

FORM PTO-1594
(Rev. 6-93)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks, Please record the attached original documents or copy thereof.

1. Name of conveying party(ies)
FLEET NATIONAL BANK
1185 Avenue of the Americas, NY, NY 10036

Individual(s)
 General Partnership
 Corporation-State
 Association
 Limited Partnership
 Other - **National Banking Association**

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

2. Name and address of receiving party(ies)
 Name: **US MOTIVATION, INC.**
 Internal Address:
 Street Address: **c/o TMP WORLDWIDE, INC**
622 Third Avenue
 City: **NY** State: **NY** Zip: **10017**

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

3. Nature of conveyance:
 Assignment
 Security Agreement
 Merger
 Change of Name
 Other - **Release of Security Interest**

Date of Release: October 5, 2004

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 Application No.(s)
 B. Trademark Registration No.(s) **1871513, 1962161**

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Darby & Darby PC**
 Internal Address:
 Street Address: **P.O. BOX 5257**
 City: **NEW YORK** State: **NY** Zip: **10150-5257**

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 # **04-0100**

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.

Randi S. Miller *Randi S. Miller* **October 6, 2004**
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **4**

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20531

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

RFCST P10

CH \$65.00 040100 1871513

**RELEASE OF SECURITY INTEREST
IN CERTAIN INTELLECTUAL PROPERTY**

This Release of Security Interest in Certain Intellectual Property (the "Agreement") is made and entered into this 28th day of September, 2004 by **FLEET NATIONAL BANK** (a Bank of America company), with its principal place of business at 1185 Avenue of the Americas, New York, New York, 10036 ("Grantor").

WITNESSETH:

WHEREAS, the Grantor entered into a Security Interest Agreement dated May 1, 2003 with U.S. Motivation Inc., ("USM") a Delaware Corporation with a principal place of business of 622 Third Avenue, 39th Floor, New York, New York 10017 (the "Security Agreement");

WHEREAS the Security Agreement was recorded with the United States Patent and Trademark Office ("USPTO") against USM's Federal Registration Nos. 1871513 and 1962161 ("Intellectual Property"); and

WHEREAS, the Grantor has agreed to release its security interest pending consummation of the Proposed Disposition (the "Consummation") and written notice of the Consummation from Monster Worldwide, Inc. ("Monster"), USM's parent, to Grantor pursuant to the Limited Release of Certain Guarantors dated September 28, 2004 (the "Notice");

NOW THEREFORE, in consideration of the foregoing, Grantor agrees as follows:

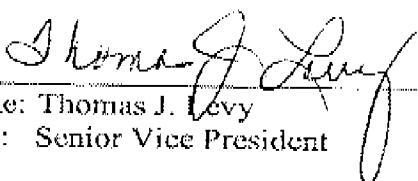
1. Upon Consummation, and receipt of the Notice by Grantor, Grantor will release in its entirety its security interest in all of USM's right, title, and interest in, to, and under the Intellectual Property. Grantor further agrees to take any action and to execute any further documents necessary or reasonably requested by USM to effectuate or evidence such release.
2. Upon receipt of written notice by Grantor from Monster of the Consummation, Grantor will authorize and request the USPTO, and any equivalent official of any foreign country, to record this Agreement against the Intellectual Property.

3. This Agreement may not be modified, nor may any provision hereof be waived, orally or in any manner other than by an agreement in writing signed by the parties hereto or their respective successors and assigns.

4. All rights hereunder shall accrue to, and all obligations hereunder shall be binding upon, the heirs, representatives, successors, assigns and transferees of the parties hereto.

IN WITNESS WHEREOF, the undersigned have entered into this Agreement as of the date first above written, intending to be legally bound.

FLEET NATIONAL BANK, a Bank of
America company

By: 
Name: Thomas J. Levy
Title: Senior Vice President



Writer's Direct Dial 212/351-7064

Writer's Direct Fax 917/256-8526

October 5, 2004

VIA FACSIMILE AND CERTIFIED MAIL

Fleet National Bank
Agency Services Division
1633 Broadway
Mail Stop NY EH 526 28 A
New York, NY 10019
Attention: Susan Forteau (Fax No. 646-366-4507)

Bank of America
1185 Avenue of the Americas
New York, NY 10036
Attention: Thomas J. Levy (Fax No. 212-819-4120)

Re: Guarantee and Collateral Agreement, dated as of April 7, 2003, in favor of Fleet National Bank, as administrative agent for the banks, financial institutions and other entities from time to time parties to the Secured Revolving Credit Agreement, dated as of April 7, 2003, as amended, among Monster Worldwide, Inc., Fleet National Bank and the other parties thereto

Dear Ms. Forteau and Mr. Levy:

Reference is made to the letter agreement (the "Letter Agreement") dated September 30, 2004 between Fleet National Bank (a Bank of America company) ("Fleet") and Monster Worldwide, Inc. ("Monster Worldwide") regarding the Proposed Disposition (as defined in the Letter Agreement) of US Motivation, Inc. and USMotivation Promotional Services, Inc. In accordance with the third paragraph of the Letter Agreement, Monster Worldwide hereby notifies Fleet that the Proposed Disposition has been consummated as of October 5, 2004.

Please feel free to contact the undersigned at (212) 351-7064 or andrew.burchill@monsterworldwide.com with any questions regarding this matter. Thank you for your assistance in this matter.

Very truly yours,

A handwritten signature in black ink that reads 'Andrew S. Burchill'.

Andrew S. Burchill
Associate General Counsel

cc: Lavesh Samtani, Esq. (via e-mail)
Mr. David Trapani (via e-mail)

622 Third Avenue, 39th Floor, New York, NY 10017
212 351-7000 Fax 917 256-8526

www.monsterworldwide.com

TRADEMARK
REEL: 002952 FRAME: 0216

CERTIFICATE OF FACSIMILE TRANSMISSION

I hereby certify that this paper or, if this paper is a transmittal letter, every other paper or fee referred to therein, is being facsimile transferred to the Commissioner for Patents & Trademarks at the United States Patent and Trademark Office, Washington, DC 20231, on the date shown below.

PLEASE CHARGE ANY DEFICIENCY UP TO \$300.00 OR CREDIT ANY EXCESS IN THE FEES DUE WITH THIS DOCUMENT TO OUR DEPOSIT ACCOUNT NO. 04 - 0100

October 6, 2004 10/6/04 (Date of Transmission)
October 6, 2004 Ellen Stafford
Date Name
Signature Ellen Stafford

File No: 01708/300K132-US1/US2

DARBY & DARBY P.C.
Post Office Box 5257
New York, NY 10150-5257
Tel. No. 212-527-7700
Fax No. 212-753-6237

Date: October 6, 2004

TO: Trademark Assignment Branch
FROM: Randi S. Miller, Esq.
FAX NO. 703-306-5995
NO. OF PAGES(INCLUDING FAX COVER SHEET): 5

Enclosed please find the attached Recordation Cover Sheet and documentation evidencing the Release of Security Interest from FLEET NATIONAL BANK to US MOTIVATION, INC., against the following two (2) service mark registrations:

- US MOTIVATION - (Reg. No. 1,871,513)
- US MOTIVATION - (Reg. No. 1,962,161)

Filing Fee: Please charge the fee of \$65.00 to our Deposit Account No. 04-0100.

Respectfully submitted,
DARBY & DARBY P.C.

Randi S. Miller
Attorney: Randi S. Miller

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