

RE

06-04-2001

EET

5/24/01



101739872

To the Honorable Commissioner of

ached original documents or copy thereof.

1. Name of conveying party(ies):

2. Name and address of receiving party(ies):

TMP Interactive, Inc.

Name: **TMP, Inc.**

- Individual(s)
- General Partnership
- Corporation - Delaware
- Other
- Association
- Limited Partnership

Address: **222 N. Sepulveda,
El Segundo, California 90245**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation- California
- Other

Additional name(s) of conveying party(ies) attached? Yes No

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: May 23, 2001

4. Application number(s) or registration number(s):

A. Trademark Applications

B. Trademark Registrations

<u>Mark</u>	<u>Serial No.</u>
SEE ATTACHED SCHEDULE A	

<u>Mark</u>	<u>Reg. No.</u>
SEE ATTACHED SCHEDULE A	

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

6. Total number of applications and registrations involved:

4

Name: Darby & Darby P.C.

Street Address: 805 Third Avenue, 27th Floor

City: New York State: New York Zip: 10022-7513

7. Total fee (37 CFR 3.41):.....\$115.00

Enclosed

Authorized to be charged to deposit account

EXPRESS MAIL CERTIFICATE

Date 5/24/01 Label No. EL70674139872

I hereby certify that, on the date indicated above, this paper or fee was deposited with the U.S. Postal Service & that it was addressed for delivery to the Assistant Commissioner for Patents, Washington, DC 20231 by "Express Mail Post Office to Addressee only"

8. Deposit account number: 04-0100

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

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.

Andrew Baum
Name of Person Signing

Andrew Baum
Signature

May 24, 2001
Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

SCHEDULE A - (TMP INTERACTIVE, INC.)TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
INTERNCENTER	2,418,655	01-09-01
STUDENTCENTER	2,407,750	11-28-00

TRADEMARK APPLICATIONS

<u>TRADEMARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
STUDENT CENTER LOGO	75/597,989	12-02-98
VIRTUAL INTERVIEW	75/597,984	12-02-98

TRADEMARK ASSIGNMENT NUNC PRO TUNC

WHEREAS, **TMP Interactive, Inc.**, a corporation organized and existing under the laws of Delaware, having a business address of 1633 Broadway, New York, New York 10019, hereinbelow called "Assignor," owned and has used in its business certain trademarks, trademark applications and trademark registrations, as shown on the attached Schedule A:

and;

WHEREAS, **TMP, Inc.**, a corporation organized and existing under the laws of the State of California, and having a place of business at 222 N. Sepulveda, El Segundo, California 90245, hereinbelow called "Assignee," is desirous of acquiring the entire right, title and interest in and to the said trademarks, trademark applications and trademark registrations and in and to any registrations, renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith;

THEREFORE, BE IT KNOWN that for and in consideration of the sum of One Dollar (\$1.00) to it in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor did effective January 1, 2001 sell, assign and transfer the entire right, title and interest in and to said trademarks, trademark applications and trademark registrations therefor to said Assignee, and does hereby assign said trademarks, trademark applications and trademark registrations therefor and any registrations, renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith and any right to recover for past infringement thereof nunc pro tunc as of January 1, 2001.

TMP INTERACTIVE, INC.

By: 

Name: **DAVID PERLA**

Title: **VP**

Dated: 5/23/01