

TRADEMARK ASSIGNMENT

06/08/2011

Electronic Version v1.1
 Stylesheet Version v1.1



103626716

3-17-2011

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Lominger Limited, Inc		03/14/2011	CORPORATION, MINNESOTA

RECEIVING PARTY DATA

Name:	Citibank, N.A.
Street Address:	444 S Flower Street
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	National Bank <i>U.S.</i>

PROPERTY NUMBERS Total: 38

Property Type	Number	Word Mark
Registration Number	2689724	AMBIGUITY ARCHITECT
Registration Number:	2425234	AMBIGUITY ARCHITECT
Registration Number:	1914602	CAREER ARCHITECT
Registration Number	1713627	CAREER ARCHITECT
Registration Number.	2398224	CHANGEABLE ARCHITECT
Registration Number	2238076	CHANGEABLE ARCHITECT
Registration Number:	2148391	CHOICES ARCHITECT
Registration Number.	2201618	CHOICES ARCHITECT
Registration Number:	2155597	COMPABILITY ARCHITECT
Registration Number:	2022491	COMPETENCY ARCHITECT
Registration Number:	2895367	INTERVIEW ARCHITECT
Registration Number	2756993	INTERVIEW ARCHITECT
Registration Number	1967221	LEADERSHIP ARCHITECT
Registration Number:	1825119	LEADERSHIP ARCHITECT

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Registration Number	1979429	LEARNING AGILITY
Registration Number.	2157048	LEARNING ARCHITECT
Registration Number	1824397	LEARNING ARCHITECT
Registration Number:	2155594	ORGANIZATION ARCHITECT
Registration Number:	2077606	ORGANIZATION ARCHITECT
Registration Number	2112528	ORGANIZATIONAL CULTRIBUTE ARCHITECT
Registration Number:	2155595	ORGANIZATIONAL CULTRIBUTES ARCHITECT
Registration Number	2180870	PERFORMANCE MANAGEMENT ARCHITECT
Registration Number.	3682352	STRATEGIC EFFECTIVENESS ARCHITECT
Registration Number:	3682353	STRATEGIC EFFECTIVENESS ARCHITECT
Registration Number	3682354	STRATEGIC EFFECTIVENESS ARCHITECT
Registration Number:	3682355	STRATEGIC EFFECTIVENESS ARCHITECT
Registration Number:	2911373	SUCCESSION ARCHITECT
Registration Number	2887561	TALKING TALENT
Registration Number	2887562	TALKING TALENT
Registration Number:	2600117	TEAM ARCHITECT
Registration Number:	2509130	TEAM ARCHITECT
Registration Number	2899493	THE LEADERSHIP ARCHITECTS
Registration Number	2152703	TRAINING ARCHITECT
Registration Number	1960871	VOICES
Serial Number:	77554843	LOMINGER
Serial Number:	77554863	LOMINGER INTERNATIONAL
Senal Number:	77542956	TALENT ARCHITECT
Senal Number	85199963	VIAEDGE

CORRESPONDENCE DATA

Fax Number: (212)355-3333
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-813-8800
Email: NY-TM-Admin@goodwinprocter.com
Correspondent Name: GOODWIN PROCTER LLP/ATTN: Janis Nici
Address Line 1: 620 Eighth Avenue
Address Line 4: New York, NEW YORK 10018

ATTORNEY DOCKET NUMBER:	104072204729
NAME OF SUBMITTER:	Janis Nici
Signature	/janis nici/

Date

03/17/2011

Total Attachments 5

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GRANT OF TRADEMARK SECURITY INTEREST

March 14, 2011

WHEREAS, LOMINGER LIMITED, INC., a Minnesota corporation (“**Grantor**”), owns and uses in its business, and will in the future adopt and so use, various intangible assets, including the Trademark Collateral (as defined below); and

WHEREAS, KORN/FERRY INTERNATIONAL, a Delaware corporation (“**Company**”), has entered into a Loan Agreement dated as of March 14, 2011 (as amended, restated, supplemented or otherwise modified from time to time, the “**Loan Agreement**”) with the financial institutions from time to time party thereto (collectively, together with their respective successors and assigns, the “**Lenders**”), and Citibank, N.A., as Administrative Agent for the Lenders (in such capacity, “**Administrative Agent**”) pursuant to which the Lenders have made certain commitments, subject to the terms and conditions set forth in the Loan Agreement, to extend certain credit facilities to Company; and

WHEREAS, pursuant to the terms of that certain Guarantee, Pledge and Security Agreement dated as of March 14, 2011 (as amended, restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”), among Grantor, the other grantors named therein and Administrative Agent, Grantor has created in favor of Administrative Agent a security interest in, and Administrative Agent has become a secured creditor with respect to, the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, subject to the terms and conditions of the Security Agreement, to evidence further the security interest granted by Grantor to Administrative Agent pursuant to the Security Agreement, Grantor hereby grants to Administrative Agent a security interest in all of Grantor’s right, title and interest in and to the Trademarks and the Trademark Licenses, and all rights to sue at law or in equity for any infringement or other impairment thereof, including the right to receive all proceeds and damages therefrom, in each case whether now or hereafter existing or in which Grantor now has or hereafter acquires an interest and wherever the same may be located (the “**Trademark Collateral**”).

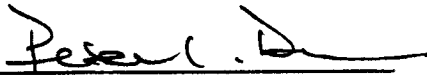
“**Trademarks**” means (i) all trademarks, trade names, corporate names, company names, domain names, business names, fictitious business names, trade styles, service marks, logos and other source or business identifiers, and all goodwill associated therewith, now existing or hereafter adopted or acquired by Grantor, all registrations and recordings thereof, and all applications in connection therewith, whether in the United States Patent and Trademark Office or in any similar office or agency of the United States, any State thereof or any other country or any political subdivision thereof, or otherwise, and all common-law rights related thereto (including, without limitation, the registrations and applications set forth on Schedule A annexed hereto), and (ii) the right to obtain all renewals thereof.

“**Trademark License**” means any rights under any written agreement providing for the grant by or to Grantor of any right to use any Trademark.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Administrative Agent with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

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

LOMINGER LIMITED, INC.

By: 

Name: Peter L. Dunn

Title: Vice President and Corporate
Secretary

Grant Of Trademark Security Interest

S-1

TRADEMARK
REEL: 004562 FRAME: 0072

SCHEDULE A**TO
GRANT OF TRADEMARK SECURITY INTEREST**

Trademark Description	Registration or Application Number	Registration or Application Date
AMBIGUITY ARCHITECT	2,689,724	2/25/2003
AMBIGUITY ARCHITECT	2,425,234	01/30/2001
CAREER ARCHITECT	1,914,602	08/29/1995
CAREER ARCHITECT	1,713,627	09/08/1992
CHANGE!ABLE ARCHITECT	2,398,224	10/24/2000
CHANGE!ABLE ARCHITECT	2,238,076	04/13/1999
CHOICES ARCHITECT	2,148,391	03/31/1998
CHOICES ARCHITECT	2,201,618	11/03/1998
COMPABILITY ARCHITECT	2,155,597	05/05/1998
COMPETENCY ARCHITECT	2,022,491	12/10/1996
INTERVIEW ARCHITECT	2,895,367	10/19/2004
INTERVIEW ARCHITECT	2,756,993	08/26/2003
LEADERSHIP ARCHITECT	1,967,221	04/09/1996
LEADERSHIP ARCHITECT	1,825,119	03/08/1994
LEARNING AGILITY	1,979,429	06/11/1996
LEARNING ARCHITECT	2,157,048	05/12/1998
LEARNING ARCHITECT	1,824,397	03/01/1994
ORGANIZATION ARCHITECT	2,155,594	05/05/1998
ORGANIZATION ARCHITECT	2,077,606	07/08/1997
ORGANIZATIONAL CULTRIBUTE ARCHITECT	2,112,528	11/11/1997
ORGANIZATIONAL CULTRIBUTES ARCHITECT	2,155,595	05/05/1998
PERFORMANCE MANAGEMENT ARCHITECT	2,180,870	08/11/1998
STRATEGIC EFFECTIVENESS ARCHITECT	3,682,352	09/15/2009
STRATEGIC EFFECTIVENESS ARCHITECT	3,682,353	09/15/2009
STRATEGIC EFFECTIVENESS ARCHITECT	3,682,354	09/15/2009
STRATEGIC	3,682,355	09/15/2009

Trademark Description	Registration or Application Number	Registration or Application Date
EFFECTIVENESS ARCHITECT		
SUCCESSION ARCHITECT	2,911,373	12/14/2004
TALKING TALENT	2,887,561	09/21/2004
TALKING TALENT	2,887,562	09/21/2004
TEAM ARCHITECT	2,600,117	07/30/2002
TEAM ARCHITECT	2,509,130	11/20/2001
THE LEADERSHIP ARCHITECTS	2,899,493	11/02/2004
TRAINING ARCHITECT	2,152,703	04/21/1998
VOICES	1,960,871	03/05/1996
LOMINGER	77/554,843	08/25/2008
LOMINGER INTERNATIONAL	77/554,863	08/25/2008
TALENT ARCHITECT	77/542,956	08/08/2008
VIAEDGE	85/199,963	12/20/2010