

11-26-2002



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102293047

To the honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): KPMG Consulting, Inc. **MED 11-6-02**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: Effective October 2, 2002

2. Name and address of receiving party(ies)
 Name: BearingPoint, Inc.
 Internal Address: _____
 Street Address: 1676 International Drive
 City: McLean State: Virginia Zip: 22102

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
See Exhibit A Attached Hereto

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
See Exhibit A Attached Hereto

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Carl C. Butzer, Esq.
 Internal Address: Jackson Walker L.L.P.
 Street Address: 901 Main Street, Suite 6000
 City: Dallas State: Texas Zip: 75202

6. Total number of applications and registrations involved: 23

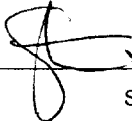
7. Total fee (37 CFR 3.41) \$ 590.00
 Enclosed **590E**
 Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Sarah Tuchler  10/31/02
 Name of Person Signing Signature Date

Total number of pages, including cover sheet, attachments, and document: 5

11/25/2002 LINDELLER 00000298 2532436

01 FC:0521 40.00 OP
02 FC:0522 550.00 OP

EXHIBIT A

<u>Mark</u>	<u>App. No.</u>	<u>Reg. No.</u>
CONFIGURE TO FIT		2,552,436
CONFIGURE TO FIT		2,552,437
CTF		2,552,438
CTF		2,510,445
CTF CONFIGURE TO FIT and Design	76/284,438	
CTF CONFIGURE TO FIT and Design		2,547,345
CTF CONFIGURE TO FIT and Design		2,547,346
METRIUS	75/802,095	
PMONLINE	76/405,336	
PMONLINE	76/405,337	
POINT	76/322,594	
POINT		2,567,478
POINT	76/322,596	
QUICKSCAN		2,585,871
R2I		2,547,347
R2I		2,540,419
R2I		2,576,004
R2I RAPID RETURN ON INVESTMENT and Design	76/284,444	
R2I RAPID RETURN ON INVESTMENT and Design	76/284,445	
R2I RAPID RETURN ON INVESTMENT and Design	76/284,446	
RETURN ON EXCHNAGE	76/221,250	
RETURN ON EXCHANGE (ROE)	76/221,252	
ROE	76/221,251	

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Delaware

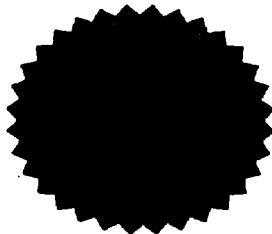
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BONES HOLDING, INC.", A DELAWARE CORPORATION,

WITH AND INTO "KPMG CONSULTING, INC." UNDER THE NAME OF "BEARINGPOINT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF OCTOBER, A.D. 2002, AT 7:30 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2014388

DATE: 10-02-02

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REEL: 002623 FRAME: 0025

CERTIFICATE OF OWNERSHIP AND MERGER

Merging

BONES HOLDING, INC.
a Delaware corporation

Into

KPMG CONSULTING, INC.
a Delaware corporation

Pursuant to Section 253 of the General
Corporation Law of Delaware

KPMG CONSULTING, INC. (the "Company"), a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Company was incorporated on the 17th day of August, 1999, pursuant to the Delaware General Corporation Law (the "DGCL"), the provisions of which permit the merger of a subsidiary corporation organized and existing under the laws of said State into a parent corporation organized and existing under the laws of said State.

SECOND: That the Company owns all of the outstanding shares of the common stock, par value \$0.01 per share, of Bones Holding, Inc. ("Holding"), a corporation incorporated on the 26th day of September, 2002, pursuant to the DGCL, and having no class of capital stock outstanding other than said common stock.

THIRD: That the Company, by the following resolutions of the Executive Committee of its Board of Directors, dated as of September 26, 2002, filed with the minutes of the Board, determined to merge into itself Holding:

NOW THEREFORE, IT IS RESOLVED, that Bones Holding, Inc. ("Holding") shall be merged (the "Merger") with and into KPMG Consulting, Inc. (the "Company"), with the Company being the surviving company of the Merger (the "Surviving Company") and assuming all of Holding's liabilities and obligations; and

RESOLVED, that the Merger shall be effective (the "Effective Time") upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware or at such later time as is set forth therein; and

RESOLVED, that the Certificate of Incorporation of the Company, as in effect at the Effective Time, shall be the Certificate of Incorporation of the Surviving Company, with such amendments set forth herein; and

RESOLVED, that at the Effective Time, the name of the Company shall be changed to BearingPoint, Inc. and ARTICLE ONE of the Certificate of Incorporation of the Company shall be amended to read as follows:

ARTICLE ONE. The name of the company (which is hereinafter referred to as the "Company") is BearingPoint, Inc.; and

RESOLVED, that, at the Effective Time and without any action on the part of the Company or Holding, all of the issued and outstanding shares of capital stock of Holding shall be canceled, and the shares of capital stock of the Company outstanding immediately prior to the Effective Time shall continue as shares of capital stock of the Surviving Company; and

RESOLVED, that the Bylaws of the Company, as in effect at the Effective Time, shall be the Bylaws of the Surviving Company; and

RESOLVED, at the Effective Time, the directors of the Company shall continue as the directors of the Surviving Company, until their successors are duly elected or appointed and qualified in the manner provided by the Certificate of Incorporation and Bylaws of the Surviving Company, or as otherwise provided by law; and

RESOLVED, at the Effective Time, the officers of the Company shall continue in their respective offices as officers of the Surviving Company, until their respective successors are duly elected or appointed and qualified in the manner provided by the Certificate of Incorporation and Bylaws of the Surviving Company, or as otherwise provided by law; and

RESOLVED, that the officers of the Company are authorized and directed, in the name and on behalf of the Company, to execute, acknowledge and file with the Secretary of State of Delaware a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Holding into the Company and to assume its obligations, and to so change the name of the Company, and the date of adoption thereof, and to execute, acknowledge, file and deliver such other documents and to take such other actions as they may deem necessary or appropriate to effect the Merger and said change of name; and

RESOLVED, that, notwithstanding the name change effected by the merger of Holding into the Company, the Company is authorized to continue to do business under the name "KPMG Consulting, Inc." until such time as it receives all required consents, approvals and confirmations relating to the name change.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be signed by its duly authorized officer this 2nd day of October, 2002.

FROM MNA&T

(WED) 10. 2' 02 7:29/ST. 7:27/NO. 4261916691 P 4

KPMG CONSULTING, INC.

By: /s/ David Black
David Black
Secretary