

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM443657

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BROWNS CANYON LLC		09/13/2017	Limited Liability Company: DELAWARE
CDI CORPORATION		09/13/2017	Corporation: PENNSYLVANIA
CDI-INFRASTRUCTURE, LLC		09/13/2017	Limited Liability Company: DELAWARE
MRI CONTRACT STAFFING, INC.		09/13/2017	Corporation: OHIO
EDGEROCK TECHNOLOGIES, LLC		09/13/2017	Limited Liability Company: MASSACHUSETTS
MANAGEMENT RECRUITERS INTERNATIONAL, INC.		09/13/2017	Corporation: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	PNC BANK, NATIONAL ASSOCIATION
<b>Street Address:</b>	COMMERCIAL LOAN SERVICE CENTER/DCC
<b>Internal Address:</b>	500 FIRST AVENUE
<b>City:</b>	PITTSBURGH
<b>State/Country:</b>	PENNSYLVANIA
<b>Postal Code:</b>	15219
<b>Entity Type:</b>	National Banking Association: UNITED STATES

## PROPERTY NUMBERS Total: 40

Property Type	Number	Word Mark
<b>Registration Number:</b>	3283385	ACCELERATED RECRUITMENT
<b>Registration Number:</b>	3269826	BUILDING THE HEART OF BUSINESS
<b>Registration Number:</b>	2287862	CDI
<b>Registration Number:</b>	3007632	CDI
<b>Registration Number:</b>	1052098	CDI CORPORATION
<b>Registration Number:</b>	2721126	CDI CORPORATION
<b>Registration Number:</b>	5131414	CDI CORPORATION
<b>Registration Number:</b>	2711238	CDI-GOVERNMENT SERVICES
<b>Registration Number:</b>	891390	COMPU SEARCH

OP \$1015.00 3283385

Property Type	Number	Word Mark
Registration Number:	3345372	
Registration Number:	1433195	CS
Registration Number:	3806140	CSAM
Registration Number:	3806138	CSPC
Registration Number:	1657835	DAYSTAR
Registration Number:	5164448	EDGEROCK
Registration Number:	5164449	EDGEROCK TECHNOLOGY PARTNERS
Registration Number:	3921727	L.R.KIMBALL
Registration Number:	4054794	LIQUIDMEDIUM
Registration Number:	906376	MANAGEMENT RECRUITERS
Registration Number:	5208237	MR
Registration Number:	2014763	MRI
Registration Number:	2817676	MRI
Registration Number:	3115292	MRI CONTRACT STAFFING
Registration Number:	4118010	MRI CONTRACT STAFFING
Registration Number:	2014764	MRI
Registration Number:	2805170	MRI
Registration Number:	3286712	MRI NETWORK
Registration Number:	3453398	MRINETWORK WAY
Registration Number:	1009040	OFFICE MATES 5
Registration Number:	3400880	PTWEB
Registration Number:	1432166	SALES CONSULTANTS
Registration Number:	5191374	SC
Registration Number:	1296785	SC
Registration Number:	5153824	THE PATH
Serial Number:	87253394	CSM
Serial Number:	87552670	EDGEROCK
Serial Number:	87552675	EDGEROCK TECHNOLOGY PARTNERS
Serial Number:	87552678	EDGEROCK TECHNOLOGY PARTNERS
Serial Number:	87184695	EXPERTS IN GLOBAL SEARCH
Serial Number:	87438833	INTELLIGENT STAFFING SOLUTIONS

**CORRESPONDENCE DATA**

Fax Number: 2158325619

*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.*

Phone: 215-569-5619

Email: PECSENYE@BLANKROME.COM

Correspondent Name: TIMOTHY D. PECSENYE

Address Line 1: BLANK ROME LLP

**TRADEMARK**

**REEL: 006167 FRAME: 0002**

**Address Line 2:** ONE LOGAN SQUARE  
**Address Line 4:** PHILADELPHIA, PENNSYLVANIA 19103

<b>ATTORNEY DOCKET NUMBER:</b>	074658-17044
<b>NAME OF SUBMITTER:</b>	Timothy D. Pecsénye
<b>SIGNATURE:</b>	/Timothy D. Pecsénye/
<b>DATE SIGNED:</b>	09/19/2017

**Total Attachments: 13**

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, MRI CONTRACT STAFFING, INC., an Ohio corporation (“MRI Contract”), CDI CORPORATION, a Pennsylvania corporation (“CDI Corporation”), EDGEROCK TECHNOLOGIES, LLC, a Massachusetts limited liability company (“Edgerock”), MANAGEMENT RECRUITERS INTERNATIONAL, INC., a Delaware corporation (“Management Recruiters”), CDI-INFRASTRUCTURE LLC, a Delaware limited liability company (“CDI Infrastructure”) and BROWNS CANYON LLC, a Delaware limited liability company with principal offices at 1735 Market Street Suite 200, Philadelphia, PA 19103 (collectively, the “Grantor”), hereby grants to PNC Bank, National Association, as Collateral Agent, with principal offices at One Piedmont Town Center, 4720 Piedmont Row Drive, Suite 300, Charlotte, NC 28210 (the “Grantee”), a continuing security interest in (i) all of the Grantor’s right, title and interest in, to and under the United States trademarks, trademark registrations, trademark applications and domain names (the “Marks”) set forth on Schedule I attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated, and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

Notwithstanding the foregoing, no grant of any Lien or security interest shall be deemed granted hereunder in any Excluded Collateral (as defined in the Security Agreement), including any intent-to-use trademark application prior to the filing of a “Statement of Use” or “Amendment to Allege Use” with respect thereto, to the extent, if any, that, and solely during the period, if any, in which, the grant of a security interest therein would impair the validity or

enforceability of such intent-to-use trademark application under applicable federal law (it being understood that as of the date hereof, none of the Marks set forth on Schedule I constitute Excluded Collateral).

THIS GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS dated as of September 13, 2017 (this "Agreement") is made to secure the payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other grantors from time to time party thereto and the Grantee, dated as of the date hereof (as amended, modified, restated, extended, refinanced, amended and restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee's security interests in the Marks shall automatically terminate and the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing evidencing the release of the security interest in the Marks acquired under this Agreement.

This Agreement has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern in all respects.

This Agreement may be executed in any number of counterparts and by the different parties hereto on separate counterparts, each of which when so executed and delivered shall be original, but all of which shall together constitute one and the same instrument. Delivery of an executed counterpart of this Agreement by facsimile or electronic mail shall be equally effective as delivery of an original executed counterpart.

THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE CONSTRUED IN ACCORDANCE WITH AND BE GOVERNED BY THE LAW OF THE STATE OF NEW YORK. ANY LEGAL ACTION OR PROCEEDING WITH RESPECT TO THIS AGREEMENT OR ANY OTHER CREDIT DOCUMENT MAY BE BROUGHT IN THE COURTS OF THE STATE OF NEW YORK OR OF THE UNITED STATES FOR THE SOUTHERN DISTRICT OF NEW YORK, AND, BY EXECUTION AND DELIVERY OF THIS AGREEMENT, EACH PARTY HERETO HEREBY CONSENTS FOR ITSELF AND IN RESPECT OF ITS PROPERTY, TO THE EXCLUSIVE JURISDICTION OF THE AFORESAID COURTS. EACH PARTY HERETO HEREBY FURTHER IRREVOCABLY WAIVES TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW ANY CLAIM THAT ANY SUCH COURTS LACK JURISDICTION OVER SUCH PARTY, AND AGREES NOT TO PLEAD OR CLAIM IN ANY LEGAL ACTION OR PROCEEDING WITH RESPECT TO THIS AGREEMENT OR ANY OTHER CREDIT DOCUMENT BROUGHT IN ANY OF THE AFORESAID COURTS THAT ANY SUCH COURT LACKS JURISDICTION OVER SUCH PARTY. EACH PARTY HERETO IRREVOCABLY CONSENTS TO SERVICE OF PROCESS IN ANY ACTION OR PROCEEDING IN THE MANNER PROVIDED FOR NOTICES (OTHER THAN TELECOPIER OR OTHER ELECTRONIC TRANSMISSION) IN SECTION 13.03 OF THE CREDIT AGREEMENT. NOTHING IN THIS AGREEMENT WILL AFFECT THE RIGHT OF ANY PARTY HERETO TO SERVE PROCESS IN ANY OTHER MANNER PERMITTED BY APPLICABLE LAW OR TO COMMENCE LEGAL PROCEEDINGS OR OTHERWISE PROCEED AGAINST ANY PARTY HERETO IN ANY OTHER JURISDICTION.

**[Remainder of this page intentionally left blank; signature page follows]**

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of  
the day and year first above written.

MANAGEMENT RECRUITERS  
INTERNATIONAL, INC., as Grantor

By: 

Name: Michael S. Castleman  
Title: Chief Financial Officer

*Signature Page to Grant of Security Interest in Trademarks*

**TRADEMARK**  
**REEL: 006167 FRAME: 0008**



IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of  
the day and year first above written.

CDL CORPORATION, as Grantor

By: 

Name: Michael S. Castleman

Title: Chief Financial Officer

*Signature Page to Grant of Security Interest in Trademarks*

**TRADEMARK**  
**REEL: 006167 FRAME: 0009**

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of  
the day and year first above written.

BROWNS CANYON LLC, as Grantor

By: 

Name: Michael S. Castleman

Title: Chief Financial Officer

*Signature Page to Grant of Security Interest in Trademarks*

**TRADEMARK**  
**REEL: 006167 FRAME: 0010**

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of  
the day and year first above written.

EDGEROCK TECHNOLOGIES, LLC, as  
Grantor

By: 

Name: Michael S. Castleman

Title: Chief Financial Officer

*Signature Page to Grant of Security Interest in Trademarks*

**TRADEMARK**  
**REEL: 006167 FRAME: 0011**

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of  
the day and year first above written.

CDI-INFRASTRUCTURE, LLC, as Grantor

By: 

Name: Michael S. Castleman


Title: Chief Financial Officer

*Signature Page to Grant of Security Interest in Trademarks*

**TRADEMARK**  
**REEL: 006167 FRAME: 0012**

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of  
the day and year first above written.


MRI CONTRACT STAFFING, INC., as  
Grantor

By:   
Name: Michael S. Castleman  
Title: Chief Financial Officer

*Signature Page to Grant of Security Interest in Trademarks*

**TRADEMARK**  
**REEL: 006167 FRAME: 0013**

PNC BANK, NATIONAL ASSOCIATION, as Collateral Agent

By: 

Name: Scott Goldstein

Title: Senior Vice President

SCHEDULE I

Trademarks

SCHEDULE A

<u>Grantor</u>	<u>Mark</u>	<u>Registration #</u>	<u>Registration Date</u>
Management Recruiters International, Inc.	Accelerated Recruitment	3,283,385	8/21/2007
Management Recruiters International, Inc.	Building the Heart of the Business	3,269,826	7/24/2007
CDI Corporation	CDI	2,287,862	10/19/1999
CDI Corporation	CDI and Design	3,007,632	10/18/2005
CDI Corporation	CDI Corporation	1,052,098	11/2/1976
CDI Corporation	CDI Corporation	2,721,126	6/3/2003
CDI Corporation	CDI Corporation	5,131,414	1/31/2017
CDI Corporation	CDI-Government Services	2,711,238	4/29/2003
Browns Canyon Corporation	Compu Search	891390	5/19/1970
Management Recruiters International, Inc.	Corporate Arrow Design (Color)	3,345,372	11/27/2007
Browns Canyon Corporation	CS & Design	1,433,195	3/17/1987
Management Recruiters International, Inc.	CSAM	3,806,140	6/22/2010
Management Recruiters International, Inc.	CSPC	3,806,138	6/22/2010
Interexec, Inc.	DAYSTAR	1,657,835	9/17/1991
EdgeRock Technologies, LLC	EdgeRock	5,164,448	3/21/2017
EdgeRock Technologies, LLC	EdgeRock Technology Partners & Stylized design	5,164,449	3/21/2017
CDI-Infrastructure, LLC	L.R. Kimball (Stylized)	3,921,727	2/22/2011
CDI Corporation	LiquidMedium	4,054,794	11/15/2011
Management Recruiters International, Inc.	Management Recruiters	906,376	1/19/1971
Management Recruiters International, Inc.	MR	5,208,237	5/23/2017
Management Recruiters International, Inc.	MRI	2,014,763	11/12/1996
Management Recruiters International, Inc.	MRI	2,817,676	2/24/2004
Management Recruiters International, Inc.	MRI Contract Staffing	3,115,292	7/11/2006
Management Recruiters International, Inc.	MRI Contract Staffing	4,118,010	3/27/2012
Management Recruiters International, Inc.	MRI Logo	2,014,764	11/12/1996
Management Recruiters International, Inc.	MRI logo	2,805,170	1/13/2004
Management Recruiters International, Inc.	MRI Network	3,286,712	8/28/2007
Management Recruiters International, Inc.	MRINetwork Way	3,453,398	6/24/2008
Management Recruiters International, Inc.	OFFICE MATES 5	1,009,040	4/15/1975
Management Recruiters International, Inc.	PTWeb	3,400,880	3/25/2008
Management Recruiters International, Inc.	Sales Consultants	1,432,166	3/10/1987
Management Recruiters International, Inc.	SC	5191374	4/25/2017
Management Recruiters International, Inc.	SC (Stylized)	1,296,785	9/18/1984
Management Recruiters International, Inc.	The Path	5,153,824	3/7/2017

<u>Grantor</u>	<u>Trademark Application</u>	<u>Application #</u>	<u>Application Date</u>
Management Recruiters International, Inc.	CSM	87/253,394 (Application)	12/1/2016
EdgeRock Technologies, LLC	Edgerock	87/552,670 (Application)	8/2/2017
EdgeRock Technologies, LLC	Edgerock Technology Partners	87/552,675 (Application)	8/2/2017
EdgeRock Technologies, LLC	Edgerock Technology Partners Stylized design	87/552,678 (Application)	8/2/2017
Management Recruiters International, Inc.	Experts in Global Search	87/184,695 (Application)	9/27/2016
Management Recruiters International, Inc.	Intelligent staffing Solutions	87/438,833 (Application)	5/5/2017