

# BOOZ ALLEN HAMILTON HOLDING CORP

Reported by  
**CARLYLE PARTNERS V US, LP**

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 11/16/10 for the Period Ending 11/16/10

Address	8283 GREENSBORO DRIVE MCLEAN, VA 22102
Telephone	703-902-5000
CIK	0001443646
Symbol	BAH



shares requires approval of a majority of the board. The members of the managing board are William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein, all of whom disclaim beneficial ownership of these shares.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EXPLORER COINVEST LLC 1001 PENNSYLVANIA AVE. NW SUITE 222 SOUTH WASHINGTON, DC 20004-2505		X		
CARLYLE PARTNERS V US, LP 1001 PENNSYLVANIA AVE. NW SUITE 222 SOUTH WASHINGTON, DC 20004-2505		X		
TC GROUP V US LP 1001 PENNSYLVANIA AVE. NW SUITE 222 SOUTH WASHINGTON, DC 20004-2505		X		
TC GROUP V US LLC 1001 PENNSYLVANIA AVE. NW SUITE 222 SOUTH WASHINGTON, DC 20004-2505		X		
TC Group Investment Holdings, L.P. 1001 PENNSYLVANIA AVE. NW SUITE 222 SOUTH WASHINGTON, DC 20004-2505		X		
TCG HOLDINGS II, L.P. 1001 PENNSYLVANIA AVE. NW SUITE 222 SOUTH WASHINGTON, DC 20004-2505		X		
DBD Investors V, L.L.C. 1001 PENNSYLVANIA AVE. NW SUITE 222 SOUTH WASHINGTON, DC 20004-2505		X		

**Signatures**

By: /s/ R. Rainey Hoffman, as Attorney-in-Fact for each of Explorer Coinvest LLC, Carlyle Partners V US, L.P., TC Group V US, L.P., TC Group V US L.L.C., TC Group Investment Holdings, L.P., TCG Holdings II, L.P. and DBD Investors V, L.L.C.

11/16/2010

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jeremy Anderson, David Pearson, R. Rainey Hoffman, Cathy Ziobro, Joanne Cosiol, and Bruno Gusmao, and each of them individually, the undersigned's true and lawful attorney-in-fact to:

execute for and on behalf of the undersigned, in the undersigned's capacity as a beneficial owner of Booz Allen Hamilton Holding Corporation (the "Company"), (i) Forms 3, 4 and 5 and any other forms required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder (a "Section 16 Form"), (ii) all forms and schedules in accordance with Section 13(d) of the Exchange Act and the rules thereunder, including all amendments thereto (a "Section 13 Schedule"), and (iii) a Form ID and any other forms required to be filed or submitted in accordance with Regulation S-T promulgated by the United States Securities and Exchange Commission (or any successor provision) in order to file a Section 13 Schedule or a Section 16 Form electronically (a "Form ID", and, together with a Section 13 Schedule and Section 16 Form, the "Forms and Schedules");

do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms and Schedules, complete and execute any amendment or amendments thereto, and timely file such Forms and Schedules with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

take any other action of any type whatsoever in connection with the foregoing which, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by each such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as he may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each such attorney-in-fact is serving in such capacity at the request of the undersigned, and is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Exchange Act.

The Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any Forms and Schedules with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

From and after the date hereof, any Power of Attorney previously granted by the undersigned concerning the subject matter hereof is hereby revoked.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of November, 2010.

EXPLORER COINVEST, LLC

By: Carlyle Partners V US, L.P., as its Managing Member By: TC Group V US, L.P., as its General Partner By: TC Group V US, L.L.C., as its General Partner By: TC Group Investment Holdings, L.P., as its Managing Member By: TCG Holdings II, L.P., as its General Partner By: DBD Investors V, L.L.C., as its General Partner

By:  /s/ DANIEL A. D'ANIELLO

Name: Daniel A. D'Aniello

Title: Managing Director

## POWER OF ATTORNEY

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CARLYLE PARTNERS V US, L.P.

By: TC Group V US, L.P., as its General Partner By: TC Group V US, L.L.C., as its General Partner By: TC Group Investment Holdings, L.P., as its Managing Member By: TCG Holdings II, L.P., as its General Partner By: DBD Investors V, L.L.C., as its General Partner

By:  /s/ DANIEL A. D'ANIELLO  
Name: Daniel A. D'Aniello  
Title: Managing Director

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TC GROUP V US, L.P.

By: TC Group V US, L.L.C., as its General Partner By: TC Group Investment Holdings, L.P., as its Managing Member By: TCG Holdings II, L.P., as its General Partner By: DBD Investors V, L.L.C., as its General Partner

By:  /s/ DANIEL A. D'ANIELLO  
Name: Daniel A. D'Aniello  
Title: Managing Director

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TC GROUP V US, L.L.C.

By: TC Group Investment Holdings, L.P., as its Managing Member By: TCG Holdings II, L.P., as its General Partner By: DBD Investors V, L.L.C., as its General Partner

By:  /s/ DANIEL A. D'ANIELLO  
Name: Daniel A. D'Aniello  
Title: Managing Director

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TC GROUP INVESTMENT HOLDINGS, L.P.

By: TCG Holdings II, L.P., as its General Partner By: DBD Investors V, L.L.C., as its General Partner

By:  /s/ DANIEL A. D'ANIELLO  
Name: Daniel A. D'Aniello  
Title: Managing Director



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TCG HOLDINGS II, L.P.

By: DBD Investors V, L.L.C., as its General Partner

By:  /s/ DANIEL A. D'ANIELLO  
Name: Daniel A. D'Aniello  
Title: Managing Director

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DBD INVESTORS V, L.L.C.

By:  /s/ DANIEL A. D'ANIELLO

Name: Daniel A. D'Aniello

Title: Managing Director