

03-01-2001

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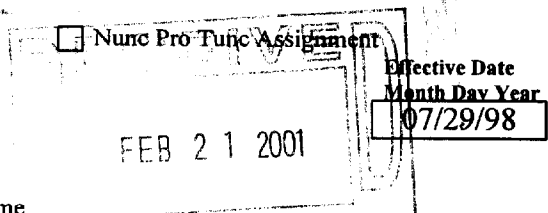
TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission Document ID# (Non-Recordation)
- Correction of PTO Error
Reel # Frame #
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Conveyance Type

- Assignment License
- Security Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other Notice of Grant of Security Interest



Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name PRGRS, Inc.

07/29/98

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Bank of America, N.A., as Agent

DBA/AKA/TA

Composed of

Address (line 1) 101 N. Tryon Street

Address (line 2) 15th Floor, Agency Services

Address (line 3) Charlotte
City

NC
State/Country

28255
Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association

Other National Banking Association

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

03/02/2001 DBYRNE 00000042 2076986

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Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,076,986"/>	<input type="text" value="1,936,667"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,068,799"/>	<input type="text" value="1,923,121"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,066,489"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account
 Deposit Account
 (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #
 Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Steven D. Thomas
Name of Person Signing

Steven D. Thomas
Signature

February 16, 2001
Date Signed

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 (as amended or modified from time to time, the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A. (formerly 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

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

PRGRS, Inc., a Delaware corporation

By: John M. Toma
Name: JOHN M. TOMA
Title: ASSISTANT SECRETARY

Acknowledged and Accepted:

BANK OF AMERICA, N.A. (formerly NationsBank, N.A.), as Agent

By: Michael J. McKenney
Name: Michael J. McKenney
Title: Managing Director