UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10 -K

(X) ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2002

OR
( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from TO

Commission file number 1-5519

CDI Corp.

(Exact name of Registrant as specified in its charter)

Pennsylvania	23-2394430
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

1717 Arch Street, 35th Floor, Philadelphia, PA 19103-2768
(Address of principal executive offices)

Registrant's telephone number, including area code (215) 569-2200
SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Common stock, $.10 par value	New York Stock Exchange
(Title of each class)	(Name of exchange on which registered)

Indicate whether the Registrant (1) has filed all reports required to be

filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

Indicate if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Indicate whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2).

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Yes [X] No [ ]

The aggregate market value as of the last business day of the Registrant's most recently completed second fiscal quarter of voting stock of the Registrant held by shareholders other than executive officers, directors or known beneficial owners of 10% or more of such stock of the Registrant was:

Common stock, $.10 par value $386,824,949 Class B common stock, $.10 par value Not applicable

The outstanding shares of each of the Registrant's classes of common stock as of February 17, 2003 were:

Common stock, $.10 par value 19,358,844 shares Class B common stock, $.10 par value None

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Proxy Statement to be filed with the Securities and Exchange Commission for the Registrant's 2003 Annual Meeting are incorporated by reference in Part III.

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PART I

Item 1. BUSINESS

The Company - Overview

CDI Corp. (the "Company" or "CDI") is a professional services and outsourcing company, with core competencies in engineering and information technology (staffing and outsourcing) and related technical staffing, permanent placement, and specialized and administrative staffing. The Company's principal executive offices are located in Philadelphia, Pennsylvania. CDI concentrates its market focus on several vertical sectors, including aerospace, financial services, construction, pharmaceutical/biotech, petrochemicals, government and computer services and derives the majority of its revenues from Fortune 1000 companies serviced primarily in the United States. There was no single customer from whom the Company derived 10% or more of its consolidated revenues, during 2002, 2001 or 2000. All of the Company's segments operate in highly-competitive multi-billion dollar markets with no single market being dominant.

In the fourth quarter of 2001, the Company announced a multi-phased plan to restructure and reorganize its operations and systems and support infrastructure. Key elements of this "Plan of Restructure" included:

o Reducing staff headcount by approximately 33 percent and operating offices by approximately 25 percent;

o Reorganizing the remaining business into four operating segments:
Professional Services ("PS"), Project Management ("PM"), Management Recruiters International ("MRI") and Todays Staffing ("Todays");

o Exiting under-performing contracts and businesses;

o Streamlining and simplifying core information systems; and

o Consolidating and relocating back-office services.

The ability to recruit talent is a core competency for the Company. In every segment of the Company, personnel are recruited by the Company and assigned to work for customers at either customer locations or in the Company's own offices. Such recruited personnel are employees of CDI. In some cases, the Company may assume risk with respect to the performance of its services and the acceptability of its employees to its customers.

In certain cases, particularly in the PS segment, the services of personnel ("supplier associates employees") supplied by other staffing companies or contractors ("supplier associates") are used to fulfill customer contract requirements. In these cases, the Company receives an administrative fee for arranging for, billing for and collecting the billings related to the supplier associates. Typically, the customer is responsible for assessing the work of the supplier associates who have the responsibility for the performance acceptability of their personnel to the customer.

In the PM segment, the Company recruits and hires engineering, information technology and other technical professionals to work on a project basis either on-site at customer locations or in CDI's own offices. Such recruited personnel are employees of the Company. This segment also performs outsourcing particularly with respect to customers' internal systems operations. In this segment, the Company may assume risk with respect to the performance of its services. The Company may also assume responsibility for the quality of the project or deliverable and the terms, particularly the cost and length of time, under which the Company agrees to deliver the project.

MRI is in the business of providing permanent placement services through a network of approximately 1,145 franchised offices throughout the world. MRI also provides specialized staffing services primarily focused on shorter term middle-management executive assignments through its franchise network and Company-owned offices and temporary health care professionals through its Company-owned offices. This operating segment derives its revenue from initial franchise fees, continuing franchise royalties, placement fees and specialized staffing services.

Todays primarily provides temporary, administrative and office support staff, as well as legal and finance professionals. The segment recruits and hires employees and provides these personnel to the customer on a contract or project basis. In managed staffing, the segment not only provides the employees but also manages the customer's entire contract staffing needs in identified areas.

CDI's staffing services are designed to help customers meet a variety of needs in a flexible, efficient, and cost-effective manner. Typically, the demand for CDI's staffing services is driven by one or a combination of the following customer needs: to acquire staff quickly, efficiently, and often in large volumes; to acquire special skills and talent; and to reduce costs while improving efficiency by outsourcing certain human resources functions.

CDI's project management and outsourcing services are designed to give customers a strategic advantage by enabling them to outsource whole projects or functions that are essential but not necessarily core to the customers' business. By outsourcing these projects or functions, customers can deploy capital more efficiently; achieve cost savings and enhance their return on capital investment; accelerate expansion; react more

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quickly to change and opportunity; maintain stability in their workforce while preserving the ability to scale up to meet increases in demand; and benefit from the talents of highly specialized, skilled and experienced professionals without carrying them as permanent staff.

For financial information about geographic areas, see Note 17 - Operating Segments to the Company's consolidated financial statements.

Operating Segments

The following table sets forth (in thousands) the revenues and pre- tax earnings from continuing operations of the operating segments of the Registrant and its consolidated subsidiaries during the years indicated and the assets attributable to each segment as of the end of each year.

	Years ended December 31,		
	2002	2001	2000
Revenues:			
Professional Services	$ 622,931	809,549	911,775
Project Management	311,256	352,210	388,020
Management Recruiters	85,901	103,167	136,752
Todays Staffing	149,387	193,666	238,908
	$ 1,169,475	1,458,592	1,675,455
Earnings (loss) from continuing operations before income taxes, minority interests and cumulative effect of accounting change:			
Operating profit (loss)			
Professional Services	$ 6,880	(3,984)	20,148
Project Management	9,423	(10,957)	12,582
Management Recruiters	6,902	12,746	30,716
Todays Staffing	1,486	2,616	15,153
Corporate expenses	(17,990)	(23,448)	(25,260)
	6,701	(23,027)	53,339
Interest (income) expense, net	(115)	3,065	5,189
	$ 6,816	(26,092)	48,150
Assets:			
Professional Services	$ 155,650	212,148	272,933
Project Management	89,996	120,032	154,013
Management Recruiters	44,779	47,247	52,029
Todays Staffing	38,934	50,171	62,199
Corporate	103,415	28,134	9,491
Net assets of discontinued operations	-	14,840	21,364
	$ 432,774	472,572	572,029

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The items reported above for 2001 and 2000 have been restated to reflect the Company's reorganization.

Professional Services ("PS")

PS offers information technology, engineering, and technical staffing solutions to customers in targeted vertical markets, including financial services, pharmaceuticals, information services and government. The segment's service delivery is tailored to the unique needs of the customer, its most basic being to provide skilled professionals to work at a single customer location on a temporary basis. The segment's highest value to customers is in the provision of customized managed staffing solutions, which may include serving as the lead recruiter among several vendors, the procurement of hundreds of professional employees across a broad geographic area, the provision of on-site management of staffing requirements and certain human resources functions and the utilization of web-based technology to support these functions. The Company's PS segment also includes AndersElite, a major provider of building and construction professionals based in the United Kingdom. Approximately 75 percent of the segment's revenue is derived domestically with the balance coming from foreign operations.

In providing its staffing services, this segment recruits and hires employees or secures supplier associate employees and provides these personnel to customers for assignments that, on average, last six to nine months. The vast majority of services are performed in the customers' facilities ("in-customer"). Customers use the segment's employees or supplier associate employees to meet peak period personnel needs, to fill in for employees who are ill or on vacation, to provide additional capabilities in times of expansion and change, and to work on projects requiring specialized skills.

In managed staffing, this segment not only provides employees but may also manage the customer's entire contract staffing needs, as well as certain human resource functions required to manage the customer's contract workforce. When providing managed staffing services, the segment frequently establishes on-site offices at one or more of the customer's facilities, staffs it with employees from the segment and ties that office into the segment's business systems. In some instances, managed staffing services also include the coordination of supplier associates employees assigned to the customer from other staffing companies. The segment may add value to its managed staffing services with web-based technology that helps to accelerate and streamline the procurement and management of contract employees and the coordination and supervision of supplier associates.

During the year ended December 31, 2002, PS provided services to approximately 2,100 customers. Historically, much of its business has been performed for large multi-national manufacturing and industrial corporations, but the segment has begun to penetrate non-industrial fields such as financial services, pharmaceuticals, information services and government. In 2002, one large industrial corporation comprised 15 percent of PS' total revenues while the top 10 customers accounted for less than 50 percent. Customers are geographically dispersed. Managed staffing services are concentrated among a small number of these customers, which tend to be among the largest U.S. corporations.

In providing staffing services, employees are hired by the segment and assigned to work for a customer. The duration of an assignment depends upon the customer's needs for the skills of an individual employee. At the end of an assignment, the employee is either reassigned within a current customer, assigned to perform services with another customer, or employment is terminated. Supplier associates employees are employed by another staffing company or contractor and are assigned to work for a customer. At the end of an assignment the services of supplier associates are usually terminated.

Pricing under substantially all contracts between PS and its customers is based on mark-ups on prevailing rates of pay. Contracts generally do not obligate the customer to pay for any fixed number of hours. Segment revenues are recorded on a gross basis as services are performed and associated costs have been incurred. The segment records an administrative fee as revenue where supplier associates are used. Generally the customer has the right to terminate the contract, usually on short notice. PS maintains the right to terminate its staffing employees at will.

PS' personnel are attracted to this type of employment by the opportunity to work on "state-of-the-art" projects and by the geographic and industrial diversity of the assignments. In addition, they are generally compensated at

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very competitive rates. In some cases, employees view these contract assignments as a bridge to permanent employment. PS' employees are subject to its administrative control. The customer retains technical and supervisory control. When the segment provides managed staffing services, the segment may provide additional administrative supervision for its employees. Supervisory personnel at managed programs are generally long-term employees and are important to the continuing relationship with customers.

The ability of PS to find and hire employees with the capabilities required by customers is critical to its operations. Such personnel usually have prior experience in their area of expertise. During periods of high demand for specific skills, it is not uncommon for PS to experience pressure to pay higher wage rates or lose employees to competitors who will pay such rates in an attempt to attract personnel with the required skills. Similarly, wage rates typically decline in periods of lower demand for such skills. To assist in fulfilling its personnel needs, a computerized retrieval system facilitates the rapid selection of resumes on file so that customers' requirements may be filled quickly.

PS operates through a network of approximately 63 sales and recruiting offices located in major markets throughout the United States and 9 international offices. Marketing activities are conducted by divisional and regional management to ascertain opportunities in specific geographical areas. Each office assists in identifying the potential markets for services in its geographic area, and develops that market through personal contact with prospective and existing customers. Additionally, PS' operating management stays abreast of emerging demand for services so that efforts can be expanded or redirected to take advantage of potential business either in established or new marketing areas. Customers typically invite several companies to bid for contracts, which are awarded primarily on the basis of price, value-added services and prior performance. Many times customers grant multi-vendor contracts.

Project Management ("PM")

PM provides engineering and information technology consulting, project management, outsourcing and related staffing services to customers in high technology and capital intensive markets. The segment provides high value-added services and solutions to customers with contractual engagements that generally are more than a year in duration and focuses on the vertical markets to which it delivers high-value services: aerospace technologies, biotech & pharmaceutical, chemical & industrial, and government. In addition, PM provides information technology outsourcing solutions. Substantially, all of the segment's revenue is derived from domestic operations.

PM's services typically involve managing a discrete portion or portions of a customer's capital project, including, but not limited to, preliminary or detailed plant design and construction management; validation and commissioning of a facility; and lifecycle support. To the extent such activities entail design and planning work, they are typically performed in-house. However, construction management, validation, commissioning and lifecycle support activities are generally performed on-site. The segment also provides engineering consulting services such as, feasibility studies, turnaround management, validation services and technical publications. The segment also delivers information technology outsourced solutions such as infrastructure management, enterprise support services and technology advisory services.

In both engineering and information technology outsourcing, this segment usually takes over a customer's entire technical department, staffing the department with employees, and managing the production of the department's output. In most instances, the managed department is located on-site at the customer's premises, but in some cases the customer may prefer an off-site location. In this case, this segment may need to maintain a stand-alone operation that provides technology systems to support the operations for single or multiple customers.

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During the year ended December 31, 2002, PM provided services to approximately 330 customers. In 2002, one large multinational corporation comprised approximately 10% of PM's total revenues. Customers and project locations are geographically dispersed. Services are performed in customers' facilities on-site and in PM's own facilities ("in-house") depending upon industry practice and the needs and preferences of customers.

PM's personnel are attracted to this type of employment by the opportunity to work on "state-of-the-art" projects and by the geographic and industrial diversity of the projects. In addition, they are generally compensated at very competitive rates.

When performing services on an in-customer basis, PM's employees are on PM's payroll and are subject to its administrative control. When services are performed in-house, PM generally provides supervision for employees, and may have increased responsibility for the performance of work that is generally monitored in conjunction with customer personnel. This segment is not reliant on supplier associates to any significant degree.

The ability of PM to find and hire employees with the capabilities required by its customers is critical to its operations. Such personnel usually have prior experience in their field of expertise. During periods of high demand for specific skills, it is not uncommon for PM to experience pressure to pay higher wage rates or lose employees to competitors who will pay such rates in an attempt to attract personnel with the required skills. Similarly, wage rates typically decline in periods of lower demand for such skills.

Pricing under the majority of contracts between PM and its customers is based on mark-ups on prevailing hourly rates of pay, whereby revenues are recorded on a gross basis. Contracts generally do not obligate the customer to pay for any fixed number of hours. However, less than 15% of PM's revenue was derived from fixed-price and outsourcing contracts. In these instances, the Company recognizes revenue using the percentage of completion method. Generally the customer has the right to terminate the contract, usually on short notice. PM maintains the right to terminate its employees at will.

PM maintains approximately 34 offices across the United States and has 5 international offices. Marketing activities are conducted by divisional and regional management to ascertain opportunities for PM in specific vertical markets. Each office assists in identifying the potential markets and develops that market through personal contact with prospective and existing customers. Additionally, PM's operating management stays abreast of emerging demand for services so that efforts can be expanded or redirected to take advantage of potential business in either established or new marketing areas. Customers typically invite several companies to bid for contracts, which are awarded primarily on the basis of price, technological capability, value-added services, and prior performance.

Management Recruiters International ("MRI")

MRI recruits executive, management, professional, technical, sales, and clerical personnel for permanent employment positions with its customers. Candidates are recruited for many different capacities including accounting, finance, information technology, engineering, managerial, personnel, production, research and development, sales, supervision, and technical. This segment derives revenue mainly through its franchised operations.

Fees paid by the customer for placement services are generally a percentage of the annual compensation to be paid to the new employee. Fees are paid on a retainer basis or on a contingent basis after a qualified candidate has been hired and remains employed for a trial period, generally 30 days. On large, multiple placement projects, MRI can be engaged on a retainer basis for up to a year in duration. MRI also provides certain specialty staffing on a temporary basis, at times with the objective of permanently placing such personnel with the customer-employer. MRI employs these temporary personnel.

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As of December 31, 2002, MRI had approximately 1,145 franchised offices and 13 company-owned specialty staffing offices providing services to both large and small employers in virtually all industries. The segment closed 21 company-owned permanent placement offices during 2002 and sold 11 company-owned permanent placement offices during the third quarter of 2002. Of the offices, 931 are located throughout the United States with 227 offices located internationally. All company-owned offices are located in the United States. The broad geographic scope of operations enables franchisees to provide nationwide recruiting and matching of employers with job candidates in the United States. The network utilizes an inter-office referral system on both national and regional levels, which enables offices to cooperate in fulfilling a customer's requirements. The segment provided services to approximately 1,000 customers.

Franchisees located in the U.S. pay an initial fee approximating $77,000 to acquire a franchise. The fee is charged for establishing and bringing a new franchise into the system. Franchisees also pay ongoing royalties based on a percentage of the franchisee's placement fees. Franchisees benefit from MRI's expertise in the business, from its Internet presence, national marketing, public relations support, purchasing leverage and advertising campaigns. Further, they receive extensive pre-opening training and start-up assistance on site. Franchisees also have the right to use MRI's trade names, trademarks, the inter-office referral system, operating techniques, advertising materials, sales programs, video and live interactive training programs, computer programs, Internet and intranet systems, manuals and forms.

A large number of companies are engaged in the recruitment business and MRI encounters significant competition. Employers commonly offer more than one company the opportunity to find qualified candidates for a position making competition for qualified individuals intense. MRI's ability to obtain placements with employers is determined more on its ability to find qualified candidates than on its fee structure.

Todays Staffing ("Todays")

The Company's Todays operating segment primarily provides temporary, administrative and office support staff, as well as legal and finance professionals. The segment recruits and hires employees and provides these personnel to the customer on a contract or project basis. In managed staffing, the segment not only provides the employees but also manages the customer's entire contract staffing needs. This segment is not reliant on supplier associates to any significant degree.

Customers retain Todays to meet peak period manpower needs, to temporarily replace personnel on vacation and to staff special projects. During the year ended December 31, 2002, these services were provided to approximately 5,700 customers. This segment focuses on small to medium-sized customers including banks, mortgage and insurance companies, investment companies, utilities, hospitals, law firms and universities with no one customer exceeding 4% of total revenue.

Services are performed in customers' facilities by Todays employees who are hired to work on customers' projects. The period of assignment depends on the need for the skills of the individual employee. At the end of an assignment, an employee is either reassigned within the current customer, assigned to perform services with another customer, or employment is terminated. The average assignment duration is approximately nine weeks. Todays personnel are on Todays payroll and are subject to its administrative control. The customer retains supervisory control and responsibility for the performance of the employee's services. The ability of Todays to locate and hire personnel with customer-specific capabilities is critical to its operations.

Pricing is based on mark-ups on prevailing rates of pay, and arrangements with the customer generally do not obligate the customer to pay for any fixed number of hours. Segment revenues are recorded on a gross basis as in the PS segment. Generally the customer has the right to terminate services, usually on short notice. Todays maintains the right to terminate its staffing employees at will.

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Todays operates through a network of approximately 93 sales and recruiting offices, of which 10 are franchised and situated in the United States and 13 offices are located in Canada. As part of the Plan of Restructure, the segment closed 15 company-owned offices during 2002. Each office is responsible for determining the potential market for services in its geographic area and developing that market through personal contact with prospective and existing customers.

Revenues from both company and franchised offices are reflected in the segment's revenues. Todays employs all of the temporary personnel, including those recruited by the franchised offices, and also bears the responsibility for billing services to customers. Franchisees are responsible for selling services to customers, recruiting temporary personnel and for administrative costs. The franchisee receives a portion of the gross profit on the franchised accounts.

Employees

At December 31, 2002 the Registrant had approximately 18,000 employees. The Registrant believes that its relations with its employees are generally good.

Access to Company Information

CDI Corp. electronically files its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports with the Securities and Exchange Commission (SEC). The public may read and copy any of the reports that are filed with the SEC at the SEC's Public Reference Room at 450 Fifth Street, NW, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site (http://www.sec.gov) that contains reports, proxy, information statements, and other information regarding issuers that file electronically.

CDI makes available, free of charge, through its website or by responding to requests addressed to the Company's Vice President of Corporate Communications, its annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports filed by the Company with the SEC pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act, as amended. This report is available as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission. CDI's website address is: "http://www.cdicorp.com". The information contained on the Company's website, or on other websites linked to the Company's website, is not part of this document.

Item 2. PROPERTIES

The Company has closed or sold approximately 100 operating sites, primarily in the United States, as a result of its restructuring and cost reduction efforts. Many of these facilities are under non-cancelable operating leases. Accordingly, the Company has negotiated lease buy-outs or subleases to minimize the cash outflow requirements. In connection with the Company's office closings, reserves were established to reflect the net estimated future cash outlays related to closed office leases. There exists some risk that actual future cash outlays could exceed these reserves in the event of sublease defaults. Refer to Note 16 (Leases) of the Notes to Consolidated Financial Statements for further information concerning operating lease obligations and related sublease arrangements.

As part of the Company's restructuring and reorganization efforts, some of the Company's offices accommodate more than one operating segment. In such cases, square-foot usage is allocated among the segments based on planned utilization.

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The PS operating segment has approximately 63 active facilities throughout the United States and 9 facilities internationally, occupying a total of approximately 230,000 square feet of space. Most of the active space is devoted to sales, marketing and administrative functions, and a small portion is used for in-house operations. The facilities are leased under terms generally extending up to five years.

The PM operating segment has approximately 34 active facilities throughout the United States and 5 facilities internationally, occupying a total of approximately 372,000 square feet of space. Most of the space is devoted to in-house services and the balance to sales, marketing and administrative functions. The facilities are leased under terms generally extending up to five years.

The MRI operating segment occupies approximately 82,000 square feet of office space at 13 active locations, primarily for franchise-support back-office functions. The active facilities are leased for varying terms, the majority of which extend up to five years. MRI also has approximately 1,145 franchised offices. Generally, franchisees enter into their own leases for which this segment assumes no obligation.

The Todays operating segment occupies approximately 156,000 square feet of office space in approximately 83 active locations for its company-owned temporary services offices. The active facilities are leased for varying terms generally extending up to five years. Todays' also has 10 franchised offices. Franchisees enter into their own leases for which this segment assumes no obligation.

The Company's corporate headquarters is located in Philadelphia, Pennsylvania occupying approximately 64,000 square feet of office space. CDI's shared services center occupies approximately 37,000 square feet of office space in Philadelphia for back-office functions. CDI's shared services center is being transitioned from Philadelphia to West Virginia. The Philadelphia facilities have remaining lease terms of less than five years.

Item 3. LEGAL PROCEEDINGS

Not Applicable.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not applicable.

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PART II

Item 5. MARKET FOR REGISTRANTS COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Stock price and other information regarding the Company's common stock is for the years ended December 31, 2002 and 2001, and can be found in the table below. CDI's common stock is traded on the New York Stock Exchange.

	2002		2001	
	High	Low	High	Low
First quarter	$23.78	18.58	17.00	12.00
Second quarter	32.55	22.06	18.20	12.50
Third quarter	32.49	22.90	18.45	11.05
Fourth quarter	29.30	23.43	20.50	13.82

No cash dividends were declared during the years ended December 31, 2002 and 2001. The Company has no present intention of paying cash dividends during the year ending December 31, 2003.

Shareholders of record on March 14, 2003 numbered 488. This number counts each street name account as only one shareholder, when, in fact, such an account may represent multiple owners. Taking into account such multiple owners, the total number of shareholders approximated 3,800.

On October 14, 2002, the Company issued 10,000 restricted shares of the Company's common stock to Jay G. Stuart, the Company's Chief Financial Officer, as part of an arrangement made to induce Mr. Stuart to join the Company. On November 18, 2002, the Company issued 3,000 restricted shares to an officer of a subsidiary of the Company, as part of an arrangement made to induce that officer to join the subsidiary. On June 17, 2002, 1,309 shares of common stock were issued by the Company to an officer of another subsidiary of the Company upon vesting of units awarded to that officer under the Company's Stock Unit Plan. In all three cases, the shares were issued in consideration for services performed or to be performed by the recipient. Each of those issuances was made in reliance on the exemption from registration found in section 4(2) of the Securities Act of 1933.

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Item 6. SELECTED FINANCIAL DATA

Following is Selected Financial Data for the years ended December 31, 2002, 2001, 2000, 1999 and 1998. The data presented is in thousands, except for per share data.

		2002	2001	2000	1999	1998
Earnings Data:						
Revenues	$	1,169,475	1,458,592	1,675,455	1,552,831	1,477,479
Earnings (loss) from continuing operations before cumulative effect of accounting change	$	4,082	(16,704)	28,811	45,514	42,906
Discontinued operations		527	1,094	4,192	6,933	2,671
Cumulative effect of accounting change, net of tax		(13,968)	-	-	-	-
Net (loss) earnings	$	(9,359)	(15,610)	33,003	52,447	45,577
Basic (loss) earnings per share:						
Earnings (loss) from continuing operations	$	0.21	(0.88)	1.51	2.39	2.18
Discontinued operations	$	0.03	0.06	0.22	0.36	0.14
Cumulative effect of accounting change	$	(0.73)	-	-	-	-
Net (loss) earnings	$	(0.49)	(0.82)	1.73	2.76	2.32
Diluted (loss) earnings per share:						
Earnings (loss) from continuing operations	$	0.21	(0.88)	1.51	2.38	2.18
Discontinued operations	$	0.03	0.06	0.22	0.36	0.14
Cumulative effect of accounting change	$	(0.71)	-	-	-	-
Net (loss) earnings	$	(0.48)	(0.82)	1.73	2.74	2.32
Cash dividends	$	-	-	-	-	-
Balance Sheet Data:						
Total assets		432,774	472,572	572,029	$ 531,680	435,814
Long-term debt (including current portion)		480	7,913	49,623	$ 65,651	35,059
Shareholders' equity	$	307,801	310,650	325,795	293,844	240,369

The financial data listed above has been restated to reflect 1) Emerging Issues Task Force Consensus No. 01-14, which deals with the recognition of certain direct expenses as a component of revenue and 2) SFAS 144, which required that Modern Engineering's operations be treated as a discontinued operation as a result of divestiture in 2002. Refer to Note 1 - Significant Account Policies of Notes to the Consolidated Financial Statements for further information.

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Item 7. MANAGEMENT'S DISCUSSION AND ANALYASIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

CDI participates in a market that is cyclical in nature and extremely sensitive to economic changes. As a result, the impact of economic changes on revenues and operations can be volatile. The Company's consolidated revenues have declined 30.2% since 2000. The most significant portion of that decline occurred in the past year. Prior to 2001, CDI had established significant personnel and complex system infrastructures to support a high-growth strategy through broad-based market penetration and acquisitions. The dramatic slowdown in the United States economy, which began during 2000, prompted management to reconsider its strategy. In that regard, the Company initiated non-strategic reductions in its staff personnel and office requirements in response to the drop in sales volume during mid-year 2001. At the same time, strategic reviews were conducted to develop a comprehensive new strategy.

In October of 2001, a new Chief Executive Officer began to address the Company's operating challenges and developed a Plan of Restructure, which was approved by the Company's Board of Directors in December 2001. Under this multi-phased Plan, CDI commenced a process in December 2001 that continued into the fourth quarter of 2002 to exit lower-margin customer contracts, re-deploy assets (by selling its Modern Engineering subsidiary and certain MRI permanent placement offices), support growth in higher-margin businesses and lower its break-even point through structural cost reductions. This Plan of Restructure was announced in three phases. Phase 1, announced in December 2001, focused primarily on the Company's newly reorganized PS segment as well as simplification of the Company's core information systems. Phase 2, announced in March 2002, focused primarily on the Company's PM segment and Phase 3, announced in September 2002, focused primarily on Todays, MRI and back-office services. The Company also achieved cost reductions through the streamlining of its information technology and financial systems, as well as operations management and support structures. Management reorganized its businesses into four operating segments: Professional Services, Project Management, Management Recruiters International and Todays Staffing. In conjunction with the Plan of Restructure, the Company recorded provisions for restructure in both 2002 and 2001 as noted below:

	Years ended December 31, (in millions)	
	2002	2001
Asset impairments	$ 3.2	13.8
Provision for severance	3.5	4.7
Provision for termination of operating leases	5.9	3.5
	$ 12.6	22.0

The breakdown of these costs by operating segment is as follows:

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	Years ended December 31, (in millions)	
	2002	2001
Professional Services	$ 2.5	11.6
Project Management	4.0	7.1
Todays Staffing	3.9	0.6
Management Recruiters	1.6	1.9
Corporate	0.6	0.8
	$ 12.6	22.0

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The provisions for asset impairment primarily relate to the write-down of the Company's Enterprise Resource Planning (ERP) System that was fully decommissioned on June 30, 2002. The Company has been migrating to systems that are targeted to meet specific business needs with lower complexity and investment requirement, and support costs. During the decommissioning period, the Company recorded approximately $7.0 million of accelerated depreciation to reflect the revised carrying cost of the ERP System over its revised service life. These depreciation costs were recorded as a component of operating and administrative expenses in 2002.

The provisions for severance relate to the involuntary termination of approximately 570 staff, which were granted discretionary severances by the Company. To the extent certain critical employees were granted stay-on bonuses, such costs were charged to operations as services were rendered. Substantially all employee terminations were completed by December 2002.

The provisions for the termination of operating leases relate to the Company's decision to close approximately 100 offices under the Plan of Restructure. Such provisions consider estimated sublease rentals and anticipated lease buyouts. Substantially all office closures were completed by December 2002.

Collectively, the Company recorded pre-tax provisions for restructuring of $34.6 million ($22.0 million in December 2001, $4.1 million in March 2002, and $8.5 million in September 2002). Phase 1 was fully implemented by December 2002 and Phases 2 and 3 were substantially completed by that date. The Plan of Restructure, together with other cost containment initiatives launched in both 2001 and 2002 has resulted in significant reductions in CDI's cost structure. In addition, there has been an ongoing focus on working capital management and cash flows. These efforts have resulted in an improvement in customer repayment terms, debt reduction, and improved cash flows. More importantly, the Company has improved discipline in its marketing and sales strategies and now focuses on growth in targeted vertical markets and in service offerings providing the greatest opportunities to maximize returns. Key service offerings in ascending order of returns and value to customers include: administrative staffing, technical (engineering) staffing, information technology staffing, managed solutions, engineering and information technology outsourcing, and management recruiting.

In 2002, implementation of the Plan of Restructure resulted in year-over-year cost reductions of approximately $42.0 million. In 2003, the Company anticipates additional cost savings, related to its Plan of Restructure, of approximately $18 million. At December 31, 2002, the Company has a residual restructuring liability of $8.9 million, which relates primarily to lease termination costs. The severance component of this liability will be liquidated in 2003 and the lease component will be substantially liquidated by 2005, although it is management's intent to liquidate the lease obligations as soon as possible.

In addition to charges related to the Company's Plan of Restructure, the sale of Modern Engineering, and certain Company-owned permanent placement offices, the Company has recorded certain other charges in each of the years in the three-year period ended December 31, 2002 that are reflected in operating and administrative costs. These amounts totaled $7.5 million in 2002, $8.8 million in 2001, and $11.7 million in 2000. Such charges relate primarily to accelerated depreciation of the Company's ERP system, various accounts receivable adjustments, non-strategic reductions in both staff personnel and offices, and the settlement of a dispute with the Company's health insurance provider. Further, the Company ceased amortizing its goodwill as of January 1, 2002. Goodwill amortization for the years ended December 31, 2001 and 2000 was $5.7 million and $5.5 million, respectively.

While the economic environment was challenging in 2002, as evidenced by the decline in revenue, CDI began to reap the benefits of the actions noted above. In 2002, the Company improved its overall financial condition in both its income statement and balance sheet by increasing its operating margins, lowering its costs structure, and collecting its receivables. CDI has established a financial foundation and strategy that management believes can support both profit and growth when the economy begins to improve.

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Results of Operations, year ended December 31, 2002 vs. year ended December 31, 2001

Consolidated Results

The Company recorded consolidated revenues of $1,169.5 million in 2002, down $289.1 million or 19.8% from last year, as each operating segment reported lower revenues. Approximately 50% of this decline is attributable to the following three items: 1) the decision to exit lower-margin contracts primarily in the PS segment; 2) the sale of the company-owned offices in MRI; and 3) the dramatic decline in telecommunications work that is part of the PM segment. The remaining decline is primarily attributable to the challenging business climate in the U.S. economy, particularly in the information technology sector within PS and in the Todays segment. MRI is also operating in a difficult job placement market as employers delay hiring. However, AndersElite in the U.K., which operates in the PS segment, experienced strong growth in 2002. Excluding all the revenue from telecommunications work in both 2002 and 2001, PM revenues actually increased 5.6 % in 2002 as compared to 2001. This growth was primarily driven by revenues in the biopharmaceutical and chemical sectors.

The Company's gross profit of $304.8 million in 2002 is lower by $62.2 million or 17.0% as compared to 2001, primarily due to lower sales volume, partially offset by the consolidated gross profit margin increase from 25.2% in 2001 to 26.1% in 2002. This margin improvement reflects the shift from lower-margin contracts to higher-margin and longer-cycle assignments. With the exception of MRI, all operating segments showed improved gross profit margins in 2002 as compared to 2001.

In 2002, operating and administrative expenses of $284.3 million are $83.8 million or 22.8% lower than operating and administrative expenses incurred in 2001. Approximately $42.0 million or 50.0% of this reduction is directly attributable to savings from the aforementioned Plan of Restructure and other actions taken to reduce personnel requirements, office locations, and systems infrastructure. In addition, due to a combination of declines in revenue and enhanced financial discipline, expenses were reduced by $35.0 million year-over-year. Finally, operating expenses in 2001 included almost $6 million of goodwill amortization.

As previously discussed, the Company instituted a multi-phased Plan of Restructure in 2001. The first phase of the Plan of Restructure resulted in a pre-tax charge in 2001 of $22.0 million. Follow-up phases of the Plan of Restructure were defined, planned and approved by management in 2002 and resulted in pre-tax charges of $12.6 million.

In the third quarter of 2002, the Company recorded a loss on the sale of its MRI company-owned permanent placement offices of $1.3 million. This transaction was completed to focus MRI on its franchise operations and provide capital to re-deploy toward franchise support.

Operating profit for the year ended 2002 was $6.7 million, a $29.7 million improvement over 2001. Despite the significant decline in gross profit of $62.2 million, primarily as a result of the reduction in revenue, the Company was able to achieve significant reductions in its operating and administrative expenses of $83.8 million. In addition, restructuring provisions were $9.4 million lower in 2002, which were partially offset by a loss on sale of assets of $1.3 million associated with its MRI company-owned permanent placement offices.

Net interest income was $0.1 million in 2002 as compared to net interest expense of $3.1 million in 2001. This was due to the elimination of all bank borrowings, as well as interest income from invested cash.

The Company's effective income tax rate was 38.1% in 2002, 37.5% in 2001, and 38.4% in 2000.

In June 2002, the Company sold the net operating assets of its subsidiary Modern Engineering, Inc. ("Modern"), which operated in its PM operating segment. Accordingly, Modern's activity is reflected as discontinued operations in the accompanying financial statements in accordance with the requirements of SFAS-144. All financial statements have been restated accordingly.

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In 2002, the Company recorded impairment charges of $21.4 million, ($14.0 million after-tax) for the write-off of goodwill. These charges primarily relate to a former acquisition in the PS segment, and are presented as a change in accounting as of January 1, 2002, in accordance with the provisions of SFAS-142.

The Company's net loss per diluted share in 2002 was $0.48 compared to a net loss per diluted share of $0.82 in 2001. Acquisition activity in 2002 or 2001 was not significant and therefore did not have any meaningful effect on operations.

Segment Discussion

Professional Services ("PS")

PS's revenues of $622.9 million decreased $186.6 million in 2002 or 23.1% compared to 2001. A significant reason for this segment's year-over-year decline in revenue is attributable to the planned exit of approximately $85.0 million of certain lower-margin contracts as part of the Company's newly implemented strategy. The remaining decline is related to softening demand in both technical services and information technology sectors, a weakening economy, offshore competition, and pricing pressures particularly within the information technology sector. Partially offsetting this revenue trend in 2002, was a strong revenue improvement in the U.K. operations of AndersElite. AndersElite's market, professional services in the construction trades, has remained largely immune to the general declines in the U.K. staffing market.

PS's operating profit was $6.9 million in 2002 compared to an operating loss of $4.0 million in 2001. Primarily as a result of aggressive restructuring efforts in 2002, the most significant factor in this improvement in profitability was a reduction in operating and administrative expenses of approximately $27.1 million. In addition, improved segment performance was due to lower restructuring charges in 2002 of $9.1 million. Partially offsetting these improvements in operating profit was a $25.3 million reduction in gross profit ($34.4 million of the decline was related to the fall-off in revenue partially offset by a $9.1 million improvement in the gross profit rate). This segment's gross profit rate improved 150 basis points on a year-over-year basis due primarily to having exited very low margin business during the first half of 2002.

Project Management ("PM")

PM's revenues of $311.3 million in 2002 decreased $40.9 million or 11.6% compared to 2001. This segment includes the telecommunications sector, which experienced significant declines due to the dramatic issues facing that industry. Excluding the impact of the telecommunications business fall-off, the PM segment experienced 5.6% revenue growth year-over-year.

PM's operating profit was $9.4 million in 2002 compared to an operating loss of $11.0 million in 2001. Several factors contributed to the improvement in 2002 operating profit. The most significant improvement in profitability was the reduction in operating and administrative expenses of $20.7 million, primarily as a result of restructuring efforts implemented in early 2002. In addition, reductions in restructuring provisions of $3.1 million further improved the operating results. As a result of the decline in revenue, this segment's year-over-year gross profit declined $3.4 million. This decline is comprised of $9.2 million related to reduction in revenue, which was substantially offset by a $5.8 million improvement in gross profit margin. The segment's gross profit margin performance improved by 180 basis points, on a year-over-year basis, due to the segment's focus on high-margin value-added business particularly within the pharmaceuticals and biotechnology sectors.

Todays Staffing ("Todays")

Todays' revenues of $149.4 million in 2002 decreased $44.3 million or 22.9% compared to 2001. Todays' volume of business declined steadily throughout 2002 and 2001. Two primary factors that contributed to Todays' revenue declines are the softening of the U.S. economy and severe competitive pressures on pricing that resulted in lost customers. In response, the Company implemented a restructuring plan in the third quarter of 2002. This plan was designed to lower costs while improving Todays' business model. As a result, Todays is now more competitive, as evidenced by the improvements in its revenue pattern.

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Todays' operating profit was $1.5 million as compared to $2.6 million in 2001. The restructuring and cost-saving initiatives in 2002 and 2001 resulted in a reduction in operating and administrative expenses of $13.8 million compared to 2001, which was partially offset by an increase in restructuring provisions of $3.4 million . These actions resulted in a lower fixed cost base. These savings were offset by a $11.5 million reduction in gross profit that was primarily attributable to the revenue decline noted above. Gross profit margins were relatively comparable year-over-year.

Management Recruiters ("MRI")

MRI's revenues of $85.9 million in 2002 decreased $17.3 million or 16.8% compared to 2001, primarily as the result of a sluggish economy, which reduced demand for its services. Approximately 30.0% of this revenue decline is attributable to the company-owned permanent placement offices that were sold in the third quarter of 2002. The overall decline in revenue was experienced in both MRI's company-owned specialty staffing offices and its franchised locations.

Operating profit in 2002 was $6.9 million as compared to $12.7 million in 2001. The lower operating profit in 2002 was primarily due to the reduction in revenues, which were partially offset by the elimination of goodwill amortization. In 2001, goodwill amortization was approximately $1.3 million.

Corporate

Corporate expenses totaled $18.0 million in 2002 as compared to $23.4 million in 2001. The reduction in corporate expenses resulted from reduced spending on information technology infrastructure and tighter cost controls. Further, operating and administrative expenses in 2001 included $3.1 million of event-driven charges that were primarily attributable to various corporate-controlled investment write-offs.

Results of Operations, year ended December 31, 2001 vs. year ended December 31, 2000

Consolidated Results

The Company recorded consolidated revenues of $1,458.6 million in 2001, down $216.9 million or 12.9% as compared to 2000, as each operating segment reported lower revenues. The continuing economic slowdown in the United States throughout 2001 adversely affected the staffing industry and was the primary contributing factor to the decline in revenues.

Consolidated gross profit of $367.0 million in 2001 was down $78.8 million, or 17.7% as compared to 2000. This reduction was primarily driven by the 12.9% reduction in volume and deterioration in the consolidated gross profit margin that was 25.2% of revenues in 2001 compared to 26.6% in 2000. This reduction in the gross profit rate primarily reflected higher employee costs and a less favorable mix of business as the economy softened in virtually every operating segment.

Operating and administrative expenses of $368.1 million in 2001 were $24.4 million or 6.2% lower than expenses incurred in 2000. Contributing to the decrease in operating and administrative expenses in 2001 were several factors including reductions related to the decline in sales volume and approximately $9.1 million of savings from various initiatives implemented throughout the year.

As previously stated, the Company instituted a multi-phased Plan of Restructure in 2001. The first phase of the Plan of Restructure resulted in a pre-tax charge in 2001 of $22.0 million. The Company did not conduct similar restructuring activities in 2000.

The operating loss for the year ended 2001 was $23.0 million, reflecting a $76.4 million decline from 2000. The largest factor contributing to this decline is directly related to a $78.8 million reduction in gross profit resulting from the significant fall-off in year-over-year revenues noted above. Also contributing to the loss was the aforementioned restructuring charge of $22.0 million, which

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was offset slightly by volume-related declines in operating and administrative expenses.

Interest expense of $3.1 million in 2001 declined $2.1 million or 40.9% from the prior year, due to reduced average borrowings during the year as well as lower interest rates.

The Company's effective income tax rate was 37.5% in 2001 and 38.4% in 2000.

In June 2002, the Company sold the net operating assets of its subsidiary Modern Engineering, Inc. ("Modern"), which operated in its PM operating segment. Accordingly, Modern's activity is reflected as discontinued operations in the accompanying financial statements in accordance with the requirements of SFAS-144. All enclosed financial statements have been restated accordingly.

The Company's net loss per share in 2001 was $0.82 compared to earnings per diluted share of $1.73 in the prior year. Acquisition activity in 2001 and 2000 was not significant.

Segment Discussion

Professional Services ("PS")

PS' revenues of $809.5 million decreased $102.2 million in 2001 or 11.2% as compared to 2000. This segment experienced lower revenues in 2001 primarily due to softening demand in both technical services and information technology sectors; a weakening economy, off shore competition and pricing pressures particularly within the information technology sector. Virtually all of the segment's business lines, with the exception of its AndersElite U.K. operations, were adversely impacted.

The segment reported an operating loss of $4.0 million in 2001 as compared to an operating profit of $20.1 million in 2000. The most significant factor impacting 2001 operating profit was the significant decline in year-over-year gross profit of $18.6 million. This segment's 2001 results were also adversely impacted by an $11.6 million charge related to the Plan of Restructure, partially offset by a reduction in operating and administrative expenses of $6.1 million, primarily due to reductions in other charges. The most significant component of such charges was related to a settlement of a dispute with the Company's health insurance provider in 2000.

Project Management ("PM")

PM's revenues of $352.2 million in 2001 decreased $35.8 million or 9.2% as compared to 2000. The segment includes the telecommunications sector, which experienced significant declines due to the issues facing that industry. Excluding the decline in its telecommunications business, PM's revenues in 2001 were flat compared to 2000.

PM's operating loss was $11.0 million in 2001 as compared to an operating profit of $12.6 million in 2000. Government Services and Innovantage experienced an increase in operating profit in 2001 as compared to 2000; while the aerospace business, the Engineering Group and telecommunications experienced a decline in operating profit, with the latter two businesses incurring operating losses. The primary factor contributing to the decline in operating profit was related to a $11.4 million reduction in gross profit ($8.3 million of the decline related to the fall-off in volume and $3.1 million was attributable to erosion in the gross profit margin). The decline in the year-over-year gross profit margin was related to a less favorable mix of business as the economy softened. In addition, PM incurred $7.1 million of restructuring charges during 2001 (none in 2000) and an increase of $5.1 million in operating and administrative expenses including event-driven items.

Todays Staffing ("Todays")

Todays' revenues of $193.7 million in 2001 decreased $45.2 million or 18.9% as compared to 2000, as the slowing economy particularly impacted Todays' administrative staffing business. The segment also experienced an unfavorable change in its business mix.

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Todays had an operating profit of $2.6 million in 2001 compared to an operating profit of $15.2 million in 2000. This decline in operating profit was primarily related to a $14.5 million decline in gross profit. Of the $14.5 million decline in gross profit, approximately $12.8 million was attributable to the decline in revenue with the balance relating to a 90 basis point decline in the gross profit margin, which was the result of the change in its business mix. The balance of the decline is primarily attributable to various restructuring and other charges.

Management Recruiters ("MRI")

MRI's revenues of $103.2 million in 2001 decreased $33.6 million or 24.6% as compared to 2000 reflecting the slowing economy and its impact on demand for permanent placement services. Revenues declined in both MRI-owned and franchised operations.

This segment's operating profit was $12.7 million in 2001 as compared to an operating profit of $30.7 million in 2000. Operating profit declined by $34.3 million primarily due to the contraction in revenues, as well as a $1.9 million restructuring charge in 2001. Partially offsetting these impacts was a $18.2 million reduction in operating and administrative expenses. This reduction is primarily related to the contraction in year-over-year revenue.

Corporate

Corporate expenses declined to $23.4 million in 2001as compared to $25.3 million in 2000. The reduction in corporate expenses resulted from reduced spending on information technology infrastructure and tighter cost controls.

Inflation

PS, PM and Todays segments' services are priced generally based on mark-ups on prevailing rates of pay, and as a result are able to generally maintain their relationship to direct labor costs. MRI's search services are priced as a function of salary levels of the job candidates. In 2001, employee benefit costs, primarily health care costs, rose due to an increase in the Company's health insurance premiums. After the significant rise in insurance costs during 2001, the Company implemented a plan to reduce these costs through higher co-pays and pricing adjustments during 2002. This strategy allowed the Company to offset a portion of these costs. The Company is continuing to review its options to further reduce these costs, which the Company does not believe are representative of general inflationary trends. Otherwise, inflation has not been a meaningful factor in the Company's operations.

Liquidity and Capital Resources

The total cash, cash equivalents, and short-term investments at December 31, 2002 were approximately $94.0 million (adjusted for outstanding checks of $6.0 million), which is a $77.7 million increase over 2001. In addition, the Company reduced its debt by $7.4 million and eliminated all bank borrowings. CDI feels that this source of cash is more than adequate to support growth opportunities. Furthermore, the favorable cash position has allowed the Company to terminate its $75.0 million credit agreement with a syndicate of banks that was due to expire on March 31, 2003.

At December 31, 2002, the Company had approximately $41.1 million in cash and cash equivalents and approximately $58.5 million of additional funds invested in short-term investments. In 2002, the Company generated $83.9 million in cash

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from operating activities, a decrease of $15.0 million when compared to 2001. The largest component of change was in accounts receivable, resulting from both revenue declines and collection activities.

The Company's main asset is its accounts receivable of $189.6 million or approximately 44% of total assets at the end of 2002. Receivables decreased $63.2 million or 25.0% over 2001. CDI's days sales outstanding cycle was at 58 days, a decrease of 2 days over 2001.

In 2002, cash used in investing activities was $70.4 million. This activity includes the purchase of $58.5 million of short-term investments. Excluding short-term investments, investing activities in 2002 were $11.9 million as compared to $29.2 million in 2001. The reduction of $17.3 million in investing activities was primarily from decreases in investments in fixed assets and acquisitions. Acquisition activity in 2002 related to the purchase of the minority interest in a subsidiary.

During 2001, the Company liquidated all of its bank borrowings by eliminating $55.5 million of long-term debt. As a result, cash used in financing activities declined $49.8 million to $7.4 million in 2002. Financing activities during 2002 represents full repayment of $4.7 million relating to a loan note from a prior acquisition and $2.7 million of payments on other debt.

Summarized below are the Company's obligations and commitments to make future payments under lease agreements and debt obligations as of year-end 2002:

	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Operating leases	$ 43,650	$ 13,149	$ 19,255	$ 5,619	$ 5,627
Short-term borrowings	480	480	-	-	-
Total	$ 44,130	$ 13,629	$ 19,255	$ 5,619	$ 5,627

Critical Accounting Policies

The financial statements were prepared in accordance with generally accepted accounting principles, which requires management to make subjective decisions, assessments, and estimates about the effect of matters that are inherently uncertain. As the number of variables and assumptions affecting the judgments increases, such judgments become even more subjective. While management believes that its assumptions are both reasonable and appropriate, actual results may be materially different than estimated. The Company has identified certain critical accounting policies, described below, that are the most susceptible to judgment.

Accounting for Impairment of Goodwill

Effective January 1, 2002, the Company adopted SFAS 142, "Goodwill and Other Intangible Assets". Accordingly, the Company discontinued amortizing goodwill and began applying the specific guidance contained in that Statement to evaluate the carrying value and recoverability of its goodwill by evaluating the fair market value of the reporting units within which goodwill resides. The process of estimating fair value, in part, relies on the use of forecasts to estimate future cash flows expected from a reporting unit. The estimation of future cash flows, based on reasonable and supportable assumptions and projections, requires management's subjective judgments. The time periods for estimating future cash flows are lengthy, which increases the risk that actual future results could significantly deviate from estimates. As of December 31, 2001, the Company had net goodwill of $87.5 million of which, $21.4 million was impaired and written off as of January 1, 2002. The valuations for certain reporting units of the Company were substantially in excess of the carrying value of their respective net assets including goodwill. However, the valuations for certain other units were more closely aligned to the carrying value of their respective net assets, which includes goodwill. Changes in future market conditions, the Company's strategy or other factors could impact upon the future values of these reporting units, which could result in future impairment charges.

Accounting for Income Taxes

In establishing the provision for income taxes and deferred income tax assets and liabilities, and valuation allowances against deferred tax assets, the Company makes judgments and interpretations based on enacted tax laws, published tax guidance, as well as estimates of future earnings. As of December 31, 2002, the Company has total net deferred tax assets of $24.9 million. This includes $4.3 million, which relates primarily to state net operating loss carry forwards, capital loss carry forwards and other miscellaneous credits. Realization of deferred tax assets is dependent upon the likelihood that future taxable income will be sufficient to realize these benefits over time, and the effectiveness of tax planning strategies in the relevant tax jurisdictions. In the event that actual results differ from these estimates and assessments, additional valuation allowances may be required.

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Allowance for Uncollectible Receivables

When determining the allowance reserves for potentially uncollectible accounts receivable, the Company must apply judgment. Such judgments include assessments about changes in economic conditions, concentration of receivables among clients and industries, recent write-off trends, rates of bankruptcy, credit quality of specific customers and risks related to the exiting of lower-margin customer contracts. As a result of deteriorating economic conditions, large customer mergers and other factors, the Company's allowance reserves have increased as a percent of receivables and sales over the past few years. At December 31, 2002, this reserve was $7.7 million or 3.9% of gross accounts receivable. Unanticipated changes in the financial condition of customers, the resolution of various disputes, or significant changes in the economy could impact the reserves required.

Accounting for Stock Options

The Company has used stock options to attract, retain and reward employees for long-term service. Generally accepted accounting principles allow alternative methods of accounting for these awards. The Company has chosen to account for its stock plans (including stock option plans) under APB Opinion 25, "Accounting for Stock Issued to Employees". Since option exercise prices reflect the market value per share of the Company's stock upon grant, no compensation expense related to stock options is reflected in the Company's income statement. SFAS 123, "Accounting for Stock-Based Compensation", prescribes the alternative method of accounting for stock options. Had SFAS 123 been adopted, the Company would have recorded additional pre-tax costs of approximately $1.8 million for the year ended December 31, 2002. The pro-forma compensation cost was calculated using the Black-Scholes Options Pricing Model, which includes estimates based on assumptions for the risk-free interest rate, life of options and stock price volatility. Changes in the underlying assumptions could impact the pro-forma compensation cost.

New Accounting Pronouncements

In June 2002, the Financial Accounting Standards Board issued Statement of Financial Accounting Standard No. 146 (SFAS 146) "Accounting for Costs Associated with Exit or Disposal Activities", which supersedes EITF No. 94-3, "Liability Recognition for Certain Employees Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)". SFAS 146 requires companies to recognize costs associated with exit or disposal activities when they are incurred, rather than at the date of a commitment to an exit or disposal plan as required by EITF No. 94-3. SFAS 146 is effective for restructuring activities initiated after December 31, 2002. This Statement does not require companies to adjust restructuring reserves recorded before 2003. The Company will apply SFAS 146 to future restructurings, if applicable. Currently, there is no intention to initiate such action. Refer to Forward Looking Statements below.

In December 2002, the Financial Accounting Standards Board issued Statement of Financial Accounting Standard No. 148 (SFAS 148) "Accounting for Stock-Based Compensation--Transition and Disclosure--an amendment of FASB Statement No. 123". This Statement amends FASB Statement No. 123; "Accounting for Stock-Based Compensation," to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, this Statement amends the disclosure requirements of Statement 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. Refer to
Note 1 of CDI`s annual financial statements for additional disclosures related to stock-based compensation. The transition provisions of SFAS 148 are effective for years beginning after December 15, 2002. The Company is currently assessing the potential impact this Statement may have on the Company's financial position or results of operations should it elect to apply the transition provisions of this Statement.

Effective December 15, 2002, the Company adopted FIN No. 45 "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others." This Interpretation elaborates on the disclosures to be made by a guarantor in its interim and annual financial statements about its obligations under certain guarantees that it has issued. It also clarifies that a guarantor is required to recognize, at the inception of a

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guarantee, a liability for the fair value of the obligation undertaken in issuing the guarantee. The Company has assessed this Interpretation and has provided the necessary disclosures in Note 16 of the Notes to Consolidated Financial Statements.

Forward Looking Statements

The Company's growth prospects are influenced by broad economic trends. The pace of customer capital spending programs, new product launches and similar activities have a direct impact on the need for temporary and permanent employees. Should the U.S. economy decline during 2003, the Company's operating performance could be adversely impacted. The Company believes that its Plan of Restructure and strategic focus on targeted vertical market sectors provides some insulation from adverse trends. However, significant declines in the economy could result in the need for future cost reductions or changes in strategy.

Additionally, changes in government regulations could result in prohibition or restriction of certain types of employment services or the imposition of new or additional benefits, licensing or tax requirements with respect to the provision of employment services that may reduce CDI's future earnings. There can be no assurance that CDI will be able to increase the fees charged to its clients in a timely manner and in a sufficient amount to cover increased costs as a result of any of the foregoing.

The staffing services market is highly competitive with limited barriers to entry. CDI competes in global, national, regional and local markets with numerous temporary staffing and permanent placement companies. Price competition in the staffing industry is significant, particularly for the provision of office clerical and light industrial personnel, and pricing pressures from competitors and customers are increasing. CDI expects that the level of competition will remain high in the future, which could limit CDI's ability to maintain or increase its market share or profitability.

Certain information in this report, including Management's Discussion and Analysis of Financial Condition and Results of Operations, contains forward-looking statements as such term is defined in Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Certain forward-looking statements can be identified by the use of forward-looking terminology such as, "believes", "expects," "may," "will," "should," "seeks," "approximately," "intends," "plans," "estimates," or "anticipates" or the negative thereof or other comparable terminology, or by discussions of strategy, plans or intentions. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. These include risks and uncertainties such as competitive market pressures, material changes in demand from larger customers, availability of labor, the Company's performance on contracts, changes in customers' attitudes toward outsourcing, government policies or judicial decisions adverse to the staffing industry, changes in economic conditions and delays or unexpected costs associated with implementation of the Company's Plan of Restructure. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company assumes no obligation to update such information.

Item 7a. Quantitative and Qualitative Disclosures About Market Risk

The Company is exposed to risks associated with foreign currency fluctuations and changes in interest rates. The Company's exposure to foreign currency fluctuations relates to its operations in foreign countries conducted through subsidiaries operating primarily in the United Kingdom and Canada. Exchange rate fluctuations impact the U. S. dollar value of reported earnings derived from these foreign operations as well as the carrying value of the Company's investment in the net assets related to these operations. The Company generally does not engage in hedging activities with respect to foreign operations except for isolated situations involving inter-company payments that have not been material. The effects of foreign currency exchange rate fluctuations have been immaterial.

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The Company's exposure to interest rate changes is not significant. As of December 31, 2002 and 2001, there were no bank borrowings and only immaterial amounts of other debt outstanding, none of which was variable rate debt. The Company's investment in money market and other short-term instruments are primarily at variable rates.

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Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

CDI CORP. AND SUBSIDIARIES

Consolidated Statements of Earnings

Years ended December 31, 2002, 2001 and 2000

(In thousands, except per share data)

	2002	2001	2000
Revenues	$ 1,169,475	1,458,592	1,675,455
Cost of services	864,682	1,091,575	1,229,616
Gross profit	304,793	367,017	445,839
Operating and administrative expenses	284,282	368,086	392,500
Provision for restructure	12,551	21,958	-
Loss on the sale of assets	1,259	-	-
Operating profit (loss)	6,701	(23,027)	53,339
Interest (income) expense, net	(115)	3,065	5,189
Earnings (loss) from continuing operations before income taxes, minority interests and cumulative effect of accounting change	6,816	(26,092)	48,150
Income tax (expense) benefit	(2,599)	9,794	(18,467)
Earnings (loss) from continuing operations before minority interests and cumulative effect of accounting change	4,217	(16,298)	29,683
Minority interests	135	406	872
Earnings (loss) from continuing operations before cumulative effect of accounting change	4,082	(16,704)	28,811
Discontinued operations	527	1,094	4,192
Cumulative effect of accounting change, net of tax	(13,968)	-	-
Net (loss) earnings	$ (9,359)	(15,610)	33,003
Basic (loss) earnings per share:			
Earnings (loss) from continuing operations	$ 0.21	(0.88)	1.51
Discontinued operations	$ 0.03	0.06	0.22
Cumulative effect of accounting change	$ (0.73)	-	-
Net (loss) earnings	$ (0.49)	(0.82)	1.73
Diluted (loss) earnings per share:			
Earnings (loss) from continuing operations	$ 0.21	(0.88)	1.51
Discontinued operations	$ 0.03	0.06	0.22
Cumulative effect of accounting change	$ (0.71)	-	-
Net (loss) earnings	$ (0.48)	(0.82)	1.73

See accompanying notes to consolidated financial statements.

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CDI CORP. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2002 and 2001

(In thousands, except share data)

	2002	2001
Assets		
Current Assets:		
Cash and cash equivalents	$ 41,148	26,255
Accounts receivable, less allowance for doubtful accounts of $7,683 - 2002; $8,162 - 2001	189,557	252,721
Short-term investments	58,477	-
Prepaid expenses	6,403	6,577
Income taxes receivable	6,101	-
Deferred income taxes	13,195	16,786
Assets of discontinued operations	-	14,840
Total current assets	314,881	317,179
Fixed assets, net	29,134	49,989
Deferred income taxes	11,750	5,709
Goodwill, net	68,334	87,469
Other assets	8,675	12,226
	$ 432,774	472,572
Liabilities and Shareholders' Equity		
Current Liabilities:		
Obligations not liquidated because of outstanding checks	$ 5,978	10,304
Accounts payable	25,008	29,684
Withheld payroll taxes	2,773	5,597
Accrued compensation and related costs	52,914	46,008
Other accrued expenses	29,328	42,620
Income taxes payable	-	2,512
Current portion of long-term debt	480	7,913
Liabilities of discontinued operations	-	3,513
Total current liabilities	116,481	148,151
Deferred compensation	8,492	12,396
Minority interests	-	1,375
Shareholders' Equity:		
Preferred stock, $.10 par value - authorized 1,000,000 shares; none issued	-	-
Common stock, $.10 par value - authorized 100,000,000 shares; issued 20,313,915 shares - 2002; 20,078,972 shares - 2001	2,031	2,008
Class B common stock, $.10 par value - authorized 3,174,891 shares; none issued	-	-
Additional paid-in capital	22,975	17,629
Retained earnings	306,339	315,698
Accumulated other comprehensive loss	(610)	(2,038)
Unamortized value of restricted stock issued	(800)	(690)
Less common stock in treasury, at cost - 958,465 shares - 2002; 950,502 shares - 2001	(22,134)	(21,957)
Total shareholders' equity	307,801	310,650
	$ 432,774	472,572

See accompanying notes to consolidated financial statements.

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CDI CORP. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

Years ended December 31, 2002, 2001 and 2000

(In thousands)

	2002	2001	2000
Continuing Operations			
Operating activities:			
Net (loss) earnings	$ (9,359)	(15,610)	33,003
Net income from discontinued operations	(527)	(1,094)	(4,192)
Cumulative effect of accounting change, net of tax	13,968	-	-
Earnings (loss) from continuing operations	4,082	(16,704)	28,811
Minority interests	135	406	872
Depreciation	24,457	21,926	17,661
Amortization of goodwill	-	5,706	5,518
Non-cash provision for restructure expenses	8,530	21,409	-
Loss on sale of assets	1,259	-	-
Income tax (expense) benefit less tax payments	(612)	(22,150)	(920)
Change in assets and liabilities, net of effects from acquisitions:			
Decrease (increase) in accounts receivable	62,233	103,479	(22,450)
(Decrease) increase in payables and accrued expenses	(18,086)	(18,381)	22,673
Other	1,852	3,145	(1,349)
	83,850	98,836	50,816
Investing activities:			
Purchases of fixed assets	(10,144)	(19,112)	(29,792)
Purchases of short-term investments	(58,477)	-	-
Acquisitions, net of cash acquired	(4,146)	(11,806)	(11,677)
Other	2,415	1,742	(1,517)
	(70,352)	(29,176)	(42,986)
Financing activities:			
Borrowings on long-term debt	-	10,581	37,661
Payments on long-term debt	(7,433)	(55,530)	(53,689)
Obligations not liquidated because of outstanding checks	(4,326)	(12,264)	1,354
Proceeds from stock plans	4,476	-	231
Other	(158)	4	(60)
	(7,441)	(57,209)	(14,503)
Net cash flows from continuing operations	6,057	12,451	(6,673)
Net cash flows from discontinued operations	8,836	2,372	6,676
Increase in cash and cash equivalents	14,893	14,823	3
Cash and cash equivalents at beginning of year	26,255	11,432	11,429
Cash and cash equivalents at end of year	$ 41,148	26,255	11,432

See accompanying notes to consolidated financial statements.

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CDI CORP. AND SUBSIDIARIES

Consolidated Statements of Shareholders' Equity Years ended December 31, 2002, 2001 and 2000

(In thousands)

	2002	2001	2000
Common stock			
Beginning of year	$ 2,008	2,002	2,000
Exercise of stock options	18	-	2
Restricted stock issued	1	5	-
Stock purchase plans	4	1	-
End of year	$ 2,031	2,008	2,002
Additional paid-in capital			
Beginning of year	$ 17,629	16,677	16,539
Exercise of stock options	4,069	57	250
Restricted stock-issued	338	698	-
Restricted stock-vesting/forfeiture	5	(83)	(35)
Restricted stock-change in value	14	8	(147)
Stock purchase plans	920	272	70
End of year	$ 22,975	17,629	16,677
Retained earnings			
Beginning of year	$ 315,698	331,308	298,305
Net (loss) earnings	(9,359)	(15,610)	33,003
End of year	$ 306,339	315,698	331,308
Accumulated other comprehensive loss			
Beginning of year	$ (2,038)	(1,999)	(611)
Translation adjustment	1,428	(582)	(845)
Unrealized loss on investment	-	543	(543)
End of year	$ (610)	(2,038)	(1,999)
Unamortized value of restricted stock issued			
Beginning of year	$ (690)	(230)	(945)
Restricted stock-issued	(339)	(702)	-
Restricted stock-vesting/forfeiture	45	23	479
Restricted stock-change in value	(14)	(8)	147
Restricted stock-amortization of value	198	227	89
End of year	$ (800)	(690)	(230)
Treasury stock			
Beginning of year	$ (21,957)	(21,963)	(21,444)
Restricted stock issued	-	29	-
Exercise of stock options	-	-	(40)
Restricted stock-forfeiture	(45)	(23)	(479)
Shares repurchased	(132)	-	-
End of year	$ (22,134)	(21,957)	(21,963)
Comprehensive (loss) income			
Net (loss) earnings	$ (9,359)	(15,610)	33,003
Translation adjustment	1,428	(582)	(845)
Unrealized loss on investment	-	543	(543)
	$ (7,931)	(15,649)	31,615

See accompanying notes to consolidated financial statements.

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Note 1 - Significant Accounting Policies

Principles of Consolidation - The consolidated financial statements include the accounts of CDI Corp. ("CDI" or the "Company") and all wholly-owned and majority-owned subsidiaries after elimination of inter-company balances and transactions.

For comparative purposes, prior period financial statements have been restated to reflect Emerging Issues Task Force Consensus No. 01-14 "Income Statement Characterization of Reimbursement Received for 'Out-of-Pocket' Expenses Incurred". In connection with the implementation of Statement of Financial Accounting Standards No. 144, "Accounting for Impairment or Disposal of Long-Lived Assets", the Company has reflected the results of its former subsidiary, Modern Engineering, Inc., as a discontinued operation in the accompanying financial statements.

Use of Estimates and Uncertainties - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

The Company can be affected by a variety of factors including uncertainty relating to the performance of the U.S. economy, competition, demand for the Company's services, adverse litigation and claims and the hiring, training and retention of key employees.

Cash Equivalents and Short-term Investments - Cash equivalents include investments in highly liquid securities that have a maturity within 90 days from their date of acquisition. Short-term investments include investments with an original maturity date greater than 90 days. All the Company's cash equivalents and short-term investments represent investments in money market instruments or debt securities. Short-term investments include securities classified as available-for-sale, as well as a security classified as held-to-maturity in accordance with Statement of Financial Accounting Standards No. 115, "Accounting for Certain Investments in Debt and Equity Instruments".

Available-for-sale securities are carried at fair value based on quoted prices. Cost of securities available-for-sale is adjusted for amortization of premiums or discounts to maturity. Interest income and amortization of premiums and discounts are included in interest (income) expense. Cost of securities sold is based on the specific identification method. Gains and losses related to available-for-sale securities have been immaterial.

The held-to-maturity investment was purchased during 2002 and is one of which the Company has the intent to hold the investment until its maturity. The investment is carried at cost that equals fair value and was purchased at par. Interest income is included in interest (income) expense.

Fair Value of Financial Instruments - The Company's carrying value of financial instruments approximates fair value because of the nature and characteristics of its financial instruments. The Company does not have any off-balance sheet financial instruments. The Company does not generally have derivative products in place to manage risks related to foreign currency fluctuations for its foreign operations or for interest rate changes.

Allowance for Doubtful Accounts - An allowance is provided against accounts receivable that are not expected to be collected. This reserve is based upon historical experience, as well as estimates based on Management's judgments in specific matters.

Fixed Assets - Fixed assets are stated at cost and are depreciated over their estimated useful lives, principally by the straight-line method. Estimated useful lives range from 3 to 7 years for computers and systems and 5 to 7 years for equipment and furniture. Generally, leasehold improvements are amortized over the life of the lease.

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Goodwill - Effective January 1, 2002, the Company adopted Statement of Financial Accounting Standards No. 142 - "Goodwill and Other Intangible Assets". Accordingly, the Company ceased amortizing goodwill effective January 1, 2002; tested goodwill carried in its balance sheet as of January 1, 2002 for impairment; and will test for impairment at least annually thereafter. A portion of the goodwill carried in the Company's balance sheet as of January 1, 2002 was impaired and has been written off. In accordance with the transition provisions of SFAS 142, the write-off of this goodwill, net of income tax benefit, is reflected as a change in accounting as of January 1, 2002 and is presented in the Consolidated Statements of Earnings as such. See note 7 for additional disclosures related to goodwill.

Long-Lived Assets - Effective January 1, 2002, the Company also adopted Statement of Financial Accounting Standards No. 144 - "Accounting for the Impairment or Disposal of Long-Lived Assets". The Company evaluates long-lived assets and intangible assets with definite lives for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. When it is probable that undiscounted future cash flows will not be sufficient to recover an asset's carrying amount, the asset is written down to its fair value. Assets to be disposed of by sale, if any, are reported at the lower of the carrying amount or fair value less cost to sell. See note 13 for additional disclosures related to the disposal of long-lived assets reflected as discontinued operations in the accompanying financial statements.

Obligations Not Liquidated Because of Outstanding Checks - The Company manages its levels of cash in banks to minimize its cash balances. Cash balances as reflected by banks are higher than the Company's book balances because of checks that are outstanding throughout the banking system. Cash is generally not provided to bank accounts until checks are presented for payment. The differences in balances created by the outstanding checks result in negative cash balances in the Company's records. These negative balances are reflected in current liabilities as Obligations Not Liquidated Because of Outstanding Checks.

Revenue Recognition - The Company derives its revenues from several sources. All of the Company's segments perform staffing services. The Company's PM segment also performs project and outsourcing services, which may involve fixed-price contracts. MRI derives the majority of its revenue from initial franchise fees, permanent placement fees and continuing franchise royalties.

Effective January 1, 2002, the Company implemented Emerging Issues Task Force Consensus No. 01-14 "Income Statement Characterization of Reimbursements Received for 'Out-of-Pocket' Expenses Incurred" (the "Consensus"). The Consensus requires that certain reimbursable costs incurred and re-billed to customers be included in both revenues and cost of services, rather than "netting" these amounts in revenues. The effect of the Consensus was to increase revenues and cost of services by $31,494, $54,806 and $63,869 in 2002, 2001 and 2000, respectively. All financial statements presented in this document have been reclassified to conform to this Consensus.

Staffing Services - Revenues derived from staffing services are recorded on a gross basis as services are performed and associated costs have been incurred using employees of the Company. In these circumstances, the Company assumes the risk of acceptability of its employees to its customers. In certain cases, the Company may utilize other companies and their employees to fulfill customer requirements. In these cases the Company receives an administrative fee for arranging for, billing for and collecting the billings related to these companies. The customer is typically responsible for assessing the work of these companies who have responsibility for the acceptability of their personnel to the customer. The Company reflects revenues derived from this relationship net of associated costs.

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Project and Outsourcing Services - These services are generally provided on a cost-plus-fixed-fee or time-and-material basis. Typically, a customer will outsource a discrete project or activity and the Company assumes responsibility for performance of the function or project. The Company recognizes revenues and associated costs on a gross basis as services are performed and costs are incurred using its employees. In instances where these services are provided on a fixed-price basis, the Company recognizes revenues using the percentage-of-completion method, and periodically evaluates the need to provide for any losses on these projects. Fixed price contracts comprised approximately 4% of consolidated revenues in 2002.

Initial Franchise Fees - Fees related to sales of new franchises are deferred until the franchise commences operations, at which time the Company has substantially fulfilled its requirements under the franchise agreement.

Permanent Placement Fees and Continuing Franchise Royalties - The Company earns permanent placement fees from its company-owned operations and royalties from its franchisees. Fees for contingent searches are recognized at the time the candidate commences employment. For retained searches, where the Company or the franchisee receives a fee for specific services rendered, such revenues are recognized as the related services are rendered. Revenues associated with Company-owned operations are recorded on a gross basis and royalties from franchisees are recorded on a net basis as a component of revenue.

Stock-Based Compensation - The Company uses the intrinsic value method of accounting for stock options and other forms of stock-based compensation granted to employees and directors, in accordance with Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees". No compensation cost has been recognized for grants of stock options because option exercise prices are not less than the fair market value of the underlying common stock at dates of grant. Compensation cost has been recognized for restricted stock issued and for units granted under the Stock Purchase Plan and Stock Unit Plan.

Statement of Financial Accounting Standards No. 123, "Accounting for Stock Based Compensation", uses a fair value based method of accounting for stock-based compensation. The following table reflects the pro-forma effect on net (loss) earnings and (loss) earnings per share for the years ended December 31, 2002, 2001 and 2000 if the Company had adopted the fair value recognition provisions of SFAS No. 123:

	2002	2001	2000
Net (loss) earnings, as reported	$ (9,359)	(15,610)	33,003
Stock-based employee and director compensation cost included in reported net (loss) earnings, net of income tax effect	1,083	647	460
Stock-based employee and director compensation cost under fair value-based method, net of income tax effect	(2,199)	(2,269)	(1,959)
Pro-forma net (loss) earnings	$ (10,475)	(17,232)	31,504
Net (loss) earnings per share:			
Basic - as reported	(0.49)	(0.82)	1.73
Basic - pro-forma	(0.55)	(0.90)	1.65
Diluted - as reported	(0.48)	(0.82)	1.73
Diluted - pro-forma	(0.54)	(0.90)	1.65

Pro-forma net (loss) earnings for the years ended December 31, 2001 and 2000 have been revised from those previously reported to give effect to impact that cancellations of stock options would have had on costs if SFAS 123 had been adopted.

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The pro-forma compensation cost using the fair value-based method under SFAS No. 123 includes valuations related to stock options granted since January 1, 1995 using the Black-Scholes Option Pricing Model. The weighted average fair value of options granted during 2002, 2001 and 2000 has been estimated using the following assumptions:

	2002	2001	2000
Risk-free interest rate	4.72%	4.84%	6.43%
Expected life of option	7 years	10 years	10 years
Expected stock price volatility	36%	40%	46%
Expected dividend yield	-	-	-

Per Share Data - Earnings (loss) used to calculate both basic and diluted earnings (loss) per share for all periods are the reported earnings (loss) in the Company's consolidated statement of earnings. Because of the Company's capital structure, all reported earnings (loss) pertain to common shareholders and no assumed adjustments are necessary.

The number of common shares used to calculate basic and diluted earnings per share for 2002, 2001 and 2000 was determined as follows:

	2002	2001	2000
Basic:			
Average shares outstanding	19,254,504	19,086,755	19,073,267
Restricted shares issued not vested	(46,031)	(10,000)	(29,795)
	19,208,473	19,076,755	19,043,472
Diluted:			
Shares used for basic	19,208,473	19,076,755	19,043,472
Dilutive effect of stock options	264,636	-	7,757
Dilutive effect of units under the Stock Purchase Plan	91,183	-	52,183
Dilutive effect of restricted shares issued not vested	14,586	-	1,020
	19,578,878	19,076,755	19,104,432

In 2001 only, basic and diluted shares are the same because including the effect of common stock equivalents such as stock options, units under the Company's Stock Purchase Plan and restricted shares issued but not yet vested would have been antidilutive.

Income Taxes - The Company accounts for income taxes in accordance with Statement of Financial Accounting Standards No. 109 "Accounting for Income Taxes", which requires an asset and liability approach of accounting for income taxes. SFAS 109 requires assessment of the likelihood of realizing benefits associated with deferred tax assets for purposes of determining whether a valuation allowance is needed for such deferred tax assets. The Company and its wholly-owned U.S. subsidiaries file a consolidated federal income tax return.

Foreign Currency Translation - Foreign subsidiaries of the Company use local currency as the functional currency. Net assets are translated at year-end rates while revenues and expenses are translated at average exchange rates. Adjustments resulting from these translations are reflected in accumulated other comprehensive loss in shareholders' equity. Gains and losses arising from foreign currency transactions are reflected in the consolidated statements of
(loss) earnings.

Comprehensive Income - Comprehensive (loss) income consists of net earnings, foreign currency translation adjustments and adjustments related to an equity investment which was classified as an available-for-sale security.

New Accounting Pronouncements
In June 2002, the Financial Accounting Standards Board issued Statement of Financial Accounting Standard No. 146 (SFAS 146) - "Accounting for Costs Associated with Exit or Disposal Activities", which supersedes EITF No. 94-3, "Liability Recognition for Certain Employees Termination Benefits and Other Costs to Exit and Activity (including Certain Costs Incurred in a Restructuring)". SFAS 146 requires companies to recognize costs associated with exit or disposal activities when they are incurred, rather than at the date of a commitment to an exit or disposal plan as required by EITF No. 94-3. SFAS 146 is effective for restructuring activities initiated after December 31, 2002.

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This Statement does not require companies to adjust restructuring reserves recorded before 2003. The Company will apply SFAS 146 to future restructurings, if applicable. Currently, there is no intention to initiate such action.

In December 2002, the Financial Accounting Standards board issued Statement of Financial Accounting Standard No. 148 (SFAS 148) - "Accounting for Stock-Based Compensation--Transition and Disclosure--an amendment of FASB Statement No. 123". This Statement amends FASB Statement No. 123; "Accounting for Stock-Based Compensation," to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, this Statement amends the disclosure requirements of Statement 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. For additional disclosures related to stock-based compensation see the discussion above and Note 11 - Stock Based Plans. The transition provisions of SFAS 148 are effective for years beginning after December 15, 2002. The Company is currently assessing the potential impact this Statement may have on the Company's financial position or results of operations should it elect to apply the transition provisions of this Statement.

Effective December 15, 2002, the Company adopted FIN No. 45 "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others." This Interpretation elaborates on the disclosures to be made by a guarantor in its interim and annual financial statements about its obligations under certain guarantees that it has issued. It also clarifies that a guarantor is required to recognize, at the inception of a guarantee, a liability for the fair value of the obligation undertaken in issuing the guarantee. The Company has assessed this Interpretation and has provided the necessary disclosures in Note 16 - Leases.

Note 2 - Cash, Cash Equivalents and Short-Term Investments

Cash, cash equivalents and short-term investments as of December 31, 2002 and 2001 were comprised of the following:

	2002	2001
Cash	$ 12,659	8,155
Cash equivalents	28,489	18,100
	$ 41,148	26,255
Short-term investments:		
Available-for-sale	$ 43,252	-
Held-to-maturity	15,225	-
	$ 58,477	-

All the Company's short-term investments originated during 2002 as a result of continuing strong cash flow during the year. These investments are in very liquid, high quality debt securities with diversification among the investments based upon established guidelines. Amortized cost approximates fair value. Gains and losses during 2002 were immaterial and there were no transfers of investments between classifications of short-term investments.

All of the Company's available-for-sale securities reflect investments in corporate bonds, various government agencies and commercial paper. The Company's held-to-maturity investment is a certificate of deposit, which had a one-year maturity when purchased.

Contractual maturities of available-for-sale securities as of December 31, 2002 of $13,511 were for securities maturing in one year or less and $29,487 for securities maturing in one to four years.

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Note 3 - Accounts Receivable

The Company's principal asset is accounts receivable. Substantially all of the Company's customers are provided trade credit. The primary users of the Company's services are large industrial organizations, many of which are Fortune 1000 companies. The provision for doubtful accounts was $3,246 in 2002, $9,436 in 2001 and $3,863 in 2000.

Significant portions of the Company's revenue base and receivables are concentrated in certain industries. At December 31, 2002 and 2001, receivables from customers in the electronics/information processing industries comprised approximately 15% and 20%, respectively, of consolidated receivables, receivables from customers in the aircraft/aerospace industries comprised approximately 10% and 10%, respectively, of consolidated receivables and customers in the chemicals/pharmaceuticals industry comprised approximately 15% and 10%, respectively, of consolidated receivables.

Note 4 - Note Receivable from Officer

In March of 2002, the Company advanced $1,800 to its President and Chief Executive Officer in conjunction with his relocation. The loan was repayable no later than July 31, 2002, bore interest at the prime rate, and was collateralized by the Executive's former residence. The loan and related accrued interest was repaid in July of 2002.

Note 5 - Acquisitions

Investments in businesses acquired totaled $4,146, $6,333 and $9,265 for the years ended December 31, 2002, 2001 and 2000, respectively. All acquisitions were accounted for using the purchase method. For 2002, assets of $2,636 were acquired, all of which was goodwill. The remaining $1,510 paid in 2002, was to acquire the interest of all remaining minority shareholders. For 2001, assets of $4,451 were acquired (including goodwill of $4,180) along with liabilities of $293. A portion of the investment in 2001 reduced minority interest by $2,175. For 2000, assets of $8,297 were acquired (including goodwill of $6,825) along with liabilities of $46. A portion of the investment in 2000 reduced minority interests by $1,014.

Certain payments for investments in businesses in earlier years were made in a year following the year in which the acquisition occurred. Cash used in investing activities in the Consolidated Statements of Cash Flows reflects the year in which the cash outlay occurred.

Financial results of the acquired operations are reflected in the accompanying Consolidated Statements of Earnings from dates of acquisition. The acquisitions did not have a significant effect on reported earnings in the year of acquisition, and earnings would not have been significantly different from reported earnings had the acquisitions occurred at the beginning of the respective years.

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Note 6 - Fixed Assets

Fixed assets at December 31, 2002 and 2001 were comprised of the following:

	2002	2001
Computers and systems	$ 75,815	97,545
Equipment and furniture	27,213	30,382
Leasehold improvements	12,082	12,207
	115,110	140,134
Accumulated depreciation	(85,976)	(90,145)
	$ 29,134	49,989

Note 7- Goodwill

The adoption of SFAS 142 required testing as of January 1, 2002 to evaluate the recoverability of goodwill carried in the Company's balance sheet as of that date. The valuations indicated that goodwill pertaining to certain units was impaired. The Company used current and projected earnings, cash flows and comparable market data to determine the fair market value of each unit. The impairment was based on the lower of the carrying cost of the underlying net assets -vs.- their fair market value. Testing for impairment of goodwill prior to January 1, 2002 was based upon undiscounted cash flows from the related assets compared to the fair value approach required under SFAS 142.

Impairment charges related to the adoption of SFAS 142 for the write-off of goodwill of $21,401 (PS - $15,007; PM - $164; MRI - $6,230) or $13,968 after income tax effect, have been recorded and are presented in the Company's Consolidated Statements of Earnings as the cumulative effect of a change in accounting.

Required annual testing under SFAS 142 was conducted as of July 1, 2002. The results of this testing indicated no further impairment to goodwill.

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Under SFAS 142, amortization of goodwill ceased January 1, 2002. The following table compares earnings (loss) from continuing operations before cumulative effect of accounting change, discontinued operations and net (loss) earnings (as well as per share amounts) for the years ended December 31, 2002, 2001 and 2000, respectively, as if SFAS 142 had been if effect for 2001 and 2000:

	2002	2001	2000
Earnings (loss) from continuing operations before cumulative effect of accounting change:			
Reported	$ 4,082	(16,704)	28,811
Add goodwill amortization, after tax	-	4,377	4,200
As adjusted	$ 4,082	(12,327)	33,011
Discontinued operations:			
Reported	$ 527	1,094	4,192
Add goodwill amortization, after tax	-	31	30
As adjusted	$ 527	1,125	4,222
Net (loss) earnings:			
Reported	$ (9,359)	(15,610)	33,003
Add goodwill amortization, after-tax	-	4,408	4,230
As adjusted	$ (9,359)	(11,202)	37,233
Basic (loss) earnings per share:			
Continuing operations - Reported	$ 0.21	(0.88)	1.51
Continuing operations - As adjusted	$ 0.21	(0.65)	1.73
Discontinued operations - Reported	$ 0.03	0.06	0.22
Discontinued operations - As adjusted	$ 0.03	0.06	0.22
Net (loss) earnings - Reported	$ (0.49)	(0.82)	1.73
Net (loss) earnings - As adjusted	$ (0.49)	(0.59)	1.96
Diluted (loss) earnings per share:			
Continuing operations - Reported	$ 0.21	(0.88)	1.51
Continuing operations - As adjusted	$ 0.21	(0.65)	1.73
Discontinued operations - Reported	$ 0.03	0.06	0.22
Discontinued operations - As adjusted	$ 0.03	0.06	0.22
Net (loss) earnings - Reported	$ (0.48)	(0.82)	1.73
Net (loss) earnings - As adjusted	$ (0.48)	(0.59)	1.95

Changes in the carrying amount of goodwill for the year ended December 31, 2002 were as follows:

	Professional Services	Project Management	Management Recruiters	Todays Staffing	Total
Balance at December 31, 2001	$ 33,220	14,526	16,199	23,524	87,469
Purchase of minority shareholder interests	2,636	-	-	-	2,636
Write-off of goodwill for impairment	(15,007)	(164)	(6,230)	-	(21,401)
Other	(235)	-	(135)	-	(370)
Balance at December 31, 2002	% 20,614	14,362	9,834	23,524	68,334

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Note 8 - Debt

The Company generated sufficient cash flow in 2001 that permitted it to repay all borrowings from banks. Strong cash flow continued throughout 2002 and, as a result, there was no outstanding bank borrowings during 2002. Effective January 3, 2003 the Company terminated its unsecured revolving credit agreement with a syndicate of banks that permitted borrowings of up to $75.0 million. This agreement was scheduled to end March 31, 2003.

As of December 31, 2002, debt outstanding of $480 was for the purchase of computers and systems that will mature during 2003.

Note 9 - Provision for Restructure

During 2002, the Company continued to execute the multi-phased Plan of Restructure adopted by CDI's Board of Directors in December 2001, and as planned, took additional actions during the first and third quarters of 2002. Implementation of the Plan of Restructure resulted in charges of $21,958 in the fourth quarter of 2001 and $4,053 and $8,498 in the first and third quarters of 2002, respectively. The 2001 charges related to the decommissioning of the Company's former enterprise resource planning system, the closing of 25 regional offices and termination of approximately 350 employees. The 2002 charges related to the closing of approximately 75 field offices and the termination of approximately 220 employees.

The breakdown of the restructuring charges among operating segments were as follows:

	2002	2001
Professional Services	$ 2,492	11,567
Project Management	3,978	7,069
Management Recruiters	1,595	1,936
Todays Staffing	3,861	596
Corporate	625	790
	$ 12,551	21,958

Details of the restructuring charges for 2001 and 2002 were outlined below:

	Net Accrual at December 31, 2000	New Provision	Reduction of Assets	Cash Expenditures	Net Accrual at December 31, 2001
Asset impairments	$ -	13,763	(13,763)	-	-
Provision for severance	-	4,716	-	(717)	3,999
Provisions for termination of operating leases	-	3,479	-	-	3,479
	$ -	21,958	(13,763)	(717)	7,478

	Net Accrual at December 31, 2001	New Provision	Reduction of Assets	Cash Expenditures	Net Accrual at December 31, 2002
Asset impairments	$ -	3,217	(3,217)	-	-
Provision for severance	3,999	3,479	-	(4,118)	3,360
Provisions for termination of operating leases	3,479	5,855	-	(3,795)	5,539
	$ 7,478	12,551	(3,217)	(7,913)	8,899

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The provision for severance in 2002 includes a credit of $730 for the reversal of excess severance provisions recorded in 2001.

The Company anticipates that the remaining liability for operating leases will be substantially paid by December 31, 2005. The remaining liability for severance will be paid in 2003. It is Management's intent to liquidate its remaining lease obligations as soon as possible. The accrual for the provision for restructure is included in accrued expenses in the accompanying consolidated balance sheets.

Note 10 - Capital Stock

Stock Classification - Common stock and Class B common stock have equal rights except that dividends (other than stock dividends) may be declared and paid on common stock in excess of amounts declared and paid on Class B common stock. Class B common stock is convertible on a share-for-share basis into common stock. Class B shares so converted are then cancelled. At December 31, 2002 and 2001 no Class B common shares were issued.

Restricted Common Stock - The Company issued shares of restricted common stock that vest with the passage of time (ranging from two to five years) and based on the percentage achievement of pre-determined goals (covering a period of five years). Shares that do not vest are forfeited.

Restricted common shares that vest over time have a fixed value when issued. The value of restricted shares that vest based on performance will fluctuate with changes in the fair market value of the common shares until there is a determination as to their vesting. Over the period of time that these shares may become vested, there will be charges to earnings based upon the associated fair value of the shares. As such charges occur, unamortized value of restricted stock issued will be reduced. To the extent that restricted shares are forfeited, unamortized value will also be reduced and the forfeited shares will be placed in treasury stock.

Changes in common shares issued and treasury shares for the years ended December 31, 2002, 2001 and 2000 follow:

	2002	2001	2000
Shares issued			
Beginning of year	20,078,972	20,015,561	19,999,463
Exercise of stock options	178,548	4,000	12,622
Restricted stock issued	13,000	45,000	-
Stock purchase plans	43,395	14,411	3,476
End of year	20,313,915	20,078,972	20,015,561
Treasury shares			
Beginning of year	950,502	950,135	927,651
Exercise of stock options	-	-	2,517
Restricted stock issued	-	(1,250)	-
Restricted stock forfeiture	2,963	1,617	19,967
	5,000	-	-
End of year	958,465	950,502	950,135

Note 11 - Stock Based Plans

As of December 31, 2002 the Company had issued non-qualified stock options to purchase shares of the Company's common stock under two plans, the most recent of which was adopted in 1998 (the "1998 Plan"). Since the adoption of the 1998 Plan, no options were granted under the other plan.

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Non-qualified stock options under the 1998 Plan may be granted to employees, directors and consultants. No options have been granted to consultants. Grants under the 1998 Plan, except for certain non-employee directors whose retainer fees may be paid in whole or in part via stock options, are determined by the Compensation Committee of the Board of Directors. The option price at which options are to be exercised may not be less than 100% of the fair market value per share of the Company's common stock on the date of grant. The terms for which options are granted are also determined by the Committee and have generally been for seven and ten years.

As of December 31, 2002, 2,196,163 shares of common stock were reserved for future issuance under these plans upon the exercise of stock options. Activity under the plans for each of the years ended December 31, 2000, 2001 and 2002 was as follows:

	Shares subject to options	Weighted average exercise price
December 31, 1999	1,137,034	$ 27.56
Granted	742,141	$ 20.94
Exercised	(12,622)	$ 18.32
Cancelled	(593,912)	$ 27.46
December 31, 2000	1,272,641	$ 25.72
Granted	869,730	$ 15.40
Exercised	(4,000)	$ 14.23
Cancelled	(414,658)	$ 25.49
December 31, 2001	1,723,713	$ 20.59
Granted	345,435	$ 22.49
Exercised	(178,548)	$ 20.52
Cancelled	(345,268)	$ 23.36
December 31, 2002	1,545,332	$ 20.42

Additional information regarding stock options outstanding as of December 31, 2002, 2001 and 2000 is as follows:

	2002	2001	2000
Range of exercise prices:			
Lowest	$ 14.23	14.23	15.31
Highest	$ 46.50	46.50	46.50
Weighted average remaining life	6.6 years	7.8 years	7.0 years
Options exercisable:			
Number of shares	422,950	439,886	334,597
Weighted average exercise price	$ 24.15	30.71	30.46

Under the terms of a stock purchase plan ("SPP"), designated employees and non-employee directors have the opportunity to purchase shares of the Company's common stock on a pre-tax basis. Employee participants use a portion of their annual bonus awards to purchase SPP units. Certain senior management personnel are required to participate by using 25% of their annual bonus awards to purchase SPP units and can elect participation for up to an additional 25%. Other employee participants can elect to use up to 25%. Non-employee directors may participate by

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using some or all of their retainer fees to purchase SPP units. The Company makes a matching contribution of one SPP unit for every three units purchased by a participant on a voluntary basis. The number of units is determined by dividing the annual bonus or retainer fee used to purchase SPP units by the fair market value of a share of the Company's common stock on the date a participant's account is credited with the SPP units. Vesting of units occurs over a period of three to ten years as chosen by the participant. If a

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participant's employment or service on the Company's Board of Directors ceases for any reason after three years from the start of the vesting period, the participant will receive shares of the Company's common stock equal to the number of associated units. If employment for an employee participant terminates within the first three years of the vesting period and depending on the circumstances related to termination, the employee could receive cash in lieu of shares that does not take into account appreciation in value of the shares or the Company's matching contribution. If a non-employee director does not stand for re-election to the Board, he will receive shares of the Company's common stock for his SPP units regardless of the vesting period chosen.

Under the terms of the stock unit plan ("SUP"), designated employees have the opportunity to earn shares of the Company's common stock. Current grants under the plan vest with three continuous years of service ending June 30, 2003. If employment of a participant in the plan terminates for any reason before June 30, 2003 all benefits are forfeited.

There are 158,138 SPP and SUP units (including Company matching units) outstanding as of December 31, 2002. The units were determined using a weighted average market price of $20.53 per share. Costs charged to earnings during 2002, 2001 and 2000 related to these plans were $1,456, $824, and $657, respectively. Costs charged to earnings related to employee participants include the amount of the deferred bonus for the year used to purchase SPP units plus a portion of the value of the Company match SPP units credited to participants' accounts. Company match SPP units and SUP units have a fixed value determined at the time participants accounts are credited, which value is charged to earnings over a three-year period, the minimum period over which employee participants vest in these units. Costs charged to earnings related to non-employee directors include the amount of the deferred retainer fees used to purchase SPP units plus the value of the Company match SPP units credited to a director's account. These Company match units have a fixed value that is charged to earnings over a one-year period.

Note 12 - Income Taxes

Pretax earnings (loss) from continuing operations for the years ended December 31, 2002, 2001 and 2000 were taxed in the following jurisdictions:

	2002	2001	2000
United States	$ (214)	(29,537)	40,750
Foreign	7,030	3,445	7,400
	$ 6,816	(26,092)	48,150

Income tax (expense) benefit relating to continuing operations for the years ended December 31, 2002, 2001 and 2000 was comprised of the following:

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	Total	Federal	State	Foreign
2002				
Current	$ 2,087	5,096	(538)	(2,471)
Deferred	(4,686)	(5,580)	958	(64)
	$ (2,599)	(484)	420	(2,535)
2001				
Current	$ (4,246)	(672)	(1,554)	(2,020)
Deferred	14,040	9,178	4,677	185
	$ 9,794	8,506	3,123	(1,835)
2000				
Current	$ (24,124)	(16,713)	(3,069)	(4,342)
Deferred	5,657	4,356	1,322	(21)
	$ (18,467)	(12,357)	(1,747)	(4,363)

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The effective income tax rates relating to continuing operations for the years ended December 31, 2002, 2001 and 2000 differed from the applicable federal rate as follows:

	2002	2001	2000
Federal rate	(35%)	35%	(35%)
State income taxes, net	14%	7%	(2%)
Expenses permanently nondeductible for tax purposes	(7%)	(4%)	(1%)
Foreign income taxes	3%	-	-
Increase in valuation allowance	(16%)	-	-
Income tax credits	3%	-	-
Effective income tax rate	(38%)	38%	(38%)

The tax effects of the principal components creating net deferred income tax assets as of December 31, 2002 and 2001 were as follows:

	2002	2001
Components creating deferred tax assets:		
Expenses not currently deductible (principally compensation and payroll-related)	$ 20,904	26,059
Intangible assets amortization	2,651	140
Basis differences for fixed assets	1,666	-
Other	443	429
Loss carry forwards	6,461	3,287
Credit carry forwards	744	-
Valuation allowance	(1,027)	(13)
	31,842	29,902
Components creating deferred tax liabilities:		
Deferral of revenues and accounts receivable	(3,084)	(1,524)
Basis differences for fixed assets	-	(2,442)
Other	(3,813)	(3,441)
	(6,897)	(7,407)
	$ 24,945	22,495

In assessing the realizability of deferred tax assets, the Company considers whether it is more likely than not that some portion or all of the benefits of the deferred tax assets will not be achieved. The ultimate realization of deferred tax assets is dependent upon several factors, including past and future taxable income. Based upon the Company's assessment of the prospects for achieving the benefits of the deferred tax assets, the Company has determined that it is more likely than not that such benefits will be realized.

At December 31, 2002 for state income tax purposes, there are operating loss carryforwards aggregating approximately $87.0 million expiring in varying amounts from 2005 through 2019.

Note 13 - Discontinued Operations

In June of 2002 the Company sold the net operating assets of its Modern Engineering, Inc. ("Modern") subsidiary that operated in its PM segment. Modern provided technical staffing services to the automotive industry. In conjunction with the implementation of SFAS 144, a pre-tax loss for disposal of these assets of $1,160 had been recognized. The operations of Modern were a component of CDI, as that term is defined in SFAS 144, and accordingly, are reflected as discontinued operations in the accompanying financial statements.

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The earnings from discontinued operations for the years ended December 31, 2002, 2001 and 2000 and related net assets as of December 31, 2002 and 2001 are as follows:

	2002	2001	2000
Earnings:			
Revenues	$ 32,674	86,055	108,151
Gross profit	$ 5,718	15,817	20,920
Operating and administrative expenses	5,860	13,927	14,454
Provision for disposal of assets	1,160	-	-
(Loss) earnings before income taxes	(1,302)	1,890	6,466
Income tax benefit (expense)	1,829	(796)	(2,274)
Earnings from discontinued operations	$ 527	1,094	4,192
Net Assets:			
Assets (principally accounts receivable and deferred income taxes)	$ -	14,840	-
Liabilities (principally accounts payable and accrued expenses)	$ -	(3,513)	-
Net assets	$ -	11,327	-

Note 14 - Legal Proceedings and Claims

The Company has litigation and other claims pending which have arisen in the ordinary course of business. There are substantive defenses and/or insurance and accounting reserves such that the outcome of these items should not have a material adverse effect on the financial condition or results of operations of the Company.

Note 15 - Retirement Plans

Trusteed contributory and non-contributory defined contribution retirement plans have been established for the benefit of eligible employees. Costs of the plans are charged to earnings and are based on either a formula using a percentage of compensation or an amount determined by the Board of Directors of the Company. Costs of the plans that are qualified for income tax purposes are funded. Costs of plans that are not qualified are not funded. Charges to earnings for these retirement plans for the years ended December 31, 2002, 2001 and 2000 were $4,803, $4,099 and $5,771, respectively.

The Company does not provide other post-retirement or post-employment benefits.

Note 16 - Leases

Offices used for sales, recruiting and administrative functions and facilities used for in-house engineering, design and drafting are occupied under numerous leases that expire through 2009. In addition, there are leases for computers and office equipment. Due to the Plan of Restructure, CDI has entered into several non-cancelable sublease arrangements whereby the Company is now the sublessor. However, if the sublessee defaults, the Company will remain liable for the lease obligation.

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The rental expenses and sublease proceeds for the years ended December 31, 2002, 2001 and 2000 are as follows:

	2002	2001	2000
Rental expense	$ 16,466	28,684	26,679
Sublease proceeds	$ 708	339	-

For periods after December 31, 2002, approximate minimum annual rental payments under non-cancelable leases and inflows under non-cancelable subleases are presented in the table below. These amounts include accrued lease liabilities of $5,539 included in the liability for restructure as of December 31, 2002.

	2003	2004	2005	2006	2007	There-after
Future minimum lease payments on non-cancelable leases	$ 13,149	11,372	7,883	3,746	1,873	5,627
Future minimum proceeds to be received under non-cancelable subleases	$ 1,992	1,807	1,494	384	131	16

Note 17 - Operating Segments

The Company's internal reporting structure is based upon type of services provided and, in the case of certain services having similar characteristics, upon management responsibility.

PS provides staffing, managed staffing and functional outsourcing services to the technical and technological markets.

PM provides staffing and outsourcing services engaging personnel who provide engineering, engineering support and technical services through its specialized divisions.

MRI provides search and recruiting services for the permanent employment of management personnel. It also provides temporary administrative, clerical and management staffing services through several specialized divisions.

Todays provides temporary administrative, clerical and legal staffing services.

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Operating segment data for the years ended December 31, 2002, 2001 and 2000 follows.

	2002	2001	2000
Revenues:			
Professional Services	$ 622,931	809,549	911,775
Project Management	311,256	352,210	388,020
Management Recruiters	85,901	103,167	136,752
Todays Staffing	149,387	193,666	238,908
	$ 1,169,475	1,458,592	1,675,455
Earnings (loss) from continuing operations before income taxes, minority interests and cumulative effect of accounting change			
Operating profit (loss):			
Professional Services	$ 6,880	(3,984)	20,148
Project Management	9,423	(10,957)	12,582
Management Recruiters	6,902	12,746	30,716
Todays Staffing	1,486	2,616	15,153
Corporate	(17,990)	(23,448)	(25,260)
	6,701	(23,027)	53,339
Interest (income) expense, net	(115)	3,065	5,189
	$ 6,816	(26,092)	48,150
Depreciation and amortization:			
Professional Services	$ 13,060	16,214	13,040
Project Management	5,909	2,423	1,949
Management Recruiters	2,705	4,085	3,568
Todays Staffing	1,490	3,401	3,674
Corporate	1,293	1,509	948
	$ 24,457	27,632	23,179
Assets:			
Professional Services	$ 155,650	212,148	272,933
Project Management	89,996	120,032	154,013
Management Recruiters	44,779	47,247	52,029
Todays Staffing	38,934	50,171	62,199
Corporate	103,415	28,134	9,491
Assets of discontinued operations	-	14,840	21,364
	$ 432,774	472,572	572,029
Purchases of fixed assets:			
Professional Services	$ 6,137	9,473	16,809
Project Management	1,698	4,412	7,551
Management Recruiters	1,145	2,200	2,604
Todays Staffing	558	958	1,781
Corporate	606	2,069	1,047
	$ 10,144	19,112	29,792

Inter-segment activity is not significant. Therefore, revenues reported for each operating segment are substantially all from external customers.

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The Company is domiciled in the United States and its segments operate primarily in the United States. Revenues and fixed assets by geographic area for the years ended December 31, 2002, 2001 and 2000 are as follows:

	2002	2001	2000
Revenues:			
United States	$ 979,372	1,278,582	1,503,454
United Kingdom, Canada and other	190,103	180,010	172,001
	$ 1,169,475	1,458,592	1,675,455
Fixed assets:			
United States	$ 23,758	43,318	60,059
United Kingdom, Canada and other	5,376	6,671	4,741
	$ 29,134	49,989	64,800

There was no single customer from whom the Company derived 10% or more of its consolidated revenues during 2002, 2001 or 2000.

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Independent Auditors' Report

The Board of Directors and Shareholders of CDI Corp.:

We have audited the accompanying consolidated balance sheets of CDI Corp. and subsidiaries as of December 31, 2002 and 2001, and the related consolidated statements of earnings, cash flows and shareholders' equity for each of the three years in the three year period ended December 31, 2002. In connection with our audits of the consolidated financial statements we also have audited the financial statement schedule. These consolidated financial statements and the financial statement schedule are the responsibility of management. Our responsibility is to express an opinion on these consolidated financial statements and the financial statement schedule based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of CDI Corp. and subsidiaries as of December 31, 2002 and 2001, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2002, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As discussed in Note 1 to the Consolidated Financial Statements, the Company adopted Statement of Financial Accounting Standard No. 142, Goodwill and Other Intangible Assets on January 1, 2002.

Philadelphia, Pennsylvania */s/* *KPMG LLP*
February 21, 2003

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CDI CORP. AND SUBSIDIARIES
Quarterly Results (Unaudited)
Years ended December 31, 2002 and 2001
(In thousands, except per share data)

		First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Year
2002						
Revenues	$	313,134	298,415	287,788	270,138	1,169,475
Gross profit		79,324	77,926	76,819	70,724	304,793
Operating (loss) profit		(4,368)	2,357	(1,165)	9,877	6,701
Interest (income) expense, net		85	43	(111)	(132)	(115)
(Loss) earnings from continuing operations		(2,926)	1,443	(597)	6,162	4,082
Discontinued operations		468	(70)	27	102	527
Cumulative effect of accounting change		(13,968)	-	-	-	(13,968)
Net (loss) earnings	$	(16,426)	1,373	(570)	6,264	(9,359)
Diluted (loss) earnings per share:						
Continuing operations	$	(0.15)	0.07	(0.03)	0.31	0.21
Discontinued operations	$	0.02	-	-	0.01	0.03
Cumulative effect of accounting change	$	(0.73)	-	-	-	(0.71)
Net (loss) earnings	$	(0.86)	0.07	(0.03)	0.32	(0.48)
2001						
Revenues	$	395,074	382,239	351,756	329,523	1,458,592
Gross profit		105,354	96,875	87,142	77,646	367,017
Operating profit (loss)		6,258	2,248	(2,496)	(29,037)	(23,027)
Interest expense, net		938	924	867	336	3,065
Earnings (loss) from continuing operations		3,177	670	(2,190)	(18,361)	(16,704)
Discontinued operations		568	319	220	(13)	1,094
Net earnings (loss)	$	3,745	989	(1,970)	(18,374)	(15,610)
Diluted earnings (loss) per share:						
Continuing operations	$	0.17	0.03	(0.11)	(0.96)	(0.88)
Discontinued operations	$	0.03	0.02	0.01	-	0.06
Net earnings (loss)	$	0.20	0.05	(0.10)	(0.96)	(0.82)

There were $12.6 million of pre-tax charges ($4.1 million in the first quarter and $8.5 million in the third quarter) in 2002 related to the Company's provision for restructure.

There were $22.0 million of pre-tax charges in the fourth quarter of 2001 related to the Company's provision for restructure.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

Not applicable.

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PART III

Item 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Information related to security ownership of certain beneficial owners and management is omitted herein as the required information will be included in a definitive proxy statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A no later than 120 days after the close of the fiscal year.

Item 11. EXECUTIVE COMPENSATION

Information related to executive compensation is omitted herein as the required information will be included in a definitive proxy statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A no later than 120 days after the close of the fiscal year.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information related to security ownership of certain beneficial owners and management is omitted herein as the required information will be included in a definitive proxy statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A no later than 120 days after the close of the fiscal year.

Equity Compensation Plan Information

The following table provides information as of December 31, 2002 for common shares of the Company that may be issued under the CDI Corp. Non-Qualified Stock Option and Stock Appreciation Rights Plan and the CDI Corp. 1998 Non-Qualified Stock Option Plan that were approved by security holders. It also includes information related to the CDI Corp. Stock Purchase Plan for Management Employees and Non-Employee Directors ("SPP"), and the 2000 Stock Unit Plan ("SUP") that were not approved by security holders. See Note 11 in the Notes to Consolidated Financial Statements for further information related to these plans.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column A)
	A	B	C
Equity compensation plans approved by security holders	1,545,332	$ 20.42	650,831
Equity compensation plans not approved by security holders (a)	158,138	$ 20.53	-
Total	1,703,470	$ 20.43	650,831

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(a) The number of securities in column A represent units awarded to participants in the SPP and SUP. Upon vesting, participants in the plans are entitled to receive an equal number of shares of the Company's common stock. Shares authorized for issuance under the SPP are less than the number of units outstanding under the plan as of December 31, 2002. There is no stated number of shares authorized for issuance under the SUP. Units under the SUP have only been granted on one occasion and it is not expected that additional units will be issued in the future. The weighted average share price of $20.53 for the SPP and SUP represents the weighted average market price per share of the Company's common stock on the days when units were awarded to participants under the plans.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Information related to certain relationships and related transactions is omitted herein as the required information will be included in a definitive proxy statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A no later than 120 days after the close of the fiscal year.

Item 14. CONTROLS AND PROCEDURES

The Company has conducted an evaluation of the effectiveness of its disclosure controls and procedures under the supervision of its Chief Executive Officer and its Chief Financial Officer within 90 days of the filing date of this annual report on Form 10-K. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures provide reasonable assurance that information required to be disclosed by the Company in reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported upon in such reports within the time periods specified for their filing. It should be noted that the design of any system of controls is based in part on certain assumptions about the likelihood of future events. A control system, no matter how well designed and implemented, can provide only reasonable, not absolute assurance, that the objectives of the control system will be met.

There have been no significant changes in the Company's internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation.

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PART IV

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K.

(a) Documents filed as part of this report

Financial statements The consolidated balance sheets of the Registrant as of December 31, 2002 and 2001, the related consolidated statements of earnings, shareholders' equity and cash flows for each of the years ended December 31, 2002, 2001 and 2000, the footnotes thereto and the report of KPMG LLP, independent auditors, are filed herewith.

Financial statement schedules
Schedule submitted for the years ended December 31, 2002, 2001 and 2000.

II - Valuation and Qualifying Accounts

(b) Registrant did not file a Form 8-K during the quarter ended December 31, 2002.

(c) Exhibits

3.a. Articles of incorporation of the Registrant, incorporated herein by reference to the Registrant's report on Form 10-Q for the quarter ended June 30, 2002 (File No. 1-5519).

b. Bylaws of the Registrant, incorporated herein by reference to the Registrant's report on Form 10-Q for the quarter ended June 30, 2002 (File No. 1-5519).

10.a. CDI Corp. Non-Qualified Stock Option and Stock Appreciation Rights Plan. (Constitutes a management contract or compensatory plan or arrangement.)

b. Amended and Restated CDI Corp. 1998 Non-Qualified Stock Option Plan.
(Constitutes a management contract or compensatory plan or arrangement)

c. Amended and Restated CDI Corp. Stock Purchase Plan for Management Employees and Non-Employee Directors, incorporated herein by reference to the Registrant's report on Form 10-Q for the quarter ended June 30, 2000 (File No. 1-5519). (Constitutes a management contract or compensatory plan or arrangement)

d. CDI Corp. 2000 Stock Unit Plan. (Constitutes a management contract or compensatory plan or arrangement)

e. Executive Severance Arrangement Approved by the CDI Corp. Compensation Committee on September 10, 2002, incorporated by reference to the Registrant's report on Form 10-Q for the quarter ended September 30, 2002 (File No. 1-5519). (Constitutes a management contract or compensatory plan or arrangement)

f. Supplemental Pension Agreement dated April 11, 1978 between CDI Corporation and Walter R. Garrison. (Constitutes a management contract or compensatory plan or arrangement)

g. Consulting Agreement dated as of April 7, 1997 by and between Registrant and Walter R. Garrison, incorporated by reference to the Registrant's report on Form 10-Q for the quarter ended June 30, 1997 (File No. 1-5519). (Constitutes a management contract or compensatory plan or arrangement)

h. Amendment dated as of April 12, 2000 to Consulting Agreement dated as of April 7, 1997 by and between Registrant and Walter R. Garrison, incorporated herein by reference to the Registrant's report on Form 10-Q

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for the quarter ended June 30, 2000 (File No. 1-5519). (Constitutes a management contract or compensatory plan or arrangement)

i. Employment Agreement dated October 1, 2001, between Registrant and Roger H. Ballou, incorporated by reference to the Registrant's report on Form 10-K for the year ended December 31, 2001. (File No. 1-5519).
(Constitutes a management contract or compensatory plan or arrangement)

j. Note dated March 14, 2002 from Roger Ballou and Georgeann Ballou to CDI Corporation, incorporated by reference to the Registrant's report on Form 10-Q for the quarter ended March 31, 2002 (File No. 1-5519).
(Constitutes a management contract or compensatory plan or agreement)

k. Agreement dated March 14, 2002 between Roger Ballou and Georgeann Ballou and CDI Corporation regarding the sale of the Ballous' residence in Washington, D.C., incorporated by reference to the Registrant's report on Form 10-Q for the quarter ended March 31, 2002 (File No. 1-5519).
(Constitutes a management contract or compensatory plan or agreement)

l. Non-Qualified Stock Option Agreement dated October 14, 2002 between Registrant and Jay G. Stuart. (Constitutes a management contract or compensatory plan or agreement)

m. Restricted Stock Agreement dated October 14, 2002 between Registrant and Jay G. Stuart. (Constitutes a management contract or compensatory plan or agreement)

n. Employment Agreement effective January 1, 1998 by and between Registrant and Joseph R. Seiders, incorporated herein by reference to the Registrant's report on Form 10-Q for the quarter ended March 31, 1998 (File No. 1-5519). (Constitutes a management contract or compensatory plan or arrangement.)

o. Restricted Stock Agreement dated as of October 25, 1999 between Registrant and Gregory L. Cowan, incorporated herein by reference to Registrant's report on Form 10-K for the year ended December 31, 1999 (File No. 1-5519). (Constitutes a management contract or compensatory plan or arrangement.)

p. Agreement between Registrant and Gregory L. Cowan effective November 15, 2002 regarding his severance agreement. (Constitutes a management contract or compensatory plan or arrangement)

q. Consulting and Non-Competition Agreement and Release and Waiver of Claims dated June 4, 2001 by and between the Registrant and Brian J. Bohling, incorporated by reference to the Registrant's report on Form 10-Q for the quarter ended June 30, 2001 (File No. 1-5519).
(Constitutes a management contract or compensatory plan or agreement)

21. Subsidiaries of the Registrant

23. Consents of experts and counsel.

99.a. Certification of Chief Executive Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

99.b. Certification of Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CDI Corp.

By: /s/ Roger H. Ballou

President and Chief Executive Officer

Date: March 26, 2003

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

By: /s/ Roger H. Ballou

Roger H. Ballou
President, Chief
Executive Officer and Director
(Principal Executive Officer)

Date: March 26, 2003

By: /s/ Jay G. Stuart

Jay G. Stuart
Executive Vice President
and Chief Financial Officer
(Principal Financial and
Accounting Officer)

Date: March 26, 2003

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By: /s/ Walter E. Blankley

Walter E. Blankley
Director

Date: March 24, 2003

By: /s/ Michael J. Emmi

Michael J. Emmi
Director

Date: March 24, 2003

By: /s/ Walter R. Garrison

Walter R. Garrison
Director

Date: March 23, 2003

By: /s/ Kay Hahn Harrell

Kay Hahn Harrell
Director

Date: March 25, 2003

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By: /s/ Lawrence C. Karlson

Lawrence C. Karlson
Director

Date: March 24, 2003

By: /s/ Alan B. Miller

Alan B. Miller
Director

Date: March 21, 2003

By: /s/ Barton J. Winokur

Barton J. Winokur
Director

Date: March 25, 2003

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CERTIFICATION

I, Roger H. Ballou, certify that:

1. I have reviewed this annual report on Form 10-K of CDI Corp.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and

c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions): a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 26, 2003

By: /s/ Roger H. Ballou

ROGER H. BALLOU
President and Chief Executive Officer

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CERTIFICATION

I, Jay G. Stuart, certify that:

1. I have reviewed this annual report on Form 10-K of CDI Corp.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and

c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 26, 2003

By: /s/ Jay G. Stuart

JAY G. STUART
Executive Vice President and
Chief Financial Officer

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Schedule II

CDI CORP. AND SUBSIDIARIES
Valuation and Qualifying Accounts
(Allowance for Uncollectible Receivables)

Years ended December 31, 2002, 2001 and 2000

	Balance at beginning of year	Additions charged to earnings	Uncollectible receivables written off, net of recoveries	Balance at end of year
December 31, 2002	$ 8,162,000	3,246,000	3,725,000	7,683,000
December 31, 2001	$ 3,480,000	9,436,000	4,754,000	8,162,000
December 31, 2000	$ 4,203,000	3,863,000	4,586,000	3,480,000

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

CDI CORP.

EXHIBITS

to

Annual Report

FORM 10-K

Year ended December 31, 2002

Under

SECURITIES EXCHANGE ACT OF 1934

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INDEX TO EXHIBITS

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99.a. Certification of Chief Executive Officer, Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 84

99.b. Certification of Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 85

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Exhibit 10.a.

As amended on 4/28/97

CDI CORP.

NON-QUALIFIED STOCK OPTION AND STOCK APPRECIATION RIGHTS PLAN

1. Purpose. The purpose of this plan ("Plan") is to provide a more effective method of compensating employees, consultants and directors of the Company than is currently available and to complement the other incentive plans of the Company, thus encouraging greater personal interest in the success of the Company on the part of such personnel and furnishing them with a further incentive to remain with the Company and to increase their efforts on its behalf.

2. Definitions:

(a) "Board" means the board of directors of the Parent Company.

(b) "Committee" means the committee described in Paragraph 5.

(c) "Company" means CDI Corp. and each of its Subsidiary Companies.

(d) "Date of Exercise" means the date on which notice of exercise of an Option or SAR is delivered to the Parent Company.

(e) "Date of Grant" means the date on which an Option or SAR is granted.

(f) "Eligible Director" means any Non-Employee Director except a director whose compensation for service on the Board is included in the income of a corporation or partnership of which the director is an employee or partner.

(g) "Fair Market Value" means the closing price of actual sales of Shares on the New York Stock Exchange on a given date or, if there are no such sales on such date, the closing price of the Shares on such Exchange on the last date on which there was a sale.

(h) "Holder" means a person to whom an SAR not attached to an Option has been granted under the Plan, which SAR has not been exercised and has not expired or terminated.

(i) "Non-Employee Director" means any director of the Parent Company who is not a full-time employee of the Parent Company or any Subsidiary Company.

(j) "Option" means a non-qualified stock option granted under the Plan and described in Paragraph 4(a).

(k) "Optionee" means a person to whom an Option or an Option with an SAR attached has been granted under the Plan, which Option or SAR has not been exercised and has not expired or terminated.

(l) "Parent Company" means CDI Corp.

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(m) "Retainer Fee" means the annual retainer fee payable to Non-Employee Directors for their service as directors of the Parent Company during a Retainer Fee Year. A Retainer Fee does not include attendance or committee fees.

(n) "Retainer Fee Option" means an Option granted to an Eligible Director in payment of such Eligible Director's Retainer Fee pursuant to Paragraph 6.

(o) "Retainer Fee Year" means the one year period between consecutive annual meetings of the shareholders of the Parent Company, beginning on the date immediately following the annual meeting.

(p) "SAR" means a stock appreciation right granted under the Plan and described in Paragraphs 4(b) or 4(c).

(q) "Shares" means shares of common stock, par value $.10 per share, of the Parent Company.

(r) "Subsidiary Company" means any corporation controlled by the Parent Company or by a subsidiary controlled by the Parent Company ("control" having the meaning set forth in Section 368(c) of the Internal Revenue Code or corresponding provisions of successor laws), provided that if the corporation is controlled by a subsidiary of the Parent Company, either the Parent Company must own 100% of the stock of the subsidiary or the subsidiary must own 100% of the stock of the corporation.

(s) "Value" of an SAR shall mean the excess of the Fair Market Value of a Share on the Date of Exercise over an amount fixed by the Committee on the Date of Grant (the "SAR Reference Price"); provided that the SAR Reference Price may not be less than 50% of the Fair Market Value of a Share on the Date of Grant. Where an SAR is attached to an Option, the SAR Reference Price shall be equal to the Option price of one Share under the attached Option.

3. Shares Subject to the Plan. On and after April 30, 1991, not more than 1,600,000 Shares may be delivered pursuant to the exercise of Options or SARs under the Plan. The Shares so delivered may, at the election of the Company, be either treasury Shares or Shares originally issued for the purpose. When an Option is granted (whether or not attached to an SAR), the number of Shares subject to such Option shall be reserved for issuance out of the Shares remaining available for grant under the Plan. When SARs not attached to an Option are granted, there shall be reserved for issuance thereunder Shares in an amount equal to one-half of the number of SARs granted. If Options or SARs granted under the Plan terminate or expire without being exercised in whole or in part, other Options or SARs may be granted covering the Shares not delivered. No individual shall be eligible to receive, in any one calendar year, Options or SARs with respect to more than 400,000 Shares (which number is subject to adjustment as provided in Paragraph 15 hereof).

4. Rights to be Granted. Rights which may be granted under the Plan are:

(a) Options, which give the Optionee the right for a specified time period to purchase a specified number of Shares at a specified price;

(b) SARs, which are attached to Options and which give the Optionee the right for a specified time period, without payment to the Company, to receive the Value of such SARs, to be paid in

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cash and Shares in accordance with Paragraph 9 below, in lieu of purchasing Shares under the related Option; and

(c) SARs, which are not attached to Options and which give the Holder the right for a specified time period, without payment to the Company, to receive the Value of such SARs, to be paid in cash and Shares in accordance with Paragraph 9 below.

5. Administration. The Plan shall be administered by the Stock Option Committee, which shall be composed of not less than two directors of the Parent Company appointed by the Board. No director serving on the Committee shall (a) be eligible to be granted Options or SARs under the Plan except for Retainer Fee Options, or to be selected as a participant under any other discretionary plan of the Company or any of its affiliates entitling them to acquire stock, stock options or stock appreciation rights of the Company or any of its affiliates, or
(b) have been granted Options or SARs under the Plan during the one year period prior to service on the Committee, except for grants which would not affect such director's status as "disinterested" for purposes of Rule 16b-3 (or any similar rule) of the Securities and Exchange Commission. Except with respect to Retainer Fee Options, the Committee may determine from time to time which eligible participants shall be granted Options or SARs under the Plan, the number of Shares to be subject to the Option in each case, the number and type of SARs, if any, to be awarded in each case, and the other substantive provisions of each Option and SAR agreement. However, any Options, other than Retainer Fee Options, or SARs granted to a member of the Board must also be approved by a majority of the Board not including the recipient.

6. Retainer Fee Options.

(a) During each Retainer Fee Year, each Eligible Director will be granted 4,000 Options in lieu of a cash Retainer Fee. Such number of Options may be increased or decreased by the Board from time to time, but not more often than once every six months other than to comport with changes in the Internal Revenue Code, the Employee Retirement Income Security Act, or the rules thereunder. Such number will also be subject to adjustment as provided in Paragraph 15 hereof. One-half of each year's Retainer Fee Options will be granted on the first business day of each Retainer Fee Year and the remaining one-half of the year's Retainer Fee Options will be granted on the first business day that is six months after the first day of the Retainer Fee Year.

(b) The Committee may determine from time to time the terms of the Retainer Fee Options, provided such terms are consistent with the terms of the Plan. Unless otherwise determined by the Committee, Retainer Fee Options shall not vest (and therefore will not be exercisable) until one year after the Date of Grant and
(ii) if an Eligible Director ceases to be a member of the Board for any reason, unvested Retainer Fee Options shall expire and be unexercisable and the portion of the Eligible Director's Retainer Fee earned as of the date of cessation that is represented by such unvested Retainer Fee Options shall be paid in cash.

7. Eligibility. Eligible participants under the Plan shall be all salaried employees, consultants and directors of the Parent Company or any Subsidiary Company. Only Eligible Directors shall be eligible to receive Retainer Fee Options pursuant to Paragraph 6.

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8. Option Exercise Price.

(a) The price at which Shares may be purchased on exercise of an Option shall be determined in each case by the Committee, but may not be less than 50% of the Fair Market Value of the Shares on the Date of Grant; provided, however, that the price at which Shares may be purchased on exercise of a Retainer Fee Option shall be the Fair Market Value of the Shares on the last trading day immediately preceding the Date of Grant.

(b) Upon exercise of any Option granted pursuant to this Plan, the Optionee shall pay to the Parent Company the full Option price:

(i) By check or in cash; or

(ii) By delivering to the Parent Company certificates for Shares owned by the Optionee and endorsed to the Parent Company representing a number of Shares having a then current Fair Market Value equal to the Option price; or

(iii) Any combination of the above.

Upon payment of the Option price the appropriate accounts of the Parent Company shall then be credited accordingly.

9. Issuance of Certificates; Payment of Cash.

(a) Upon payment of the Option price, a certificate for the number of whole Shares and a check for the Fair Market Value on the Date of Exercise of the fractional Share, if any, to which the Optionee is entitled shall be delivered to such Optionee by the Parent Company, provided that the Optionee has remitted to his employer an amount, determined by such employer, sufficient to satisfy the applicable requirements to withhold federal, state, and local taxes, or made other arrangements with his employer for the satisfaction of such withholding requirements.

(b) Upon exercise of SARs, the Value of such SARs shall be paid one-half in cash and one-half in Shares. The number of Shares to be delivered by the Parent Company shall be an amount equal to 50% of the Value of such SARs divided by the Fair Market Value of a Share on the Date of Exercise of such SARs. Any right to a fractional Share shall be satisfied by the Parent Company in cash. The employer of the Optionee or Holder shall deduct from the amount of cash payable any amount necessary to satisfy applicable federal, state, or local withholding requirements.

10. Term. Unless otherwise determined by the Committee, Options or SARs granted under the Plan shall not be exercisable after five years from the Date of Grant.

11. Exercise of Options and SARs. Unless otherwise determined by the Committee and subject to the provisions of Paragraphs 12 and 14, an Option or SAR may be exercised in whole or in part during its term, provided that an Option or SAR shall be exercisable only by the Optionee or Holder during his lifetime and, unless otherwise determined by the Committee and except for vested Retainer Fee Options, only while he is a salaried employee, consultant or director of the Parent Company or of a Subsidiary Company.

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12. Death or Termination of Qualifying Relationship. Unless otherwise determined by the Committee, Options (other than vested Retainer Fee Options) and SARs shall terminate upon the termination for any reason of the Optionee's or Holder's qualifying relationship with the Company, except that if an Optionee or Holder dies while holding a vested Option or SAR not fully exercised or expired, the unexercised portion may be exercised by his estate or his heirs or beneficiaries within the period of six months following the date of death (in no event, however, may an Option or SAR be exercised after its stated date of expiration). For purposes of this Plan, a transfer of a participant between two employers, each of which is a part of the Company, shall not be deemed a termination of employment.

13. Relationship Between Options and SARs. Upon exercise of an Option, any SAR attached to such Option shall automatically expire. Upon exercise of an SAR attached to an Option, the related Option shall automatically expire. Except as set forth above, the grant, exercise, termination or expiration of any Option granted to an Optionee or Holder shall have no effect upon any SAR held by such Optionee or Holder, and the grant, exercise, termination or expiration of an SAR granted to any Optionee or Holder shall have no effect upon any Option held by such Optionee or Holder.

14. Transferability of Options and SARs. No Option or SAR may be transferred except by will or the applicable laws of descent and distribution.

15. Adjustment on Change in Capitalization. In case the number of outstanding Shares is changed as a result of a stock dividend, stock split, recapitalization, combination, subdivision, issuance of rights or other similar corporate change, the Board shall make an appropriate adjustment in (a) the aggregate number of Shares which may be issued under the Plan, (b) the per individual annual limitation set forth in Paragraph 3 above, (c) the number of Retainer Fee Options to be granted each year to Eligible Directors pursuant to Paragraph 6 above, and (d) the number of Shares subject to, and the Option price or Value of, any then outstanding Options or SARs.

16. Certain Corporate Transactions. If during the term of any Option or SAR, the Parent Company or any of the Subsidiary Companies shall be merged into or consolidated with or otherwise combined with or acquired by another person or entity, or there is a divisive reorganization or a liquidation or partial liquidation of the Parent Company, the Parent Company may (but shall not be required to) take any of the following courses of action:

(a) Not less than 10 days nor more than 60 days prior to any such transaction, all Optionees and Holders shall be notified that their Options and SARs shall expire on the 10th day after the date of such notice, in which event all Optionees and Holders shall have the right to exercise all of their Options and SARs prior to such new expiration date; or

(b) The Parent Company shall provide in any agreement with respect to any such merger, consolidation, combination or acquisition that the surviving, new or acquiring corporation shall grant options and stock appreciation rights to the Optionees and Holders to acquire shares, or stock appreciation rights in shares, in such corporation provided that the excess of the fair market value of the shares of such corporation immediately after the consummation of such merger, consolidation, combination or acquisition over the option price, or the value of such stock appreciation rights at the time of grant, shall not be greater than the excess of the Fair Market Value of the Shares over the Option price of Options, or the Value of the SARs as determined

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under Paragraph 2(c), immediately prior to the consummation of such merger, consolidation, combination or acquisition; or

(c) The Parent Company shall take such other action as the Board shall determine to be reasonable under the circumstances in order to permit Optionees, Holders and Eligible Directors to realize the value of rights granted to them under the Plan.

17. Plan Not to Affect Relationship With the Company. Neither the Plan nor any Option or SAR shall confer upon any participant any right to continue in the service of the Company.

18. Amendment. The Board may at any time terminate the Plan or make such changes therein as it shall deem advisable. The Board may not, however, without the approval of the voting shareholders of the Parent Company, (i) increase the total number of Shares which may be delivered under the Plan, (ii) change the class of persons eligible to receive Options or SARs, (iii) withdraw the authority to administer the Plan from a committee consisting of directors or
(iv) otherwise amend the Plan in a manner which would require the approval of the shareholders of the Parent Company in order to maintain the exemption available under Rule 16b-3 (or any similar rule) of the Securities and Exchange Commission. No outstanding Option or SAR shall be affected by any such amendment without the written consent of the Optionee, Holder or other person then entitled to exercise such Option or SAR.

19. Securities Laws. The Committee shall make each grant under the Plan subject to such conditions as shall cause both the grant and exercise of any Option or SAR to comply with the then-existing requirements of Rule 16b-3 (or any similar rule) of the Securities and Exchange Commission.

Unless otherwise permitted by the Committee, the date of any exercise of an SAR by a Holder or an Optionee who is an officer, director or beneficial owner of ten percent or more of any class of any registered equity security of the Parent Company shall be required to occur within the period beginning with the third and ending with the twelfth business day after the date of the release of the Parent Company's quarterly or annual sales and earnings information to the public.

20. Performance-Based Compensation. Unless otherwise provided by the Committee in their discretion pursuant to the first sentence of Paragraph 8(a), it is intended that all compensation income recognized by employees as the result of the exercise of Options or SARs, or the disposition of Shares acquired on exercise of Options or SARs, shall be considered performance-based compensation excludable from such employee's "applicable employee remuneration" pursuant to section 162(m)(4)(C) of the Internal Revenue Code of 1986, as amended.

21. General. Each Option or SAR granted shall be evidenced by a written instrument containing such terms and conditions not inconsistent with the Plan as the Committee may determine. The issuance of Shares on the exercise of an Option or SAR shall be subject to all of the applicable requirements of the Pennsylvania Business Corporation Law and other applicable laws. Among other things the Optionee or Holder may be required to deliver an investment representation to the Company in connection with any exercise of an Option or SAR or to agree to refrain from selling or otherwise disposing of the Shares acquired for a specified period of time.

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Exhibit 10.b.

CDI CORP.

1998 NON-QUALIFIED STOCK OPTION PLAN

1. Purpose. The purpose of this Plan is to provide an effective method of compensating employees, consultants and directors of the Company, to align the interests of such individuals with the interests of the Company's shareholders and, accordingly, to provide financial rewards which will allow the Company to (i) attract and retain management personnel of outstanding ability, (ii) strengthen the Company's capability to develop, maintain and direct a highly skilled and motivated management team, (iii) provide an effective means for selected management personnel to acquire and maintain ownership of CDI Stock, (iv) motivate selected management personnel to achieve long-range performance goals and objectives, and (v) provide incentive compensation opportunities competitive with those of other major corporations.

2. Definitions.

(a) "Agreement" means a Stock Option Agreement, which is a written confirmation furnished to an Optionee of the grant of an Option under the Plan.

(b) "Board" means the board of directors of CDI Corp.

(c) "Cause" shall be deemed to exist, with respect to Independent Directors, only if the Board determines, in accordance with CDI Corp.'s by-laws, that grounds exist for the removal of the director. With respect to Eligible Employees and Eligible Consultants, Cause shall have the same meaning as is set forth in his or her engagement or employment agreement with the Company. If there is no such agreement, then Cause shall mean any of the following:

(i) rendering services while under the influence of alcohol or illegal drugs;

(ii) performing any act of dishonesty in rendering services to the Company, including falsification of records, expense accounts or other reports;

(iii) conviction, whether by judgment or plea, of any crime which constitutes a felony or which constitutes a misdemeanor involving violence, fraud, embezzlement, or theft;

(iv) violation of any law or agreement which results in the entry of a judgment or order enjoining or preventing Optionee from such activities as are essential for Optionee to perform services for the Company;

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(v) violation of any of the Company's policies which provide for termination of employment as a possible consequence of such violation;

(vi) engaging in conduct which is injurious (other than to an immaterial extent) to the Company;

(vii) the Company's receipt of reliable information from any source of an Optionee's entering into or intending to enter into competition with the Company; or

(viii) refusal to perform such duties as may be delegated or assigned to the Optionee, consistent with the Optionee's position, by his or her supervisor.

(d) "CDI Stock" means common stock, par value at $0.10 per share, of CDI Corp.

(e) "Committee" means the CDI Corp. Compensation Committee or its successor.

(f) "Company", as the context requires, means CDI Corp., CDI Corp. and its Subsidiary Companies or the individual Subsidiary Company which employs or retains an Optionee.

(g) "Date of Exercise" means the date on which notice of exercise of an Option is delivered to the Treasurer of CDI Corp.

(h) "Date of Grant" means the date on which an Option is granted.

(i) "Effective Date" means January 1, 1998.

(j) "Eligible Consultant" means an individual who performs consulting services for the Company as an independent contractor or through a corporation of which the individual is the sole owner, and who is designated as eligible to participate in the Plan by the Committee.

(k) "Eligible Employee" means an employee or a group of employees identified by job classification of the Company who has been designated as eligible to participate in the Plan by the Committee.

(l) "Eligible Director" means any Independent Director.

(m) "Fair Market Value" means the closing price of actual sales of CDI Stock on the New York Stock Exchange composite tape on a given date or, if there are no such sales on such date, the closing price of CDI Stock on such Exchange on the last preceding date on which there was a sale.

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(n) "Independent Director" means any director of CDI Corp. who is not an employee of the Company.

(o) "Option" means a non-qualified stock option to purchase CDI Stock granted under the Plan.

(p) "Optionee" means a person to whom an Option has been granted under the Plan.

(q) "Personal Representative" means the person or persons who, upon the death or Total and Permanent Disability of an Optionee, shall have acquired by will or by the laws of descent and distribution or by other legal proceedings the right to exercise an Option granted to such Optionee.

(r) "Plan" means the CDI Corp. 1998 Non-Qualified Stock Option Plan.

(s) "Retainer Fee" means the annual retainer fee payable to Independent Directors for their service as directors of CDI Corp. during a Retainer Fee Year. A Retainer Fee does not include attendance or committee fees.

(t) "Retainer Fee Option" means an Option granted to an Eligible Director in full or partial payment of such Eligible Director's Retainer Fee pursuant to Paragraph 6.

(u) "Retainer Fee Year" means the one year period between consecutive annual meetings of the shareholders of CDI Corp.

(v) "Retirement" means an Optionee's leaving the employ of the Company:

(i) on or after the date that the Optionee satisfies one of the following combinations of age and years of service with the Company:

- 60 years of age and 20 years of service;

- 62 years of age and 15 years of service; or

- 65 years of age and 5 years of service.

(ii) at such earlier date as may be approved by the Committee, in its sole discretion.

(w) "Subsidiary Company" means any corporation controlled by CDI Corp. or by a subsidiary controlled by CDI Corp. ("control" having the meaning set forth in Section 368(c) of the Internal Revenue Code or corresponding provisions of successor laws), provided that if the corporation is controlled by a subsidiary of CDI

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Corp., either CDI Corp. must own 100% of the stock of the subsidiary or the subsidiary must own 100% of the stock of the corporation.

(x) "Termination Date" means, unless otherwise determined by the Committee, the earliest of the following:

(i) ten years following the Date of Grant;

(ii) in the event an Optionee's employment or engagement with the Company is terminated by the Company for Cause, the date of such termination;

(iii) in the event an Optionee's employment or engagement with the Company is terminated through the Optionee's resignation or by the Company for reasons other than for Cause, two weeks following the date of such termination; or

(iv) in the event an Optionee's employment or engagement with the Company is terminated as a result of the Optionee's death, Total and Permanent Disability or Retirement, six months following such event.

(y) "Total and Permanent Disability" means a medically determinable disability of a permanent nature as a result of which an Optionee is entitled to receive and is receiving disability benefits under the Social Security Act.

3. CDI Stock Subject to the Plan. Not more than 2,600,000 shares of CDI Stock may be delivered, in the aggregate, pursuant to the exercise of Options under the Plan and the exercise of options under the CDI Corp. Non-Qualified Stock Option and Stock Appreciation Rights Plan. The CDI Stock delivered under the Plan may, at the election of the Company, be either treasury shares or shares originally issued for the purpose. When an Option is granted, the number of shares of CDI Stock subject to such Option shall be reserved for issuance out of the shares of CDI Stock remaining available for issuance under the Plan. If Options granted under the Plan terminate or expire without being exercised in whole or in part, other Options may be granted covering the shares of CDI Stock not delivered. No individual shall be eligible to receive, in any one calendar year, Options with respect to more than 500,000 shares of CDI Stock (which number is subject to adjustment as provided in Paragraph 14 hereof).

4. Rights to be Granted. Non-qualified stock options, which give the Optionee the right for a specified time period to purchase a specified number of shares of CDI Stock at a specified price shall be granted under the Plan, subject to the discretion of the Committee.

5. Administration. The Plan shall be administered by the Committee. The Committee shall have all necessary powers to administer the Plan, including, without limitation, the authority to determine the term and vesting schedule of Options or holding period, if any, applicable to shares of CDI Stock received pursuant to the exercise of an

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Option. The Committee will be composed entirely of persons who are both an "Outside Director" (as such term is defined or interpreted for purposes of
Section 162(m) of the Internal Revenue Code of 1986, as amended) and an "Independent Director" (as such term is defined or interpreted for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended). Except with respect to Retainer Fee Options, the Committee may determine from time to time which eligible persons shall be granted Options under the Plan, the number of shares of CDI Stock to be subject to the Option in each case and the other substantive provisions of each Option. However, any Options, other than Retainer Fee Options, granted to a member of the Board must also be approved by a majority of the Board not including the recipient.

6. Retainer Fee Options.

(a) All or a portion of the Retainer Fee payable to Eligible Directors may, at the election of the Director, be paid in the form of Options. Prior to the beginning of each Retainer Fee Year, each Eligible Director may elect to receive Options in lieu of all or a portion of the cash Retainer Fee that such Director would otherwise be paid for his/her service as a Director during such Retainer Fee Year. On the first business day of each Retainer Fee Year each Director who has made such an election will be granted an Option for that number of shares of CDI Stock which will result in the Option having the value chosen by the Director, using a Black-Scholes valuation as of such date of grant. Such number of shares will be subject to adjustment as provided in Paragraph 14.

(b) The Committee may determine from time to time the terms of the Retainer Fee Options, provided such terms are consistent with the terms of the Plan. Unless otherwise determined by the Committee, (i) Retainer Fee Options shall vest (and therefore will be exercisable) upon the completion of the Retainer Fee Year for which the Retainer Fee Options have been granted, (ii) if an Eligible Director ceases to be a member of the Board for any reason, unvested Retainer Fee Options shall expire and be unexercisable and the portion of the Eligible Director's Retainer Fee earned as of the date of cessation that is represented by such unvested Retainer Fee Options shall be paid in cash and
(iii) vested Retainer Fee Options will not terminate until the expiration of the options' full terms notwithstanding an earlier termination of a Director's service as a Director of the Company.

(7) Eligibility. The Committee may, from time to time, subject to the provisions of the Plan and such terms and conditions as the Committee may prescribe, award Options to any Eligible Employee or Eligible Consultant. Only Eligible Directors shall be eligible to receive Retainer Fee Options pursuant to Paragraph 6.

(8) Option Exercise Price.

(a) The price at which CDI Stock may be purchased on exercise of an Option shall be determined in each case by the Committee, but may not be less than 100% of the Fair Market Value of the CDI Stock on the last trading date immediately preceding the Date of Grant; provided, however, that the price at which CDI Stock may

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be purchased on exercise of a Retainer Fee Option shall be the Fair Market Value of CDI Stock on the last trading day immediately preceding the Date of Grant.

(b) Upon exercise of any Option granted pursuant to the Plan, the Optionee shall pay the Option price in cash or, in whole or in part, through the transfer to the Company of shares of CDI Stock that have been held by the Optionee for at least six months. In the event such Option price is paid in whole or in part with shares of CDI Stock, the portion of the Option price so paid shall be equal to the Fair Market Value of CDI Stock on the last trading day immediately preceding such date of exercise.

(9) Issuance of Certificates; Payment of Cash.

(a) Upon payment of the Option price and satisfaction of the tax payment obligation set forth in Paragraph 9(b), a certificate for the number of whole shares of CDI Stock to which the Optionee is entitled shall be delivered to such Optionee by CDI Corp.

(b) The Company shall not issue or transfer CDI Stock upon exercise of an Option until the Option price is fully paid and the tax withholding obligations with respect to the exercise of the Option have been satisfied. The Optionee may satisfy any statutory amounts required to be withheld under applicable federal, state and local income, payroll, social security and similar tax laws in effect from time to time by remitting the required amount of cash to the Company or by electing to have the Company withhold that number of shares of CDI Stock being purchased through the exercise of the Option which have a Fair Market Value equal to the amount of tax to be paid.

(10) Term. Unless otherwise determined by the Committee, Options granted under the Plan shall not be exercisable after the Termination Date.

(11) Vesting. Unless otherwise determined by the Committee, Options granted under the Plan will vest as follows:

(a) Subject to the accelerated vesting provision of Paragraph 11(b), Options will vest at the rate of 20% per year on each of the first five anniversaries of the Date of Grant;

(b) If an Optionee's employment with the Company terminates as a result of the Optionee's Retirement, death or Total and Permanent Disability, the Option will vest as to all unvested shares as of the date of such event.

(12) Exercise of Options. Unless otherwise determined by the Committee, the vested portion of an Option may be exercised in whole or in part during its term, but only as to whole shares, provided that an Option shall be exercisable only by an Optionee during his lifetime, by his Personal Representative in the event of the Optionee's death or Total and Permanent Disability, or by any permitted transferee under Paragraph 13.

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(13) Transferability of Options. No Option may be transferred, in whole or in part, unless the Option is transferred (i) by will or the applicable laws of descent and distribution, or (ii) to the extent allowed under the terms of the Agreement, to the spouse or descendant of an Optionee or to a trust for the benefit of the spouse or descendant of an Optionee.

(14) Adjustment on Change in Capitalization. In case the number of outstanding shares of CDI Stock is changed as a result of a stock dividend, stock split, recapitalization, combination, subdivision, issuance of rights or other similar corporate change, and unless the Board determines otherwise, there shall be an automatic adjustment in (a) the aggregate number of shares of CDI Stock which may be issued under the Plan, (b) the per individual annual limitation set forth in Paragraph 3 above, and (c) the number of shares of CDI Stock subject to, and the Option price of, any then outstanding Options.

(15) Certain Corporate Transactions. If during the term of any Option, CDI Corp. or any Subsidiary Company shall be merged into or consolidated with or otherwise combined with or acquired by another person or entity, or there is a divisive reorganization or a liquidation or partial liquidation of CDI Corp., CDI Corp. may (but shall not be required to) take any of the following courses of action:

(a) Not less than 10 days nor more than 60 days prior to any such transaction, all Optionees shall be notified that their Options shall expire on the 10th day after the date of such notice, in which event all Optionees shall have the right to exercise all of their Options prior to such new expiration date; or

(b) CDI Corp. shall provide in any agreement with respect to any such merger, consolidation, combination or acquisition that the surviving, new or acquiring corporation shall grant options to the Optionees to acquire shares in such corporation provided that the excess of the fair market value of the shares of such corporation immediately after the consummation of such merger, consolidation, combination or acquisition over the option price, shall not be less than the excess of the Fair Market Value of CDI Stock over the exercise price of Options, immediately prior to the consummation of such merger, consolidation, combination or acquisition; or

(c) CDI Corp. shall take such other action as the Board shall determine to be reasonable under the circumstances in order to permit Optionees and Eligible Directors to realize the value of rights granted to them under the Plan.

(16) Plan Not to Affect Relationship With the Company. Neither the Plan nor any Option shall confer upon any person any right to continue in the service of the Company.

(17) Cancellation of Options and Repayment of Gains. Notwithstanding any other provision of this Plan, the Board may, in its sole discretion and to the extent allowed in an Optionee's Agreement, cancel the outstanding Options held by such Optionee and/or require the Optionee to pay to the Company an amount equal to any

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gains derived from the exercise of any Options previously granted to and exercised by such Optionee if the Board, in its sole discretion, determines that such Optionee has entered into or intends to enter into competition with any member of the Company.

(18) Shareholder Rights and Privileges. An Optionee shall have no rights as a shareholder with respect to any shares of CDI Stock covered by an Option until the issuance of a stock certificate to the Optionee representing such shares.

(19) Amendment. The Board may at any time terminate the Plan or make such changes therein as it shall deem advisable. No outstanding Option shall be affected by any such amendment without the written consent of the Optionee or other person then entitled to exercise such Option.

(20) Securities Laws. The Committee shall make each grant under the Plan subject to such conditions as shall cause both the grant and exercise of an Option to comply with the then-existing requirements of Rule 16b-3 (or any similar rule) of the Securities and Exchange Commission.

(21) Performance-Based Compensation. Unless otherwise provided by the Committee in its discretion, it is intended that all compensation income recognized by Eligible Employees as the result of the exercise of Options, or the disposition of CDI Stock acquired on exercise of Options, shall be considered performance-based compensation excludable from such Eligible Employee's "applicable employee remuneration" pursuant to section 162(m)(4)(C) of the Internal Revenue Code of 1986, as amended.

(22) General. Each Option granted shall be evidenced by an Agreement containing such terms and conditions not inconsistent with the Plan as the Committee may determine. The issuance of CDI Stock on the exercise of an Option shall be subject to all of the applicable requirements of the Pennsylvania Business Corporation Law and other applicable laws. Among other things, an Optionee may be required to deliver an investment representation to the Company in connection with any exercise of an Option or to agree to refrain from selling or otherwise disposing of the CDI Stock acquired for a specified period of time.

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Exhibit 10.d.

CDI CORP.

2000 STOCK UNIT PLAN

Article 1. General Description

The CDI Corp. 2000 Stock Unit Plan provides designated employees of the Company with the opportunity to earn shares of CDI Stock, when predetermined terms and conditions, including a vesting period, have been satisfied.

Article 2. Purpose and Effective Date

2.1. Purpose. The purpose of the Plan is to provide additional incentives to employees thereby promoting the Company's long-term growth and financial success by (i) attracting and retaining employees of outstanding ability, (ii) strengthening the Company's capability to develop and maintain a highly-skilled and motivated workforce, (iii) providing an effective means for employees to acquire and maintain ownership of CDI Stock, (iv) motivating selected employees to achieve long-range performance goals and objectives and (v) providing incentive compensation opportunities competitive with those of other major corporations.

2.2. Effective Date and Termination of the Plan. The Plan is effective as of June 30, 2000 and may be suspended or terminated at any time by the Board.

Article 3. Definitions

The following words and phrases used in the Plan shall have the following meanings unless a different meaning is plainly required by the context: A.

3.1 "Account" means a bookkeeping account maintained for each Participant in which is recorded all information related to grants of Stock Units and the issuance of CDI Stock under the Plan.

3.2 "Award" means the grant of Stock Units to a Participant under the Plan.

3.3 "Award Certificate" means a written confirmation furnished to a Participant of an Award of Stock Units under the Plan.

3.4 "Board" means the Board of Directors of CDI Corp.

3.5 "CDI Stock" means common stock, par value $.10 per share, of CDI Corp.

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3.6 "Committee" means the CDI Corp. Compensation Committee. The members of the Committee shall be "Non-Employee Directors" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934.

3.7 "Company", as the context requires, means CDI Corp., CDI Corp. and its subsidiaries or the individual subsidiary of CDI Corp. which employs an Eligible Employee.

3.8 "Eligible Employee" means an employee (or group of employees identified by job classification) of the Company who has been designated as eligible to participate in the Plan by the Committee.

3.9 "Grant Date" means the date on which the Committee grants an Award to a Participant.

3.10 "Participant" means an Eligible Employee who is granted an Award under the Plan.

3.11 "Plan" means this CDI Corp. 2000 Stock Unit Plan, as amended from time to time.

3.12 "Retirement" means a Participant's leaving the employ of the Company:

(i) on or after the date that the Participant satisfies one of the following combinations of age and years of service with the Company:

- 60 years of age and 20 years of service;

- 62 years of age and 15 years of service; or

- 65 years of age and 5 years of service.

(ii) at such earlier date as may be approved by the Committee, in its sole discretion.

3.13 "Stock Unit" means a bookkeeping entry in a Participant's Account which represents a right to one share of CDI Stock upon the satisfaction of the Vesting Period and any other conditions which the Committee, in its sole discretion, may impose.

3.14 "Vesting Period" means that period of time which must elapse following the Grant Date before CDI Stock is issued in exchange for the Stock Units.

Article 4. Administration

4.1 General. The Plan shall be administered by the Committee.

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4.2 Plan Interpretation. The Committee shall have the authority and responsibility to interpret and construe the Plan and decide all questions arising thereunder, including, without limitation, questions of eligibility for participation, the number of Stock Units credited to an Account and the timing of the exchange of CDI Stock for Stock Units, and shall have the authority to deviate from the literal terms of the Plan to the extent the Committee determines it to be necessary or appropriate to operate the Plan in compliance with the provisions of applicable law. The Committee's interpretations of the Plan, and all actions taken and determinations made by the Committee pursuant to the powers vested in it hereunder, shall be conclusive and binding on all parties concerned, including the Company and any employee.

4.3 Responsibilities and Reports. The Committee may, pursuant to a written instruction, delegate specific duties and responsibilities to other named persons; provided, however, that any such delegation may not violate or otherwise contravene any requirement of applicable law. The Committee shall be entitled to rely conclusively upon all tables, valuations, certificates, opinions and reports that are furnished by any accountant, controller, counsel, or other person who is employed or engaged for such purposes.

4.4 Powers of Committee. Subject to the provisions of the Plan, the Committee shall have all necessary powers to administer and interpret the Plan including, without limitation:

(i) The authority to adopt such rules, regulations and instruments for the administration of the Plan and for the conduct of its business as the Committee deems necessary or advisable;

(ii) The authority to designate which employees of the Company are Eligible Employees;

(iii) The Committee may correct any defect or supply any omission or reconcile any inconsistency in the Plan in such manner and to the extent the Committee shall determine in order to carry out the purposes of the Plan.

Article 5. Participation

5.1 Participation. Subject to the terms and conditions of the Plan, an Award of Stock Units may be made to any Participant selected by the Committee. In making this selection and in determining the amount and terms of any Award, the Committee may give consideration to the functions and responsibilities of the respective Participant, his or her contributions to the success of the Company, the value of his or her service to the Company and any other factor deemed relevant by the Committee.

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Article 6. Grant of Awards

6.1 General. Stock Units shall be granted to a Participant in such amount, and subject to such terms and conditions, as the Committee shall determine.

6.2 Award Certificate. Each Award shall be evidenced by an Award Certificate specifying the number of Stock Units granted, the Vesting Period and any other terms and conditions of the Award.

6.3 Credits to Account. Stock Units granted to a Participant shall be credited to the Participant's Account. The Account shall be the bookkeeping record of the Stock Units granted to the Participant under the Plan, shall be solely for accounting purposes, and shall not require the segregation of any Company assets.

Article 7. Vesting Period of Stock Units

7.1 Vesting Period. Stock Units granted to a Participant shall vest according to the Vesting Period determined by the Committee and set forth in the Participant's Award Certificate. Except as provided in Section 7.2 or otherwise determined by the Committee, if a Participant's service with the Company is terminated for any reason before becoming 100% vested in his or her Stock Units, such Participant's interest in the Stock Units and all rights to benefits under the Plan shall be forfeited.

7.2 Notwithstanding the provisions of Section 7.1, unless otherwise provided in a Participant's Award Certificate, all Stock Units granted to a Participant shall vest upon the Participant's termination of employment by the Company other than for cause, death, disability or Retirement.

Article 8. Payment for Stock Units

8.1 Payment. When a Participant's Stock Units become vested in accordance with the applicable Vesting Period, and all other terms and conditions under the Award Certificate have been satisfied, a certificate for a number of shares of CDI Stock equal to the number of vested Stock Units will be delivered to the Participant as soon as administratively feasible, and the corresponding Stock Units will be cancelled.

8.2 Death of Participant. If a Participant dies, shares of CDI Stock to which the Participant is entitled under the Plan and any Award Certificate shall be paid to his or her surviving spouse, or if there is no such surviving spouse, to the Participant's estate.

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Article 9. General Provisions

9.1 Limits as to Transferability. Unless otherwise provided by the Committee, Stock Units are not transferable by the Participant otherwise than by will or, if the Participant dies intestate, by the laws of descent and distribution.

9.2 Shareholder Rights and Privileges. A Participant shall have no rights as a shareholder with respect to any shares of CDI Stock covered by an Award until the issuance of a stock certificate to the Participant representing such shares.

9.3 Shares Available Under the Plan. The CDI Stock to be offered under the Plan will be authorized but unissued CDI Stock or CDI Stock previously issued and outstanding and reacquired by the Company.

9.4 Adjustments Upon changes in Stock. In case of any reorganization, recapitalization, stock split, stock dividend, combination of shares, merger, consolidation, rights offering, or any other changes in the corporate structure or shares of the Company, appropriate adjustments may be made by the Committee (or if the Company is not the surviving corporation in any such transaction, the board of directors of the surviving corporation) in the number and kind of shares subject to unvested Awards.

9.5 Amendment, Suspension, and Termination of Plan. The Board or a designated committee may suspend or terminate the Plan or any portion thereof at any time, and may amend the Plan from time to time in such respects as the Board may deem advisable.

9.6 Nonuniform Determinations. The Committee's determinations under the Plan, including without limitation, the determination of Eligible Employees, need not be uniform and may be made by it selectively among Participants whether or not such Participants are similarly situated.

9.7 No Right to Employment or Continued Service. Neither the action of the Company in establishing the Plan, nor any action taken by it or by the Board or the Committee under the Plan, nor any provision of the Plan or any Agreement, shall be construed as giving to any person the right to be retained in the employ of the Company.

9.8 Funding; Unsecured Status. The Company will not be required to segregate or hold separately from its general assets any amounts credited to a Participant's Account, and shall be under no obligation whatsoever to fund in advance any amounts under the Plan. The right of a Participant to receive any amounts or shares of CDI Stock under the Plan shall be an unsecured claim against the Company.

* * * *

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To record the adoption of the Plan, CDI Corp. has caused its authorized officers to affix its corporate name this 14th day December, 2000.

[CORPORATE SEAL]

Attest: *CDI Corp.*

/s/ Joseph R. Seiders */s/ John M. Coleman*

Joseph R. Seiders *John M. Coleman*
Sr. V. P. & Secretary

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Exhibit 10.f.

AGREEMENT

THIS IS AN AGREEMENT ("Agreement") entered into as of this 11th day of April, 1978 between CDI Corporation ("Company") and WALTER R. GARRISON.

Background

In recognition of the great value to the Company of the services Walter R. Garrison has performed for the Company in the past, and in consideration and anticipation of the services he will perform for the Company until his normal retirement date, the Company desires to supplement the retirement benefits which it is anticipated will be payable to Garrison under the CDI Corporation Pension Plan and the CDI Corporation Profit Sharing Plan (both as amended and restated effective May 1, 1976).

Supplemental Pension Agreement

1. Garrison agrees to continue to perform such duties for the Company as have heretofore been agreed upon and such other duties as may from time to time be agreed upon, so long as he is physically and mentally capable of doing so, until his normal retirement.

2. Upon Garrison's retirement, the Company will, in addition to such other pension and other benefits or payments as may be payable to Garrison, pay to Garrison a supplemental pension of $35,000 per year, payable in approximately equal monthly installments beginning with the second month following

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Garrison's retirement and continuing until Garrison has received a total of $525,000.

3. If Garrison dies before his retirement date, the Company shall pay the entire amount due ($525,000) to such beneficiaries (other than his estate or the creditors of his estate) and in such manner as he shall have designated in a writing filed with the Company in his lifetime. If Garrison has not filed such designation with the Company, the Company shall pay the entire amount due ($525,000) in approximately equal monthly installments over a period of five years, to Garrison's children living at the date of his death in equal shares.

4. If Garrison dies after retirement and before receiving a total of $525,000, the Company shall pay the balance remaining as specified in paragraph 3.

5. The Company's obligation to make supplemental pension payments to either Garrison, his designated beneficiaries or his children under this Agreement. is specifically conditioned on Garrison continuing to perform his duties for the Company in a satisfactory fashion until the earlier of the date of his retirement or the date upon which Garrison is physically or mentally incapable, in the opinion of a physician satisfactory to the Company, of performing such duties. If Garrison voluntarily terminates his service with the Company prior to his retirement, the Company shall have no obligation to make payments under this Agreement except to the extent determined by the Board of

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Directors of the Company in advance of Garrison's date of termination of service.

6. Garrison's right to receive payments under this. Agreement is not conditioned on any continuing obligation on Garrison's part to perform any services for the Company after his retirement, or on any obligation not to perform services for any other employer after that date.

7. The Company shall be under no obligation to establish any separate fund, purchase any annuity contract, or in any other way make any special provision or specifically earmark any funds for the payment of supplemental pensions called for under this Agreement. If the Company chooses to establish such a fund, or purchase such an annuity contract or make any other arrangement to provide for supplemental pension payments under this Agreement, such fund, contract or arrangement, shall remain part of the general assets of the Company and no person claiming benefits under this Agreement shall have any right, title or interest in or to any such fund, contract or arrangement.

8. No supplemental pension payment under this Agreement shall be subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance, charge or seizure; and no such supplemental pension payment shall be in any manner liable for or. subject to the debts, contracts, liabilities, engagements or torts of either Garrison, his designated beneficiaries, or his children during Garrison's employment with the Company or after termination of such employment.

CDI CORPORATION ATTEST

/s/ Eleanor H. Wesler

Secretary

By: /s/ Christian M. Hoechst

Witness:

/s/ Robert L. Freedman

/s/ Walter R. Garrison

Walter R. Garrison

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Exhibit 10.1.

CDI CORP.

NON-QUALIFIED STOCK OPTION AGREEMENT

SECTION 1. Grant of Option

The CDI Corp. Board of Directors' Compensation Committee, pursuant to the authority granted to it under the CDI Corp. 1998 Non-Qualified Stock Option Plan, as amended (the "Plan") hereby grants to Jay G. Stuart (the "Optionee") an option (the "Option" when reference is made to the right to purchase some or all of the Shares) to purchase 50,000 shares of CDI Corp. common stock (the "Shares" when reference is made to all or a portion of the shares subject to the Option), according to the terms and conditions set forth herein and in the Plan.

SECTION 2. Other Definitions

(a) "Board" means the board of directors of the Company.

(b) "Cause" shall have the same meaning as is set forth in an employment or engagement agreement between Optionee and the Company. If there is no such agreement, then Cause shall mean:

(i) Optionee's rendering services while under the influence of alcohol or illegal drugs;

(ii) Optionee's performing any act of dishonesty in rendering services to the Company, including falsification of records, expense accounts or other reports;

(iii) Optionee's conviction, whether by judgment or plea, of any crime which constitutes a felony or which constitutes a misdemeanor involving violence, fraud, embezzlement, theft or business activities;

(iv) Optionee's violation of any law or agreement which results in the entry of a judgment or order enjoining or preventing Optionee from such activities as are essential for Optionee to perform services for the Company;

(v) Optionee's violation of any of the Company's policies which provide for termination of employment as a possible consequence of such violation;

(vi) conduct engaged in by Optionee which is injurious (other than to an immaterial extent) to the Company;

(vii) the Company's receipt of reliable information from any source of Optionee's entering into or intending to enter into competition with the Company; or

(viii) insubordination by Optionee.

(c) "Committee" means the Compensation Committee of the Board.

(d) "Company" means CDI Corp.

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(e) "Date of Exercise" means the date on which the written notice required by Section 12 below is received by the Treasurer of the Company.

(f) "Date of Grant" means October 14, 2002, the date on which the Option is awarded pursuant to the Plan and this Agreement

(g) "Fair Market Value" of a share of Stock means the closing price of actual sales of shares on the New York Stock Exchange on a given date or, if there are no such sales on such date, the closing price of the shares of Stock on such exchange on the last date on which there was a sale, in either case as reported on the New York Stock Exchange consolidated transaction reporting system.

(h) "Option Price" means $25.50, representing the Fair Market Value of a share of Stock on the Date of Grant.

(i) "Retirement" means Optionee's leaving the employ of the Company:

(i) on or after the date that Optionee satisfies one of the following combinations of age and years of service with the Company:

- 60 years of age and 20 years of service;

- 62 years of age and 15 years of service; or

- 65 years of age and 5 years of service.

(ii) at such earlier date as may be approved by the Committee, in its sole discretion.

(j) "Stock" means the Company's common stock, par value $.10 per share.

(k) "Termination Date" means the earliest of:

(i) in the event of the termination of Optionee's employment by the Company for Cause, the date of such termination;

(ii) in the event of the termination of Optionee's employment by the Company without Cause or as a result of Optionee's resignation, the date two weeks after the date of such termination;

(iii) in the event of the death, Total and Permanent Disability or Retirement of the Optionee, the date six months after the date of such event; or

(iv) 11:59 p.m. on October 13, 2009.

(l) "Total and Permanent Disability" means a medically determinable disability of a permanent nature as a result of which Optionee is entitled to receive and is receiving disability benefits under the Social Security Act.

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SECTION 3. Time of Exercise

No Option shall be exercisable with respect to any Shares unless the Option has vested with respect to such Shares in accordance with Section 4 or 5 hereof. If vested, the Option may be exercised at any time after vesting until the Termination Date, in whole or in part.

SECTION 4. Time Vesting Option

To the extent of 17,000 shares of Stock (the "Time Vesting Option"), the Option will vest as follows:

(a) With respect to 4,250 Shares, the Option will vest on the first anniversary of the Date of Grant;

(b) With respect to an additional 4,250 Shares, the Option will vest on the second anniversary of the Date of Grant; and

(c) With respect to an additional 4,250 shares, the Option will vest on the third anniversary of the Date of Grant.

(d) With respect to the final 4,250 shares, the Option will vest on the fourth anniversary of the Date of Grant.

Notwithstanding the above, no portion of the Option will vest on or after the Termination Date.

SECTION 5. Target Price Option

To the extent of 33,000 shares of Stock (the "Target Price Option"), the Option will vest as follows:

(a) With respect to 4,714 Shares, the Option will become vested upon the earlier of (1) the first date that the closing price of the Stock on the New York Stock Exchange (or if the Stock ceases to be traded on the New York Stock Exchange, on the relevant exchange) has closed at $35.00 for any 60 days over a continuous six (6) month period or (2) October 13, 2008.

(b) With respect to 4,714 Shares, the Option will become vested upon the earlier of (1) the first date that the closing price of the Stock on the New York Stock Exchange (or if the Stock ceases to be traded on the New York Stock Exchange, on the relevant exchange) has closed at $40.00 for any 60 days over a continuous six (6) month period or (2) October 13, 2008.

(c) With respect to 4,714 Shares, the Option will become vested upon the earlier of (1) the first date that the closing price of the Stock on the New York Stock Exchange (or if the Stock ceases to be traded on the New York Stock Exchange, on the relevant exchange) has closed at $45.00 for any 60 days over a continuous six (6) month

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period or (2) October 13, 2008.

(d) With respect to 4,714 Shares, the Option will become vested upon the earlier of (1) the first date that the closing price of the Stock on the New York Stock Exchange (or if the Stock ceases to be traded on the New York Stock Exchange, on the relevant exchange) has closed at $50.00 for any 60 days over a continuous six (6) month period or (2) October 13, 2008.

(e) With respect to 4,714 Shares, the Option will become vested upon the earlier of (1) the first date that the closing price of the Stock on the New York Stock Exchange (or if the Stock ceases to be traded on the New York Stock Exchange, on the relevant exchange) has closed at $55.00 for any 60 days over a continuous six (6) month period or (2) October 13, 2008.

(f) With respect to 4,714 Shares, the Option will become vested upon the earlier of (1) the first date that the closing price of the Stock on the New York Stock Exchange (or if the Stock ceases to be traded on the New York Stock Exchange, on the relevant exchange) has closed at $60.00 for any 60 days over a continuous six (6) month period or (2) October 13, 2008.

(g) With respect to 4,716 Shares, the Option will become vested upon the earlier of (1) the first date that the closing price of the Stock on the New York Stock Exchange (or if the Stock ceases to be traded on the New York Stock Exchange, on the relevant exchange) has closed at $65.00 for any 60 days over a continuous six (6) month period or (2) October 13, 2008.

Notwithstanding the above, no portion of the Option will vest on or after the Termination Date.

SECTION 6. Additional Options

This is intended to be a two-year option grant, and the Executive will not receive any additional option awards for a two-year period. After this two-year period expires, normal option grants may be issued to Executive as determined by the Board of Directors.

SECTION 7. Withholding

Optionee shall provide for any statutorily required federal, state or local tax withholding hereunder by paying the necessary amount to the Company in cash or by agreeing to accept in full satisfaction of the Option hereunder the net number of Shares remaining after provision for those withholding taxes. Optionee's failure to tender the required withholding amount within five days of the Company's request for that amount shall constitute agreement to accept the net number of Shares remaining after provision for withholding taxes, plus cash in lieu of any remaining fractional Share. The portion of any Shares withheld pursuant to the applicable federal, state and local tax laws shall be determined by using the Fair Market Value of the Stock on the last trading day immediately preceding the date that such Stock is received pursuant to the exercise of the Option.

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SECTION 8. Payment for Shares by the Optionee

Full payment for Shares purchased upon the exercise of the Option shall be made by check, bank draft or in shares of Stock that has been held by Optionee for at least six months. In the event that payment for Shares purchased upon the exercise of the Option is made in shares of Stock, the value of such shares shall be equal to the Fair Market Value of the Stock on the last trading day immediately preceding the Date of Exercise.

SECTION 9. Nontransferability of Option

The Option may not be transferred, in whole or in part, unless the Option is transferred (i) by will or the applicable laws of descent and distribution or (ii) with the prior written approval of the Committee, to the spouse or descendant of the Optionee or a trust for the benefit of the spouse or distribution.

SECTION 10. Stock Ownership Standards

If Optionee is subject to any stock ownership standards imposed by the Company, those standards may affect Optionee's ability to sell or otherwise transfer some or all of the Shares purchased by Optionee through the exercise of this Option.

SECTION 11. Cancellation of Options and Repayment of Gains

Notwithstanding any other provision of this Agreement, if the Committee determines that Optionee has entered into or intends to enter into competition with the Company or its Subsidiaries, the Committee may, in its discretion, at any time during the term of the non-competitive covenant, if any, in the employment agreement or engagement agreement between Optionee and the Company which is being violated by such competition, cancel the outstanding Options granted to Optionee and/or require Optionee to pay to the Company an amount equal to any gains derived from the exercise of any Options previously granted to and exercised by Optionee during the one year period prior to the termination of Optionee's employment or engagement with the Company.

SECTION 12. Manner of Exercise

The Option shall be exercised by giving written notice of exercise to the Company's Treasurer, at 1717 Arch St., 35th Floor, Philadelphia, Pennsylvania 19103-2768. Such notice must state the number of Shares as to which the Option is exercised. Each such notice shall be irrevocable once given. Notice of exercise must be accompanied by full payment.

SECTION 13. Securities Laws

The Committee may from time to time impose any conditions on the exercise of the Option as it deems necessary or advisable to ensure that all options granted under the Plan, and the exercise thereof, satisfy Rule 16b-3 (or any similar rule) of the Securities and Exchange

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Commission. Such conditions may include, without limitation, the partial or complete suspension of the right to exercise the Option.

SECTION 14. Issuance of Certificates; Payment of Taxes

(a) The Option can only be exercised as to whole shares of Stock. Upon exercise of the Option and payment of the Option Price, a certificate for the number of shares of Stock purchased through the exercise will be issued and delivered by the Company to the Optionee, provided that the Optionee has remitted to the Company an amount, determined by the Company, sufficient to satisfy the applicable requirements to withhold federal, state, and local taxes, or made other arrangements with the Company for the satisfaction of such withholding requirements.

(b) Subject to the provisions of Section 13 above, the Company may also condition delivery of certificates for shares of Stock upon the prior receipt from the Optionee of any undertakings that it determines are required to ensure that the certificates are being issued in compliance with federal and state securities laws.

SECTION 15. Rights Prior to Issuance of Certificates

Neither the Optionee nor the person to whom the Optionee's rights shall have passed by will or by the laws of descent and distribution shall have any of the rights of a shareholder with respect to any shares of Stock issuable upon exercise of the Option until the date of issuance to the Optionee of a certificate for such shares as provided in Section 14 above.

SECTION 16. Option Not to Affect Relationship with Company

The Option shall not confer upon the Optionee any right to continue in the employ or service of the Company.

SECTION 17. Adjustment for Capital Changes

In case the number of outstanding shares of the Company's capital stock is changed as a result of a stock dividend, stock split, recapitalization, combination, subdivision, issuance of rights or other similar corporate change, the Board shall make an appropriate adjustment in the aggregate number of Shares subject to, and the Option Price of, any then outstanding Option.

SECTION 18. Interpretation

The Committee shall have the sole power to interpret this Agreement and to resolve any disputes arising hereunder.

Intending to be legally bound, the parties have executed this Agreement effective as of the Date of Grant.

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For the Compensation Committee of the
Board of Directors of CDI Corp.

OPTIONEE

By: /s/ Roger H. Ballou */s/ Jay G. Stuart*

Roger H. Ballou *Jay G. Stuart*
President and CEO

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Exhibit 10.m.

CDI CORP.

RESTRICTED STOCK AGREEMENT

This Restricted Stock Agreement (the "Agreement") is entered into as of this 14th day of October, 2002 between CDI Corp., a Pennsylvania corporation (the "Company"), and Jay G. Stuart ("Executive").

SECTION 1. Grant of Restricted Stock.

The Company hereby grants to Executive 10,000 shares of the Company's common stock par value $.10 per share, subject to the restrictions set forth herein. The Company, following the execution of this Agreement, will issue 10,000 shares of the Company's common stock (the "Stock") to Executive. The Stock shall consist of four certificates of 2,500 shares each, registered in Executive's name (the "Certificates"), subject to the restrictions set forth herein.

SECTION 2. Custody of Stock.

The Company will deliver the Certificates to the Secretary of the Company (the "Secretary"), to be held in escrow in accordance with the terms of this Agreement. Simultaneously with the delivery of the Certificates, Executive will sign and deliver to the Secretary an undated stock power with respect to each of the Certificates, authorizing the Secretary to transfer title to each Certificate to the Company, in the event that Executive forfeits all or a portion of the Stock in accordance with the terms of this Agreement.

SECTION 3. Rights to Vote Stock.

Executive will be considered a shareholder with respect to the escrowed Stock and will have all corresponding rights, including the right to vote the Stock and to receive all dividends and other distributions with respect to the Stock, except that Executive will have no right to sell, exchange, transfer, pledge, hypothecate or otherwise dispose of any escrowed Stock, and Executive's rights in the escrowed Stock will be subject to forfeiture as provided in
Section 5 of this Agreement.

SECTION 4. Vesting of Restricted Stock.

Executive will vest, if at all, in all grants of restricted shares of Stock at the rate of 25% per year on the anniversary date of the original grant. If Executive's employment with the Company terminates for any reason, none of the unvested Stock shall ever vest and such shares shall be forfeited to the Company as of the date that Executive's employment with the Company terminates. For all shares of Stock in which Executive becomes vested, the escrow will terminate and the Secretary will deliver the stock certificates to Executive as soon as practicable after such shares vest.

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SECTION 5. Forfeiture of Stock.

Executive shall forfeit all remaining escrowed Stock upon the termination of his service as an employee of the Company for any reason or upon any attempt by Executive to sell, exchange, transfer, pledge, hypothecate or otherwise dispose or encumber any of the escrowed Stock. Title to all forfeited shares of Stock shall be transferred back to the Company as soon as reasonably practicable after they are forfeited.

SECTION 6. Compliance with Laws.

All shares of Stock issued to Executive or his personal representative shall be transferred in accordance with all applicable laws, regulations or listing requirements of any national securities exchange, and the Company may take all actions necessary or appropriate to comply with such requirements including, without limitation, withholding federal income and other taxes with respect to such Stock; restricting (by legend or otherwise) such Stock as shall be necessary or appropriate, in the opinion of counsel for the Company, to comply with applicable federal and state securities laws, including Rule 16b-3 (or any similar rule) of the Securities and Exchange Commission, which restrictions shall continue to apply after the delivery of certificates for the Stock to Executive or his personal representative; and postponing the issuance or delivery of any Stock. Notwithstanding any provision in this Agreement to the contrary, the Company shall not be obligated to issue or deliver any Stock if such action violates any provision of any law or regulation of any governmental authority or any national securities exchange.

SECTION 7. Agreement Not to Affect Relationship with Company.

This Agreement shall not confer upon Executive any right to continue in the employ or service of the Company.

SECTION 8. Adjustment for Capital Changes.

The number of shares of Stock subject to this Agreement shall be appropriately adjusted in the event of a stock split, stock dividend, recapitalization, or other capital change of the Company.

SECTION 9. Interpretation.

The Company shall have the sole power to interpret this Agreement and to resolve any disputes arising hereunder.

IN WITNESS WHEREOF, the undersigned have executed this Agreement the date and year first written above.

CDI CORP.

By: /s/ Roger H. Ballou

Roger H. Ballou
President and CEO

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EXECUTIVE:

/s/ Jay G. Stuart

Jay G. Stuart

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Exhibit 10.p.

AGREEMENT REGARDING SEVERANCE

This is an Agreement Regarding Severance (this "Agreement"), dated as of September 30, 2002 and effective as of November 15, 2002 (the "Effective Date"), between CDI Corporation, a Pennsylvania corporation (the "Company"), and Gregory L. Cowan (the "Executive").

Background

As of the date of this Agreement, the Executive is the Chief Financial Officer of the Company. On the Effective Date, he will become the Chief Accounting Officer of the Company. In connection with, and in consideration for, the Executive's acceptance of this new role, the Company has agreed to the severance arrangement set forth below.

Terms

Intending to be legally bound, the parties agree as follows:

1. If, within nine months following the Effective Date, the Executive resigns as an employee of the Company or the Company removes the Executive as its Chief Accounting Officer ("CAO"), then the Executive will be entitled to receive twelve months salary continuation, based on the Executive's annual salary as of the date of this Agreement (which is $238,050). The twelve-month period during which the Executive's salary would continue to be paid is referred to in this Agreement as the "Severance Period".

2. The above severance payment would not be reduced or eliminated if the Executive obtains other employment during the Severance Period.

3. During the Severance Period, the Executive would be entitled to twelve months COBRA (Company contribution).

4. With respect to any stock options held by the Executive which have vested as of the date he resigns or is removed as CAO, the Executive may exercise such options any time during the Severance Period.

5. As a condition to receiving any of the severance benefits described above, the Executive must first sign the Release and Waiver of Future Claims Against the Company.

6. After nine months following the Effective Date, the Executive's rights to severance payments and other matters described above would be subject to whatever severance plans or arrangements are in effect from time to time and which are applicable to the Executive.

7. This Agreement sets for the entire understanding between the parties relating to the subject matter hereof, and supersedes all prior agreements and understandings, both written and oral, between the parties with respect to the subject matter of this Agreement.

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

CDI CORPORATION

By: /s/ Roger H. Ballou

Roger H. Ballou
President & CEO

GREGORY L. COWAN

/s/ Gregory L. Cowan

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EXHIBIT 21

Subsidiaries of the Registrant

The following are subsidiaries of the Registrant as of December 31, 2002 and the jurisdiction in which each is organized. Each of the subsidiaries conducts its business using the names indicated except as separately set forth herein. Certain subsidiaries are not listed. These omitted subsidiaries either individually or in the aggregate would not constitute a significant subsidiary.

Subsidiary	State or Country of Organization
Subsidiary of the Registrant:	
CDI Corporation (a)	Pennsylvania
Subsidiaries of CDI Corporation:	
CDI AndersElite Limited (b)	United Kingdom
CDI Engineering Group, Inc. (c)	Delaware
CDI Holdings (UK) Limited	United Kingdom
CDI Marine Company (d)	Florida
C.D.I. Professional Services Group, S. de R.L. de C.V. (e)	Mexico
CDI Technical Services, Ltd. (f)	Canada
Liquid Medium, LLC	Delaware
The M&T Company	Pennsylvania
Management Recruiters International, Inc. (g)	Delaware
Maplehill Corporation	Delaware
M.E. -Michigan, Inc	Michigan
Shares Services of West Virginia, Inc.	Delaware
Todays Staffing, Inc. (h)	Pennsylvania
Subsidiary of CDI AndersElite Limited:	
CDI AndersElite Ireland Limited	Ireland
EuroElite Plc	United Kingdom
Subsidiaries of CDI Engineering Solutions, Inc.:	
Herzog-Hart Limited	United Kingdom
Subsidiary of CDI Holdings (UK) Limited:	
Harvard Associates Limited	United Kingdom
Subsidiaries of Management Recruiters International, Inc.:	
Brownshill Corporation	Delaware
InterExec, Inc. (i)	Ohio
Management Recruiters of Cuernevaca, Inc.	Ohio
Subsidiary of Brownshill Corporation:	
Brownshill Holdings Limited	United Kingdom

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Subsidiary	State or Country of Organization
Subsidiary of Brownshill Holdings Limited:	
MRI Worldwide Ltd	United Kingdom
Subsidiary of Maplehill Corporation:	
Asset Computer Personnel Corporation	Nova Scotia
Subsidiaries of Todays Staffing, Inc.:	
Todays Staffing, Ltd.	Canada
Spectra Professional Search of Massachusetts, Inc.	Massachusetts

(a) CDI Corporation also conducts its business using the trade names of CDI Professional Services, CDI Innovantage, CDI Engineering Services, CDI Engineering Solutions and CDI Managed CADD Services.

(b) CDI AndersElite Limited also conducts its business using the trade name of CDI Professional Services.

(c) CDI Engineering Group, Inc. also conducts its business using the name of CDI Engineering Solutions.

(d) CDI Marine also conducts its business using the name of CDI Government Services.

(e) C.D.I. Professional Services Group, S. de R.L. de C.V. also conducts its business using the trade name of CDI.

(f) CDI Technical Services Ltd. also conducts its business using the trade name of CDI Professional Services.

(g) Management Recruiters International, Inc. also conducts its business using the trade names of Sales Consultants, Office Mates 5, CompuSearch, ConferView and Banister International.

(h) Todays Staffing, Inc. also conducts its business using the trade names Todays Legal Staffing and Todays Office Staffing.

(i) InterExec, Inc. also conducts its business using the trade name of DayStar.

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Exhibit 23

Consent of Independent Certified Public Accountants

The Board of Directors
CDI Corp:

We consent to the incorporation by reference in the registration statements (Nos. 33-7263,333-65879, 333-69007 and 333-34508) on Form S-8 of CDI Corp. of our report dated February 21, 2003, relating to the consolidated balance sheets of CDI Corp. and subsidiaries as of December 31, 2002 and 2001 and the related consolidated statements of earnings, cash flows, changes in shareholders' equity for each of the years in the three-year period ended December 31, 2002, and the related financial statement schedule, which report appears in the December 31, 2002 annual report on form 10-K of CDI Corp. Our report refers to the Company's adoption of Statement of Financial Accounting Standard No. 142, Goodwill and Other Intangible Assets on January 1, 2002.

/s/ KPMG LLP

Philadelphia, Pennsylvania
March 27, 2003

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Exhibit 99.a.

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of CDI Corporation (the "Company") on Form 10-K for the year ending December 31, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned Chief Executive Officer of the Company hereby certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to ss.906 of the Sarbanes-Oxley Act of 2002 that: 1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and 2) the information contained in the Report fairly presents, in all material respect, the financial condition and results of operations of the Company as of and for the periods covered in the Report.

/s/ Roger H. Ballou
----------=
Roger H. Ballou
Chief Executive
Officer

Dated: March 26, 2003

A signed original of this written statement required by Section 906 has been provided to CDI Corporation and will be retained by CDI Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

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Exhibit 99.b.

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of CDI Corporation (the "Company") on Form 10-K for the year ending December 31, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned Chief Financial Officer of the Company hereby certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to ss.906 of the Sarbanes-Oxley Act of 2002 that: 1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and 2) the information contained in the Report fairly presents, in all material respect, the financial condition and results of operations of the Company as of and for the periods covered in the Report.

/s/ Jay G. Stuart

Jay G. Stuart
Chief Financial
Officer

Dated: March 26, 2003

A signed original of this written statement required by Section 906 has been provided to CDI Corporation and will be retained by CDI Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

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End of Filing

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