

03-26-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

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J.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

OFFICE OF PUBLIC RECORDS MAR 24 AM 8:59 FINANCE SECTION

1. Name of conveying party(ies):

KPMG Consulting, Inc.

3-24-03

- 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: 10/02/2002

2. Name and address of receiving party(ies)

Name: BearingPoint, Inc.

Internal

Address:

Street Address: 1676 International Drive

City: McLean State: VA 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

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76/200397 76/200398; 76/201507

B. Trademark Registration No.(s) 2668033; 2668034

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: W. Scott Brown

Internal Address: Vinson & Elkins L.L.P.

2300 First City Tower

Street Address: 1001 Fannin Street

City: Houston State: TX Zip: 77002-6760

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41).....\$ 140.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

W. Scott Brown

Name of Person Signing

Signature

03/17/03

Date

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 002699 FRAME: 0102

Delaware

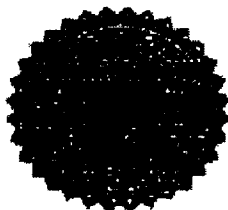
PAGE 1

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: 2014391

DATE: 10-02-02

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FROM MNA&T

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 07:30 AM 10/02/2002
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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**

FROM WNAAT

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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.