro forma combined financial information should be read in conjunction with the accompanying notes thereto. In addition, the unaudited pro forma combined financial information was based on and should be read in conjunction with the:

- historical audited consolidated financial statements for the year ended December 31, 2010 and the related notes of VSE included in its Annual Report on Form 10-K;
- historical unaudited interim consolidated financial statements and related notes of VSE included in its Quarterly Report on Form 10-Q for the three months ended March 31, 2011; and
- historical consolidated financial statements of WBI included as Exhibit 99.1 to this Current Report on Form 8-K/A.

The unaudited pro forma combined financial statements are provided for informational purposes only and are not intended to represent what the actual combined results of operations or the combined financial position of VSE would have been had the WBI acquisition been completed as of the dates indicated. In addition, the unaudited pro forma combined financial information does not purport to project the future financial position or operating results of VSE combined nor does it reflect any operational efficiency that may have been achieved if the acquisition had occurred on January 1, 2010 or March 31, 2011. WBI's operating results included in the unaudited pro forma combined statement of income for the three months ended March 31, 2011 are not intended to represent operating results for a full year.

The unaudited pro forma combined financial information has been prepared using the acquisition method of accounting which requires, among other things, the assets acquired and liabilities assumed to be recognized at their fair values as of the acquisition date. We believe that the fair values assigned to the assets acquired and the liabilities assumed, as reflected in the pro forma financial statements, are based on reasonable assumptions. However, all components of the purchase price allocation are considered preliminary. VSE's judgments used to determine the estimated fair value assigned to each class of assets acquired and liabilities assumed can materially impact the results of operations. We anticipate finalizing the purchase price allocations during 2011.

VSE Corporation and Subsidiaries
Unaudited Pro Forma Combined Balance Sheet
As of March 31, 2011
(in thousands except share and per share amounts)

	VSE Corporation	Wheeler Bros., Inc.	Adjustments		Pro Forma as Adjusted
Assets					
Current assets:					
Cash and cash equivalents	$ 2,303	$ 33,625	$ (28,994)	3(a)	$ 6,934
Marketable securities	-	4,448	(4,448)	3(b)	-
Receivables, principally U.S. Government, net	137,931	15,356			153,287
Inventories	299	36,354			36,653
Deferred tax assets	403	-			403
Other current assets	9,595	2,872	723	3(j)	13,190
Total current assets	150,531	92,655	(32,719)		210,467
Property and equipment, net	43,324	1,481			44,805
Intangible assets, net	24,140	-	89,400	3(c)	113,540
Goodwill	37,396	-	63,627	3(d)	101,023
Deferred tax assets	958	-			958
Other assets	14,217	1,256	2,356	3(e)	17,829
Total assets	$ 270,566	$ 95,392	$ 122,664		$ 488,622
Liabilities and Stockholders' Equity					
Current liabilities:					
Current portion of long-term debt	$ 6,667	$ -	$ 12,083	3(f)	$ 18,750
Accounts payable	59,609	7,626	6,468	3(g)	73,703
Accrued expenses	29,413	6,825			36,238
Dividends payable	314	-			314
Total current liabilities	96,003	14,451	18,551		129,005
Long-term debt	9,444	-	167,970	3(f)	177,414
Deferred compensation	8,882	-			8,882
Long-term lease obligations	21,868	-			21,868
Other liabilities	5,528	-	22,782	3(h)	28,310
Total liabilities	141,725	14,451	209,303		365,479
Commitments and contingencies					
Stockholders' equity:					
Common stock	262	120	(120)	3(i)	262
Additional paid-in capital	16,898	-			16,898
Retained earnings	111,681	80,404	(86,102)	3(j)	105,983
Other comprehensive income	-	528	(528)	3(i)	-
Treasury stock	-	(111)	111	3(i)	-
Total stockholders' equity	128,841	80,941	(86,639)		123,143
Total liabilities and stockholders' equity	$ 270,566	$ 95,392	$ 122,664		$ 488,622

See accompanying Notes to Unaudited Pro Forma Combined Financial Statements

VSE Corporation and Subsidiaries
Unaudited Pro Forma Combined Statement of Income
(in thousands except share and per share amounts)

	December 31, 2010 VSE Corporation	September 30, 2010 Wheeler Bros., Inc.	Adjustments		Year Ended December 31, 2010 Pro Forma as Adjusted
Revenues:					
Services	$ 853,063	$ -	$ -		$ 853,063
Products	12,973	158,223	-		171,196
Total revenues	866,036	158,223	-		1,024,259
Contract costs					
Services	816,880	-	-		816,880
Products	8,739	126,309	4,755	4(a)	139,803
Total contract costs	825,619	126,309	4,755		956,683
Selling, general and administrative expenses	2,204	1,299	(800)	4(b)	2,703
Operating income	38,213	30,615	(3,955)		64,873
Interest expense, net	180	206	5,084	4(c)	5,470
Income before income taxes	38,033	30,409	(9,039)		59,403
Provision for income taxes	14,346	1,038	7,158	4(d)	22,542
Net income	$ 23,687	$ 29,371	$ (16,197)		$ 36,861
Basic and diluted weighted average shares outstanding	5,189,263				5,189,263
Basic and diluted earnings per share	$ 4.56				$ 7.10

See accompanying Notes to Unaudited Pro Forma Combined Financial Statements

VSE Corporation and Subsidiaries
Unaudited Pro Forma Combined Statement of Income
For the Three Months Ended March 31, 2011
(in thousands except share and per share amounts)

	VSE Corporation	Wheeler Bros., Inc.	Adjustments		Pro Forma as Adjusted
Revenues:					
Services	$ 148,247	$ -	$ -		$ 148,247
Products	2,997	40,909	-		43,906
Total revenues	151,244	40,909	-		192,153
Contract costs					
Services	141,426	-	-		141,426
Products	2,088	31,778	1,188	4(a)	35,054
Total contract costs	143,514	31,778	1,188		176,480
Selling, general and administrative expenses	821	482	(767)	4(b)	536
Operating income	6,909	8,649	(421)		15,137
Interest expense, net	144	2	1,153	4(c)	1,299
Income before income taxes	6,765	8,647	(1,574)		13,838
Provision for income taxes	2,593	252	2,461	4(d)	5,306
Net income	$ 4,172	$ 8,395	$ (4,035)		$ 8,532
Basic and diluted weighted average shares outstanding	5,214,334				5,214,334
Basic and diluted earnings per share	$ 0.80				$ 1.64

See accompanying Notes to Unaudited Pro Forma Combined Financial Statements

NOTES TO UNAUDITED PRO FORMA COMBINED FINANCIAL STATEMENTS
(Dollars in thousands)

Note 1- Acquisition Transaction

On June 6, 2011, VSE acquired WBI, a supply chain management company headquartered in Somerset, PA. WBI supplies vehicle parts to the U.S. Postal Service and the Department of Defense. VSE sees significant opportunities for leveraging WBI's supply chain capabilities with our work of extending the service lives of legacy ships, vehicles, aircraft and their systems.

Cash paid at closing was $180 million, which includes approximately $1.9 million of prepaid retention bonuses that are being expensed in the post-acquisition period as the employees provide service. As such, the initial cash purchase price was approximately $178.1 million.

The total estimated acquisition consideration used in preparing the unaudited pro forma combined financial statements is as follows (in thousands):

Acquisition Consideration:

Cash	$178,095
Acquisition date fair value of earn-out obligation (preliminary)	22,782
Total consideration	$200,877

We entered into a loan agreement in June 2011 with a syndicate of banks to finance the WBI acquisition and provide working capital for our continuing operations. The loan agreement consists of a term loan facility and a revolving loan facility.

The WBI acquisition has been accounted for using the acquisition method of accounting which requires, among other things, the assets acquired and the liabilities assumed be recognized at their fair values as of the acquisition date.

Note 2- Preliminary Allocation of Purchase Price

The total estimated purchase price was allocated to WBI's net assets based on their estimated fair value as of June 6, 2011. We recorded the excess of the purchase price over the net assets acquired as goodwill. The allocation of the purchase price shown in the table below is preliminary and subject to change based on finalizing our detailed valuations. We allocated the purchase price as follows (in thousands):

Description	Fair Value
Cash	$ 3,163
Accounts receivable	11,953
Inventories	37,524
Other current assets	3,940
Property and equipment	1,637
Intangibles – customer-related	69,400
Intangibles – acquired technologies	12,400
Intangibles – trade name	7,600
Current liabilities	(10,367)
Net identifiable assets acquired	137,250
Goodwill	63,627
Total consideration	$200,877
Cash consideration	$178,095
Acquisition date fair value of earn-out obligation	22,782
Total consideration	$200,877

NOTES TO UNAUDITED PRO FORMA COMBINED FINANCIAL STATEMENTS
(Dollars in thousands)

The amount of goodwill recorded for the WBI acquisition as of the acquisition date was approximately $63.6 million and reflects the strategic advantage of adding supply chain management to the work VSE has historically performed to extend the life of military ships, vehicles, aircrafts and their installed systems. We believe that the supply chain capabilities we gain through the acquisition of WBI will enable vertical market expansion in our core business of sustaining legacy platforms and systems. Of the purchase price, $69.4 million was recorded as customer related intangible asset to be amortized on a straight-line basis over 12 years. Approximately $12.4 million was recorded as an acquired technologies intangible asset that will be amortized on a straight-line basis over 11 years. In addition, $7.6 million was allocated to WBI's trade name to be amortized on a straight-line basis over nine years. The fair values assigned to the intangible assets acquired were based on estimates, assumptions, and other information compiled by management, including independent valuations that utilized established valuation techniques.

Note 3 – Unaudited Pro Forma Combined Balance Sheet

The unaudited pro forma combined balance sheet gives effect to the WBI acquisition as if it had occurred on March 31, 2011.

The following pro forma adjustments are included in the unaudited pro forma combined balance sheet:

a) To reflect the net cash outflows as a result of the WBI acquisition, which consists of the following:

Proceeds from term loan and revolving loan facilities	$	196,164
Repayment of existing loans		(16,111)
Payment to sellers		(180,000)
Reduction in payment to sellers for estimated working capital adjustment		1,607
Payment of bank related fees on new loan facilities		(1,633)
Payment of interest on existing term loan		(27)
Distributions to former WBI shareholders prior to acquisition		(28,994)
Net cash outflows	$	(28,994)

b) To reflect the reduction in marketable securities not acquired in the WBI acquisition.

c) To reflect the preliminary estimated identifiable intangible assets resulting from the acquisition. See also Note 2 for a more detailed discussion.

d) To reflect the preliminary goodwill amount recognized in the WBI acquisition. See also Note 2 for a more detailed discussion.

e) To reflect the increase in other assets resulting from 1) capitalized loan fee of $1,707 related to the WBI acquisition, 2) prepaid retention bonuses of $1,905 that will be expensed over 48 months as the employees provide services and 3) a reduction of $1,256 for WBI key man life insurance policies that were not acquired by VSE.

f) To reflect the net increase in long-term debt, which consists of the following:

	Current portion of long-term debt		Long-term debt, less current portion	
New borrowings under the term loan and revolving loan facilities	$	18,750	$	177,414
Repayment of existing borrowings		(6,667)		(9,444)
Net increase	$	12,083	$	167,970

g) To reflect accrual of acquisition related costs incurred after March 31, 2011 of $6,421, bank loan fees of $75, and payment of accrued interest and unused loan fees of $28 associated with the repayment of existing borrowings resulting from WBI acquisition.

h) To reflect the acquisition date estimated fair value of the earn-out obligation. See also Note 1 for a more detailed discussion.

i) To eliminate WBI's common stock, other comprehensive income and treasury stock at acquisition.

j) To reflect the elimination of the historical equity balances of WBI of $80,404 and transaction costs of $6,421, reduced by applicable income taxes of $723.

(Dollars in thousands)

Note 4 – Unaudited Pro Forma Combined Statements of Income

The unaudited pro forma combined statements of income gives effect to the acquisition as if it had occurred on January 1, 2010. As a result of the WBI acquisition, we are separately presenting revenues and contract costs for products and services.

The following pro forma adjustments are included in the unaudited pro forma combined statements of income:

a) To reflect the amortization of the preliminary fair values of intangible assets of $7,755 for the year ended December 31, 2010 and $1,939 for the three months ended March 31, 2011 and the reduction of salary expense associated with new employment agreements entered into for certain WBI executives as part of the WBI acquisition of $3,000 for the year ended December 31, 2010 and $750 for the three months ended March 31, 2011.

b) To reflect changes in selling, general and administrative costs as follows:

	Year Ended December 31, 2010	Three Months Ended March 31,2011
Retention bonus amortization. (See Note 1 for further discussion)	$ 459	$ 114
Eliminate the WBI charitable donations that will not be made after the WBI acquisition	(1,712)	(519)
Eliminate VSE and WBI acquisition costs	-	(406)
Eliminate WBI investment income associated with marketable security investments not acquired by VSE	453	44
Adjustment to selling, general and administrative cost	$ (800)	$ (767)

c) To reflect the increase in interest expense associated with the WBI acquisition related debt, as follows:

	Year Ended December 31, 2010	Three Months Ended March 31,2011
Estimated interest expense associated with term and revolving loan facilities	$4,743	$1,068
Amortization of bank related fees on new loan facilities	341	85
Increase in interest expense	$5,084	$1,153

To mitigate the risks associated with future interest rate movements on our term and revolving loan facilities, we employed interest rate hedges to fix the rate on a significant portion of our outstanding borrowings. While the immediate result of fixing these rates is an increase in the net effective rate as compared to the effective rate on our aggregate borrowing as of June 6, 2011, the fixed rates will protect us against future interest rate increases. We purchased a three-year amortizing LIBOR interest rate swap on the term loan debt in the amount of $101 million. With the swap in place, we will pay an effective rate on the hedged term debt of 0.56% plus our base margin during the first year the hedge is in place for an estimated fixed rate of 2.76%. We also purchased a two year LIBOR interest rate swap on the revolving loan debt in the amount of $40 million. With the swap in place, we will pay an effective rate on the hedged term debt of 0.7775% plus our base margin for two years for an estimated fixed rate of 3.03%.

We computed the interest expense on the portion of our borrowing not hedged at 2.51% which was the effective interest rate on our aggregate outstanding debt at the time of the new loan agreement. A 1/8% change in this variable interest rate would result in an adjustment to interest expense of approximately $49 for the year ended December 31, 2010 and $17 for the three months ended March 31, 2011.

d) To reflect the tax effects of the pro forma adjustments and the historical pre-tax income of WBI at the estimated statutory income tax rate for the period. WBI was previously registered as an S- corporation, and as such, was not subject to Federal income taxes and most state income taxes.

WBI's operating results included in the unaudited pro forma combined statement of income for the three months ended March 31, 2011 are not intended to represent operating results for a full year.

Note 5 – Earnings per Share

Because VSE paid cash to acquire WBI and did not issue any stock or stock-based awards in connection with the WBI acquisition, the number of weighted average common shares outstanding used to compute pro forma basic and diluted earnings per share are the same as the VSE historical amounts.