

08-21-1998



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commission, **100798539** record the attached original document or copy thereof.

8-17-98

1. Name of Party(ies) conveying an interest:

Profit Recovery Group International, Inc.  
2300 Winding Ridge Parkway, Suite 300 North  
Atlanta, Georgia 30339

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation Georgia  
 Other

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and Address of Party(ies) receiving an interest:

Name: NationsBank, N.A., As Agent  
 Street Address: 101 North Tryon Street, 5th Floor  
 Internal Address: Independence Center, NCI-001-15-04  
 City: Charlotte State: North Carolina Zip: 28255

Individual(s) citizenship  
 Association  
 General Partnership

3. Nature of Conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other Notice of Grant of Security Interest in Trademarks

Execution Date: July 29, 1998

Limited Partnership  
 Corporation  
 Other National Banking Association

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) N/A

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s):

2,076,986	2,068,799
2,066,489	1,936,667
	1,923,121

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mark H. Webbink, Esq.  
 Internal Address: Moore & Van Allen, PLLC  
 Street Address: 2200 West Main Street, Suite 800  
 City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved 5

7. Total fee (37 CFR 3.4) \$ 140.00  
 Enclosed  
 Authorized to be charged to deposit account  
 (Any Deficiency)

8. Deposit account number  
13-4365  
 (Attach duplicate copy of this form if paying by deposit account).

DO NOT USE THIS SPACE

9. Statement and signature

*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.*

Mark H. Webbink, Esq.                      [Signature]                      8/10/98  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments and document 3

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

\_\_\_\_\_  
 (Typed or printed name of person signing the certificate)

\_\_\_\_\_  
 (Signature of the person signing the certificate)

\_\_\_\_\_  
 (Date of Signature)

08/21/1998 BNGUYEN 00000008 2076986  
 01 FC:481                      40.00 OP  
 02 FC:482                      100.00 OP

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</u> <u>Applications No.</u>	<u>Description of Trademark</u> <u>Applied For</u>	<u>Date of Trademark</u> <u>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: Nelinda M. Bergman  
Name: Nelinda M. Bergman  
Title: Senior Vice President