

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Assignment of Security Interest		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Fleet National Bank		01/14/2005	National Banking Association:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A.		
<b>Street Address:</b>	901 Main Street		
<b>City:</b>	Dallas		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	75202		
<b>Entity Type:</b>	National Banking Association:		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2565637	CLICKMAPS	
Registration Number:	2472144	CLICKMAPS	
Registration Number:	2332562	IN2	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)715-8000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212.715.9464		
<b>Email:</b>	maversano@kramerlevin.com		
<b>Correspondent Name:</b>	Mary B. Aversano		
<b>Address Line 1:</b>	919 Third Avenue		
<b>Address Line 4:</b>	New York, NEW YORK 10022		
<b>NAME OF SUBMITTER:</b>	Mary B. Aversano		
<b>Signature:</b>	/marybaversano/		
<b>Date:</b>	01/28/2005		

CH \$90.00 2565637

**Total Attachments: 5**

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ASSIGNMENT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, as of January 14, 2005, FLEET NATIONAL BANK, (the "Assignor"), hereby assigns to BANK OF AMERICA, N.A., as Administrative Agent (the "Assignee"), (i) all of the Assignor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, together with (ii) all Proceeds (as such term is defined in the Amended and Restated Guarantee and Collateral Agreement, dated as of January 14, 2005, made by Monster Worldwide, Inc. and certain of its Subsidiaries in favor of Bank of America, N.A., as Administrative Agent (as amended from time to time, the "Guarantee and Collateral Agreement")) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS ASSIGNMENT (the "Assignment") is made in accordance with the terms of the Credit Agreement (as defined in the Guarantee and Collateral Agreement) and the Guarantee and Collateral Agreement.

This Assignment has been granted in conjunction with the security interest granted to the Assignee under the Guarantee and Collateral Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Guarantee and Collateral Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict with the Guarantee and Collateral Agreement, the provisions of the Guarantee and Collateral Agreement shall govern.

IN WITNESS WHEREOF, each of the undersigned has caused this Assignment to be duly executed and delivered as of the date first above written.


FLEET NATIONAL BANK

Assignor


By:

Name:

Title:

  
Theodore W. Janczewski  
Vice President

BANK OF AMERICA, N.A.  
Assignee

By:   
Name: Theodore N. Janacek  
Title: Vice President

Acknowledged and Accepted by:

IN2, INC.

By: 

Name: Andrew J. McKelvey

Title: President

## SCHEDULE A

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>CLICKMAPS</b>							
UNITED STATES	300G718-US0	4/22/1999	75/688,800	4/30/2002	2,565,637	REGISTERED	42
UNITED STATES	300G718-US2	4/22/1999	75/688,648	7/24/2001	2,472,144	REGISTERED	35
<b>IN2</b>							
UNITED STATES	300G717-US0	4/22/1999	75/688,810	3/21/2000	2,332,562	REGISTERED	35