

11-27-2002



Form PTO-1594 RE  
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Tab settings

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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
PRGRS, Inc.  
801 West Street, 2nd Floor  
Wilmington, DE 19807-1545  
 Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation-State Delaware  
 Other

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

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other Notice of Grant of Security Interest

Execution Date: December 31, 2001

2. Name and address of receiving party(ies)  
Name: Bank of America, N.A., as Administrative Agent  
Internal  
Address:

Street Address: 101 North Tryon Street  
City: Charlotte State: NC Zip: 28255

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State

Other National Banking Association

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
SEE ATTACHED SCHEDULE

B. Trademark Registration No.(s)  
SEE ATTACHED SCHEDULE

Additional number(s) attached  Yes  No 1945985

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

Name: Steven D. Thomas

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: 21

7. Total fee (37 CFR 3.41) \$ 540.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:

50-2316

DO NOT USE THIS SPACE

9. Signature.

Steven D. Thomas  
Name of Person Signing

*Steven D. Thomas*  
Signature

November 18, 2002  
Date

Total number of pages including cover sheet, attachments, and document: 04

11/26/2002 LNUELLER 00000186 1985885

Max documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

01 FC:8521  
02 FC:8522

40.00 OP  
500.00 OP

RECORDED  
NOV 19 AM 9:19  
FINANCE SECTION

Schedule 1

TRADEMARKS AND TRADEMARK APPLICATIONS

**Registered Marks**

	Serial No.	Effective Date
PAYTECH	1,985,885	7/9/96
RECAP EXPRESS and Design	1,764,276	4/13/93
PAYTECH (Stylized)	1,544,813	6/20/89
THE STRONGEST LINK BETWEEN SUPPLIER INVOICES AND LOWER COST	2,361,252	6/27/00
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
THE RIGHT ANSWER and Design	2,381,090	8/29/00
PRS and Design	1,700,783	7/14/92
COVERS ALL THE ANGLES (Stylized)	1,714,068	9/8/92

**Pending Applications**

	Serial No.	Effective Date
RECOVERALL	78-091,301	11/1/01
PRG-SCHULTZ	78-078,407	8/9/01
PRG SCHULTZ ANSWERS BEYOND THE NUMBERS. and Design	76-306,046	8/28/01
IMDEX	76-296,393	8/8/01
PRG	76-219,524	3/6/01
PRG ANSWERS BEYOND THE NUMBERS and Design	76-218,751	3/5/01
PRG ANSWERS BEYOND THE NUMBERS. And Design	76-218,470	3/1/01
PRG	76-218,376	3/1/01
PRISM	76-126,210	9/12/00

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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 December 31, 2001 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative 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 on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the Lenders.

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in such 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: Donald E. Ellis, Jr.

Name: Donald E. Ellis, Jr.

Title: Executive Vice President - Finance

Obligor's Address:

801 West Street, 2nd Floor  
Wilmington, DE 19801-1545

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TRADEMARK  
REEL: 002623 FRAME: 0940

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 

Name: Nancy S. Goldman

Title: Senior Vice President

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Schedule 1

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