

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Phoenix Consulting Group, Inc.		10/16/2009	CORPORATION: ALABAMA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Phoenix Consulting Group, LLC		
<b>Street Address:</b>	3190 Fairview Park Drive		
<b>Internal Address:</b>	Suite 700		
<b>City:</b>	Falls Church		
<b>State/Country:</b>	VIRGINIA		
<b>Postal Code:</b>	22042		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: ALABAMA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2511666	PHOENIX CONSULTING GROUP, INC.	
Registration Number:	2834887	COMPETITIVE ASSURANCE	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(212)705-1991		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-756-2552		
Email:	marisa.davidson@srz.com		
Correspondent Name:	M. Davidson c/o Schulte Roth & Zabel LLP		
Address Line 1:	919 Third Avenue		
Address Line 2:	22nd Floor		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	081979-0155		
NAME OF SUBMITTER:	Marisa Davidson (081979-0155)		

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**TRADEMARK  
 REEL: 004111 FRAME: 0949**

Signature:	/kc for md/
Date:	12/10/2009
Total Attachments: 3 source=Trademark Conversion for Phoenix Consulting Group, LLC#page1.tif source=Trademark Conversion for Phoenix Consulting Group, LLC#page2.tif source=Trademark Conversion for Phoenix Consulting Group, LLC#page3.tif	

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Madison Cnty Judge of Probate, AL  
10/19/2009 02:41:59PM FILED/GERT

**ARTICLES OF ORGANIZATION**  
**Of**  
**PHOENIX CONSULTING GROUP, LLC**  
(an Alabama Member-Managed Limited Liability Company)

These Articles of Organization are submitted in accordance with Code of Alabama § 10-12-13 to effect the conversion of Phoenix Consulting Group, Inc., an Alabama for-profit corporation, to Phoenix Consulting Group, LLC, an Alabama limited liability company.

**FIRST:** The name of the Alabama limited liability company to be formed is **PHOENIX CONSULTING GROUP, LLC.**

**SECOND:** The purposes for which the limited liability company is formed is to provide technical, management, training, and consulting support/services to private and governmental entities and such other activities not specifically prohibited by Alabama law.

**THIRD:** The location and mailing address of its initial registered office and the name of its initial registered agent at that address is given below:

Gary L. Rigney, Esq.	689 Discovery Drive, Suite 130 Huntsville, Alabama 35806
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**FOURTH:** The names and mailing addresses of the initial Member and Organizer are as follows:

<u>MEMBER</u>	<u>ADDRESS</u>
DynCorp International, LLC a Delaware limited liability company	3190 Fairview Park Drive, Suite 700 Falls Church, Virginia 22042

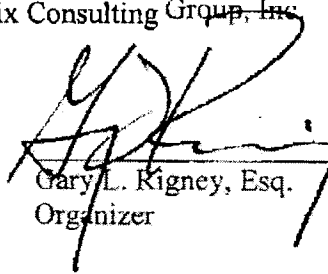
<u>ORGANIZER</u>	<u>ADDRESS</u>
Gary L. Rigney, Esq.	689 Discovery Drive, Suite 130 Huntsville, Alabama 35806

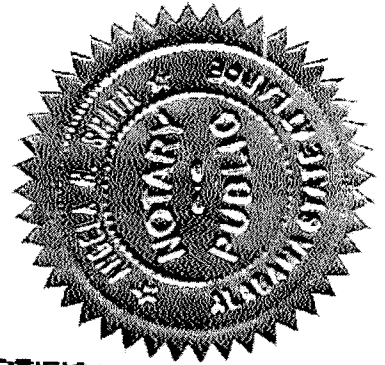
**FIFTH:** The formation of Phoenix Consulting Group, LLC constitutes a conversion of Phoenix Consulting Group, Inc. to a limited liability company in accordance with Code of Alabama § 10-15-3. The Articles of Incorporation and the Articles of Dissolution of Phoenix Consulting Group, Inc. are filed with the Office of the Judge of Probate, Madison County, Alabama.

SIXTH: The conversion of Phoenix Consulting Group, Inc. to Phoenix Consulting Group, LLC was approved pursuant to Code of Alabama § 10-15-3(a)(1).

SEVENTH: In addition to any other provisions relating to the regulation of the internal affairs of a limited liability company which are permitted under Chapter 12 of the Alabama Limited Liability Company Act, the Member is expressly authorized to execute all documentation and undertake such action as required under Subpart 42.12 of the Federal Acquisition Regulations to effect the recognition of Phoenix Consulting Group, LLC as the successor in interest of Phoenix Consulting Group, Inc.

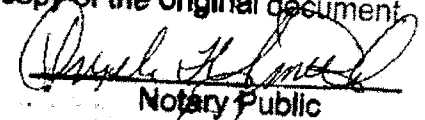
Dated this 16<sup>th</sup> day of October, 2009.

  
\_\_\_\_\_  
Gary L. Rigney, Esq.  
Organizer



PREPARED BY:  
Gary L. Rigney, Esq.  
689 Discovery Drive, Suite 130  
Huntsville, AL 35806  
Phone: (256) 971-0721  
Fax: (256) 971-9785  
E-mail: grigney@grigney.com

**CERTIFICATION**  
I certify this photocopy to be a true and accurate copy of the original document.

  
\_\_\_\_\_  
Notary Public

Comm. Expires: 11/05/2011

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Madison Cnty Judge of Probate, AL  
10/19/2009 02:41:59PM FILED/CERT

**TRADEMARKS**

<b><u>REGISTRATION NO.</u></b>	<b><u>TRADEMARK</u></b>
2,511,666	PHOENIX CONSULTING GROUP, INC.
2,834,887	COMPETITIVE ASSURANCE