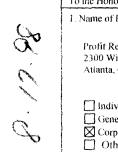
08-21-1998



	U.S. DEPARTMENT OR COMMERCE Patent and Trademark Office
To the Honorable Commissio. 10079	8539 une attached original document or copy thereof.
1. Name of Party(ies) conveying an interest:	2. Name and Address of Party(ies) receiving an interest:
Profit Recovery Group International, Inc. 2300 Winding Ridge Parkway. Suite 300 North Atlanta, Georgia 30339	Name. NationsBank, N.A., As Agent Street Address. 101 North Tryon Street, 5th Floor Internal Address: Independence Center, NC1-001-15-04
☐ Individual(s) ☐ Association ☐ General Partnership ☐ Limited Partner ☐ Corporation ☐ Georgia ☐ Other	Association General Partnership
Additional name(s) of conveying party(ies) attached? 3. Nature of Conveyance:	Limited Partnership Corporation National Banking Association
4. Application number(s) or registration number(s) A. Trademark Application No.(s). N/A	B. Trademark Registration No.(s): 2.076,986 2.068,799 2,066,489 1,936,667 1 923.121
Additional 5 Name and address of party to whom correspondence	1 numbers attached? ☐ Yes ☑ No concerning 6 Total number of applications and registrations involved 5
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	
	DO NOT USE THIS SPACE
original document. Mark H. Webbink, Esq.	ng information is true and correct and any attached copy is a true copy of the HALUMA 8/15/58 ghature Date its 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	
MIGUYEN 00000008 2076986	(Typed or printed name of person signing the cirtificate)
40.00 DP 100.00 DP	(Signature of the person signing the certificate)
	(Date of Signature)

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

Trademark	Registration No.	Registration Date
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

Trademark Description of Trademark Date of Trademark Applications No. Applied For Applications

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: DUE-EUD J7

Name: Donald E-EUD Jr

Title: Sanor YP & GO

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

Name: McLindo Mi Bergoor