



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE MONSTER WORLDWIDE, INC.
SECURITIES LITIGATION

07-cv-02237 (JSR)

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

A. To receive a recovery from the Net Settlement Fund as a Member of the Class in the class action lawsuit entitled *In re Monster Worldwide, Inc. Securities Litigation*, No. 07-cv-02237 (the “Action”), you must complete and, on page 22 below, sign this Proof of Claim form. If you fail to submit a timely, properly completed and addressed (as set forth in paragraph C below) Proof of Claim, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the Settlement of this Action.

B. Submission of this Proof of Claim form, however, does not ensure that you will share in the Net Settlement Fund, even if you are a Class Member.

C. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM POSTMARKED ON OR BEFORE JANUARY 5, 2009, ADDRESSED AS FOLLOWS:

Monster Worldwide, Inc. Securities Litigation
c/o Berdon Claims Administration LLC
P.O. Box 9014
Jericho, NY 11753-8914

If you are NOT a Member of the Class (as defined in the Notice of Pendency of Class Action and Proposed Settlement) DO NOT submit this Proof of Claim form. You are not entitled to a recovery.

D. If you are a Member of the Class and you have not timely and validly requested to be excluded from the Class, you will be bound by the terms of the Final Order and Judgment entered by the Court, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

II. DEFINITIONS

All capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Notice of Pendency of Class Action and Proposed Settlement (“Notice”) that accompanies this Proof of Claim form.

III. CLAIMANT IDENTIFICATION INSTRUCTIONS

A. You are a Class Member if you purchased or otherwise acquired (including by exchange, conversion or otherwise) the securities (common stock and/or options) of Monster Worldwide, Inc. (“Monster”) during the period from May 6, 2005 through June 9, 2006, inclusive, (the “Class Period”), and are not an excluded person. Excluded from the Class are Defendants, the officers and directors of Monster, any entity in which Defendants have or had a controlling interest, any Monster employee who acquired Monster’s securities through the exercise of stock options, members of the immediate families of any excluded person, the legal representatives, heirs, successors or assigns of any excluded person and any potential Class Member who timely and validly requests to be excluded from the Class.



B. If you held Monster securities in your name, **you are the beneficial purchaser or acquirer as well as the record purchaser or acquirer.** If, however, you purchased or otherwise acquired Monster securities during the Class Period through a third party, such as a nominee or brokerage firm, and the securities were registered in the name of that third party, **you are the beneficial purchaser or acquirer of these securities, but the third party is the record purchaser or acquirer of these securities.**

C. Use Section V of this form entitled “Claimant Identification” to identify each beneficial purchaser or acquirer of Monster securities that forms the basis of this claim, as well as the purchaser or acquirer of record if different. **THIS CLAIM MUST BE SUBMITTED BY THE ACTUAL BENEFICIAL PURCHASER(S), OR AUTHORIZED ACQUIRER(S) OR LEGAL REPRESENTATIVE(S) OF SUCH BENEFICIAL PURCHASER(S) OR ACQUIRER(S), OF THE MONSTER SECURITIES UPON WHICH THIS CLAIM IS BASED.**

D. All joint beneficial purchasers or acquirers must sign this claim. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of Persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of one of the beneficial owner(s) may be used in verifying this claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of your claim.

E. You must file a claim for each differently named account or ownership (e.g., individual account, IRA account, joint account, etc.). However, joint tenants, co-owners or UGMA custodians should file a single claim.

IV. INSTRUCTIONS FOR TRANSACTION SCHEDULES

A. Use Sections VI and VII of this form entitled “Schedule of Transactions in Monster Common Stock” and “Schedule of Transactions in Monster Options,” respectively, to supply all required details of your transaction(s) in Monster securities. If you need more space or additional schedules, attach separate, numbered sheets giving all of the required information in substantially the same form. Sign and print your name on each additional sheet.

B. On the schedules, provide all of the requested information with respect to: (1) **all** of your holdings of Monster securities as of the beginning of trading on May 6, 2005; (2) **all** of your purchases, other acquisitions and sales of Monster securities (excluding commissions, taxes and fees) which took place at any time beginning May 6, 2005 through, and including, June 13, 2006; and (3) proof of your holdings of Monster securities as of the close of trading on June 13, 2006, whether such purchases, acquisitions, sales or transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim. **(If you are or were a Monster employee, do not include any common stock transactions involving stock option grants that you received from Monster.)**

C. List each purchase, acquisition, sale and transaction in the Class Period separately and in chronological order, by trade date (and not the “settlement” date), beginning with the earliest. You must accurately provide the month, day and year of each such transaction you list.

D. The first-in-first-out basis (“FIFO”) will be applied to both purchases and sales.

E. No cash payment will be made on a claim where the potential distribution amount is less than \$10.00

F. Shares of common stock sold short will have a Recognized Loss of zero.

G. Copies of broker confirmations, monthly statements or other documentation of your purchases, acquisitions, sales or transactions in Monster securities must be attached to your claim. **DO NOT SEND ORIGINALS.** Failure to provide this documentation could delay verification of your claim or result in rejection of your claim. The Parties and the Claims Administrator do not independently have information about your investments in Monster securities. The Claims Administrator may also request additional information as needed to efficiently and reliably calculate your losses.

H. If your trading activity during the Class Period exceeds 50 transactions, please provide all purchase and sale information required in the Transaction Schedules in an electronic file. For a copy of instructions and parameters concerning electronic submissions, contact the Claims Administrator by phone, by fax or via the website www.berdonclaims.com and click on “Efiling of claims” under Electronic submissions.



MONSTER

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re Monster Worldwide, Inc. Securities Litigation
No. 07-cv-02237
PROOF OF CLAIM FORM

Must be Postmarked No Later Than January 5, 2009

Please Type or Print

V. CLAIMANT IDENTIFICATION

Beneficial Owner's Name *(as it appears on your brokerage statement)*

Joint Beneficial Owner's Name *(as it appears on your brokerage statement)*

Street Address

City

State

Zip Code

Foreign Province

Foreign Country

Social Security Number

or

Taxpayer Identification Number

Check appropriate box:

Individual or Sole Proprietor Pension Plan Corporation Partnership

Trust IRA UGMA Custodian Other: _____

Area Code Telephone Number (Day) _____ (Eve)
Area Code Telephone Number

E-Mail Address

Facsimile Number

Record Owner's Name and Address *(if different from beneficial owner listed above)*; e.g. brokerage firm, bank, nominee, etc.

DETACH HERE





VI. SCHEDULE OF TRANSACTIONS IN MONSTER COMMON STOCK

A. State the total number of shares of Monster common stock owned at the close of trading on May 5, 2005, long or short (*must be documented*) : _____

B. Separately list each and every **purchase** of Monster common stock during the period May 6, 2005 **through** June 9, 2006 and provide the following information (*must be documented*):

Trade Date (list chronologically) Month/Day/Year	Number of Shares Purchased	Price per Share (excluding commissions, taxes and fees)

C. State the total number of shares acquired during the period June 10, 2006 through June 13, 2006 (*must be documented*): _____

D. Separately list each and every **sale** of Monster common stock during the period May 6, 2005 **through** June 13, 2006 and provide the following information (*must be documented*):

Trade Date (list chronologically) Month/Day/Year	Number of Shares Sold	Price per Share (excluding commissions, taxes and fees)

E. State the total number of shares of Monster common stock owned at the close of trading on June 13, 2006, long or short (*must be documented*) : _____

If you need additional space, attach the required information on separate, numbered sheets in the same format as above; sign and print your name and Social Security or Taxpayer Identification number at the top of each additional sheet.

Schedule of transactions in Monster option contracts appears on the following page

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VII. SCHEDULE OF TRANSACTIONS IN MONSTER CALL AND PUT OPTIONS

A. State the total number of Monster call/put option contracts owned at the close of trading on May 5, 2005, long or short (*must be documented*):

Type of Option Contract	Exp. Date & Strike Price	Number of Option Contracts

B. Separately list each and every **purchase** of Monster **call option contracts** to open a new position during the period May 6, 2005 **through** June 9, 2006 and provide the following information (*must be documented*):

Trade Date (list chronologically) Month/Day/Year	Exp. Date & Strike Price	Number of Contracts Purchased	Price per Contract (excluding commissions, taxes and fees)

C. Separately list each and every **sale** of Monster **call option contracts indicated above** during the period May 6, 2005 **through** June 13, 2006 and provide the following information (*must be documented*):

Trade Date (list chronologically) Month/Day/Year	Exp. Date & Strike Price	Number of Contracts Sold	Price per Contract (excluding commissions, taxes and fees)

D. Separately list each and every **sale** of Monster **put option contracts** to open a new position during the period May 6, 2005 **through** June 9, 2006 and provide the following information (*must be documented*):

Trade Date (list chronologically) Month/Day/Year	Exp. Date & Strike Price	Number of Contracts Sold	Price per Contract (excluding commissions, taxes and fees)

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E. Separately list each and every **re-purchase** of Monster **put option contracts** indicated above during the period May 6, 2005 **through** June 13, 2006 and provide the following information (*must be documented*):

Trade Date <i>(list chronologically)</i> Month/Day/Year	Exp. Date & Strike Price	Number of Contracts Re-Purchased	Price per Contract <i>(excluding commissions, taxes and fees)</i>

F. State the total number of Monster call/put option contracts owned at the close of trading on June 13, 2006, long or short (must be documented):

Type of Option Contract	Exp. Date & Strike Price	Number of Option Contracts

DETACH HERE

If you need additional space, attach the required information on separate, numbered sheets in the same format as above; sign and print your name and Social Security or Taxpayer Identification number at the top of each additional sheet.

YOU ARE NOT FINISHED, PLEASE READ THE RELEASE AND SIGN ON PAGE 22 BELOW. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.





VIII. SUBMISSION TO THE JURISDICTION OF THE COURT AND ACKNOWLEDGMENTS

I/We submit this Proof of Claim under the terms of the Stipulation and Agreement of Settlement (“Stipulation”) described in the Notice. I/We also submit to the jurisdiction of the United States District Court for the Southern District of New York with respect to my/our claim as a Class Member and for purposes of enforcing the release set forth herein. I/We further acknowledge that I/we will be bound by and subject to the terms of any Order and Final Judgment that may be entered in the Action. I/We agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I/We have not submitted any other claim covering the same purchases, acquisitions or sales or holdings of Monster securities during the Class Period and know of no other Person having done so on my/our behalf.

IX. RELEASE

A. I/We hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge from the Settled Claims each and all of the Released Defendant Parties as those terms and terms related thereto are defined in the accompanying Notice.

B. This release shall be of no force or effect unless and until the Court approves the Stipulation and the Effective Date (as defined in the Stipulation) has occurred.

C. I/We hereby warrant and represent that I/we have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

D. I/We hereby warrant and represent that I (we) have included information about all of my/our purchases, acquisitions, and sales and other transactions in Monster securities which occurred during the Class Period and the number of shares of Monster securities held by me (us) at the beginning of trading on May 6, 2005, and at the close of trading on June 13, 2006.

E. I/We hereby warrant and represent that I am/we are not excluded from the Class as defined herein and in the Notice.

X. CERTIFICATION

UNDER THE PENALTY OF PERJURY, I (WE) CERTIFY THAT:

- A. The number shown on this form is my correct TIN; and
- B. I/We certify that I am/we are NOT subject to backup withholding under the provisions of Section 3406 (a)(1)(C) of the Internal Revenue Code.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, you must cross out the word “NOT” in paragraph B above.

The Internal Revenue Service does not require your consent to any provision of this document other than the certification required to avoid backup withholding.

DETACH HERE





C. I/We declare under penalty of perjury under the laws of the United States of America that the foregoing information and the supporting documentation supplied by the undersigned is true, correct and complete to the best of our knowledge, information and belief, and that this form was executed this ____ day of

_____, in _____, _____.
(Month / Year) (City) (State / Country)

Signature of Claimant

(Print your name here)

Signature of Joint Claimant, if any

(Print your name here)

Signature of person signing on behalf of Claimant

(Print your name here)

Capacity of person(s) signing on behalf of Claimant
(e.g., Beneficial Purchaser, Executor, Administrator)

DETACH HERE





**ACCURATE CLAIMS PROCESSING TAKES A
SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above Release and Certification.
2. Remember to attach **copies** of supporting documentation.
3. Do not send originals or copies of stock certificates.
4. Keep a copy of this claim form and documentation for your records.
5. You will **not** receive confirmation that your Proof of Claim and Release have been received **unless** you send it via Certified Mail, Return Receipt Requested, or by some other means which provide you with proof of receipt. **You will bear all risks of delay or non-delivery of your claim.**
6. If your address changes in the future, or if these documents were sent to an old or incorrect address, please send the Claims Administrator **written** notification of your new address.
7. If you have any questions or concerns regarding your claim, please contact the Claims Administrator at:

Monster Worldwide, Inc. Securities Litigation
c/o Berdon Claims Administration LLC
P.O. Box 9014
Jericho, NY 11753-8914
Telephone: (800) 766-3330
Fax: (516) 931-0810
Website: www.berdonclaims.com

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IMPORTANT LEGAL INFORMATION

MONSTER

