

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|-------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | SECURITY INTEREST |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------|----------|----------------|-------------------------------------|
| RSM McGladrey LLC | | 11/30/2011 | LIMITED LIABILITY COMPANY: DELAWARE |

RECEIVING PARTY DATA

| | |
|--------------------------|---------------------------------------------------------|
| Name: | U.S. Bank National Association, as Administrative Agent |
| Street Address: | 800 Nicollet Mall |
| Internal Address: | Mail Stop BC-MN-H03Q |
| City: | Minneapolis |
| State/Country: | MINNESOTA |
| Postal Code: | 55402 |
| Entity Type: | National Banking Association: UNITED STATES |

PROPERTY NUMBERS Total: 14

| Property Type | Number | Word Mark |
|----------------------|---------|--------------------------------------------------|
| Registration Number: | 3967632 | EXPERIENCE THE POWER OF BEING UNDERSTOOD |
| Registration Number: | 3959518 | POWER COMES FROM BEING UNDERSTOOD |
| Registration Number: | 3959517 | THE POWER OF BEING UNDERSTOOD |
| Registration Number: | 3581155 | ADVANCE CPA! |
| Registration Number: | 3581154 | ADVANCECPA |
| Registration Number: | 3583854 | FIRM FOUNDATION |
| Registration Number: | 3750889 | CATURANO AND COMPANY |
| Registration Number: | 3507413 | KNOWN BY THE COMPANY WE KEEP |
| Registration Number: | 3843636 | RAPID ASSESSMENT |
| Registration Number: | 3111279 | ADDING VALUE BUILDING TRUST SECURING YOUR FUTURE |
| Registration Number: | 3119282 | ADDING VALUE BUILDING TRUST SECURING YOUR FUTURE |

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| | | |
|----------------|----------|-----------------------|
| Serial Number: | 85383279 | MCGLADREY MARKETPRISM |
| Serial Number: | 85111442 | |
| Serial Number: | 85113773 | |

CORRESPONDENCE DATA

Fax Number: (612)340-8856

Phone: 612-492-6842

Email: cadwell.jeffrey@dorsey.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Jeffrey R. Cadwell

Address Line 1: Dorsey & Whitney LLP, 50 South Sixth St

Address Line 2: Suite 1500

Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:

M230530

NAME OF SUBMITTER:

Jeffrey R. Cadwell

Signature:

/Jeffrey R. Cadwell/

Date:

12/02/2011

Total Attachments: 3

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**CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the "Confirmatory Grant") is made effective as of November 30, 2011, by and from RSM MCGLADREY LLC, a Delaware limited liability company (the "Grantor"), to and in favor of U.S. BANK NATIONAL ASSOCIATION, a national banking association (the "Grantee") for itself and as Administrative Agent for the Lenders (as defined in the Credit Agreement referenced below).

WHEREAS, McGladrey & Pullen, LLP (the "Borrower"), the Lenders, and the Grantee have entered into a Credit Agreement dated concurrently herewith (as hereafter amended, supplemented, extended, restated, or otherwise modified from time to time, the "Credit Agreement") pursuant to which the Lenders have agreed to extend to the Borrower certain credit accommodations;

WHEREAS, the Grantor has entered into a Guaranty dated concurrently herewith (as hereafter amended, restated, supplemented or otherwise modified from time to time, the "Guaranty"), pursuant to which the Grantor has agreed to guarantee the Obligations of the Borrower under the Credit Agreement;

WHEREAS, the Grantor and the Grantee have entered into a Security Agreement and Irrevocable Proxy dated concurrently herewith, (as hereafter amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement");

WHEREAS, the Grantor owns the trademarks (the "Trademarks") listed on Exhibit A attached hereto, which trademarks are registered or applied for with the United States Patent and Trademark Office; and

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to Grantee under the Security Agreement. The rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Credit Agreement.

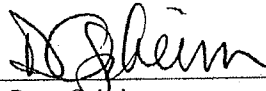
2) The Security Interest.

(a) This Confirmatory Grant is made to secure the satisfactory performance and payment of (i) all the Obligations and (ii) all of the obligations and liabilities of the Guarantors under the Guaranty. Upon the payment in full of all Obligations (other than contingent indemnification obligations), Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to Grantor (at Grantor's expense) all reasonably requested instruments releasing the security interest in the Trademarks acquired under this Confirmatory Grant.

(b) The Grantor hereby grants to Grantee a security interest in all of the Trademarks set forth in Exhibit A now owned or from time to time after the date hereof owned or acquired by the Grantor.

IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant effective as of the date first written above.

RSM MCGLADREY LLC

By: 
Name: Doug Opheim
Title: Chief Financial Officer and Treasurer

[Signature Page to Confirmatory Grant of Security Interest in United States Trademarks]

TRADEMARK
REEL: 004671 FRAME: 0883

CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

1. Trademark Registrations

| <u>Mark</u> | <u>Owner</u> | <u>Registration Number</u> | <u>Registration Date</u> |
|---------------------------------------------------------------------|-------------------|----------------------------|--------------------------|
| EXPERIENCE THE POWER OF BEING UNDERSTOOD | RSM McGladrey LLC | 3967632 | 05/24/2011 |
| POWER COMES FROM BEING UNDERSTOOD | RSM McGladrey LLC | 3959518 | 05/10/2011 |
| THE POWER OF BEING UNDERSTOOD | RSM McGladrey LLC | 3959517 | 05/10/2011 |
| ADVANCE CPA! (Stylized) | RSM McGladrey LLC | 3581155 | 02/24/2009 |
| ADVANCECPA | RSM McGladrey LLC | 3581154 | 02/24/2009 |
| FIRM FOUNDATION | RSM McGladrey LLC | 3583854 | 03/03/2009 |
| CATURANO AND COMPANY | RSM McGladrey LLC | 3750889 | 02/16/2010 |
| KNOWN BY THE COMPANY WE KEEP | RSM McGladrey LLC | 3507413 | 09/30/2008 |
| RAPID ASSESSMENT | RSM McGladrey LLC | 3843636 | 09/07/2010 |
| ADDING VALUE BUILDING TRUST SECURING YOUR FUTURE (Stylized Letters) | RSM McGladrey LLC | 3111279 | 07/24/2006 |
| ADDING VALUE BUILDING TRUST SECURING YOUR FUTURE | RSM McGladrey LLC | 3119282 | 07/25/2006 |

2. Trademark Applications

| <u>Mark</u> | <u>Serial Number</u> | <u>Application Date</u> | <u>Applicant</u> |
|------------------------|----------------------|-------------------------|-------------------|
| MCGLADREY MARKETPRISM | 85/383,279 | 07/28/2011 | RSM McGladrey LLC |
| McGladrey Classic Logo | 85/111,442 | 08/19/2010 | RSM McGladrey LLC |
| McGladrey Classic Logo | 85/113,773 | 08/23/2010 | RSM McGladrey LLC |

Exhibit A