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To the Honorable Commissioner of F

hed original documents or copy thereof.

1. Name of conveying party(ies):

COLLEGELINK.COM INCORPORATION

5.8.02

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

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: June 20, 2000

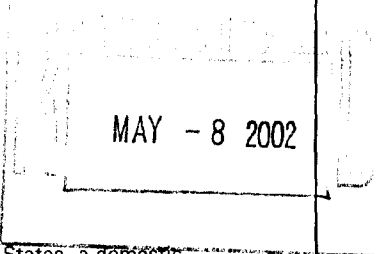
2. Name and address of receiving party(ies):

Name: TMP WORLDWIDE INC.
Address: 622 Third Avenue
City: New York State: New York Zip: 10017

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



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

A. Trademark Applications

Mark	Serial No.

B. Trademark Registrations

Mark	Reg. No.
MAKING COLLEGE COUNT	2,280,046
MAKING HIGH SCHOOL COUNT	2,462,522

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: Post Office Box 5257
City: New York State: New York Zip: 10150-5257

EXPRESS MAIL CERTIFICATE
Date: 5-8-02 Label No. EV028647877-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 20231 by "Express Mail Post Office to Addressee" service.

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41):.....\$65.00

- 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)

D. DAVIS
Name (Print)

D. Davis
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

Randi S. Miller
Signature

May 8, 2002
Date

05/15/2002 DBYRNE 00000244 2280046

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

4

01 FC:401
02 FC:482

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

TRADEMARK ASSIGNMENT

WHEREAS, Collegelink.com Incorporated (“Assignor”), is the owner of certain trademarks and pending applications therefor (collectively, the “Trademarks”), which Trademarks are listed on Exhibit A hereto, and the goodwill appurtenant thereto; and

WHEREAS, TMP Worldwide Inc., a company organized under the laws of Delaware, with an office at 622 Third Avenue, New York, NY 10017 (“Assignee”), desires to acquire the entire right, title and interest in the Trademarks and the appurtenant goodwill;

WHEREAS, the parties hereto entered into an Amended and Restated Asset Purchase Agreement, dated as of May 2, 2001 (the “Agreement”), pursuant to which the Assignor agreed to sell and assign to Assignee substantially all of the assets and liabilities of the Assignor used in the Business (as defined in the Agreement), and Assignee agreed to purchase and assume from the Assignor substantially all of such assets and liabilities upon the terms and conditions set forth therein;

NOW, THEREFORE, for and in consideration of the mutual covenants of the parties set forth in the Agreement and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign and transfer unto Assignee, its successors and assigns, the entire right, title and interest in and to the Trademarks (specifically including the registration therefor), together with the goodwill appurtenant thereto.

[INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Assignor has caused these presents to be duly executed in a manner appropriate thereto effective this 20 day of June 2000.

ASSIGNOR

By: Richard A. Fisher

Name: Richard A. Fisher

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On the 20th day of June, 2001, before me personally came Richard A. Fisher, to me known to be the individual described in, and who executed, the foregoing instrument, and acknowledged that he/she executed the same.

SEAL

[Signature]
Notary Public

CHERIE
NOTARY PUBLIC
No. 018
Qualified in
Commission Expires 2003

EXHIBIT A

<u>Trademark</u>	<u>Registration No.</u>
Real Solutions in a Virtual World	2,274,803
Making College Count	2,280,046
CollegeLink	1,772,126
VC1	2,142,222
INTROAPP	1,900,478

<u>Pending Trademark Applications</u>	<u>Serial No.</u>
CollegeLink.com	75/894,458
Making High School Count	75/714,938
Head Count!	75/502,016
The Official Internet Solutions Provider of the New Millennium	75/339,920