

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PRGRS, Inc.		12/23/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Blum Strategic Partners II, L.P.
Street Address:	909 Montgomery Street
Internal Address:	Suite 400
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94133
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	2066489	RECOVERNOW
Registration Number:	1936667	AUDITPRO
Registration Number:	2712660	PRG
Registration Number:	2718524	PRG ANSWERS BEYOND THE NUMBERS.
Registration Number:	2689331	IMDEX
Registration Number:	2381090	THE RIGHT ANSWER
Registration Number:	2728150	PRG-SCHULTZ
Registration Number:	1664351	HOWARD SCHULTZ & ASSOCIATES
Registration Number:	2377644	HOWARD SCHULTZ & ASSOCIATES INTERNATIONAL
Registration Number:	2377643	HOWARD SCHULTZ & ASSOCIATES INTERNATIONAL
Registration Number:	2279170	SUREF!ND
Registration Number:	2285531	DIRECTF!ND
Registration Number:	2768167	RECOVERALL

CH \$365.00 2066489

Registration Number:	2738292	PRG SCHULTZ ANSWERS BEYOND THE NUMBERS.
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CORRESPONDENCE DATA

Fax Number: (212)593-5955
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 756-2264
Email: marc.wytenbach@srz.com
Correspondent Name: Marc A. Wytenbach
Address Line 1: Schulte Roth & Zabel LLP
Address Line 2: 919 Third Avenue
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	057862/0002
NAME OF SUBMITTER:	Marc A. Wytenbach
Signature:	/beb for mw/
Date:	12/27/2005

Total Attachments: 3
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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 December 23, 2005 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Blum Strategic Partners II, L.P. (the "Collateral Agent"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent, for the benefit of the Lenders:

TRADEMARKS

MARK	SERIAL NO.	REG. NO.
RECOVERNOW	75/033,884	2,066,489
AUDITPRO	74/542,328	1,936,667
PRG	76/219,524	2,712,660
PRG ANSWERS BEYOND THE NUMBERS	76/218,751	2,718,524
IMDEX	76/296,393	2,689,331
THE RIGHT ANSWER	75/725,569	2,381,090
PRG-SCHULTZ	78/078,407	2,728,150
PRG SCHULTZ ANSWERS BEYOND THE NUMBERS	76/306,046	2,738,292
HOWARD SCHULTZ & ASSOCIATES	74/116,444	1,664,351
HOWARD SCHULTZ & ASSOCIATES INTERNATIONAL	75/813,051	2,377,644
HOWARD SCHULTZ & ASSOCIATES INTERNATIONAL	75/813,024	2,377,643
SUREFIND	75/505,736	2,279,170
DIRECTFIND	75/582,885	2,285,531
RECOVERALL	78/091,301	2,768,167

The Obligors and the Collateral Agent 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: James B. McCurry

Title: President

Obligor's Address:

Acknowledged and Accepted:

BLUM STRATEGIC PARTNERS II, L.P., as Collateral Agent

By: 

Name: Jose S. Medeiros
Title: Partner

Signature Page to Trademark Security
Agreement