



To the Honorable Commissioner o.

102092402

attached original documents or copy thereof.

1. Name of conveying party(ies):

TMP WORLDWIDE INC.

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

5.8.02

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

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

Name: **TMP INC.**
Address: **222 N. Sepulveda**
City: **El Segundo State: California Zip: 90245**

- 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

MAY - 8 2002

(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: January 1, 2001

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

A. Trademark Applications

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

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. GV028647877-4S

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)

DO NOT USE THIS SPACE

D. Davis Name (Print) D. Davis Signature

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 DBYRME 00000240 2280046

01 FC:481
02 FC:482

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

TRADEMARK ASSIGNMENT NUNC PRO TUNC

WHEREAS, **TMP Worldwide Inc.**, a corporation organized and existing under the laws of Delaware, having a business address of 622 Third Avenue, 39th Floor, New York, New York 10017, hereinbelow called "Assignor" has intended to use the marks shown on the attached Schedule A in commerce and has filed applications indicating that intention but has not yet filed allegations of use under §§1(c) or 1(d) of the Trademark Act, and;

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," the successor of the ongoing and existing business or portion thereof of Assignor to which the marks pertain, was desirous of acquiring said trademarks and the pending intent-to-use applications thereof;

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 and trademark applications therefor to said Assignee and does hereby assign said trademarks and trademark applications thereof nunc pro tunc as of January 1, 2001.

TMP WORLDWIDE INC.

Dated: 5/23/01

By: 

Name: David Perla

Title: Vice-President