

08-16-2001

FORM PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101813138

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

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

| | |
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| <p>1. Name of conveying party(ies): Profit Recovery Group USA, Inc. 2300 Windy Hill Parkway, Suite 100, North Atlanta, Georgia 30339-8426</p> <p style="font-size: 2em; margin-left: 20px;">08/13/01</p> <p style="margin-left: 100px;"> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation -- State: <input type="checkbox"/> Other </p> <p>Additional names of conveying party(ies) attached? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO </p> | <p>2. Name and address of receiving party(ies):</p> <p>Name: PRGRS, Inc. Internal Address: Street Address: 801 West Street, 2nd Floor City: Wilmington State: Delaware Zip:</p> <div style="border: 2px solid black; padding: 5px; width: fit-content; margin: 10px auto;"> <p style="font-size: 2em; text-align: center;">RECEIVED</p> <p style="text-align: center;">AUG 13 2001</p> </div> <p style="margin-left: 100px;"> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation -- State: Delaware <input type="checkbox"/> Other </p> <p>If Assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO </p> <p>Additional name(s) and address(es) attached? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO </p> |
|---|--|

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|--|---|--------------------------------|
| 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 | |

Execution Date: July 16, 2001 Effective Date:

| | |
|--|---|
| 4. Application number(s) or registration number(s): | |
| A. Trademark Application No.(s): | B. Trademark Registration No.(s): 2,381,090 |
| Additional numbers attached? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO | |

| | |
|--|--|
| <p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p style="margin-left: 40px;">Sumner C. Rosenberg 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: 1</p> |
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7. Total fee (37 CFR 3.41): \$40.00

Enclosed

Authorized to be charged to Deposit Account.

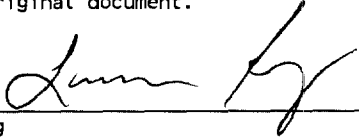
 The Commissioner is hereby authorized to charge any additional fees which may be required, or
 credit any overpayment, to Deposit Account No. 14-0629.

8. Deposit account number: 14-0629

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(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.

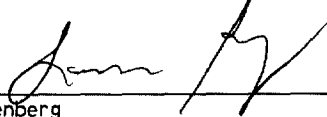


Sumner C. Rosenberg

August 10, 2001
Date

Total Number of Pages Including Cover Sheet, Attachments, and Document: 4 pages, 1 postcard, 1 check

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 10th day of August, 2001.



Sumner C. Rosenberg

August 10, 2001
Date

ASSIGNMENT

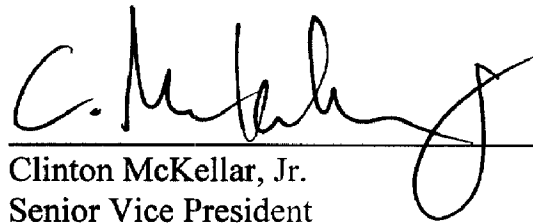
WHEREAS, PROFIT RECOVERY GROUP USA, INC., the Assignor herein, whose address is 2300 Windy Ridge Parkway, Suite 100, North, Atlanta, Georgia 30339-8426 U.S.A., is the owner as of the date of this Assignment, of the following trademark registration:

THE RIGHT ANSWER & Design, Registration No. 2,381,090

AND WHEREAS, PRGRS, INC., 801 West Street, 2nd Floor, Wilmington, Delaware, U.S.A., a Delaware corporation, 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 USA, 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.

PROFIT RECOVERY GROUP USA, INC.


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

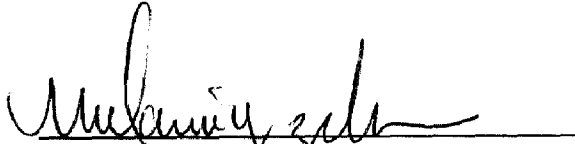
STATE OF GEORGIA)

COUNTY OF Cobb)

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On this 16th day of July, 2001, 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 January 22, 2005

W097454

RECORDED: 08/13/2001

TRADEMARK
REEL: 002348 FRAME: 0412