

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|------------------------------|--------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Notice of Grant of Security Interest |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------|----------|----------------|-----------------------|
| PRGRS, Inc. | | 11/30/2004 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|--------------------------|---|
| Name: | Bank of America, N.A., as Lender |
| Street Address: | 600 Peachtree Street N.E. |
| Internal Address: | 13th Floor |
| City: | Atlanta |
| State/Country: | GEORGIA |
| Postal Code: | 30308 |
| Entity Type: | national banking association: UNITED STATES |

PROPERTY NUMBERS Total: 14

| Property Type | Number | Word Mark |
|----------------------|---------|---|
| Registration Number: | 2377644 | HOWARD SCHULTZ & ASSOCIATES INTERNATIONAL |
| Registration Number: | 2377643 | HOWARD SCHULTZ & ASSOCIATES INTERNATIONAL |
| Registration Number: | 2285531 | DIRECTFIND |
| Registration Number: | 2279170 | SUREFIND |
| Registration Number: | 1664351 | HOWARD SCHULTZ & ASSOCIATES |
| Registration Number: | 2768167 | RECOVERALL |
| Registration Number: | 2728150 | PRG-SCHULTZ |
| Registration Number: | 2738292 | PRG SCHULTZ ANSWERS BEYOND THE NUMBERS. |
| Registration Number: | 2689331 | IMDEX |
| Registration Number: | 2712660 | PRG |
| Registration Number: | 2718524 | PRG ANSWERS BEYOND THE NUMBERS. |
| Registration Number: | 2381090 | THE RIGHT ANSWER |
| Registration Number: | 2066489 | RECOVERNOW |

OP \$365.00 2377644

Registration Number:

1936667

AUDITPRO

CORRESPONDENCE DATA

Fax Number: (919)416-8339

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 919 286-8028

Email: PTO_TMconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 430 Davis Drive

Address Line 2: Suite 500

Address Line 4: Morrisville, NORTH CAROLINA 27560

NAME OF SUBMITTER:

Charles L. Evans

Signature:

/Charles L. Evans/

Date:

01/12/2005

Total Attachments: 4

source=NGSI-T PRGRS#page1.tif

source=NGSI-T PRGRS#page2.tif

source=NGSI-T PRGRS#page3.tif

source=NGSI-T PRGRS#page4.tif

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of November 30, 2004 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., (the "Lender"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Lender:

TRADEMARKS

| <u>Trademark No.</u> | Description of Trademark <u>Item</u> | Date of <u>Trademark</u> |
|----------------------|---|-----------------------------|
|----------------------|---|-----------------------------|

See Schedule A attached hereto.

Trademark Applications

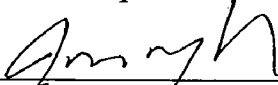
| <u>Trademark Applications No.</u> | Description of Trademark <u>Applied For</u> | Date of Trademark <u>Applications</u> |
|---------------------------------------|--|--|
|---------------------------------------|--|--|

See Schedule A attached hereto.

The Obligors and the Lender, 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,

PRGRS, INC.,
a Delaware corporation

By: 
Name: John M. Cook
Title: Chairman + Chief Executive Officer

Obligor's Address:

PRG-Schultz USA, Inc.
600 Galleria Parkway, Suite 100
Atlanta, Georgia 30339
Attn: Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Lender

By: _____
Name: _____
Title: _____

The Obligor and the Lender, 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,

PRGRS, INC.,
a Delaware corporation

By: _____

Name: _____


Title: _____

Obligor's Address:

PRG-Schultz USA, Inc.
600 Galleria Parkway, Suite 100
Atlanta, Georgia 30339
Attn: Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Lender

By:  _____

Name: Nancy S. Goldman

Title: Senior Vice President

Schedule A

PRGRS, INC.
(Delaware Corporation)

U.S. Trademarks

Registered Marks

| Mark | Registration No. | Registration Date |
|---|------------------|-------------------|
| HOWARD SCHULTZ & ASSOCIATES INTERNATIONAL | 2377644 | 8/15/00 |
| HOWARD SCHULTZ & ASSOCIATES INTERNATIONAL and Design | 2377643 | 8/15/00 |
| DIRECTF!ND and Design | 2285531 | 10/12/99 |
| SUREF!ND and Design | 2279170 | 9/21/99 |
| HOWARD SCHULTZ & ASSOCIATES RECOVERALL | 1664351 | 11/12/91 |
| PRG-SCHULTZ | 2768167 | 9/23/03 |
| PRG SCHULTZ ANSWERS BEYOND THE NUMBERS and Design | 2728150 | 6/17/03 |
| IMDEX | 2738292 | 7/15/03 |
| PRG | 2689331 | 2/18/03 |
| PRG ANSWERS BEYOND THE NUMBERS and Design | 2712660 | 5/6/03 |
| THE RIGHT ANSWER and Design | 2718524 | 5/27/03 |
| RECOVERNOW | 2381090 | 8/29/00 |
| AUDITPRO | 2066489 | 6/3/97 |
| | 1936667 | 11/21/95 |