

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fleet National Bank		01/14/2005	National Banking Association:

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	919 Third Avenue
City:	Dallas
State/Country:	TEXAS
Postal Code:	75202
Entity Type:	National Banking Association:

PROPERTY NUMBERS Total: 39

Property Type	Number	Word Mark
Registration Number:	2774412	
Serial Number:	78158228	BOOMBAND
Registration Number:	2620548	CAREER OPERATING SYSTEM
Registration Number:	2485040	CHIEF MONSTER
Registration Number:	1772126	COLLEGELINK
Registration Number:	2475012	DECLARE YOUR INDEPENDENCE
Registration Number:	2341434	ETEMPS
Registration Number:	2550820	FLIPDOG
Registration Number:	2613792	FLIPDOG.COM
Registration Number:	2665606	GET MONSTER
Registration Number:	2418655	INTERNCENTER
Registration Number:	2676427	JOB GOOD. LIFE GOOD.
Registration Number:	2361304	JOBTRAK WWW.JOBTRAK.COM
Registration Number:	1534594	JOBTRAK

CH \$990.00 2774412

Registration Number:	2575569	J JOBTRAK.COM
Registration Number:	2512941	JOBZILLA
Registration Number:	2280046	MAKING COLLEGE COUNT
Registration Number:	2462522	MAKING HIGH SCHOOL COUNT
Registration Number:	2492277	
Registration Number:	2601932	
Registration Number:	2347985	MONSTER
Serial Number:	78155833	MONSTER CAMPUS
Registration Number:	2422693	
Registration Number:	2605577	MONSTER LEARNING
Registration Number:	2692520	MONSTER OFFICE HQ
Registration Number:	2553290	MONSTER TALENT MARKET
Registration Number:	2403411	MONSTER.COM
Registration Number:	2698464	MONSTERTRAK
Registration Number:	2813427	NEVER SETTLE
Registration Number:	2404430	RESUMETRAK
Registration Number:	2766084	
Registration Number:	2574872	
Registration Number:	2407750	STUDENTCENTER
Registration Number:	2593892	
Registration Number:	1980988	THE MONSTER BOARD
Registration Number:	2420885	THERE'S A BETTER JOB OUT THERE
Registration Number:	2774413	
Registration Number:	2708085	VIRTUAL INTERVIEW
Registration Number:	2664229	YOU THE MONSTER

CORRESPONDENCE DATA

Fax Number: (212)715-8000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212.715.9464
Email: maversano@kramerlevin.com
Correspondent Name: Mary B. Aversano
Address Line 1: 919 Third Avenue
Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Mary B. Aversano
Signature:	/marybaversano/

Date:

01/28/2005

Total Attachments: 7

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ASSIGNMENT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, as of January 14, 2005, FLEET NATIONAL BANK, (the "Assignor"), hereby assigns to BANK OF AMERICA, N.A., as Administrative Agent (the "Assignee"), (i) all of the Assignor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, together with (ii) all Proceeds (as such term is defined in the Amended and Restated Guarantee and Collateral Agreement, dated as of January 14, 2005, made by Monster Worldwide, Inc. and certain of its Subsidiaries in favor of Bank of America, N.A., as Administrative Agent (as amended from time to time, the "Guarantee and Collateral Agreement")) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS ASSIGNMENT (the "Assignment") is made in accordance with the terms of the Credit Agreement (as defined in the Guarantee and Collateral Agreement) and the Guarantee and Collateral Agreement.

This Assignment has been granted in conjunction with the security interest granted to the Assignee under the Guarantee and Collateral Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Guarantee and Collateral Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict with the Guarantee and Collateral Agreement, the provisions of the Guarantee and Collateral Agreement shall govern.

IN WITNESS WHEREOF, each of the undersigned has caused this Assignment to be duly executed and delivered as of the date first above written.


FLEET NATIONAL BANK

Assignor


By:

Name:

Title:


Theodore W. Spence
Vice President

BANK OF AMERICA, N.A.
Assignee

By: 
Name: *Theodore W. Janczek*
Title: *Vice President*

Acknowledged and Accepted by:

MONSTER (CALIFORNIA), INC.

By: 

Name: Andrew J. McKelvey

Title: President

SCHEDULE A

MARK	COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
ALERT MONSTER DESIGN								
UNITED STATES		300G923-US0	10/5/2000	76/141,446	10/21/2003	2,774,412	REGISTERED	35
BOOMBAND								
UNITED STATES		300F595-US1	8/27/2002	78/158,228			ALLOWED	35,36,38 45
CAREER OPERATING SYSTEM								
UNITED STATES		300H560-US0	5/4/2001	76/251,472	9/17/2002	2,620,548	REGISTERED	35
CHIEF MONSTER								
UNITED STATES		300G775-US0	8/2/2000	76/101,299	9/4/2001	2,485,040	REGISTERED	35
COLLEGELINK								
UNITED STATES		300H846-US0	4/10/1991	74/155,126	5/18/1993	1,772,126	REGISTERED	09,16,41
DECLARE YOUR INDEPENDENCE								
UNITED STATES		300F652-US0	8/2/1999	75/766,151	8/7/2001	2,475,012	REGISTERED	35,38
ETEMPS								
UNITED STATES		300H063-US0	6/16/1999	75/746,005	4/11/2000	2,341,434	REGISTERED	35
FLIPDOG								
UNITED STATES		300H651-US0	1/20/2000	75/901,033	3/19/2002	2,550,820	REGISTERED	35,42
FLIPDOG.COM								
UNITED STATES		300H652-US0	1/20/2000	75/901,200	8/3/2002	2,613,792	REGISTERED	35,42
GET MONSTER								
UNITED STATES		300H563-US0	5/4/2001	76/251,469	12/24/2002	2,665,606	REGISTERED	35
INTERNCENTER								
UNITED STATES		300F598-US0	12/2/1998	75/597,990	1/9/2001	2,418,655	REGISTERED	41,42
JOB GOOD. LIFE GOOD.								
UNITED STATES		300H104-US0	12/21/2000	76/184,397	1/21/2003	2,676,427	REGISTERED	35

JOBTRAK & Design

UNITED STATES	300h061-US1	6/23/1998	75/514,776	6/27/2000	2,361,304	REGISTERED	35
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JOBTRAK (Stylized)

UNITED STATES	300h061-US0	8/22/1988	73/747,568	4/11/1989	1,534,594	REGISTERED	35
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JOBTRAK.COM

UNITED STATES	300H066-US0	10/18/2000	76/148,559	6/4/2002	2,575,569	REGISTERED	35
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JOBZILLA

UNITED STATES	300E047-US0	9/12/1997	75/356,138	11/27/2001	2,512,941	REGISTERED	42
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MAKING COLLEGE COUNT

UNITED STATES	300H848-US0	1/26/1998	75/422,800	9/21/1999	2,280,046	REGISTERED	09
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MAKING HIGH SCHOOL COUNT

UNITED STATES	300H849-US0	5/21/1999	75/714,938	6/19/2001	2,462,522	REGISTERED	09,16,41
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MISCELLANEOUS DESIGN (DOG JAKE)

UNITED STATES	300H654-US0	5/31/2000	76/059,777	9/25/2001	2,492,277	REGISTERED	35
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MISCELLANEOUS DESIGN (DOG)

UNITED STATES	300H653-US0	1/26/2000	75/903,166	7/30/2002	2,601,932	REGISTERED	35,42
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MONSTER

UNITED STATES	300E019-US0	9/12/1997	75/356,137	5/9/2000	2,347,985	REGISTERED	42
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MONSTER CAMPUS

UNITED STATES	300K074-US0	8/20/2002	78/155,833			ALLOWED	35,36,41
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MONSTER ICON

UNITED STATES	300F290-US0	2/17/1999	75/642,408	1/23/2001	2,422,693	REGISTERED	35,42
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MONSTER LEARNING

UNITED STATES	300G734-US0	7/26/2000	76/096,720	8/6/2002	2,605,577	REGISTERED	41,42
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MONSTER OFFICE HQ

UNITED STATES	300J120-US0	11/30/2001	76/343,901	3/4/2003	2,692,520	REGISTERED	35
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MONSTER TALENT MARKET

UNITED STATES	300F604-US0	6/21/1999	75/732,700	3/26/2002	2,553,290	REGISTERED	35
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MONSTER.COM

UNITED STATES 300F278-US0 2/17/1999 75/642,407 11/14/2000 2,403,411 REGISTERED 35

MONSTERTRAK

UNITED STATES 300H353-US0 2/27/2001 76/217,689 3/18/2003 2,698,464 REGISTERED 35,42

NEVER SETTLE

UNITED STATES 300H075-US0 12/13/2000 76/180,106 2/10/2004 2,813,427 REGISTERED 35

RESUMETRAK

UNITED STATES 300H065-US0 1/18/2000 75/897,998 11/14/2000 2,404,430 REGISTERED 35

SKEETER MONSTER DESIGN

UNITED STATES 300G921-US0 10/5/2000 76/141,447 9/23/2003 2,766,084 REGISTERED 35

STUDENT CENTER LOGO

UNITED STATES 300F596-US0 12/2/1998 75/597,989 6/4/2002 2,574,872 REGISTERED 35,42

STUDENTCENTER

UNITED STATES 300F597-US0 12/2/1998 75/597,988 11/28/2000 2,407,750 REGISTERED 42,35

TECHNOPILLAR MONSTER DESIGN

UNITED STATES 300G920-US0 10/5/2000 76/141,448 7/16/2002 2,593,892 REGISTERED 35

THE MONSTER BOARD

UNITED STATES 300E213-US0 6/14/1995 74/688,061 6/18/1996 1,980,988 REGISTERED 42

THERE'S A BETTER JOB OUT THERE

UNITED STATES 300F637-US0 8/2/1999 75/766,150 1/16/2001 2,420,885 REGISTERED 35

TRUMPASSAURUS MONSTER DESIGN

UNITED STATES 300G919-US0 10/5/2000 76/141,449 10/21/2003 2,774,413 REGISTERED 35

VIRTUAL INTERVIEW

UNITED STATES 300F600-US0 12/2/1998 75/597,984 4/15/2003 2,708,085 REGISTERED 42

YOU THE MONSTER

UNITED STATES 300H074-US0 12/13/2000 76/180,108 12/17/2002 2,664,229 REGISTERED 35