

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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.

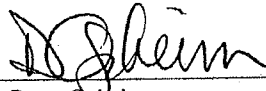
2) The Security Interest.

(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