



To the Honorable Commissioner o

102034411

attached original documents or copy thereof.

1. Name of conveying party(ies):

TMP Worldwide Inc.

3-11-02

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

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

3. Nature of conveyance:

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

Execution Date: March 8, 2002

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

Name: **TMP Inc.**

Address: **222 N. Sepulveda**

City: **El Segundo** State: **California**

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

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

OFFICE OF PUBLIC RECORDS
2002 MAR 11 PM 12: 25
FINANCE SECTION

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

A. Trademark Applications

<u>Mark</u>	<u>Serial No.</u>
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B. Trademark Registrations

<u>Mark</u>	<u>Reg. No.</u>
COLLEGELINK	1,772,126

Additional numbers attached? Yes No

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

Name: Darby & Darby P.C.

Street Address: 805 Third Avenue, 27th Floor

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

EXPRESS MAIL CERTIFICATE
Date: 3-11-02 Label No: 039139875-US

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 20031 by Express Mail Post Office to address service.

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41):.....\$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 04-0100

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

J. DAVIS
Name (Print)

[Signature]
Signature

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.

Randi S. Miller
Name of Person Signing

[Signature]
Signature

March 11, 2002
Date

03/27/2002 TDIAZ1 00000057 1772126

01 FC:481

40.00 DP
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

M:\2566\WFS16\LBL1516.DOC

2566/8F516/3H844

3H8469

TRADEMARK ASSIGNMENT

WHEREAS, **TMP Worldwide Inc.**, a corporation organized and existing under and by virtue of the laws of Delaware and having a place of business at 622 Third Avenue, New York, New York 10017, hereinbelow called "Assignor", owns and has used in its business the following trademarks, trademark application(s) and trademark registration(s), as shown on the attached Schedule A:

; and

WHEREAS, **TMP Inc.**, a corporation organized and existing under and by virtue of the laws 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 application(s) and trademark registration(s) 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 has sold, assigned, transferred and by these presents does hereby sell, assign, and transfer unto the said Assignee, its successors or assigns, the entire right, title and interest in and to the said trademarks, trademark application(s) and trademark registration(s) and in and to 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.

TMP WORLDWIDE INC.

Dated: 3/8/02

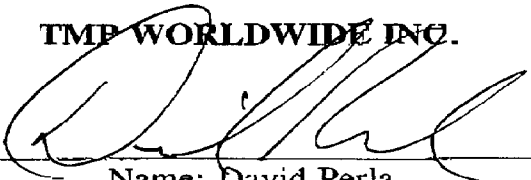
By: 
Name: David Perla
Title: Vice President

EXHIBIT A

TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
COLLEGELINK	1,772,126	05/18/93