

08-07-1998



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

MRD 8-5-98

To the Honorable Commissioner of Patents and Trademarks, Patent and Trademark Office		100788182	Original document or copy thereof.
1. Name of Party(ies) conveying an interest:  The Profit Recovery Group International, Inc. 2300 Windy Ridge Parkway, Suite 100 Atlanta, Georgia 30339  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <u>Georgia</u> <input type="checkbox"/> Other  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and Address of Party(ies) receiving an interest:  Name: <u>NationsBank, N.A., As Agent</u> Street Address: <u>101 North Tryon Street, 13th Floor</u> <u>5</u> <u>1998</u> Internal Address: <u>Agency Services</u> City: <u>Charlotte</u> State: <u>North Carolina</u> Zip: <u>28255</u>  <input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Other <u>national banking association</u>  Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3. Nature of Conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Notice of Grant of Security Interest In Trademarks</u>  Effective Date: <u>July 29, 1998</u>		4. Application number(s) or registration number(s):  A. Trademark Application No.(s): <u>N/A</u>  B. Trademark Registration No.(s): <u>2,076,986 2,068,799</u> <u>2,066,489 1,936,667 1,923,121</u>  Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed:  Name: <u>Mark H. Webbink, Esq.</u> Internal Address: <u>Moore &amp; Van Allen, PLLC</u> Street Address: <u>2200 West Main Street, Suite 800</u> City: <u>Durham</u> State: <u>NC</u> ZIP: <u>27705</u>		6. Total number of applications and registrations involved: <u>5</u>  7. Total fee (37 CFR 3.4): ..... \$ <u>140.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account (Any Deficiency)  8. Deposit account number: <u>13-4365</u> (Attach duplicate copy of this form if paying by deposit account):	
DO NOT USE THIS SPACE			
9. Statement and signature.  <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i>  <u>Mark H. Webbink, Esq.</u> <u>[Signature]</u> <u>8/3/98</u> Name of Person Signing                      Signature                      Date  Total number of pages including cover sheet, attachments and document: <u>3</u>			
Mail documents to be recorded with required cover sheet information to:  Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231		CERTIFICATE OF MAILING  I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS. <u>Brian Stebloff</u> (Typed or printed name of person signing the certificate) <u>[Signature]</u> (Signature of the person signing the certificate) <u>8/3/98</u> (Date of Signature)	

08/06/1998 SMITH 0000098 2066489  
01 FC:481 40.00 DP  
02 FC:482 100.00 DP

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of July 29, 1998 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<b>Trademark</b>	<b>Registration No.</b>	<b>Registration Date</b>
PROFIT RECOVERY GROUP INTERNATIONAL	2,076,986	7/8/97
PRG and Design	2,068,799	6/10/97
RECOVERNOW	2,066,489	6/3/97
AUDITPRO	1,936,667	11/21/95
PROFIT RECOVERY GROUP INTERNATIONAL	1,923,121	9/26/95

Trademark Applications

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
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NONE

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

The Profit Recovery Group International, Inc.

By: Donald E. Ellis, Jr.  
Name: Donald E. Ellis, Jr.  
Title: Senior VP & CFO

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By: Melinda M. Bergom  
Name: Melinda M. Bergom  
Title: Senior Vice President