

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
------------------	----------------

NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
-----------------------	--

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PRG-Schultz USA, Inc.	The Profit Recovery Group USA, Inc.	01/12/2004	CORPORATION: GEORGIA

RECEIVING PARTY DATA	
Name:	PRGRS, Inc.
Street Address:	14 Par La Ville Road
Internal Address:	3rd Floor, Par La Ville Place
City:	Hamilton
State/Country:	BERMUDA
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	1740217	FRAUD-CHEK

CORRESPONDENCE DATA	
Fax Number:	(404)873-8501
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	404-873-8500
Email:	inga.smith@agg.com
Correspondent Name:	Stephen M. Dorvee
Address Line 1:	1201 West Peachtree Street
Address Line 2:	2800 One Atlantic Center
Address Line 4:	Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	1413 PRGRS ASSIGNMENT
-------------------------	-----------------------

DOMESTIC REPRESENTATIVE	
Name:	
Address Line 1:	
Address Line 2:	

CH \$40.00 1740217

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Stephen M. Dorvee

Total Attachments: 4

source=PRGRS Assignment pg1#page1.tif

source=PRGRS Assignment pg2#page1.tif

source=PRGRS Assignment pg3#page1.tif

source=PRGRS Assignment pg4#page1.tif

**ASSIGNMENT AGREEMENT**

**BY AND BETWEEN**

**PRG-SCHULTZ USA, INC.**

**AND**

**PRGRS, INC.**

THIS ASSIGNMENT AGREEMENT (this "Agreement") pursuant to Section 351 of the Internal Revenue Code of 1986, as amended, is made and entered into this 12th day of January, 2004, by and between PRG-Schultz USA, Inc. (Formerly known as The Profit Recovery Group USA, Inc.), a corporation duly created and existing under the laws of the State of Georgia, having its current principal place of business located at 600 Galleria Parkway, Suite 100, Atlanta, Georgia (and its previous principal place of business located at 2300 Windy Ridge Parkway, Suite 100 North, Atlanta, Georgia) (the "Assignor"), and PRGRS, Inc., a corporation duly created and existing under the laws of the State of Delaware, having its current principal place of business at 3<sup>rd</sup> Floor, Par La Ville Place, 14 Par La Ville Road, Hamilton Bermuda (and its previous principal place of business located at 801 West Street, 2<sup>nd</sup> Floor, Wilmington, DE) (the "Assignee").

**BACKGROUND**

WHEREAS, on June 1, 2000 certain TSL Services, Inc. trademarks and service marks were transferred, contributed, conveyed and assigned to Assignor, and Assignor has accepted the assignments of the trademarks and service marks, both registered and unregistered, including without limitation registrations in foreign countries, in the United States Patent and Trademark Office, and in various individual states in the United States, and/or pending

22843-3

PAGE 2/34 \* RCVD AT 1/14/2004 2:05:56 PM [Eastern Standard Time] \* SVR:14 \* DNIS:8531 \* CSID:770 779 3196 \* DURATION (mm-ss):37-52


**TRADEMARK**  
**REEL: 002778 FRAME: 0316**

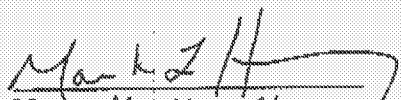
\* \*

IN WITNESS WHEREOF, the parties have entered into this Agreement as of the date and year first written above, effective as of the Effective Date.

ATTEST:


PRG-SCHULTZ USA, INC.

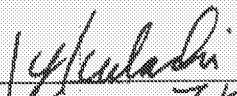
By:   
Name: Allison Aden  
Title: SVP-FINANCE

By:   
Name: MARC L Henry  
Title: V.P. - TAX & RM

ATTEST:

PRGRS, INC.

By:   
Name: Mark Henry  
Title: Director

By:   
Name: KENNETH J. KUBACKI  
Title: DIRECTOR

ASSIGNMENT CERTIFICATE  
NO. 1  
ISSUED PURSUANT TO  
ASSIGNMENT AGREEMENT  
BETWEEN  
PRG-SCHULTZ USA, INC.  
AND  
PRGRS, INC.

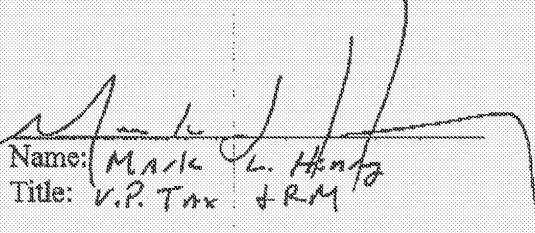
PRG-Schultz USA, Inc. ("Assignor") hereby does transfer, contribute, convey and assign to PRGRS, Inc. ("Assignee"), nunc pro tunc, effective June 1, 2000, all right, title and interest in certain TSL Services, Inc. trademarks and service marks, together with all goodwill of the business symbolized thereby, and all registrations, all applications for registrations and pending registrations associated therewith as more particularly described on Schedule I attached hereto (the "Marks"), pursuant to the terms and conditions of a certain Assignment Agreement dated as of January 12, 2004 between Assignor and Assignee, which Assignment Agreement is hereby ratified.

This will certify that the transfer made herein is effective June 1, 2000 and that the Assignee has accepted and received the Marks as of such date. Reference is made to said Assignment Agreement for additional terms and conditions of the contribution and assignment evidenced hereby.

This Assignment Certificate has been executed by PRG-Schultz USA, Inc. on January 12, 2004.

PRG-SCHULTZ USA, INC.

By:

  
Name: Mark L. Huntz  
Title: V.P. Tax & RM

SCHEDULE I  
TO  
ASSIGNMENT CERTIFICATE NO. 1

MARK

"Fraud-Chek"