

MINS 11/15/99

11-29-1999

FORM PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101210617

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof. ATTORNEY DOCKET NO.: 16092.3000

1. Name of conveying party(ies):

THE PROFIT RECOVERY GROUP INTERNATIONAL, INC.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation -- State: Georgia
- Other

Additional names of conveying party(ies) attached?

YES NO

2. Name and address of receiving party(ies):

Name: PRGRS, INC.

Internal Address:

Street Address: 801 West Street, 2nd Floor

City: Wilmington

State: Georgia

Zip: 19801-1545

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation -- State:
- Other

If Assignee is not domiciled in the United States, a domestic representative designation is attached:

YES NO

DESIGNATION MUST BE A SEPARATE DOCUMENT FROM ASSIGNMENT.

Additional name(s) and address(es) attached?

YES NO

3. Nature of conveyance:

| | | | | | |
|-------------------------------------|--------------------|--------------------------|----------------|--------------------------|-------|
| <input checked="" type="checkbox"/> | Assignment | <input type="checkbox"/> | Merger | <input type="checkbox"/> | Other |
| <input type="checkbox"/> | Security Agreement | <input type="checkbox"/> | Change of Name | <input type="checkbox"/> | |

Execution Date: November 4, 1999

Effective Date: November 4, 1999

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

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

Additional numbers attached? YES NO

11/29/1999 NGUYEN 00000076 2068799

01 FC:481
02 FC:482

40.00 OP
100.00 OP

W039801

TRADEMARK
REEL: 001992 FRAME: 0657

| | |
|--|---|
| <p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Sumner C. Rosenberg, Esq. NEEDLE & ROSENBERG, P.C. Suite 1200, The Candler Building 127 Peachtree Street, N.E. Atlanta, Georgia 30303-1811 (404) 688-0770</p> | <p>6. Total number of applications and registrations involved: Five (5)</p> |
|--|---|

7. Total fee (37 CFR 3.41): \$140.00

Enclosed

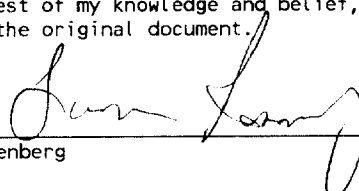
Authorized to be charged to Deposit Account.

The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 14-0629.

8. Deposit account number: 14-0629
=====

(Attach duplicate copy of this form if paying by deposit account)

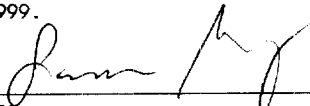
9. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

 _____ 11/12/99

Sumner C. Rosenberg Date

Total Number of Pages Including Cover Sheet, Attachments, and Document: 5

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: BOX ASSIGNMENT, Assistant Commissioner for Patents, Washington, D.C. 20231, on this 12th day of November, 1999.

 _____ 11/12/99

Sumner C. Rosenberg Date

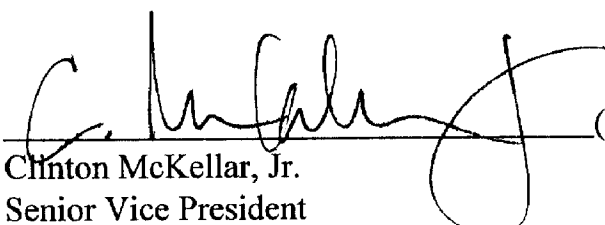
ASSIGNMENT

WHEREAS, THE PROFIT RECOVERY GROUP INTERNATIONAL, INC., the Assignor herein, whose address is 2300 Windy Ridge Parkway, Suite 100, North, Atlanta, Georgia 30339-8426 U.S.A., is the owner as of the date of this Assignment, of the trademark registrations listed in **Exhibit A** attached hereto.

AND WHEREAS, PRGRS, INC., a corporation of the State of Delaware, of 801 West Street, 2nd Floor, Wilmington, DE 19801-1545, is desirous of acquiring said marks and applications;

NOW, THEREFORE, for and in consideration of the sum of Five Dollars (\$5.00) the sufficiency and receipt of which is hereby acknowledged, said THE PROFIT RECOVERY GROUP INTERNATIONAL, INC. has sold, assigned and transferred and by these presents does sell, assign and transfer unto the said PRGRS, INC., the entire right, title and interest in and to the said marks and applications thereof, together with the goodwill of the business connected with the use of and symbolized by the mark, and the right to sue for past infringement of the said mark.

THE PROFIT RECOVERY GROUP INTERNATIONAL, INC.


 (L.S.)
Clinton McKellar, Jr.
Senior Vice President

NOTARIAL ACKNOWLEDGMENT

STATE OF GEORGIA)
)
COUNTY OF COBB) SS

On this 4th day of November, 1999, before me personally appeared Clinton McKellar, Jr., to me known, and known to me to be the person described in and who executed the foregoing Assignment, and he duly acknowledged to me that he was authorized to and did execute the same for use and purposes herein mentioned.

(SEAL)


NOTARY PUBLIC

My Commission Expires: Notary Public, Cobb County, Georgia.
 My Commission Expires November 11, 2001.

EXHIBIT A

| MARK | SERIAL NO. | REG. NO. | REG. DATE |
|---|------------|-----------|-----------|
| PRG and Design | 75/033,888 | 2,068,799 | 06/10/97 |
| PROFIT RECOVERY GROUP INTERNATIONAL | 75/034,021 | 2,076,986 | 07/08/97 |
| RECOVERNOW | 75/033,884 | 2,066,489 | 06/03/97 |
| PROFIT RECOVERY GROUP INTERNATIONAL | 74/541,991 | 1,923,121 | 09/26/95 |
| AUDITPRO | 74/542328 | 1,936,667 | 11/21/95 |

W039437

RECORDED: 11/15/1999

TRADEMARK
REEL: 001992 FRAME: 0661