G4 Properties LLC
Form 424B5
June 16, 2014

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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-196738

The information in this preliminary prospectus supplement is not complete and may be changed. A registration statement relating to these securities has become effective under the Securities Act of 1933, as amended. This preliminary prospectus supplement is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion. Dated June 14, 2014.

$300,000,000

Allegiant Travel Company

% Senior Notes due 2019

Allegiant Travel Company ("Allegiant," the "Company," "we" or "us") will pay interest on the notes on and of each year. The first such payment will be made on , 2014. The notes will be issued only in minimum denominations of $2,000 and integral multiples of $1,000 in excess thereof. Our obligations under the notes will be fully and unconditionally guaranteed by our wholly-owned domestic subsidiaries (the "Guarantors").

We may redeem all or part of the notes at a redemption price equal to 100% of the principal amount of the notes plus an applicable make-whole premium and accrued and unpaid interest. See "Description of the Notes Optional Redemption." If we undergo certain change of control transactions, we must offer to repurchase the notes. See "Description of the Notes Certain Covenants Change of Control Offer to Purchase."

The notes will be our senior unsecured obligations and the note guarantees will be the senior unsecured obligation of the Guarantors. The notes and the note guarantees will rank *pari passu* in right of payment with all of our and the Guarantors' respective existing and future senior indebtedness and senior in right of payment to all of our and the Guarantors' respective future senior subordinated and subordinated indebtedness. The notes and the note guarantees will be effectively subordinated to all of our and the Guarantors' respective existing and future secured indebtedness to the extent of the value of the assets pledged to secure those obligations. The notes will also be structurally subordinated to all existing and future indebtedness of our non-guarantor subsidiaries.

Prior to this offering, there is no public market for these notes. The notes will not be listed on any securities exchange or quoted on any automated quotation system.

Investing in the notes involves risks. See "Risk Factors" beginning on page S-19 of this prospectus supplement.

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

	Per Note	Total
Initial public offering price	%	$
Underwriting discount	%	$
Proceeds, before expenses, to Allegiant	%	$

The initial public offering price set forth above does not include accrued interest, if any. Interest on the notes will accrue from June , 2014 and must be paid by the purchasers if the notes are delivered after June , 2014.

The underwriter expects to deliver the notes through the facilities of The Depository Trust Company against payment in New York, New York on June , 2014.

Goldman, Sachs & Co.

Prospectus Supplement dated June , 2014.

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Allegiant Route Map
As of June 1, 2014

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement is a supplement to the accompanying base prospectus that is also a part of this document. This prospectus supplement and the accompanying base prospectus are part of a "shelf" registration statement that we filed with the Securities and Exchange Commission (the "Commission"). The shelf registration statement was declared effective by the Commission upon filing. By using a shelf registration statement, we may sell any combination of the securities described in the base prospectus from time to time in one or more offerings. In this prospectus supplement, we provide you with specific information about the terms of this offering. You should rely only on the information or representations incorporated by reference or provided in this prospectus supplement and the accompanying prospectus or in any free writing prospectus filed by us with the Commission. Neither we nor the underwriter has authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. If the description of this offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information contained in or incorporated by reference in this prospectus supplement. You may obtain copies of the shelf registration statement, or any document which we have filed as an exhibit to the shelf registration statement or to any other Commission filing, either from the Commission or from the Secretary of Allegiant Travel Company as described under "Where You Can Find More Information" in this prospectus supplement. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information in this prospectus supplement and the accompanying base prospectus is accurate as of any date other than the date printed on their respective covers.

MARKET DATA

Market, industry and competitive position data presented throughout this prospectus supplement has been obtained from a combination of our own internal company surveys, the good faith estimates of management and various trade associations and publications. While we believe our internal surveys, third-party information, industry data, estimates of management and data from trade associations are reliable, neither we nor the Underwriter has verified this data with any independent sources. This information may prove to be inaccurate because of the method by which we obtained some of the data for our estimates or because this information cannot always be verified with complete certainty due to the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties. These estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under "Risk Factors" and "Forward-Looking Statements." As a result, you should be aware that such market, industry and competitive position data presented in this prospectus supplement, and estimates and beliefs based on that data, may not be reliable. Accordingly, neither we nor the Underwriter makes any representations as to the accuracy or completeness of that data.

NON-GAAP FINANCIAL MEASURES

EBITDA and EBITDAR, as presented in this prospectus supplement, and certain other financial information, are supplemental measures of our performance that are not required by, or presented in accordance with, accounting principles generally accepted in the United States ("GAAP"). They are not measurements of our financial performance under GAAP and should not be considered in isolation or as an alternative to net income or any other performance measures derived in accordance with GAAP or as an alternative to cash flows from operating activities as a measure of our liquidity.

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We define "EBITDA" as earnings before interest, taxes, depreciation and amortization and "EBITDAR" as EBITDA plus aircraft lease rentals. We caution investors that amounts presented in accordance with these definitions may not be comparable to similar measures disclosed by other issuers, because not all issuers and analysts calculate EBITDA and EBITDAR in the same manner.

We use EBITDA and EBITDAR to evaluate our operating performance and liquidity and they are among the primary measures used by management for planning and forecasting of future periods. We believe the presentation of these measures is relevant and useful for investors because it allows investors to view results in a manner similar to the method used by management and makes it easier to compare our results with other companies that have different financing and capital structures.

EBITDA and EBITDAR have important limitations as analytical tools. These limitations include the following:

- EBITDA and EBITDAR do not reflect our capital expenditures, future requirements for capital expenditures or contractual commitments to purchase capital equipment;
- EBITDAR does not reflect amounts paid to lease aircraft;
- EBITDA and EBITDAR do not reflect interest expense or the cash requirements necessary to service principal or interest payments on our debt;
- although depreciation and amortization are non cash charges, the assets that we currently depreciate and amortize will likely have to be replaced in the future, and EBITDA and EBITDAR do not reflect the cash required to fund such replacements; and
- other companies in our industry may calculate EBITDA and EBITDAR differently than we do, limiting their usefulness as comparative measures.

See "Selected Financial and Operating Information" for a quantitative reconciliation of EBITDA and EBITDAR to the most directly comparable GAAP financial performance measure, which we believe is net income.

We are also reflecting in this prospectus supplement certain other non-GAAP financial measures including lease adjusted debt, as further adjusted EBITDAR, as further adjusted EBITDA, as further adjusted cash, cash equivalents and investments, as further adjusted total debt and as further adjusted lease adjusted debt. We use lease adjusted debt to illustrate the amount of debt we would have if aircraft lease rental expense were considered to be debt based on a multiple of seven times the amount of aircraft lease rental expense in the applicable period. We use the "as further adjusted" measures to illustrate how each of these measures would have been calculated based on our actual performance during the twelve-month period ended March 31, 2014, and on the assumption we had completed certain transactions described in this prospectus supplement at the beginning of the twelve-month period ended, or as of, March 31, 2014, as applicable.

See "Selected Financial and Operating Information" for a quantitative reconciliation of each of these measures to what we believe to be the most directly comparable GAAP measure.

FORWARD-LOOKING STATEMENTS

We have made forward-looking statements in this prospectus supplement and in the documents incorporated by reference herein that are based on our management's beliefs and assumptions and on information currently available to our management. Forward-looking statements include information concerning our possible or assumed future results of operations, business strategies, fleet plan, financing plans, competitive position, industry environment, potential growth opportunities, future service to be provided and the effects of future regulation and competition.

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Forward-looking statements include all statements that are not historical facts and can be identified by the use of forward-looking terminology such as the words "believe," "expect," "anticipate," "intend," "plan," "estimate," "project" or similar expressions.

Forward-looking statements involve risks, uncertainties and assumptions. Actual results may differ materially from those expressed in the forward-looking statements. Important risk factors that could cause our results to differ materially from those expressed in the forward-looking statements may be found in the section entitled "Risk Factors". These risk factors include, without limitation, volatility of fuel costs, labor issues, the effect of economic conditions on leisure travel, debt covenants, terrorist attacks, risks inherent to airlines, our introduction of an additional aircraft type, demand for air services to our leisure destinations from the markets served by us, our dependence on our leisure destination markets, the competitive environment, an accident involving or problems with our aircraft, our reliance on our automated systems, our reliance on third parties who provide facilities or services to us, the possible loss of key personnel, economic and other conditions in markets in which we operate, aging aircraft and other governmental regulation, increases in maintenance costs and cyclical and seasonal fluctuations in our operating results.

Any forward-looking statements are based on information available to us today and we undertake no obligation to update publicly any forward-looking statements, whether as a result of future events, new information or otherwise.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights certain information contained elsewhere in this prospectus supplement or incorporated by reference herein. Because this is only a summary, it does not contain all the information that you may consider important in making your investment decision to purchase the notes. The following summary should be read together with the more detailed information, including our consolidated financial statements and the related notes, appearing elsewhere in this prospectus supplement or incorporated by reference herein. References to "Allegiant," "we," "us," and "our" refer to Allegiant Travel Company and its subsidiaries on a consolidated basis.

Business Overview

We are a leisure travel company focused on providing travel services and products to residents of small, underserved cities in the United States. We were founded in 1997 and, in conjunction with our initial public offering in 2006, we incorporated in the state of Nevada. We operate a low-cost passenger airline marketed to leisure travelers in small cities, allowing us to sell air travel both on a stand-alone basis and bundled with hotel rooms, rental cars and other travel related services. In addition, we provide air transportation under fixed-fee flying arrangements. Our developed route network, pricing philosophy, advertising and diversified product offering built around relationships with premier leisure companies are all intended to appeal to leisure travelers and make it attractive for them to purchase air travel and related services from us. For the twelve months ended March 31, 2014, we had total operating revenues of $1.03 billion, EBITDA of $231.3 million, net income of $94.0 million and carried 7.4 million passengers across 227 routes covering 100 cities. For a reconciliation of EBITDA to its most comparable GAAP measure (which we believe is net income), see "Summary Financial and Operating Data."

Our business model provides for the following diversified revenue streams, which we believe distinguish us from other U.S. airlines and travel companies:

- *Scheduled service revenue* consists of the base air fare for our nonstop flights between our small city markets and our leisure destinations. We set our base prices at attractive levels to stimulate travel, and we have achieved a scheduled service load factor of approximately 88.8 percent or more in each of the last six years.

- *Ancillary revenue* consists of optional air-related charges and third-party products. These optional air-related charges include baggage fees, advance seat assignments, our own travel protection product, change fees, use of our call center for purchases, priority boarding, food and beverage purchases on board and other air-related services. We also generate revenue from the sale of third-party products such as hotel rooms, ground transportation (rental cars and hotel shuttle products) and attraction and show tickets. We recognize our ancillary revenue net of amounts paid to service providers, travel agent commissions and credit card processing fees.

- *Fixed-fee contract revenue* consists of air transportation that we provide through fixed-fee agreements and charter service on a year-round and ad hoc basis.

- *Other revenue* consists principally of lease payments on aircraft or engines that we own and are being leased to third parties. We may temporarily act as lessor when we have opportunistically acquired an aircraft or engine while it was on lease to a third party. Upon the expiry of the lease, we will seek to operate the asset ourselves.

Our strategy is to profitably serve the leisure travel market in small, underserved cities by providing nonstop, low fare, scheduled service to leisure destinations at low prices that stimulate demand. We manage our capacity with a goal of being profitable on each route. We have established a route network with a national footprint, providing service on 231 routes between 85

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small cities and 13 leisure destinations, and serving 40 states based on our published schedule as of June 1, 2014. We currently provide service to popular leisure destinations including Las Vegas, Orlando, and Phoenix, as well as other Florida, California and Hawaii destinations. Our focus on the leisure customer allows us to eliminate the costly complexity burdening others in our industry in their goal to serve a wide variety of customers, particularly most other airlines who target business customers.

Our business strategy has evolved as our experienced management team has looked differently at the traditional business model used in the airline and travel industry. We have consciously developed a different approach:

Traditional Airline Approach	**Allegiant Approach**
Focus on business and leisure customers	Focus on leisure traveler
Provide high frequency service from big cities	Provide low frequency service from small cities
Use smaller aircraft to provide connecting service from smaller markets through hubs	Use larger jet aircraft to provide nonstop service from small cities direct to leisure destinations
Bundled pricing	Unbundled pricing of air-related services and products
Sell through various intermediaries	Sell only directly to travelers
Offer flight connections	No connecting flights offered
Use code-share arrangements to increase passenger traffic	Do not use code-share arrangements

General Information

Our principal executive offices are located at 8360 South Durango Drive, Las Vegas, Nevada 89113. Our telephone number is (702) 851-7300. Our website address is http://www.allegiant.com. We have not incorporated by reference into this prospectus supplement the information on or accessible through our website and you should not consider it to be a part of this document. Our website address is included in this document for reference only.

Our Competitive Strengths

We have developed a unique business model that focuses on leisure travelers in small cities. We believe the following strengths allow us to maintain a competitive advantage in the markets we serve:

Focus on Transporting Customers From Small Cities to Leisure Destinations. Based on our published schedule as of June 1, 2014, we provide nonstop low fare scheduled air service (including seasonal service) from 85 small cities to 13 leisure destinations including Las Vegas, Orlando, and Phoenix, as well as other Florida, California and Hawaii destinations. We have a nationwide footprint providing service in 40 states in every region in the country. Generally, when we enter a new market, there is no existing nonstop service to such leisure destination in that market. We believe small cities represent a large underserved market, especially for leisure travel. We believe this nonstop service, along with our low prices and premier leisure company relationships, makes it attractive for leisure travelers to purchase air travel and related services from us. The size of these markets and our focus on the leisure customer allow us to adequately serve

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our markets with less frequency and to vary our capacity to match seasonal and day of the week demand patterns.

By focusing on small cities, we believe we avoid the intense competition presently seen in high traffic domestic air corridors. In our typical small city market, travelers faced high airfares and cumbersome connections or long drives to major airports to reach our leisure destinations before we started providing service. Based on our published schedule as of June 1, 2014, we are the only carrier providing nonstop service on over 90 percent of our 231 routes. We believe our market strategy has had the benefit of not appearing hostile to either legacy carriers, whose historical focus has been connecting small cities to business markets, or traditional low cost carriers ("LCCs"), which have tended to focus more on larger markets than the small city markets we serve.

Low Operating Costs. We believe low costs are essential to competitive success in the airline industry. Our operating expense per available seat mile ("CASM") was 10.33¢ in 2013 and 10.30¢ for first quarter of 2014. Excluding the cost of fuel, our operating CASM was 5.60¢ for 2013 and 5.72¢ for the first quarter of 2014.

Our low operating costs are the result of our focus on the following:

Cost-Driven Schedule. We design our flight schedule to concentrate our aircraft each night in our crew bases. This concentration allows us to better utilize personnel, airport facilities, aircraft, spare parts inventories and other assets. We can do this because we believe leisure travelers are generally less concerned about departure and arrival times than business travelers. Therefore, we are able to schedule flights at times that enable us to reduce our costs but are desirable for our leisure customer base.

Low Aircraft Ownership Costs. We believe we properly balance low aircraft ownership costs and operating costs to minimize our total costs. As of June 1, 2014, our operating fleet consists of 53 MD-80 series aircraft, ten Airbus A320 series aircraft and six Boeing 757-200 aircraft. We plan to use the proceeds from this offering and cash on hand to acquire 21 additional A320 series aircraft which we are expecting to bring into operation through 2018. See " Contemplated Aircraft Transactions." Our fleet has been substantially less expensive to acquire than newer narrow body aircraft allowing us to maintain low aircraft ownership costs consistent with our business model.

Highly Productive Workforce. We believe we have one of the most productive workforces in the U.S. airline industry with approximately 32 full-time equivalent employees per operating aircraft as of June 1, 2014. We believe this compares favorably with the same ratio for other airlines based on recent publicly available industry data. Our high level of employee productivity is created by fleet commonality, fewer unproductive labor work rules, cost-driven scheduling, and the effective use of automation and part-time employees. We outsource heavy maintenance, stations and other functions where desirable in an effort to reduce costs using reliable third-party service providers.

Simple Product. We believe offering a simple product is critical to achieving low operating costs. As such, we sell only nonstop flights; we do not code-share or interline with other carriers; we have a single class cabin; we do not provide any free catered items everything on board is for sale; we do not overbook our flights; we do not provide cargo or mail services; and we do not offer other perks such as airport lounges.

Low Distribution Costs. Our nontraditional approach results in very low distribution costs. We do not sell our product through outside sales channels and, as such, avoid the fees charged by travel web sites (such as Expedia, Orbitz or Travelocity) and the traditional global distribution systems ("GDS") (such as Sabre or Worldspan). Our customers can only purchase travel at our airport ticket counters or, for a fee, through our telephone reservation

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center or website. We actively encourage sales on our website and had 29 million unique visitors in 2013. This is the least expensive form of distribution and accounted for approximately 92 percent of our scheduled service revenue in 2013. We believe our percentage of website sales is among the highest in the U.S. airline industry.

Small city market airports. Our business model focuses on residents of small cities in the United States. Typically the airports in these small cities have lower operating costs than airports in larger cities. These lower costs are driven by less expensive passenger facilities, landing and ground service charges. In addition to inexpensive airport costs, many of our small cities provide marketing support which results in lower marketing costs.

Strong Ancillary Revenues. We believe most leisure travelers are concerned primarily with purchasing air travel for the least expensive price. As such, since 2005, we have unbundled the air transportation product by charging fees for services many U.S. airlines historically bundled in their product offering. We offer a simple base product at an attractive low fare which enables us to stimulate demand and we generate incremental revenue as customers pay additional amounts for conveniences they value. In addition, our third-party product offerings allow our customers the opportunity to purchase hotels, rental cars, show tickets, and tickets to other attractions. Our ancillary revenues have grown from $114.6 million in 2008, to $324.9 million in 2013, representing 22.7 percent and 32.6 percent of total operating revenues, respectively. We recorded $96.1 million of ancillary revenue in first quarter 2014. We believe ancillary revenue will continue to be a key component in our total average fare as we believe leisure passengers are less sensitive to ancillary fees than average base fare. We have proven during 2009 that we can sustain our ancillary revenue per-passenger levels even in a difficult economic environment.

The following chart shows the breakdown of our ancillary revenue between air-related revenue and third-party revenue and the percentage of our total fare represented by ancillary revenue each year. We believe our ancillary revenue per passenger and percentage of total fare represented by ancillary charges are one of the highest in our industry and provide a consistent source of revenue.

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* LTM figures are for twelve months ended March 31, 2014.

Capacity Management. We actively manage our seat capacity to match leisure demand patterns. We believe our ability to quickly adjust capacity allows us to operate profitably throughout a changing environment. During 2013, our average system block hours per aircraft per day, was 5.5 system block hours for the full year. During our peak demand period in March 2013 we averaged 7.1 system block hours per aircraft per day while in September 2013, our lowest month for

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demand, we averaged 3.9 system block hours per aircraft per day. We averaged 6.9 system block hours per aircraft per day during March 2014.

Our management of seat capacity also includes changes in weekly frequency of certain markets based on identified peak and off-peak travel demand throughout the year. Unlike other carriers which provide a fairly consistent number of flights every day of the week, we concentrate our flights on high demand leisure travel days and fly only a very small portion of our schedule on low demand days such as Tuesdays and Wednesdays. For example, on Tuesdays, we fly 1 percent and 3 percent of the weekly total flights to Las Vegas and Orlando, respectively.

With our ability to generate strong ancillary revenue and the ability to spread out our costs over a larger number of passengers, we price our fares and actively manage our capacity to target a 90 percent load factor which has allowed us to operate profitably throughout periods of high fuel prices and economic recessions. In addition, we believe our low cost aircraft facilitate our ability to adjust service levels quickly and maintain profitability during difficult economic times.

Strong Financial Position. We have a strong financial position with significant cash balances. On March 31, 2014, we had $365.8 million of cash, cash equivalents and investment securities (excluding restricted cash) and $229.3 million of total debt. As adjusted for this transaction, the Second Quarter Finance Transactions defined under "Recent Developments" below and the SPC Aircraft Acquisitions defined under "Contemplated Aircraft Transactions" below, we would have had $524.4 million of cash, cash equivalents and investments (excluding restricted cash) and $627.2 million of total debt. We also have a history of growing profitably, having 45 consecutive quarters with positive pre-tax earnings[1] and positive EBITDA. We also prudently manage our capital deployments through conservative fleet growth and modest leverage. We believe our strong financial position and discipline regarding use of capital allows us to have greater financial flexibility to grow the business and weather sudden industry disruptions.

Proven Management Team. We have a strong management team comprised of experienced and motivated individuals. Our management team is led by Maurice J. Gallagher, Jr. and Andrew C. Levy, each of whom has an extensive background in the airline industry. Mr. Gallagher was the president of WestAir Holdings, Inc. and built WestAir into one of the largest regional airlines in the U.S. prior to its sale in 1992 to Mesa Air Group. He was also one of the founders of ValuJet, Inc., which is known today as AirTran Holdings, Inc. Mr. Levy was a former manager of ValuJet where he quickly advanced into roles of increasing responsibility and later worked for an airline investment and advisory firm.

Our Business Strategy

To continue the growth of our business and increase our profitability, our strategy will be to continue to offer air travel service at low fares, while maintaining high quality standards, keeping our operating costs low and pursuing ways to make our operations more efficient. We intend to grow by entering additional small cities, connecting our existing small cities to more of our leisure destinations, providing service to more leisure destinations and expanding our relationships with premier leisure companies.

The following are the key elements of our strategy:

Capitalize on Significant Growth Opportunities in Transporting Customers from Small Cities to Leisure Destinations. We believe small cities represent a large underserved market, especially for leisure travel. We believe small city travelers have limited travel options to leisure destinations as existing carriers are generally focused on connecting the small city "spokes" to

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(1) Excluding non-cash mark to market hedge adjustments prior to 2008.

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their business hubs. We aim to become the premier travel brand for leisure travelers in the small cities we serve. Since the beginning of 2004, we have expanded our scheduled air service (including seasonal service) from six to 85 small cities based on our published schedule as of June 1, 2014. In most of these cities, we provide service to more than one of our leisure destinations. We believe our business plan would be sustainable through the addition of new cities in the U.S., Canada, Mexico and the Caribbean.

Develop New Sources of Revenue. We have identified three key areas where we have built and believe we can continue to grow our ancillary revenues:

> ***Unbundling the Traditional Airline Product.*** We believe most leisure travelers are concerned primarily with purchasing air travel for the least expensive price. As such, we have created new sources of revenue by charging fees for services many U.S. airlines historically bundled in their product offering (such as baggage fees, including fees for carry ons). We believe by offering a simple base product at an attractive low fare we can drive demand and generate incremental revenue as customers pay additional amounts for conveniences they value. For example, we do not offer complimentary advance seat assignments; however, any customer can purchase advance seat assignments for a small incremental cost. We also sell snacks and beverages on board the aircraft so our customers can pay for only the items they value. We aim to continue to increase ancillary revenue by optimizing existing products and adding new products in the future.

> ***Expand and Add Partnerships with Premier Leisure Companies.*** We currently work with many premier leisure companies in our leisure destinations that provide ancillary products and services we sell to our customers. For example, we have arrangements with approximately 650 hotel and casino resort properties throughout the country, which allow us to provide hotel rooms in packages sold to our customers. In addition, we have an agreement with Enterprise Holdings Inc. for the sale of rental cars packaged with air travel. During 2013, we generated revenue from the sale of 595,697 hotel rooms and we generated revenue from the sale of 143,760 hotel rooms in the first quarter of 2014. By expanding our existing relationships and seeking additional partnerships with premier leisure companies, we believe we can increase the number of products and services offered to our customers and generate more ancillary revenue.

> ***Leverage Direct Relationships With Our Customers.*** Since approximately 92 percent (during 2013) and 94 percent (in the first quarter of 2014) of our bookings are purchased directly through our website, we are able to establish direct relationships with our customers by capturing their email addresses for our database. This information provides us multiple opportunities to market products and services, including at the time they purchase their travel, between the time they purchase and initiate their travel, and after they have completed their travel. In addition, we market products and services to our customers during the flight. We believe the breadth of options we can offer them allows us to provide a "one-stop" shopping solution to enhance their travel experience.

Continue to Focus on Reducing Our Operating Costs. We intend to continue to focus on reducing our costs to remain one of the lowest cost airlines in the world, which we believe is instrumental to increasing profitability. We expect to drive operational efficiency and reduce costs in part by growing our network and adding Airbus A320 series aircraft to our fleet which we expect will reduce our unit costs due primarily to higher fuel efficiency. For example, the fuel cost per passenger for our entire fleet for the twelve months ended March 31, 2014, was approximately $52 as compared to the per passenger fuel cost for our Airbus A320 series aircraft of approximately $44. The proceeds from the sale of the notes offered hereby will be used to fund the purchase of additional Airbus A320 series aircraft. See "Use of Proceeds."

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Minimize Fixed Costs to Increase Strategic Flexibility. We believe our low aircraft ownership costs and the lower costs associated with our small city market strategy provide us with a lower level of fixed costs than other U.S. airlines. We believe our low level of fixed costs provides us with added flexibility in scheduling our services and controlling our profitability. For example, with lower fixed costs we are better able to quickly adjust capacity to suit market, fuel or economic conditions, enter or exit markets and match the size and utilization of our fleet to limit unprofitable flying and increase profitability.

Routes and Schedules

Our current scheduled air service (including seasonal service) predominantly consists of limited frequency, nonstop flights into Las Vegas, Orlando, Phoenix and other Florida, California and Hawaii destinations from small cities across the continental United States. Our scheduled service route network as of June 1, 2014 is summarized below.

Routes to Orlando	53
Routes to Las Vegas	43
Routes to Phoenix	33
Routes to Tampa Bay/St. Petersburg	32
Routes to Punta Gorda	23
Routes to Los Angeles	16
Other routes	31
Total routes	231

Recent Developments

During the first two months of second quarter 2014 (the period from April 1, 2014 through May 31, 2014), we generated approximately $178.9 million in total revenue and $28.1 million in operating income compared to $160.8 million of total revenue and $23.0 million of operating income for the same period in 2013. During the first two months of second quarter 2014, the number of our scheduled service passengers carried increased by 11 percent over the same period in 2013. Our scheduled service available seat miles ("ASMs") increased by 5.6 percent over the same period of the prior year on a 10.1 percent increase in scheduled service departures and a 3.9 percent decrease in scheduled service average stage length. As a result, our scheduled service load factor was essentially flat, 88.8 percent in the first two months of second quarter 2014 compared to 88.9 percent in the same period in 2013. We estimate our total revenue per scheduled service ASM during the first two months of second quarter 2014 to be up 5.7 percent over the same period in 2013. We estimate our CASM for the first two months of second quarter 2014 to have increased approximately 3.9 percent over the same period in 2013. All revenue and cost numbers for the quarter to date period are preliminary and are subject to adjustment based on quarter end reconciliations. In addition, the financial results for our two months ended May 31, 2014 may not be indicative of our actual results for the second quarter ending June 30, 2014. Our actual results for the second quarter ending June 30, 2014 may differ materially from these results due to the completion of our financial closing procedures, final adjustments and other developments that may arise between now and quarter end.

The below financing transactions (the "Second Quarter Finance Transactions") would have materially impacted our March 31, 2014 balance sheet had they occurred in the first quarter of 2014.

In April 2014, we prepaid in full the $121.1 million balance of our secured term loan due in March 2017. At the same time, we borrowed $45.3 million secured by 53 MD-80 aircraft under an amortizing variable rate note due in installments through April 2018, when a balloon payment would

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be due. In April and May 2014, we also prepaid the $8.5 million balance of a secured note originally due in June 2016.

In May 2014, we borrowed $40.0 million secured by all of our Boeing 757 aircraft under an amortizing variable rate note due in installments through May 2018 when a balloon payment would be due.

See "Capitalization" for further detail of the effect of the Second Quarter Finance Transactions.

Contemplated Aircraft Transactions

We have entered into separate agreements to acquire the ownership interests in special purpose companies owning twelve Airbus A320 series aircraft currently on lease to a European carrier until 2018 (the "SPC Aircraft Acquisitions"). The purchase price for these aircraft is estimated to be approximately $236.1 million of which approximately $142.0 million will be by assumption of debt secured by the aircraft. The closing of each of the acquisitions is not conditioned upon the closing of the other acquisitions and such closings may occur at various dates in the future. A portion of the proceeds from the sale of the notes offered hereby will be used to fund the cash portion of the purchase price of each of these aircraft (estimated to be approximately $94.2 million if we close all twelve purchases in the second quarter of 2014 as currently planned). The total purchase price for the SPC Aircraft Acquisitions and the respective amounts to be paid in cash or through debt assumption will be subject to adjustment based on the timing of each of the transactions. Our intention is to bring these aircraft into our operating fleet upon the expiration of the current leases in 2018. During the term of the leases of these aircraft, we currently anticipate we would recognize other revenue of approximately $30.8 million per year from operating lease payments under the existing leases if we close all twelve purchases.

We have also entered into purchase agreements or letters of intent to purchase an additional 12 Airbus A320 series aircraft. These include two aircraft already on lease to us, six aircraft we had previously contracted to lease in the future, two aircraft under previously announced purchase agreements and two additional aircraft under contracts entered into in 2014. Other than those two aircraft already in our possession and one aircraft to be purchased in 2016, we expect these aircraft to be purchased by us in 2014 and 2015. The total purchase price and estimated induction costs for the 11 aircraft to be purchased in 2014 and 2015 are estimated to be approximately $213.1million. We intend to use a portion of the net proceeds from the sale of the notes offered hereby together with cash on hand to acquire these aircraft.

The closings of the transactions contemplated by the letters of intent referred to above are subject to definitive documentation and closing conditions which may not be satisfied. In addition, the closing of the acquisition of the aircraft under purchase agreements are subject to customary closing conditions, which may not be satisfied. The issuance of the notes offered hereby is not contingent on the closing of these transactions.

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Corporate Structure

The chart below illustrates the structure of Allegiant Travel Company as the parent company and sets forth information concerning the subsidiaries that will guarantee the notes offered hereby, along with certain financial information as of March 31, 2014, after giving effect to the Second Quarter Finance Transactions.

Corporate Structure

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THE OFFERING

The summary below describes the principal terms of the notes and the note guarantees. Certain of the terms and conditions described below are subject to important limitations and exceptions. See "Description of the Notes" section of this prospectus supplement contains a more detailed description of the terms and conditions of the notes and note guarantees.

Issuer	Allegiant Travel Company, a Nevada corporation.
Notes Offered	$300,000,000 aggregate principal amount of % Senior Notes due 2019.
Maturity Date	, 2019.
Issue Price	100.00% plus accrued and unpaid interest, if any from , 2014.
Interest and Payment Dates	Interest on the notes will accrue at a rate of % per annum on the principal amount from the date of original issuance of the notes, payable semi-annually in arrears on and of each year, beginning on , 2014.
Guarantors	All of the Company's wholly owned domestic subsidiaries will fully and unconditionally guarantee the notes.
Ranking	The notes and the note guarantees will rank *pari passu* in right of payment with all of our and the Guarantors' respective existing and future senior indebtedness and senior in right of payment to all of our and the Guarantors' respective future senior subordinated and subordinated indebtedness. The notes and the note guarantees will be effectively subordinated to all of our and the Guarantors' respective existing and future secured indebtedness to the extent of the value of the assets pledged to secure those obligations. The notes will also be structurally subordinated to all existing and future indebtedness of our non-guarantor subsidiaries. The note guarantees will be effectively subordinated to all of our and the Guarantors' secured indebtedness to the extent of the value of the assets pledged to secure those obligations. The note guarantees will also be structurally subordinated to all of the indebtedness of Allegiant's non-guarantor subsidiaries.

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	As of March 31, 2014, after giving effect to the Second Quarter Finance Transactions, the SPC Aircraft Acquisitions and this offering, we would have had $627.2 million of indebtedness outstanding. For the three months ended March 31, 2014, our non-guarantor subsidiaries generated less than 0.1 percent of our operating revenues and none of our earnings from operations (as those entities recorded losses from operations), and as of March 31, 2014 our non-guarantor subsidiaries held approximately 0.5 percent of our total assets (excluding intercompany receivables) and had less than 0.1 percent of our total liabilities (including trade payables but excluding intercompany liabilities), all of which would be structurally senior to the notes.
Optional Redemption	We may, at our option, redeem the notes, in whole or in part at any time, at a redemption price equal to (1) 100% of the principal amount of the notes being redeemed plus (2) a make-whole amount, plus accrued and unpaid interest, if any, to (but not including) the redemption date. See "Description of the Notes Optional Redemption."
Change of Control Offer	In the event of a specified Change of Control, each holder of notes may require us to repurchase its notes in whole or in part at a repurchase price of 101% of the aggregate principal amount thereof, plus accrued and unpaid interest, if any, to (but not including) the repurchase date. See "Description of the Notes Certain Covenants Change of Control Offer to Purchase" and "Risk Factors Risks Related to the Notes We may be unable to repurchase the notes upon a change of control as required by the indenture governing the notes."
Certain Covenants	The notes will be issued under an indenture containing covenants that, among other things, will restrict the ability of Allegiant and the ability of its restricted subsidiaries to: pay dividends, redeem or repurchase stock or make other distributions or restricted payments; repay subordinated indebtedness; make certain loans and investments; incur indebtedness or issue preferred stock; incur or permit to exist certain liens; merge, consolidate or sell assets; and designate subsidiaries as unrestricted. These covenants will be subject to a number of important exceptions and qualifications. For more details regarding these exceptions and qualifications, see "Description of the Notes Certain Covenants."

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The notes lack a "cross-default" event of default, or "judgment default" event of default and some covenants typically found in other comparably rated debt securities. See "Risk Factors Risks Related to the Notes."

Use of Proceeds

We estimate that we will receive net proceeds of approximately $ million from this offering, after underwriting discounts and commissions and estimated offering expenses. We intend to use these net proceeds to pay for the purchase of the ownership interests in the special purpose companies owning the twelve Airbus A320 series aircraft on lease to a European carrier currently under contract (estimated to be approximatelew Roman" SIZE="2">**ITEM 9A(T).** ***CONTROLS AND PROCEDURES***

A review and evaluation was performed by management under the supervision and with the participation of the Principal Executive Officer and Chief Financial Officer of the effectiveness of the Company s disclosure controls and procedures, as required by Rule 13a-15(b) of the Securities Exchange Act of 1934 as of December 31, 2009. Based upon that most recent evaluation, which was completed as of the end of the period covered by this Form 10-K, the Principal Executive Officer and Chief Financial Officer concluded that the Company s disclosure controls and procedures were effective at December 31, 2009 to ensure that information required to be disclosed in reports that the Company files submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and timely reported as provided in the Securities and Exchange Commission (SEC) rules and forms. As a result of this evaluation, there were no significant changes in the Company s internal control over financial reporting during the three months ended December 31, 2009 that have materially affected or are reasonably likely to materially affect, the Company s internal control over financial reporting.

Management s Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in the Exchange Act Rules 13a-15(f). The Company s internal control over financial reporting is a process designed under the supervision of the Company s principal executive and principal financial officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company s financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or because the degree of compliance with policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our Chief Financial and Accounting Officer, we conducted an assessment of the effectiveness of our internal control over financial

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reporting as of December 31, 2009. The assessment was based on criteria established in the framework *Internal Control Integrated Framework,* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management concluded that our internal control over financial reporting was effective as of December 31, 2009.

Changes in Internal Control Over Financial Reporting

There has been no change in the Registrant s internal control over financial reporting during the quarter ended December 31, 2009 that has materially affected, or is reasonably likely to materially affect, the Registrant s internal control over financial reporting.

ITEM 9B. *OTHER INFORMATION*

Not applicable.

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PART III

ITEM 10.*DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNACE*
Directors and Executive Officers

The business affairs of the Company are managed by, or under the direction of, the Board of Directors. The Board of Directors are responsible for the general investment policies of the Company and for such general supervision of the business of the Company conducted by its officers, agents, employees, advisors or independent contractors as may be necessary to insure that such business conforms to policies adopted by the Board of Directors. Pursuant to Article III, Section 3.1, of the Bylaws of the Company, there shall not be less than three (3) nor more than fifteen (15) directors of the Company. The number of directors shall be determined from time to time by resolution of the directors and the last count of that number of directors was at three (3) at the time of creation of the Company. The initial three directors were the three members of the Board of Trustees of the Trust. The term of office of each director is one year and until the election and qualification of his or her successor. Directors may succeed themselves in office and are to be elected at an annual meeting of stockholders or appointed by the Company s incumbent Board of Directors.

The current directors of the Company (both of whom are also executive officers) are listed below, together with their ages, all positions and offices with the Company, their principal occupation, business experience and directorship with other companies during the last five years or more. Each of the following individuals was named as a director and was elected by the Board of Directors to fill a vacancy created by a prior resignation. None of the Directors originally named in the Articles of Incorporation of the Company filed December 19, 1996 are currently Directors. A vacancy existed on the Board of Directors following the resignation effective March 1, 1997 of Georgie Liebelt. See Part III, Item 13. Certain Relationships and Related Transactions, and Director Independence . On April 5, 2001, F. Terry Shumate, a Director since inception, resigned creating a second vacancy. On February 1, 2002, acting in his capacity as the sole remaining Director, Karl Blaha, then President and a Director, elected Ronald E. Kimbrough to fill the vacancy created by the resignation of Georgie Liebelt and elected Ken Joines to fill the vacancy created by the resignation of F. Terry Shumate. Such action filled all three positions on the Board of Directors with Messrs. Kimbrough, Joines and Blaha. Kimbrough was also elected Vice President and Treasurer, and Joines was elected Secretary. On February 7, 2002, Karl L. Blaha resigned as a member of the Board of Directors and President of the Company. On May 31, 2004, Ronald E. Kimbrough resigned as a director of the Company, and Ken L. Joines, acting in his capacity as the sole remaining director, elected Louis J. Corna as a director of the Company effective June 1, 2004. On May 24, 2006, Steven A. Abney was elected a director, and elected Vice President, Treasurer, Chief Financial and Accounting Officer of the Company. On July 31, 2006, Ken Joines resigned, resulting in one vacancy remaining on the Board of Directors. On February 15, 2008, Steven A. Abney resigned as a director and officer of the Company. On February 26, 2008, the sole remaining member of the Board elected R Neil Crouch II as a Director, Vice President, Treasurer and Chief Financial and Accounting Officer and designated Mr. Crouch as the Principal Executive Officer. Effective March 24, 2009, R. Neil Crouch II resigned as a member of the Board of Directors. Louis J. Corna, the sole remaining director elected Gene S. Bertcher to fill the vacancy.

The names, ages and positions of the directors as of March 31, 2010 are set forth below.

Name	Age	Position with the Company
Louis J. Corna	62	Director, Vice President and Secretary

Gene S. Bertcher	61	Director, Vice President, Treasurer, Chief Financial Officer, Principal Accounting Officer, and Principal Executive Officer.

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Louis J. Corna, 62

Director and Vice President of the Company since June 1, 2004 and Secretary since January 14, 2005. He is Executive Vice President, General Counsel/Tax Counsel and Secretary (since February 2004), Executive Vice President (October 2001 to February 2004), Executive Vice President and Chief Financial Officer (June 2001 to October 2001) and Senior Vice President Tax (December 2000 to June 2001) of Income Opportunity Realty Investors, Inc. (IOT), Transcontinental Realty Investors, Inc. (TCI), American Realty Investors, Inc. (ARL), Basic Capital Management, Inc. (BCM), Prime Income Asset Management, Inc. (PIAMI) and Prime Income Asset Management, LLC (Prime); Private Attorney (January 2000 to December 2000); Vice President Taxes and Assistant Treasurer (March 1998 to January 2000) of IMC Global, Inc.; Vice President Taxes (July 1991 to February 1998) of Whitman Corporation. IOT has a class of securities listed and traded on the American Stock Exchange (AMEX) and TCI and ARL each has a class of equity securities listed and traded on the New York Stock Exchange (NYSE).

Gene S. Bertcher, 61

Director, Chief Financial Officer and Principal Accounting Officer, and Vice President and Treasurer of the Company. Mr. Bertcher is also designated as the acting Principal Executive Officer. Mr. Bertcher is Chief Executive Officer (since December 2006) and Chief Financial Officer (since January 3, 2003) and a Director (from November 1989 to September 1996 and from June 1999 to the present) of New Concept Energy, Inc. (NCE), a Nevada corporation which has its common stock listed on the AMEX, Executive Vice President (since February 2008) and Chief Financial Officer (since October 2009) of IOT, ARL, and TCI. Mr. Bertcher has been a certified public accountant since 1973.

There are no family relationships among the directors or executive officers of the Company.

Meetings and Committees of Directors; Code of Ethics for Senior Financial Officers

The Company s Board of Directors acted upon 15 matters by unanimous written consent since December 19, 1996 and has held no formal meetings. The Board of Directors has no standing audit, nominating or compensation committee.

The Board of Directors adopted on February 23, 2004, a Code of Ethics policy for Senior Financial Officers that applies to the principal executive officer, president, principal financial officer, chief financial officer, principal accounting officer and controller. FEPI does not have a website, but a copy of such document may be obtained by written request to the Secretary of FEPI. Those requests should be sent to Secretary, First Equity Properties, Inc., 1800 Valley View Lane, Suite 300, Dallas, Texas 75234.

Stockholders may also send communications to Board members by either sending a communication to the Board or a particular Board member in care of the Secretary of First Equity Properties, Inc., 1800 Valley View Lane, Suite 300, Dallas, Texas 75234.

Compliance With Section 16(a) of the 1934 Act.

Under the securities laws of the United States, the Company s directors, executive officers, and any person holding more than 10% of the Company s shares of common stock are required to report their ownership of the Company s shares and any changes in ownership to the Commission. Specific due dates for these reports have been established and the Company is required to report any failure to file by the date. All the filing requirements were satisfied by the Company s directors, executive officers and 10% holders during 1996. In making these statements, the Company has relied on the written representations of its directors and executive officers and its 10% holders and copies of the reports that they filed with the Commission, both with respect to the Trust, as a predecessor to the Company, and the Company.

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ITEM 11. ***EXECUTIVE COMPENSATION***

Neither the executive officers nor directors received salaries nor cash compensation from the Company or its predecessor, WESPAC, for acting in such capacity during the two years ended December 31, 2009, in an amount required to be disclosed under this item. The only director or executive officer who received salaried compensation from the Company or its predecessor, WESPAC, was Georgie Liebelt whose compensation until her resignation effective March 1, 1997 was $59,000 per year plus a $6,000 per year car allowance. The Company has no retirement, annuity or pension plan covering its directors or executive officers.

ITEM 12. ***SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS***

The Company s voting securities consist of the shares of common stock, par value $0.01 per share. As of March 31, 2010, according to the stock transfer records of the Company and other information available to the Company, the following persons were known to be the beneficial owners of more than five percent (5%) of the outstanding shares of common stock of the Company:

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (1)
Shares of common stock, par value $0.01 per share	Nevada Sea Investments, Inc. 1800 Valley View Lane, Suite 300 Dallas, Texas 75234	792,821 shares	74.96%

(1) Based on 1,057,628 shares of common stock outstanding on March 31, 2010.

As of March 31, 2010, according to the stock transfer records of the Company and other information available to the Company, each of the directors and executive officers of the Company, and all present executive officers and directors as a group, beneficially own the following shares:

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (a)
Shares of common stock, par value $0.01 per share	Louis J. Corna 1800 Valley View Lane, Suite 300 Dallas, Texas 75234	792,821 (b)	74.96%
Shares of common stock, par value $0.01 per share	Gene S. Bertcher 1800 Valley View Lane, Suite 300	792,821 (b)	74.96%

	Dallas, Texas 75234		
Shares of Common Stock, par value $0.01 per share	All officers and directors as a group (2 persons)	792,821 [(b)]	74.96%

(a) Based on 1,057,628 shares of common stock outstanding on March 31, 2010.

(b) Includes 792,821 shares owned by Nevada Sea Investments, Inc., of which the directors and executive officers (Messrs. Corna and Crouch) may be deemed to be the beneficial owners by virtue of their positions as directors and executive officers. Each of Messrs. Corna and Crouch have disclaimed any beneficial ownership of such shares.

ITEM 13. ***CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE***

Effective May 1, 2004, the Company sold all of the issued and outstanding common stock of Carmel and a 99% limited partnership interest in CRSL for an aggregate sale price of $2,072,540 (a basis equivalent to ten

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times capitalization of the management fees collected by Carmel and CRSL during 2003) to Regis. During the fiscal year ended December 31, 2003, Carmel had management income of $111,462 and CRSL had management income of $95,792. The general partner of CRSL is BCM. The purchaser, Regis, performs certain property management and real estate and brokerage activities for other entities. Regis paid cash of $250,000 to FEPI and delivered a promissory note dated May 1, 2004 in the stated principal amount of $1,822,540 payable to the order of FEPI on demand or, if no demand is made prior thereto, on April 30, 2011, with interest payable monthly as it accrues. Such promissory note is secured by a pledge of the common stock of Carmel and partnership interest of CRSL sold by the Company.

The Company leases its office space from IOT, an entity in which Mr. Corna and Mr. Bertcher, officers and directors of the Company, serve as executive officers. See Item 2 Properties for a description of the lease.

ITEM 14.*PRINCIPAL ACCOUNTING FEES AND SERVICES*

The following table sets forth the aggregate fees for professional services rendered to FEPI for the years 2009 and 2008 by FEPI s principal accounting firm, Farmer, Fuqua & Huff, P.C., and Swalm & Associates, P.C. (effective November 19, 2008):

	Swalm & Associates, P.C.		Farmer, Fuqua & Huff, P.C.	
Type of Fees	**2009**	**2008**	**2009**	**2008**
Audit fees	$ 8,250	$ 1,200	$	$ 7,400
Audit related fees				
Tax fees preparation of corporate federal income tax returns	750			750
All other fees				
Total	$ 9,000	$ 1,200	$	$ 8,150

There is currently no standing Audit Committee. The Board of Directors fulfills that responsibility. As a result, there are no Audit Committee pre-approval policies and procedures in existence.

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PART IV

ITEM 15. ***EXHIBITS AND FINANCIAL STATEMENT SCHEDULES***

(a) Financial Statements. The following documents are filed as part of this report:

All other schedules and financial statements are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

(b) Exhibits. The following documents are filed herewith as exhibits or incorporated by the references indicated below:

Exhibit Designation	Description of Exhibit
2.1	Plan of Reorganization (as modified) dated March 22, 1996 (incorporation by reference is made by Exhibit 2.1 to Form 8-K of First Equity Properties, Inc. for event reported June 19, 1996).
2.2	First Amended Disclosure Statement (as modified) dated March 22, 1996 (incorporation by reference is made to Exhibit 2.2 to Form 8-K of First Equity Properties, Inc. for event reported June 19, 1996).
2.3	Order Confirming Plan of Reorganization dated May 15, 1996 entered May 20, 1996 (incorporation by reference is made to Exhibit 2.3 to Form 8-K of First Equity Properties, Inc. for event reported June 19, 1996).
2.4	First Modification to Plan of Reorganization (as modified) dated October 29, 1996 (incorporation by reference is made to Exhibit 2.4 to Form 8-K of First Equity Properties, Inc. for event reported June 19, 1996).
2.5	Ex parte Order approving modification to Plan of Reorganization (as modified) entered October 29, 1996 (incorporation by reference is made to Exhibit 2.5 to Form 8-K of First Equity Properties, Inc. for event reported June 19, 1996).
2.6	Certificate of Substantial Consummation dated January 21, 1997 (incorporation by reference is made to Exhibit 2.6 to Form 8-K of First

	Equity Properties, Inc. for event reported June 19, 1996).
2.7	Final Decree issued by the Court on February 11, 1997 (incorporation by reference is made to Exhibit 2.7 to Form 8-K of First Equity Properties, Inc. for event reported June 19, 1996).
3.1	Articles of Incorporation of WESPAC Property Corporation as filed with and endorsed by the Secretary of State of California on December 16, 1996 (incorporation by reference is made to Exhibit 3.1 to Form 8-K of First Equity Properties, Inc. for event reported June 19, 1996).

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Exhibit Designation	Description of Exhibit
3.2	Articles of Incorporation of First Equity Properties, Inc. filed with and approved by the Secretary of State of Nevada on December 19, 1996 (incorporation by reference is made to Exhibit 3.2 to Form 8-K of First Equity Properties, Inc. for event reported June 19, 1996).
3.3	Bylaws of First Equity Properties, Inc. as adopted December 20, 1996 (incorporation by reference is made to Exhibit 3.3 to Form 8-K of First Equity Properties, Inc. for event reported June 19, 1996).
3.4	Agreement and Plan of Merger of WESPAC Property Corporation and First Equity Properties, Inc. dated December 23, 1996 (incorporation by reference is made to Exhibit 3.4 to Form 8-K of First Equity Properties, Inc. for event reported June 19, 1996).
3.5	Articles of Merger of WESPAC Property Corporation into First Equity Properties, Inc. as filed with and approved with the Secretary of State in Nevada December 24, 1996 (incorporation by reference is made to Exhibit 3.5 to Form 8-K of First Equity Properties, Inc. for event reported June 19, 1996).
3.6	Certificate of Designation of Preferences and Relative Participating or Optional of Other Special Rights and Qualifications, Limitations or Restrictions thereof of the Series A 8% Cumulative Preferred Stock (incorporation by reference is made to Exhibit 3.6 to Form 10-KSB of First Equity Properties, Inc. for the fiscal year ended December 31, 1996).
3.7	Certificate of Amendment to Articles of Incorporation as filed with the Secretary of State of Nevada on July 12, 2004 (incorporation by reference is made to Exhibit 3.3 to Current Report on Form 8-K of First Equity Properties, Inc. for event reported May 1, 2004).
14	Code of Ethics for Senior Financial Officers (incorporation by reference is made to Exhibit 14 to Form 10-K of First Equity Properties, Inc. for the fiscal year ended December 31, 2003).
31.1*	Certification of Acting Principal Executive Officer and Chief Financial and Accounting Officer.
32.1*	Rule 1350 Certification by Acting Principal Executive Officer and Chief Financial and Accounting Officer.

* filed herewith

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SIGNATURES

Pursuant to the requirements Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed by the undersigned, thereunto duly authorized.

Dated: March 31, 2010	FIRST EQUITY PROPERTIES, INC.
	By: /s/ GENE S. BERTCHER **Gene S. Bertcher** **Vice President & Treasurer** **(Acting Principal Executive Officer and Chief Financial Officer)**

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacity and on the dates indicated:

/s/ LOUIS J. CORNA **Louis J. Corna**	Director, Vice President and Secretary	March 31, 2010
/s/ GENE S. BERTCHER **Gene S. Bertcher**	Director, Vice President and Treasurer, Chief Financial Officer, (Principal Accounting Officer and Acting Principal Executive Officer)	March 31, 2010

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FIRST EQUITY PROPERTIES, INC.

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All other schedules and financial statements are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors

First Equity Properties, Inc.

Dallas, Texas

We have audited the accompanying balance sheet of First Equity Properties, Inc. as of December 31, 2009 and 2008 and the related statements of operations, shareholders equity and cash flows for the years then ended. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company s internal control over financial reporting. Accordingly, we express no such opinion. 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 statements presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in the notes to the financial statements, First Equity Properties, Inc. has significant transactions with and balances due from affiliates.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of First Equity Properties, Inc. as of December 31, 2009 and 2008 the results of its operations, changes in stockholder s equity and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/ SWALM & ASSOCIATES, P.C.

SWALM & ASSOCIATES, P.C.

March 16, 2010

Plano, Texas

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors

First Equity Properties, Inc.

We have audited the accompanying statements of operations, changes in shareholders equity and cash flows of First Equity Properties, Inc. for the year ended December 31, 2007. First Equity Properties, Inc. s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company s internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the result of operations and cash flows of First Equity Properties, Inc. for the year ended December 31, 2007, in conformity with accounting principles generally accepted in the United States of America.

/s/ FARMER, FUQUA & HUFF, P.C

FARMER, FUQUA & HUFF, P.C.

March 31, 2008

Plano, Texas

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FIRST EQUITIES PROPERTIES, INC.

BALANCE SHEETS

As of December 31, 2009 and 2008

	2009	2008
Assets		
Cash and cash equivalents	$ 82	$ 115,418
Deferred tax asset	6,110	14,500
Notes receivable affiliates	2,510,836	2,407,540
Total assets	$ 2,517,028	$ 2,537,458
Liabilities and Shareholders Equity		
Accounts payable	$ 1,575	$ 3,283
Federal income taxes payable	651	5,627
Accounts payable and accrued interest affiliates	1,655,102	1,700,517
Total liabilities	1,657,328	1,709,427
Shareholders equity		
Common stock, $0.01 par value; 40,000,000 shares authorized; 1,057,628 issued and outstanding	10,576	10,576
Preferred stock, $0.01 par value; 4,960,000 shares authorized; none issued or outstanding		
Paid in capital	1,376,682	1,376,682
Retained earnings (deficit)	(527,558)	(559,227)
Total shareholders equity	859,700	828,031
Total liabilities and shareholders equity	$ 2,517,028	$ 2,537,458

The accompanying notes are an integral part of these financial statements.

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FIRST EQUITIES PROPERTIES, INC.

STATEMENTS OF OPERATIONS

For the Years Ended December 31, 2009, 2008, and 2007

	2009	2008	2007
Revenue			
Interest income	$ 240,754	$ 241,413	$ 240,754
Operating Expenses			
General and administrative	114,500	54,326	12,120
Legal and professional fees	15,252	12,597	13,421
Total operating expenses	129,752	66,923	25,541
Income before interest expense and taxes	111,002	174,490	215,213
Other income (expense)			
Interest expense	(70,236)	(101,462)	
Income before income taxes	40,766	73,028	215,213
Income tax (expense) benefit	(9,097)	9,004	(54,945)
Net income applicable to common shareholders	$ 31,669	$ 82,032	$ 160,268
Earnings (loss) per share	$ 0.03	$ 0.08	$ 0.15
Weighted average shares outstanding	1,057,628	1,057,628	1,057,628

The accompanying notes are an integral part of these financial statements.

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FIRST EQUITIES PROPERTIES, INC.

STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY

For the years ended December 31, 2009, 2008 and 2007

	Common Stock		Paid in	Retained	Total
	Shares	Amount	Capital	Earnings/(Deficit)	Equity
Balances at January 1, 2007	1,057,628	$ 10,576	$ 1,376,682	$ (801,527)	$ 585,731
Net income				160,268	160,268
Balances at December 31, 2007	1,057,628	10,576	1,376,682	(641,259)	745,999
Net income				82,032	82,032
Balances at December 31, 2008	1,057,628	10,576	1,376,682	(559,227)	828,031
Net income				31,669	31,669
Balances at December 31, 2009	1,057,628	$ 10,576	$ 1,376,682	$ (527,558)	$ 859,700

The accompanying notes are an integral part of these financial statements.

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FIRST EQUITIES PROPERTIES, INC.

STATEMENTS OF CASH FLOWS

For the years ended December 31, 2009, 2008 and 2007

	2009	2008	2007
Cash flows from operating activities			
Net income	$ 31,669	$ 82,032	$ 160,268
Adjustments to reconcile net income applicable to common shareholders to net cash provided by (used in) operating activities:			
(Increase) decrease in			
Notes receivable affiliates	(103,296)	(1,775)	
Deferred tax asset	8,390	(14,500)	
Increase (decrease) in			
Accounts payable	(1,708)	2,523	760
Federal income taxes payable	(4,976)	(49,052)	17,178
Accounts payable and accrued interest affiliates	(45,415)	23,537	(169,225)
Net cash provided by operating activities	(115,336)	42,765	8,981
Net increase (decrease) in cash and cash equivalents	(115,336)	42,765	8,981
Cash and cash equivalents at the beginning of period	115,418	72,653	63,672
Cash and cash equivalents at the end of period	$ 82	$ 115,418	$ 72,653

The accompanying notes are an integral part of these financial statements.

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FIRST EQUITY PROPERTIES, INC.

NOTES TO FINANCIAL STATEMENTS

NOTE A   SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

The Company and its subsidiaries provided management services to a variety of commercial and residential real estate entities throughout the continental United States. Effective October 1, 1999, substantially all of the contracts for management services were transferred from the Company. Effective May 1, 2004, the Company sold its subsidiaries to a related party. With the sale of the subsidiaries, the Company currently has no active business operations and no subsidiaries. Management of the Company is exploring alternatives, seeking to establish and/or acquire new business operations for the Company.

Our current source of revenue consists of the collections of interest on notes receivables from two affiliated entities. Any adverse conditions that could affect the financial condition of either of these two entities and specifically their ability to service debt obligation owed would have a severe material impact on our financial statements.

Cash Equivalents

For purposes of the statement of cash flows, the Company considers all short-term investments with original maturities of three months or less to be cash equivalents.

Accounting Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make certain estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Income Taxes

The Company accounts for income taxes in accordance with Accounting Standards Codification, (ASC) No. 740, Accounting for Income Taxes . ASC 740 requires an asset and liability approach to financial accounting for income taxes. In the event differences between the financial reporting basis and the tax basis of the Company s assets and liabilities result in deferred tax assets, ASC 740 requires an evaluation of the probability of being able to realize the future benefits indicated by such assets. A valuation allowance is provided for a portion or all of the deferred tax assets when there is an uncertainty regarding the Company s ability to recognize the benefits of the assets in future years.

Earnings (loss) per Share

Earnings (loss) per share (EPS) are calculated in accordance with Accounting Standards Codification, (ASC) No. 260, Earnings per Share (ASC 260), which was adopted in 1997 for all years presented. Basic EPS is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted EPS does not apply to the Company due to the absence of dilutive potential common shares. The adoption of ASC 260 had no effect on previously reported EPS.

FASB Accounting Standards Codification

The company presents its financial statements in accordance with generally accepted accounting principles in the United States (GAAP). In June 2009, the Financial Accounting Standards Board (FASB) completed its

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FIRST EQUITY PROPERTIES, INC.

NOTES TO FINANCIAL STATEMENTS (Continued)

accounting guidance codification project. The FASB Accounting Standards Codification (ASC) became effective for the Company s financial statements issued subsequent to June 30, 2009 and is the single source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with GAAP. As of the effective date, the company will no longer refer to the authoritative guidance dictating its accounting methodologies under the previous accounting standards hierarchy. Instead, the Company will refer to the ASC Codification as the sole source of authoritative literature.

NOTE B ACCOUNTS PAYABLE AND ACCRUED INTEREST AFFILIATE

Accounts payable and accrued interest consists of uncollateralized payables to affiliates accruing interest at 4.25% per annum. Interest is generally paid in the month incurred with all payables and accrued interest due on demand.

NOTE C INCOME TAXES

Deferred income taxes reflect the tax effects of temporary timing differences between carrying amounts of assets and liabilities reflected on the financial statements and the amounts used for income tax purposes. The tax effects of temporary differences and net operating loss carry forwards that give rise to the deferred tax assets are presented below:

	2009	2008	2007
Accumulated Amortization	$ 6,110	$ 14,500	$ 27,583
Benefit of NOL carryforward			
Deferred tax asset	6,110	14,500	27,583
Less: Valuation allowance			(27,583)
Total deferred tax asset	$ 6,110	$ 14,500	$

Recognition of the benefits of deferred tax assets will require the Company to generate future taxable income. There is no assurance that the Company will generate earnings in future years.

The following table presents the principal reasons for the differences between the Company s effective tax rate and the United States statutory income tax rate.

	2009	2008	2007
Federal income tax at statutory rate per books	$ 6,115	$ 13,259	$ 65,747
Change in valuation allowance		(14,500)	
Amortization	2,982	(22,263)	(10,802)
Federal income tax per tax return	$ 9,097	$ (9,004)	$ 54,945

Effective income tax rate	22.3%	(12.3)%	25.8%

NOTE D FINANCIAL INSTRUMENTS

The carrying values of cash and cash equivalents, accounts receivable affiliate, notes receivable affiliate and accounts payable affiliate approximate fair value due to short-term maturities of these assets and liabilities.

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FIRST EQUITY PROPERTIES, INC.

NOTES TO FINANCIAL STATEMENTS (Continued)

NOTE E COMMITMENTS AND CONTINGENCIES

The Company is not involved in any legal proceedings. Management is not aware of any actions that could potentially have a material adverse effect on the Company s financial position.

NOTE F SUPPLEMENTAL CASH FLOW INFORMATION

	2009	2008	2007
Cash paid for federal income taxes	$ 5,768	$ 54,626	$ 37,767
Cash paid for interest expense	$ 76,710	$ 94,998	$

NOTE G COMPREHENSIVE INCOME

Accounting Standards Codification, (ASC) No. 220, Reporting Comprehensive Income, (ASC 220), requires that total comprehensive income be reported in the financial statements. For the years ended December 31, 2009, 2008, and 2007, the Company s comprehensive income was equal to its net income and the Company does not have income meeting the definition of other comprehensive income.

NOTE H QUARTERLY DATA (UNAUDITED)

The table below reflects the Company s selected quarterly information for the years ended December 31, 2009 and 2008.

	Year ended December 31, 2009			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Revenue	$ 59,364	$ 60,024	$ 60,683	$ 60,683
Operating expenses	36,588	32,184	31,102	29,878
Net income from continuing operations before taxes	22,776	27,840	29,581	30,805
Interest expense	17,318	17,511	17,703	17,704
Income tax expense	613	1,290	2,387	4,807
Net income applicable to common shareholders	$ 4,845	$ 9,039	$ 9,491	$ 8,294
Earnings per share				
Weighted average earnings per share applicable to common shares	$	$ 0.01	$ 0.01	$ 0.01

	Year ended December 31, 2008			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Revenue	$ 60,024	$ 60,023	$ 60,683	$ 60,683

Operating expenses	9,517	6,691	3,550	47,165
Net income from continuing operations before taxes	50,507	53,332	57,133	13,518
Interest expense	30,332	24,939	25,091	21,100
Income tax expense	6,105	4,258	5,295	(24,662)
Net income applicable to common shareholders	$ 14,070	$ 24,135	$ 26,747	$ 17,080
Earnings per share				
Weighted average earnings per share applicable to common shares	$ 0.01	$ 0.02	$ 0.03	$ 0.02

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FIRST EQUITY PROPERTIES, INC.

NOTES TO FINANCIAL STATEMENTS (Continued)

NOTE I NOTES RECEIVABLE AFFILIATED

Receivables from affiliates primarily consist of two notes of $1,822,540 and $585,000 which are payable in quarterly installments of interest only. The notes accrue interest at 10% per annum. The remaining amount of $103, 296 is from other affiliates.

NOTE J LEASES

On September 18, 2008, the Company entered into a long-term lease commitment with Income Opportunity Realty Investors, Inc., a related party. The lease is for 4,288 square feet of commercial space at the Hickory One Office building, located in Farmers Branch, Texas. The base rent consists of monthly installments of $5,717 per month for a period of three years. The lease commenced on November 1, 2008 and extends through October 31, 2011. The total lease commitment over the remaining periods is $125,774.