

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM438241

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Mastech Digital, Inc.		07/13/2017	Corporation: PENNSYLVANIA
Mastech Digital Technologies, Inc.		07/13/2017	Corporation: PENNSYLVANIA
Mastech Digital Alliances, Inc.		07/13/2017	Corporation: PENNSYLVANIA
Mastech Digital Resourcing, Inc.		07/13/2017	Corporation: PENNSYLVANIA
Mastech Digital Data, Inc.		07/13/2017	Corporation: DELAWARE
Mastech InfoTrellis, Inc.		07/13/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	PNC Bank, National Association		
Street Address:	The Tower at PNC Plaza		
Internal Address:	300 Fifth Avenue		
City:	Pittsburgh		
State/Country:	PENNSYLVANIA		
Postal Code:	15222		
Entity Type:	National Banking Association: PENNSYLVANIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	87184760	MASTECH DIGITAL	
CORRESPONDENCE DATA			
Fax Number:	4123942555		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	412-394-7767		
Email:	traip@clarkhill.com		
Correspondent Name:	Paul D. Bangor, Jr.		
Address Line 1:	301 Grant Street, 14th Floor		
Address Line 2:	One Oxford Centre		
Address Line 4:	Pittsburgh, PENNSYLVANIA 15219		
NAME OF SUBMITTER:	Paul D. Bangor, Jr.		

OP \$40.00 87184760

SIGNATURE:	/Paul D. Bangor, Jr./
DATE SIGNED:	08/07/2017
Total Attachments: 4 source=20170807152332#page1.tif source=20170807152332#page2.tif source=20170807152332#page3.tif source=20170807152332#page4.tif	

NOTICE OF SECURITY INTEREST
U.S. TRADEMARKS

July 13, 2017

WHEREAS, each of the entities listed on the signature page hereto (each a "**Grantor**" and collectively, the "**Grantors**"), as applicable, has adopted, used and are using the United States trademarks listed on the annexed Schedule A, which trademarks are registered in or subject to the trademark applications filed in the United States Patent and Trademark Office (the "**Trademarks**");

WHEREAS, pursuant to that certain Credit Agreement, dated of even date herewith (as may be amended, modified, supplemented or restated from time to time, the "Credit Agreement"), by and among the Mastech Digital, Inc., a Pennsylvania corporation ("**MDI**"), each of the other Borrowers (as defined therein) party thereto from time to time, the Guarantors (as defined therein) party thereto from time to time, the Lenders (as defined therein) party thereto from time to time and PNC Bank, National Association, as administrative agent for the Lenders (in such capacity, the "**Administrative Agent**"), the Grantors have entered into that certain Patent, Trademark and Copyright Security Agreement, dated of even date herewith (the "**Security Agreement**") in favor of the Administrative Agent (for itself and for the benefit of the Lenders); and

WHEREAS, pursuant to the Security Agreement, each Grantor has granted to the Administrative Agent (for itself and for the benefit of the Lenders), a mortgage on, pledge of and security interest in, all right, title and interest of such Grantor in and to the Trademarks, together with all the goodwill of the business symbolized by the Trademarks, and the registrations or applications for registration thereof, and all proceeds thereof, including, without limitation, any royalties, claims for infringement and proceeds of sale or other disposition thereof (the "**Trademark Collateral**") to secure the payment and performance of the Obligations (as defined in the Credit Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, each Grantor does hereby confirm its grant to the Administrative Agent (for itself and for the benefit of the Lenders) of a mortgage on, pledge of and security interest in the Trademark Collateral to secure prompt payment and performance of the Obligations.


Each Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent (for itself and for the benefit of the Lenders) with respect to the assignment of, mortgage on, pledge of and security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth in this Notice of Security Interest.

The Administrative Agent's address is The Tower at PNC Plaza, 300 Fifth Avenue, Pittsburgh, PA 15222.

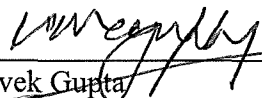
IN WITNESS WHEREOF, and intending to be legally bound, the Grantors have executed this Notice of Security Interest on the date set forth above.

GRANTORS:

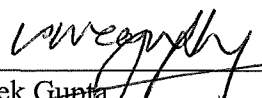
Mastech Digital, Inc., a Pennsylvania corporation

By: 
Name: Vivek Gupta
Title: President and CEO


Mastech Digital Technologies, Inc., a Pennsylvania corporation

By: 
Name: Vivek Gupta
Title: President and CEO

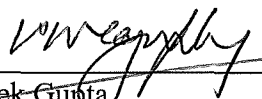
Mastech Digital Alliances, Inc., a Pennsylvania corporation

By: 
Name: Vivek Gupta
Title: President and CEO

Mastech Digital Resourcing, Inc., a Pennsylvania corporation


By: 
Name: Vivek Gupta
Title: President and CEO

Mastech Digital Data, Inc., a Delaware corporation

By: 
Name: Vivek Gupta
Title: President and CEO

[SIGNATURE PAGE TO NOTICE OF SECURITY INTEREST (TRADEMARKS)]

Mastech InfoTrellis, Inc., a Delaware corporation

By: 
Name: ~~Vivek Gupta~~
Title: President and CEO

[SIGNATURE PAGE TO NOTICE OF SECURITY INTEREST (TRADEMARKS)]

TRADEMARK
REEL: 006124 FRAME: 0291

SCHEDULE A

TRADEMARKS

The following Trademarks are held by Mastech Digital, Inc.:

MARK	COUNTRY	REG. NUMBER	REG. DATE
MASTECH DIGITAL	US	87184760	9/27/16

The trade name Mastech Digital is used by the following entities:

Mastech Digital, Inc.
Mastech Digital Technologies, Inc.
Mastech Digital Alliances, Inc.
Mastech Digital Resourcing, Inc.

The trade name Mastech InfoTrellis is used by the following entities:

Mastech InfoTrellis, Inc.