

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BOOZ & COMPANY INC.		08/22/2008	CORPORATION:

RECEIVING PARTY DATA

Name:	CITIBANK, N.A.
Street Address:	Two Penn's Way
Internal Address:	Suite 200
City:	New Castle
State/Country:	DELAWARE
Postal Code:	19720
Entity Type:	NATIONAL ASSOCIATION:

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3038558	CFO PROFILER
Registration Number:	3047138	CFO PROFILER
Registration Number:	3023025	ORG DNA PROFILER
Registration Number:	3044528	ORG DNA PROFILER
Registration Number:	3057023	STRATEGY+BUSINESS

CORRESPONDENCE DATA

Fax Number: (646)848-4455
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-848-4455
 Email: JLIK@SHEARMAN.COM
 Correspondent Name: ZHENG BAO
 Address Line 1: 599 LEXINGTON AVENUE
 Address Line 2: SHEARMAN & STERLING LLP
 Address Line 4: NEW YORK, NEW YORK 10022

CH \$140.00 3038558

ATTORNEY DOCKET NUMBER:	35609-87
NAME OF SUBMITTER:	ZHENG BAO
Signature:	/ZHENG BAO/
Date:	09/16/2008

Total Attachments: 13

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT (as amended, amended and restated, supplemented or otherwise modified from time to time, this "*IP Security Agreement*") dated August 22, 2008, is made by the Persons listed on the signature pages hereof (collectively, the "*Grantors*") in favor of Citibank, N.A. ("*Citibank*"), as agent (the "*Agent*") for the Secured Parties (as defined in the Credit Agreement referred to below).

WHEREAS, Booz & Company, Inc., a Delaware corporation and Booz & Company (N.A.) Inc., a Delaware corporation, have entered into a Credit Agreement dated as of August 22, 2008 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "*Credit Agreement*"), with Citibank and JPMorgan Chase Bank, N.A., as Co-Administrative Agents, Bank of America, N.A. as Documentation Agent and Citigroup Global Markets Inc. and J.P. Morgan Securities Inc. as Co-Lead Arrangers and Joint Bookrunners, and the Lenders party thereto. Terms defined in the Credit Agreement and not otherwise defined herein are used herein as defined in the Credit Agreement.

WHEREAS, as a condition precedent to the making of Advances and the issuance of Letters of Credit by the Lenders under the Credit Agreement and the entry into Secured Hedge Agreements by the Hedge Banks from time to time, each Grantor has executed and delivered that certain Security Agreement dated August 22, 2008 made by the Grantors to the Agent (as amended, amended and restated, supplemented or otherwise modified from time to time, the "*Security Agreement*").

WHEREAS, under the terms of the Security Agreement, each Grantor has granted to the Agent, for the ratable benefit of the Secured Parties, a security interest in, among other property, certain intellectual property of the Grantors, and have agreed as a condition thereof to execute this IP Security Agreement for recording with the U.S. Patent and Trademark Office and/or the United States Copyright Office, as applicable.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

SECTION 1. Grant of Security. Each Grantor hereby grants to the Agent for the ratable benefit of the Secured Parties a security interest in all of such Grantor's right, title and interest in and to the following (the "*Collateral*"):

(i) the trademark and service mark registrations and applications set forth in Schedule A hereto (provided that no security interest shall be granted in United States intent-to-use trademark or service mark applications to the extent that, and solely during the period in which, the grant of a security interest therein would impair the validity or enforceability of any registration that issues from such intent-to-use trademark or service mark applications under applicable federal law), together with the goodwill symbolized thereby;

(ii) the copyright registrations and applications and exclusive copyright licenses set forth in Schedule B hereto;

(iii) all reissues, divisions, continuations, continuations-in-part, extensions, renewals and reexaminations of any of the foregoing, all rights in the foregoing provided by international treaties or conventions, all rights corresponding thereto throughout the world and all other rights of any kind whatsoever of such Grantor accruing thereunder or pertaining thereto;

(iv) any and all claims for damages and injunctive relief for past, present and future infringement, dilution, misappropriation, violation, misuse or breach with respect to any of the foregoing, with the right, but not the obligation, to sue for and collect, or otherwise recover, such damages; and

(v) any and all proceeds of, collateral for, income, royalties and other payments now or hereafter due and payable with respect to, and supporting obligations relating to or arising from any of the foregoing.

SECTION 2. Security for Obligations. The grant of a security interest in the Collateral by each Grantor under this IP Security Agreement secures the Secured Obligations (as such term is defined in the Security Agreement) owing to the Secured Parties (as such term is defined in the Security Agreement) of such Grantor. Without limiting the generality of the foregoing, this IP Security Agreement secures, as to each Grantor, the payment of all amounts that constitute part of the Secured Obligations and that would be owed by such Grantor to any Secured Party under the Loan Documents or Secured Agreements (as such term is defined in the Security Agreement) but for the fact that they are unenforceable or not allowable due to the existence of a bankruptcy, reorganization or similar proceeding involving a Loan Party.

SECTION 3. Recordation. Each Grantor authorizes and requests that the Register of Copyrights and the Commissioner for Trademarks, as applicable, record this IP Security Agreement.

SECTION 4. Execution in Counterparts. This IP Security Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

SECTION 5. Grants, Rights and Remedies. This IP Security Agreement has been entered into in conjunction with the provisions of the Security Agreement. Each Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein. In the event that any provision of this IP Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

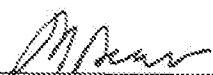
SECTION 6. Governing Law. This IP Security Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

IN WITNESS WHEREOF, each Grantor has caused this IP Security Agreement to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

BOOZ & COMPANY INC.

By: *Douglas Swenson*
Name: Douglas Swenson
Title: Vice President, Chief Financial
Officer and Treasurer

BOOZ & COMPANY INC.

By 
Name: S. Anthony Bianco
Title: Vice President, Secretary and
General Counsel

Signature Page to IP Security Agreement

TRADEMARK
REEL: 003855 FRAME: 0371

Schedule A

Trademark and Service Mark Registrations:

<u>Grantor</u>	<u>Mark</u>	<u>Country</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Serial No.</u>	<u>Filing Date</u>
Booz & Company Inc.	CFO PROFILER	United States	3038558	03-Jan-2006	78/505620	25-Oct-2004
Booz & Company Inc.	CFO PROFILER	United States	3047138	17-Jan-2006	78/505599	25-Oct-2004
Booz & Company Inc.	ORG DNA PROFILER	United States	3023025	06-Dec-2005	78/367675	13-Feb-2004
Booz & Company Inc.	ORG DNA PROFILER	United States	3044528	17-Jan-2006	78/361255	02-Feb-2004
Booz & Company Inc.	STRATEGY+BUSINESS	United States	3057023	07-Feb-2006	76/631948	14-Feb-2005

Trademark and Service Mark Applications:

None.

Schedule B

Copyright Registrations:

<u>Grantor</u>	<u>Title of Work</u>	<u>Country</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Application No.</u>	<u>Filing Date</u>
Booz & Company Inc.	Acquisitions and divestitures to support corporate strategy	United States	TX1061370	01/31/1983		
Booz & Company Inc.	Activity book, A.	United States	TX634929	01/26/1981		
Booz & Company Inc.	Activity book, B	United States	TX634928	01/26/1981		
Booz & Company Inc.	Activity book, C	United States	TX634930	01/26/1981		
Booz & Company Inc.	Activity book, New Jersey Bell	United States	TX634931	01/29/1981		
Booz & Company Inc.	Agility in operations--winning in a complex marketplace : operations	United States	TX2658308	09/18/1989		
Booz & Company Inc.	Agribusiness cooperatives : planning and managing to meet the opportunities	United States	TX1010440	10/29/1982		
Booz & Company Inc.	Apple computer : professional staff orientation	United States	TX634717	01/26/1981		
Booz & Company Inc.	Are you ready to compete in the "demassified" marketplace?	United States	TX2670760	09/18/1989		
Booz & Company Inc.	Balanced sourcing : cooperation and competition in supplier relationships	United States	TX4867674	10/06/1998		
Booz & Company Inc.	Behavior management in the automated office	United States	TX450647	04/04/1980		
Booz & Company Inc.	Boosting productivity in established marketing operations	United States	TX787644	10/22/1981		
Booz & Company Inc.	Booz, Allen & Hamilton, Inc., central region office services	United States	TX1131272	04/25/1983		
Booz & Company Inc.	Booz, Allen & Hamilton, international management and technology consultants	United States	TX453435	04/04/1980		

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Booz & Company Inc.	Booz-Allen & Hamilton steel	United States	TX2670588	09/18/1989		
Booz & Company Inc.	Booz, Allen executive personnel services	United States	TX721853	11/06/1978		
Booz & Company Inc.	Booz, Allen multi-client study of manager/professional productivity	United States	TX570986	07/14/1980		
Booz & Company Inc.	Booz, Allen multi-client study of manager/professional productivity	United States	TX570985	07/14/1980		
Booz & Company Inc.	Booz, Allen multi-client study of manager/professional productivity : case	United States	TX570984	07/17/1980		
Booz & Company Inc.	Booz, Allen multi-client study of manager/professional productivity : case	United States	TX570983	07/17/1980		
Booz & Company Inc.	Booz-Allen multi-client study of managerial/professional productivity	United States	TX328093	09/04/1979		
Booz & Company Inc.	Booz-Allen multi-client study of managerial/professional productivity	United States	TX328094	09/04/1978		
Booz & Company Inc.	Booz-Allen multi-client study of managerial/professional productivity	United States	TX328088	09/04/1979		
Booz & Company Inc.	Booz, Allen multi-client study of managerial/professional productivity	United States	TX617636	07/21/1980		
Booz & Company Inc.	Booz, Allen multi-client study of managerial/professional productivity	United States	TX566384	07/21/1980		
Booz & Company Inc.	Booz-Allen multi-client study of managerial/professional productivity	United States	TX517944	07/17/1980		
Booz & Company Inc.	Booz-Allen multi-client study of managerial/professional productivity	United States	TX520306	07/21/1980		
Booz & Company Inc.	Booz, Allen multi-client study of managerial/professional productivity	United States	TX566385	07/17/1980		
Booz & Company Inc.	Booz-Allen multi-client study of managerial/professional productivity	United States	TX520303	07/21/1980		
Booz & Company Inc.	Booz, Allen multi-client study of managerial/professional productivity	United States	TX566381	07/21/1980		

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Booz & Company Inc.	Booz-Allen multi-client study of managerial/professional productivity	United States	TX520304	07/21/1980		
Booz & Company Inc.	Booz, Allen multi-client study of managerial/professional productivity	United States	TX566382	07/17/1980		
Booz & Company Inc.	Booz, Allen multi-client study of managerial/professional productivity	United States	TX566386	07/17/1980		
Booz & Company Inc.	Booz, Allen multi-client study of managerial/professional productivity	United States	TX566387	07/21/1980		
Booz & Company Inc.	Booz, Allen multi-client study of managerial/professional productivity	United States	TX566383	07/17/1980		
Booz & Company Inc.	Booz-Allen multi-client study of managerial/professional productivity	United States	TX520305	07/21/1980		
Booz & Company Inc.	Booz, Allen multi-client study of managerial/professional productivity	United States	TX634719	01/26/1981		
Booz & Company Inc.	Booz, Allen multi-client study of managerial/professional productivity	United States	TX634718	01/26/1981		
Booz & Company Inc.	Booz, Allen multi-client study of managerial/professional productivity	United States	TX634720	01/26/1981		
Booz & Company Inc.	Booz, Allen multi-client study of managerial/professional productivity	United States	TX634721	01/26/1981		
Booz & Company Inc.	Booz, Allen multi-client study of managerial/professional productivity	United States	TX634722	01/26/1981		
Booz & Company Inc.	Booz-Allen office automation survey of senior U. S. systems executives	United States	TX801907	11/12/1981		
Booz & Company Inc.	A Business approach to manufacturing systems : manufacturing with tomorrow	United States	TX432160	12/12/1979		
Booz & Company Inc.	The Business impact of information resources in the 1980's	United States	TX450648	04/04/1980		
Booz & Company Inc.	Channel champions : how leading companies build new strategies to serve	United States	TX5079838	10/22/1999		
Booz & Company Inc.	The Communications manager of the 80's :	United States	TX377862	11/23/1979		

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Booz & Company Inc.	a special presentation	United States	TX721855	11/06/1978		
Booz & Company Inc.	Control reversal in economics : U.S. scrap export restrictions	United States	TX803823	11/05/1981		
Booz & Company Inc.	Dean Witter Reynolds activity book	United States	TX2658309	09/18/1989		
Booz & Company Inc.	A Decision tree to set strategy for mature manufacturing businesses	United States	TX721862	11/06/1978		
Booz & Company Inc.	Distributed processing, the second generation	United States	TXu295711	09/18/1987		
Booz & Company Inc.	Document preparation guide	United States	TXu109952	07/29/1982		
Booz & Company Inc.	Energy graphics : a new approach to energy-conscious design	United States	TX721860	11/06/1978		
Booz & Company Inc.	Energy--looking ahead / Energy Consulting Services, Booz, Allen & Hamilton	United States				
Booz & Company Inc.	Energy--looking back / Energy Consulting Services, Booz Allen & Hamilton	United States	TX721859	11/06/1978		
Booz & Company Inc.	European acquisitions in the U. S	United States	TX721854	11/06/1978		
Booz & Company Inc.	Executive project management service : E P M S : a comprehensive management	United States	TX721856	11/06/1978		
Booz & Company Inc.	Financial systems software : a make or buy decision	United States	TX721857	11/06/1978		
Booz & Company Inc.	Forum : materials management in an economic downturn	United States	TX464603	04/04/1980		
Booz & Company Inc.	The Future impact of information technology on advertising agency	United States	TX807942	11/05/1981		
Booz & Company Inc.	Growth and the government-owned multinationals : presented to the 26th	United States	TX328084	09/04/1979		
Booz & Company Inc.	The Impact of information technology in the 1980's : a special presentation	United States	TX801908	11/12/1981		

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Booz & Company Inc.	Industrial marketing research	United States	TX432685	12/12/1979		
Booz & Company Inc.	Information management : speech processing, data processing, records Interest-Finder	United States	TX328091	09/04/1979		
Booz & Company Inc.	International management and technology consultants, consulting	United States	TXu706857	09/05/1995		
Booz & Company Inc.	Invention versus innovation / presented to the New Products Conference	United States	TX901899	04/30/1982		
Booz & Company Inc.	I[superscript 3] : information industry insights / Booz-Allen & Hamilton, Inc.	United States	TX895626	03/08/1982		
Booz & Company Inc.	The management century : a critical review of 20th century thought and	United States	TX5193922	04/03/2000		
Booz & Company Inc.	The Management of opportunity : foreign trade options for Brazil	United States	TX460091	04/04/1980		
Booz & Company Inc.	Manufacturing strategy : tutorial concept, approach, case	United States	TX1131256	04/15/1983		
Booz & Company Inc.	Market-driving capabilities : the challenge for the automotive industry	United States	TX3131546	08/12/1991		
Booz & Company Inc.	Materials management diagnostic manual	United States	TX334614	09/24/1979		
Booz & Company Inc.	Meeting the challenge of the 80's : a physical distribution strategy	United States	TX384994	12/12/1979		
Booz & Company Inc.	Merging industrial operations and corporate strategy	United States	TX328082	09/04/1979		
Booz & Company Inc.	The Missing link : knowledge-worker performance and office automation	United States	TX802718	11/23/1981		
Booz & Company Inc.	The Missing link : knowledge-worker performance and office automation	United States	TX788763	10/23/1981		
Booz & Company Inc.	The Missing link : knowledge-worker performance and office automation	United States	TX802717	11/23/1981		

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Booz & Company Inc.	The New keys to the electronic office	United States	TX328089	09/04/1979		
Booz & Company Inc.	The Organization of not-for-profit hospital systems / by James Reynolds	United States	TX328085	09/04/1979		
Booz & Company Inc.	Outlook. Doing business with China : the winners and the losers	United States	TX384993	12/12/1979		
Booz & Company Inc.	Overhead restructuring : an industrial challenge : industrials viewpoint	United States	TX2658310	09/18/1989		
Booz & Company Inc.	Policies for professionalism	United States	TX711252	05/01/1981		
Booz & Company Inc.	The Productivity impact of information technology in the 1980's	United States	TX812929	11/27/1981		
Booz & Company Inc.	Results : keep what's good, fix what's wrong, and unlock great performance	United States	TX6259118	11/15/2005		
Booz & Company Inc.	The Risk ogre : a businessman's view of investment risk in developing	United States	TX328087	09/04/1979		
Booz & Company Inc.	Smart alliances : a practical guide to repeatable success	United States	TX4092373	10/29/1998		
Booz & Company Inc.	The Strategic challenges ahead in the information industry	United States	TX788762	10/23/1981		
Booz & Company Inc.	The Strategic challenges ahead in the information industry	United States	TX788761	10/23/1981		
Booz & Company Inc.	The Strategic implications : distributed information processing	United States	TX328090	09/04/1979		
Booz & Company Inc.	Strategic implications for office automation products and markets	United States	TX565766	07/28/1980		
Booz & Company Inc.	The Strategic importance of distributed (information) processing	United States	TX328083	09/04/1979		
Booz & Company Inc.	Strategic pricing--a key for unlocking business potential	United States	TX2700199	07/27/1989		
Booz & Company Inc.	Strategic sourcing : building co-maker relationships for long-term	United States	TX2658311	09/18/1989		

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Booz & Company Inc.	A Strategic view of telecommunications : a special presentation	United States	TX328092	09/04/1979		
Booz & Company Inc.	Summary report, Booz, Allen study of managerial/professional productivity	United States	TX577914	07/14/1980		
Booz & Company Inc.	Summary results, Booz-Allen & Hamilton : distributed information processing	United States	TX328096	09/04/1979		
Booz & Company Inc.	Summary results of Booz-Allen's questionnaire : survey of 246 senior U. S Summer intern program	United States	TX328097	09/04/1979		
Booz & Company Inc.	Supply chain management in the pharmaceutical industry	United States	TX450941	04/04/1980		
Booz & Company Inc.	Supply chain management with capacity constraints / Richard L. Behling	United States	TX1010441	10/29/1982		
Booz & Company Inc.	Survey on capital asset accounting practices : summary of findings for Telecommunications, a growth area in banking : a special presentation	United States	TX328095	09/04/1979		
Booz & Company Inc.	Thought leaders : insights on the future of business / Joel Kurtzman	United States	TX731106	11/06/1978		
Booz & Company Inc.	TICOR: survey of corporate telecommunications / Robert Omonaka	United States	TX4763562	04/15/1998		
Booz & Company Inc.	What to do before the crunch comes : materials management during a business	United States	TX721861	11/06/1978		
Booz & Company Inc.	What's behind the Booz-Allen choice? Why automate?	United States	TX731107	11/06/1978		
Booz & Company Inc.	The Winners and losers : Office automation in the 1980's	United States	TX450650	04/04/1980		
Booz & Company Inc.	The Winners--office automation in the 1980's--and losers	United States	TX450649	04/04/1980		
Booz & Company Inc.		United States	TX788767	10/23/1981		
Booz & Company Inc.		United States	TX802716	11/23/1981		

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Booz & Company Inc.	The World automotive industry : rethinking corporate policies for the 1980's	United States	TX460090	04/04/1980		
Booz & Company Inc.	The Worldwide strategic impact of information technology	United States	TX787643	10/22/1981		
Booz & Company Inc.	Booz Allen Hamilton : helping clients envision the future / Art Kleiner	United States	TX6170533	08/24/2005		
Booz & Company Inc.	Booz Allen Hamilton--helping clients envision the future / by Greenwich	United States	TX6264929	08/24/2005		
Booz & Company Inc.	Booz, Allen financial management systems in government	United States	TX721852	11/06/1978		
Booz & Company Inc.	Summary of benefits for professional staff	United States	TX384992	12/12/1979		
Booz & Company Inc.	A Summary of benefits for support staff	United States	TX384991	12/12/1979		

Copyright Applications:

None.

Exclusive Copyright Licenses:

None.