

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Monster (California), Inc.		12/30/2009	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Monster Worldwide, Inc.
Street Address:	622 Third Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 44

Property Type	Number	Word Mark
Registration Number:	3542045	JASPER
Registration Number:	3482265	QUICKHIRE
Registration Number:	3057677	MAKING COLLEGE COUNT
Registration Number:	3055296	MAKING COLLEGE & CAREER COUNT
Registration Number:	3058972	MAKING IT COUNT
Registration Number:	3008573	TODAY'S THE DAY
Registration Number:	3297180	MONSTER WORLDWIDE
Registration Number:	3230484	
Registration Number:	3207300	MONSTER
Registration Number:	3275989	MONSTER CAMPUS
Serial Number:	77831928	MONSTER COLLEGE
Serial Number:	77897123	POWER RESUME SEARCH
Serial Number:	77704338	KEEP AMERICA WORKING

OP \$1115.00 3542045

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**TRADEMARK
 REEL: 004124 FRAME: 0548**

Serial Number:	77700101	MONSTER PRESENTS THE KEEP AMERICA WORKING TOUR
Serial Number:	77645835	CANDIDATE SPOTLIGHT
Serial Number:	77868397	6SENSE
Registration Number:	3695955	MONSTER EVOLUTIONS
Registration Number:	3674216	MONSTER ON DEMAND
Serial Number:	77724177	
Serial Number:	77497782	MONSTER VILLAGE
Serial Number:	77497751	MONSTERVILLAGE
Serial Number:	77758410	POWERSOURCE
Registration Number:	3615960	MONSTER
Registration Number:	3615403	MAKING COLLEGE FINANCIAL PLANNING COUNT
Registration Number:	3615402	MAKING COLLEGE FINANCIAL PLANNING COUNT
Registration Number:	3603825	MONSTER MATCH
Registration Number:	3571622	LAUNCH YOUR FUTURE
Registration Number:	3567457	MONSTER INTELLIGENCE
Registration Number:	3544745	YOUR CALLING IS CALLING
Registration Number:	3464811	ULTIMATE MONEY SKILLS
Registration Number:	3433608	CAREER AD NETWORK
Registration Number:	2774413	
Registration Number:	2692520	MONSTER OFFICE HQ
Registration Number:	2605577	MONSTER LEARNING
Registration Number:	2698464	MONSTERTRAK
Registration Number:	2813427	NEVER SETTLE
Registration Number:	2422693	
Registration Number:	2462522	MAKING HIGH SCHOOL COUNT
Registration Number:	2403411	MONSTER.COM
Registration Number:	2356181	QUICKHIRE
Registration Number:	2347985	MONSTER
Registration Number:	2550820	FLIPDOG
Registration Number:	2553290	MONSTER TALENT MARKET
Registration Number:	1772126	COLLEGELINK

CORRESPONDENCE DATA

Fax Number: (212)687-2329

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

TRADEMARK
REEL: 004124 FRAME: 0549

Phone: 212.338.3527
Email: ptomailnewyork@foley.com, abaum@foley.com,
spippin@foley.com, nalayev@foley.com
Correspondent Name: Andrew Baum/Foley & Lardner LLP
Address Line 1: 90 Park Avenue
Address Line 4: New York, NEW YORK 10016

ATTORNEY DOCKET NUMBER:	092909-8012
NAME OF SUBMITTER:	Andrew Baum
Signature:	/Andrew Baum/
Date:	01/05/2010

Total Attachments: 2
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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MONSTER (CALIFORNIA), INC.", A CALIFORNIA CORPORATION, WITH AND INTO "MONSTER WORLDWIDE, INC." UNDER THE NAME OF "MONSTER WORLDWIDE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2009, AT 8 O'CLOCK A.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2658285 8100M

091148037

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7728886

DATE: 12-30-09

TRADEMARK
REEL: 004124 FRAME: 0551

CERTIFICATE OF OWNERSHIP AND MERGER
OF
MONSTER (CALIFORNIA), INC.,
a California corporation
INTO
MONSTER WORLDWIDE, INC.,
a Delaware corporation

It is hereby certified that:

1. Monster Worldwide, Inc. (hereinafter, the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of common stock of Monster (California), Inc., which is a business corporation of the State of California.
3. The laws of the jurisdiction of organization of Monster (California), Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Monster (California), Inc. into the Corporation.
5. On December 15, 2009, the Board of Directors of the Corporation adopted the following resolutions to merge Monster (California), Inc. into the Corporation:

RESOLVED that Monster (California), Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Monster (California), Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Monster (California), Inc. in its name.

FURTHER RESOLVED that this Corporation assume all of the obligations of Monster (California), Inc.

FURTHER RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of California and by the laws of any other appropriate jurisdiction, and will cause to be performed all necessary acts within the State of California, within the State of Delaware, and within any other appropriate jurisdiction.

Executed on December 30, 2009

MONSTER WORLDWIDE, INC.

By: /s/ Michael C. Miller
Name: Michael C. Miller
Title: Secretary