



CDI Corp.

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CDI Corp.
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www.cdicorp.com

August 14, 2002

VIA FAX AND FEDERAL EXPRESS

Mr. Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: CDI Corp. - Statements Under Oath Pursuant to Commission Order No. 4-460

Dear Mr. Katz:

Enclosed are Statements Under Oath signed by the Chief Executive Officer and the Chief Financial Officer of CDI Corp. pursuant to the Commission's Order No. 4-460. In addition to this fax transmission, the original signed Statements Under Oath are being sent to the Commission today by Federal Express.

Please acknowledge receipt of these Statements Under Oath by stamping the enclosed duplicate copy of this letter and returning it to the undersigned in the envelope provided.

If you have any questions, please contact me.

Sincerely,

CDI CORP.

Craig H. Lewis
Associate General Counsel

Enclosures

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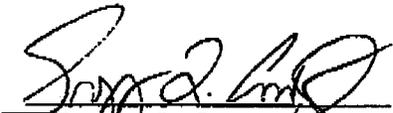
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STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Gregory L. Cowan, Executive Vice President and Chief Financial Officer of CDI Corp., state and attest that:

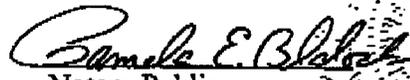
- (1) To the best of my knowledge, based upon a review of the covered reports of CDI Corp., and, except as corrected or supplemented in a subsequent covered report:
 - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - CDI Corp.'s 2001 Annual Report on Form 10-K filed with the Commission;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of CDI Corp. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.



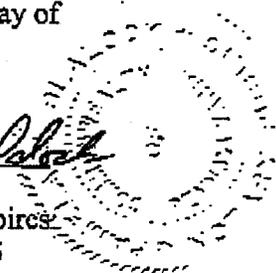
 Gregory L. Cowan

August 14, 2002

Subscribed and sworn to before me this 14th day of August 2002.



 Notary Public
 My Commission Expires
 November 25, 2005



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NOTARIAL SEAL
 PAMELA E. BLALOCK, Notary Public
 City of Philadelphia, Phila County
 My Commission Expires November 25, 2005