

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>EXPLORER COINVEST LLC</u> _____ (Last) (First) (Middle) 1001 PENNSYLVANIA AVE. NW SUITE 222 SOUTH _____ (Street) WASHINGTON DC 20004-2505 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/16/2010	3. Issuer Name and Ticker or Trading Symbol <u>Booz Allen Hamilton Holding Corp [ BAH ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) _____ 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	95,660,000	D <sup>(1)</sup> (2)(3)	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

1. Name and Address of Reporting Person* <u>EXPLORER COINVEST LLC</u> _____ (Last) (First) (Middle) 1001 PENNSYLVANIA AVE. NW SUITE 222 SOUTH _____ (Street) WASHINGTON DC 20004-2505 _____ (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>CARLYLE PARTNERS V US, LP</u> _____ (Last) (First) (Middle) 1001 PENNSYLVANIA AVE. NW SUITE 222 SOUTH _____ (Street) WASHINGTON DC 20004-2505 _____ (City) (State) (Zip)		
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1. Name and Address of Reporting Person\*

[TC GROUP V US LP](#)

(Last) (First) (Middle)

1001 PENNSYLVANIA AVE. NW  
SUITE 222 SOUTH

(Street)

WASHINGTON DC 20004-2505

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TC GROUP V US LLC](#)

(Last) (First) (Middle)

1001 PENNSYLVANIA AVE. NW  
SUITE 222 SOUTH

(Street)

WASHINGTON DC 20004-2505

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TC Group Investment Holdings, L.P.](#)

(Last) (First) (Middle)

1001 PENNSYLVANIA AVE. NW  
SUITE 222 SOUTH

(Street)

WASHINGTON DC 20004-2505

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TCG HOLDINGS II, L.P.](#)

(Last) (First) (Middle)

1001 PENNSYLVANIA AVE. NW  
SUITE 222 SOUTH

(Street)

WASHINGTON DC 20004-2505

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[DBD Investors V, L.L.C.](#)

(Last) (First) (Middle)

1001 PENNSYLVANIA AVE. NW  
SUITE 222 SOUTH

(Street)

WASHINGTON DC 20004-2505

(City) (State) (Zip)

**Explanation of Responses:**

1. Carlyle Partners V US, L.P. is the managing member of Explorer Coinvest LLC. TC Group V US, L.P. is the sole general partner of Carlyle Partners V US, L.P. TC Group V US, L.L.C. is the sole general partner of TC Group V US, L.P. TC Group Investment Holdings, L.P. is the managing member of TC Group V US, L.L.C. TCG Holdings II, L.P. is the sole general partner of TC Group Investment Holdings, L.P. DBD Investors V, L.L.C. is the sole general partner of TCG Holdings II, L.P. and, in such capacity, exercises investment discretion and control of the shares beneficially owned by Explorer Coinvest LLC. (Continued in footnote (2)).
2. Each of 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. disclaim beneficial ownership of the shares reported herein except to the extent of its pecuniary interest therein.
3. DBD Investors V, L.L.C. is managed by a three-person managing board, and all board action relating to the voting or disposition of these 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.

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 11/16/2010  
Group V US L.L.C., TC Group  
Investment Holdings, L.P.,  
TCG Holdings II, L.P. and  
DBD Investors V, L.L.C.

\*\* 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 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**

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.

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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.

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

**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:

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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

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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

**POWER OF ATTORNEY**

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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

**POWER OF ATTORNEY**

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

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



**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:

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

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

**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:

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DBD INVESTORS V, L.L.C.

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