

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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UNITED STATES OF AMERICA : INFORMATION
 :
 -v- : 07 Cr.
 MYRON OLESNYCKYJ, :
 :
 Defendant. :

- - - - -x

COUNT ONE

(Conspiracy To Commit Securities Fraud)

The United States Attorney charges:

RELEVANT PERSONS AND ENTITIES

1. At all times relevant to this Information, Monster Worldwide, Inc. ("Monster"), formerly TMP Worldwide Inc., was a corporation organized under the laws of the State of Delaware with its headquarters in New York, New York.

2. At all times relevant to this Information, Monster's common stock was listed on the NASDAQ National Market System, an electronic securities market, first under the symbol "TMPW" and later under the symbol "MNST."

3. At all times relevant to this Information, MYRON OLESNYCKYJ, the defendant, served as the General Counsel of Monster.

BACKGROUND

Monster's Business

4. At all times relevant to this Information, Monster provided to businesses, government agencies, educational institutions and consumers around the world a broad range of online recruitment services. Monster operated several business segments including Monster, and Advertising and Communications.

5. At all times relevant to this Information, the Monster segment operated the Internet's global career management website, Monster.com, which connected companies with individuals and offered searchable job postings, a resume database and career management content and advice. The Advertising and Communications segment designed global, national or local recruitment advertising for Fortune 500 clients and government agencies and offered employee retention programs, Web site development, resume screening and media planning services.

Stock Options

6. A stock option typically gives its holder the right to buy a share of stock on a future date at a set price, known as the "exercise" or "strike" price. Companies frequently grant stock options to employees as a retention measure and performance incentive. More specifically, granting employees stock options provides them with an incentive to, among other things, (1) help boost the company's share price, and (2) remain

at the company through the vesting period. Typically, when a company grants stock options to employees, the employee cannot exercise the option until the end of a "vesting period." When the holder of an option exercises it, he or she purchases the stock from the company at the exercise price.

7. The exercise price of an option is typically the price at which the underlying stock trades in the market (i.e., the fair market value) on the date of the option grant. Options with an exercise price equal to the current trading price of the underlying stock are commonly referred to as being "at the money"; options with an exercise price below the current trading price of the stock are "in the money."

**Certain Relevant Reporting Requirements
and Accounting Principles**

8. As a company with shares registered with the United States Securities and Exchange Commission ("SEC") pursuant to Section 13(a) of the Securities and Exchange Act of 1934, Monster was required by federal law to periodically report the financial results of its operations. Such reports typically take the form of financial statements that include both an Income Statement and a Balance Sheet. A company's Income Statement reports, among other things, revenue recognized, expenses incurred, and income earned during a stated period of time -- usually for a fiscal quarter or a fiscal year. Within an Income

Statement, certain costs or expenses are generally subtracted from revenues to calculate net income or earnings.

9. At times relevant to this Information, Monster claimed in its public filings with the SEC that it followed Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees ("APB 25"), when accounting for the costs associated with granting stock options to its employees. APB 25 provided that a company was required to take a compensation expense - a charge against, or reduction of, its earnings - for any options issued in the money, i.e., with an exercise price lower than the fair market value at which the stock was trading on the measurement date, which is the date on which the authorized agents of the company determined to issue a specified number of options to specified recipients at a known price. Like cash compensation, option-related compensation expense - which is apportioned over the vesting period of the options - reduces net income in each such period. Under APB 25, a company was not required to deduct from revenue any compensation expense for granting options priced at the money, i.e., with an exercise price equal to fair market value on the measurement date.

Monster's Stock Option Plans

10. Effective January 3, 1996, Monster adopted the TMP 1996 Employee Stock Option Plan (the "1996 Plan"). The 1996 Plan provided that a committee of Monster's Board of Directors (the

"Compensation Committee"), consisting of at least two directors, would administer the plan and had the sole and absolute authority to grant options under the 1996 Plan. Through a series of amendments, the 1996 Plan authorized the issuance of 3 million shares. The 1996 Plan also stated that only officers, directors or employees of Monster, or its affiliates or consultants, were eligible to receive option awards.

11. Effective December 9, 1998, Monster adopted the TMP 1999 Long Term Incentive Plan ("1999 LTIP") authorizing the award of options to purchase up to 15 million shares in addition to the outstanding shares available under the 1996 Plan. The 1999 LTIP provided that a Compensation Committee, comprised of at least two independent directors, would administer the 1999 LTIP and had the sole and absolute authority to grant options under the Plan.

THE SCHEME TO DEFRAUD

Introduction

12. As set forth more fully below, from in or about 1996 through in or about 2006, MYRON OLESNYCKYJ and his co-conspirators engaged in an illegal scheme to deceive Monster's Board of Directors, shareholders, and auditors, as well as securities analysts, the SEC, members of the investing public and others, concerning Monster's systematic backdating of options

grants and Monster's failure to record compensation expense in connection with those backdated stock option grants.

13. In furtherance of the scheme to defraud, MYRON OLESNYCKYJ and his co-conspirators backdated the vast majority of Monster stock options granted to employees during the period 1996 through April 2003. As a result, and as OLESNYCKYJ and his co-conspirators well knew, most of Monster's option grants during this time period were in-the-money on the day they were granted and therefore had an immediate compensatory component. Instead of disclosing this information and properly expensing the in-the-money portion of those option grants, OLESNYCKYJ and his co-conspirators - by backdating options and failing to record an expense for those options - used options as "free" compensation that did not result in a reduction in the company's earnings.

Backdating Broad-Based and One-Off Grants

14. Monster's option grants fell into two main categories: (i) options granted as part of an annual grant to a large number of recipients, including rank and file employees ("Broad-Based Grants"); and (ii) options granted to newly hired employees, new employees from Monster's acquisition of other companies, or current employees in connection with promotions, retention or productivity goals ("One-Off Grants").

15. OLESNYCKYJ, together with others, engaged in a

scheme to backdate millions of stock options to days when the stock of Monster was trading at or near periodic low points. Between 1996 and 2003, OLESNYCKYJ and his co-conspirators backdated every Broad-Based Grant, including the 1998, 1999, 2001 and 2002 Broad-Based Grants, and certain One-Off grants, including grants dated October 8, 1998, May 27, 1999, October 18, 1999 and November 1, 2001.

16. The backdating scheme also involved disregarding grants that had previously been made, and reissuing them at a more favorable strike price, corresponding to a different date in the past. In furtherance of this aspect of the scheme, at certain times, OLESNYCKYJ and his co-conspirators disregarded option grants that had been approved by the Compensation Committee, and/or destroyed documents evidencing such grants. OLESNYCKYJ and his co-conspirators also modified or added to options grants after the Compensation Committee had authorized the original grants.

Broad-Based Grants

17. In furtherance of the scheme to defraud, at various times during the conspiracy, a senior Monster executive chose, or directed someone, including OLESNYCKYJ, to choose the grant date and/or exercise price for particular option grants based upon a relatively recent low closing price for Monster's stock. The senior Monster executive and others then determined

the number of options to be granted to senior management and the number of options to be allotted to each operating division within the company. Division heads would then allocate their respective allotments among that division's employees. Once those decisions were made, Monster's Human Resources department ("Human Resources") circulated memoranda, containing the grant price for the Broad-Based Grant, to each of Monster's divisions, asking for the options allocations to employees within that division. Often after the division heads sent their allocations to Human Resources, OLESNYCKYJ and others prepared the documentation to be sent to the Compensation Committee for approval.

18. At all relevant times, the Compensation Committee approved stock option grants through unanimous written consents ("UWC"), which contained an "as of" date corresponding to the strike price for the granted options. The UWCs also typically referred to a Schedule A (which was a separate document listing the names of the option recipients, or "optionees," and the number of shares granted to each optionee); at certain times, the referenced Schedule As were neither attached to the UWCs, nor in existence, at the time the UWCs were sent to the Compensation Committee. As OLESNYCKYJ and his co-conspirators well knew, the UWCs sent to the Compensation Committee for approval reflected an "as of" grant date that was chosen in hindsight because of its

favorable low stock price, and which did not correspond to any Compensation Committee action.

19. In furtherance of the scheme to defraud, at certain times, OLESNYCKYJ and his co-conspirators failed to obtain approval from the Compensation Committee for backdated option grants that were created, added or modified after the Compensation Committee had executed the relevant UWC. In furtherance of this aspect of the scheme, OLESNYCKYJ, or others acting at his direction, at times sent UWCs to the Compensation Committee without Schedule As attached. This was in part to permit the list of option grants to be created or changed after the date on which the UWC was sent to the Compensation Committee for execution. In part to conceal this practice from Monster's auditors, BDO Seidman, LLP ("BDO"), OLESNYCKYJ and others failed to maintain a complete set of Schedule As in the Company's records and provided BDO with documents falsely indicating dates on which options were granted.

1998 Broad-Based Grant

20. In or about 1999, OLESNYCKYJ, along with others, caused Monster to issue a Broad-Based option grant backdated "as of" December 9, 1998, a day when Monster's stock price was \$26.875, the lowest price of Monster stock between December 1, 1998 and the end of April 1999. Between December 9, 1998 and the end of March 1999, Monster's stock price rose significantly,

exceeding \$60 on certain days. The total number of options granted "as of" December 9, 1998 was approximately 862,000.

21. In truth and in fact, as the defendant and his co-conspirators well knew, the 1998 Broad-Based Grant did not occur and was not approved by the Compensation Committee on December 9, 1998.

1999 Broad-Based Grant

22. In or about 2000, MYRON OLESNYCKYJ and his co-conspirators caused Monster to issue a Broad-Based Grant dated "as of" December 1, 1999 at the closing price of \$95, the lowest strike price from December 1, 1999 through the end of April 2000. The next day, December 2, 1999, was the second largest percentage increase in Monster's stock price in the history of Monster due to the announcement of a transaction between Monster and America Online ("AOL"). The total number of options granted "as of" December 1, 1999 was approximately 1.75 million.

23. In truth and in fact, as the defendant and his co-conspirators well knew, the 1999 Broad-Based Grant did not occur and was not approved by the Compensation Committee on December 1, 1999.

2001 Broad-Based Grant

24. In the first half of 2001, MYRON OLESNYCKYJ and his co-conspirators caused Monster to issue a Broad-Based Grant that was ultimately backdated "as of" April 4, 2001 at the

closing price of \$30.625. This grant was originally dated "as of" January 2, 2001, but as Monster's stock price began to decline later in 2001, the date for this grant was changed three times. Initially, January 2, 2001 was chosen as the backdated grant date because the stock's closing price, \$40.875, was the lowest for Monster stock from December 1, 2000 through early March 2001.

25. In early March 2001, Monster's price began to drop further. In an email dated March 13, 2001, MYRON OLESNYCKYJ asked certain of his co-conspirators whether any information had been provided to BDO that would preclude Monster from "ignoring the January option grants (i.e. they never happened)." On March 20, 2001, OLESNYCKYJ emailed the same individuals, advising them that a senior Monster executive had asked what the option exercise price was on their most recent grant. OLESNYCKYJ informed these individuals that "in accordance with our prior discussions" he had advised the senior Monster executive that the grant date was March 13, 2001 and stated to one of his co-conspirators, "I presume you were able to finesse any bdo issues over this." As the stock price continued to drop, however, the co-conspirators changed the grant date. OLESNYCKYJ or others created a UWC with an "as of" date of March 21, 2001 and a strike price of \$36.438 that was not executed by the Compensation Committee and returned to the company until April.

26. As Monster's stock continued to decline, OLESNYCKYJ and his co-conspirators chose a new backdated grant date of April 4, 2001. As late as April 30, however, Human Resources was not certain that the date would remain at April 4. In an April 30, 2001 email exchange between the stock option administrator in Human Resources and an employee who had asked whether the grant date and price were finally confirmed, the stock option administrator responded: "I'm not 100% - as you know, management is capable of anything."

2002 Broad-Based Grant

27. In or about the Summer of 2002, OLESNYCKYJ and his co-conspirators caused Monster to issue a Broad-Based Grant backdated "as of" May 6, 2002 at a strike price of \$22.88, the lowest stock price from January 1 through June 26, 2002. OLESNYCKYJ and his co-conspirators knew that the Compensation Committee could not have approved this grant on May 6 because not all grantees were known until sometime in August, over three months later. The total number of options granted "as of" May 6, 2002 was over 900,000.

Backdating One-Off Grants

28. In furtherance of the scheme to defraud, OLESNYCKYJ and his co-conspirators backdated certain One-Off Grants, including grants to new hires. These One-Off Grants, like the Broad-Based Grants, could be authorized only by the

Compensation Committee. In practice, OLESNYCKYJ and his co-conspirators backdated the UWCs to an "as of" date consistent with the exercise price chosen for each of the respective One-Off Grants and these UWCs were often executed long after the "as of" date they bore.

29. Starting in or about 2000, when Human Resources assumed responsibility for options paperwork, the department drafted a form to be used for the approval of One-Off Grants. This form asked for the name of the proposed grantee(s), the specific number of options proposed for each grantee, and a proposed grant date and price and required the approval and signatures of the division head and certain Monster senior executives. Once the proposed option grants were approved by those executives, the forms were sent to Human Resources for processing. UWCs for these grants were not sent to the Compensation Committee for approval until certain senior Monster executives had signed the form. Many of these approval forms reflected proposed grant dates that preceded the date of one or both of the approval signatures by days, weeks and even months.

The November 1, 2001 One-Off Grant

30. In or about late 2001 through early 2002, OLESNYCKYJ and his co-conspirators caused Monster to issue a One-Off Grant dated "as of" November 1, 2001 at a strike price of \$27.50, the lowest stock price in the fourth quarter of 2001.

The total number of options granted "as of" November 1, 2001 was approximately 1.4 million options, including a grant of 10,000 options to OLESNYCKYJ.

31. In truth and in fact, as the defendant and his co-conspirators well knew, the November 1, 2001 One-Off Grant did not occur and was not approved by the Compensation Committee on November 1, 2001.

Grants to New Hires

32. From in or about October 1998 through in or about early 2003, MYRON OLESNYCKYJ and his co-conspirators backdated option grants to new hires by granting options at the lowest price in the 30 days following their start date.

33. In order to hide this practice from Monster's auditors and others, OLESNYCKYJ and others schemed to avoid documenting this practice. In an email exchange on or about September 2, 1999, between OLESNYCKYJ and an executive of Human Resources relating to the option price that certain new hires were promised in their offer letters, OLESNYCKYJ stated that "No written document should ever state lowest price over next 30 days! The auditorw [sic] will view that as backdating options and we'll have a charge to earning in the amount of the difference between price on day 30 and any lower price which is used." In or about September 2000, OLESNYCKYJ prepared model language to be used in all of Monster's new hire letters which

made no reference to grants at low prices. Monster's lowest-price-within-30-days practice for new hire grants, however, continued, as OLESNYCKYJ well knew.

34. In December 2003, after Monster changed its stock option approval process and stopped backdating, OLESNYCKYJ emailed members of Monster's finance department that Monster should "get serious about firing people who still fail to realize the accounting repurcussions [sic] of promising someone a total of 1000 stock options 'at a strike price equivalent to the lowest price of the stock on the market within a 30 day period preceding your starting date.'"

FALSE STATEMENTS IN PUBLIC FILINGS

35. To sell securities to members of the public and maintain public trading of its securities in the United States, Monster was required to comply with provisions of the federal securities laws, including the Securities Exchange Act of 1934, and rules and regulations promulgated thereunder, which were designed to ensure that the company's financial information was fairly and accurately recorded and disclosed to the public.

36. Under these regulations, Monster was required to, among other things (a) file with the SEC annual financial statements audited by an independent accountant; (b) file with the SEC quarterly updates of its financial statements that disclosed its financial condition and the results of its business

operations for each three-month period; (c) devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that the company's transactions were recorded as necessary to permit preparation of financial statements in conformity with Generally Accepted Accounting Principles and other applicable criteria; and (d) make and keep books, records, and accounts that accurately and fairly reflected the company's business transactions.

37. At all times relevant to this Information, MYRON OLESNYCKYJ, and other Monster employees, participated in preparing, reviewing and certifying consolidated financial statements for Monster that purported to conform with applicable regulatory requirements (hereinafter, the "Financial Statements").

38. At times relevant to this Information, Monster's year-end SEC Forms 10-K were prepared and reviewed by Monster's outside counsel in New York, New York, and transmitted to the offices of Merrill Corporation in New York, New York, a filing agent that assists companies in electronically filing periodic reports with the SEC. The Financial Statements were thereafter transmitted electronically and filed with the SEC and directly disseminated to the public through press releases, quarterly reports on SEC Forms 10-Q and annual reports on SEC Forms 10-K, and in other communications with investors, credit rating

agencies and securities analysts.

39. The Financial Statements filed with Monster's Forms 10-K for years 1997-2000 and 2002-2005 stated that Monster granted all of its options at the fair market value on the date of grant and thus, Monster did not record any compensation expense arising from the option grants. All Financial Statements filed with Monster's Forms 10-K for the years 1997 to 2005 stated that Monster accounted for its options grants in accordance with APB 25. In truth and in fact, as MYRON OLESNYCKYJ and his co-conspirators well knew, Monster systematically backdated options and failed to record compensation expense for in-the-money options, as required by APB 25. As a result, Monster's compensation expense was understated by approximately \$339 million pre-tax during the period 1997 through 2005.

40. The Financial Statements filed with Monster's Forms 10-Q and Forms 10-K purported to disclose, among other things, Monster's net income for particular periods. In truth and in fact, as the table set forth below demonstrates, Monster's Forms 10-K misstated Monster's net income as a result of Monster's failure to record a compensation expense for backdated options:

Year	Reported Income	Actual Income	% Over/Under-Statement
1997	\$61,302,000	\$54,121,000	13.3%
1998	\$46,218,000	\$40,899,000	13%
1999	\$8,158,000	(\$25,895,000)	-
2000	\$50,863,000	(\$13,424,000)	-
2001	\$69,020,000	\$3,439,000	1,907%
2002	(\$534,896,000)	(\$579,839,000)	7.8%
2003	(\$81,864,000)	(\$108,824,000)	24.8%
2004	\$73,104,000	\$58,736,000	24.5%
2005	\$107,432,000	\$98,194,000	9.4%

THE CONSPIRACY

41. From in or about 1996 through in or about June 2006, in the Southern District of New York and elsewhere, MYRON OLESNYCKYJ, the defendant, and others known and unknown, unlawfully, willfully, and knowingly did combine, conspire, confederate, and agree together and with each other to commit offenses against the United States, namely (a) to commit fraud in connection with the purchase and sale of securities issued by Monster, in violation of Title 15, United States Code, Sections 78j(b) and 78ff, and Title 17, Code of Federal Regulations, Section 240.10b-5; (b) to make and cause to be made false and misleading statements of material fact in applications, reports, and documents required to be filed under the Securities Exchange Act of 1934 and the rules and regulations thereunder, in

violation of Title 15, United States Code, Sections 78m(a) and 78ff; (c) to make and cause to be made false and misleading statements to Monster's auditors, in violation of Title 15, United States Code, Section 78ff and Title 17, Code of Federal Regulations, Section 240.13b2-2; and (d) to falsify books, records, and accounts of Monster, in violation of Title 15, United States Code, Sections 78m(b) (2) (A), 78m(b) (5) and 78ff, and Title 17, Code of Federal Regulations, Section 240.13b2-1.

Objects Of The Conspiracy

**Fraud In Connection With The
Purchase And Sale Of Securities**

42. It was a part and an object of the conspiracy that MYRON OLESNYCKYJ, the defendant, and others known and unknown, unlawfully, willfully, and knowingly, directly and indirectly, by use of the means and instrumentalities of interstate commerce, the mails, and the facilities of national securities exchanges, would and did use and employ manipulative and deceptive devices and contrivances in connection with the purchase and sale of securities issued by Monster, in violation of Title 17, Code of Federal Regulations, Section 240.10b-5, by (a) employing devices, schemes, and artifices to defraud; (b) making and causing Monster to make untrue statements of material facts and omitting to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and (c) engaging in acts, practices, and courses of

business which operated and would operate as a fraud and deceit upon the purchasers and sellers of Monster securities, in violation of Title 15, United States Code, Sections 78j(b) and 78ff.

**False Statements In
Annual And Quarterly SEC Reports**

43. It was further a part and an object of the conspiracy that MYRON OLESNYCKYJ, the defendant, and others known and unknown, unlawfully, willfully, and knowingly, in applications, reports, and documents required to be filed under the Securities Exchange Act of 1934 and the rules and regulations thereunder, would and did make and cause to be made statements that were false and misleading with respect to material facts, in violation of Title 15, United States Code, Sections 78m(a) and 78ff.

False Statements to Auditors

44. It was further a part and object of the conspiracy that MYRON OLESNYCKYJ, the defendant, being an officer and director of Monster Worldwide, Inc., an issuer obligated to file reports pursuant to section 15(d) of the Securities and Exchange Act of 1934 and subsequently with a class of securities registered pursuant to section 12 of the Securities Exchange Act of 1934, unlawfully, willfully and knowingly, directly and indirectly, (a) made and caused to be made materially false and misleading statements; and (b) omitted to state, and caused

others to omit to state, material facts necessary in order to make statements made, in light of the circumstances under which they were made, not misleading to accountants in connection with (i) audits, reviews and examinations of the financial statements of Monster Worldwide, Inc. required to be filed under the Securities and Exchange Act of 1934; and (ii) the preparation and filing of documents and reports required to be filed with the SEC pursuant to rules and regulations promulgated by the SEC.

False Books And Records

45. It was further a part and an object of the conspiracy that MYRON OLESNYCKYJ, the defendant, and others known and unknown, unlawfully, willfully, and knowingly would and did, directly and indirectly, falsify and cause to be falsified books, records, and accounts subject to Section 13(b)(2) of the Securities Exchange Act of 1934, namely books, records, and accounts of Monster, an issuer with a class of securities registered pursuant to the Securities Exchange Act of 1934, which Monster was required to make and keep, accurately and fairly reflecting, in reasonable detail, the transactions and dispositions of the assets of Monster, in violation of Title 15, United States Code, Sections 78m(b)(2)(A), 78m(b)(5) and 78ff, and Title 17, Code of Federal Regulations, Section 240.13b2-1.

Means And Methods Of The Conspiracy

46. Among the means and methods by which MYRON OLESNYCKYJ, and his co-conspirators would and did carry out the conspiracy were the following:

a. OLESNYCKYJ and his co-conspirators picked dates on which Monster's stock price was at or near its low over a certain period, usually within the prior quarter, and made it appear as if options were granted at fair market value on those dates, when in fact they were granted at a later date.

b. OLESNYCKYJ and his co-conspirators prepared and caused others to prepare unanimous written consents for the Compensation Committee's approval with the backdated "as of" dates to make it appear as if the Compensation Committee had approved option grants on those dates.

c. OLESNYCKYJ and his co-conspirators ignored or modified existing option grants after the Compensation Committee had already executed unanimous written consents to take advantage of falling stock prices.

d. OLESNYCKYJ and his co-conspirators destroyed unanimous written consents or created unanimous written consents without Schedule As attached so that a paper trail would not exist that might expose Monster's backdating scheme.

e. OLESNYCKYJ and his co-conspirators caused and directed false and misleading entries in Monster's financial books and records, thereby falsely overstating Monster's publicly reported income during the period 1997 through 2005.

f. OLESNYCKYJ and his co-conspirators provided false and misleading information to Monster's auditors and concealed from those auditors material facts about Monster's systematic granting of in-the-money options during the period 1996 through 2003.

g. OLESNYCKYJ and his co-conspirators caused Monster to file publicly with the SEC annual reports and quarterly reports that materially misstated, among other things, Monster's net income during the period 1997 through 2005.

Overt Acts

47. In furtherance of the conspiracy and to effect its illegal objects, MYRON OLESNYCKYJ and his co-conspirators committed the following overt acts, among others, in the Southern District of New York and elsewhere:

a. Effective January 3, 1996, Monster adopted the TMP 1996 Employee Stock Option Plan.

b. In or about 1999, OLESNYCKYJ and his co-conspirators caused Monster to issue a Broad-Based option grant backdated "as of" December 9, 1998.

c. In or about 2000, OLESNYCKYJ and his co-conspirators caused Monster to issue a Broad-Based option grant backdated "as of" December 1, 1999.

d. On or about March 13, 2001, OLESNYCKYJ sent an email to certain of his co-conspirators asking whether any information had been provided to BDO that would preclude Monster from "ignoring the January option grants (i.e., they never happened)."

e. On or about March 20, 2001, OLESNYCKYJ sent an email to certain of his co-conspirators and others informing them that he had advised a certain Monster senior executive that the grant date was March 13, 2001 and stated to one of his co-conspirators, "I presume you were able to finesse any bdo issues over this."

f. In or about mid-2001, OLESNYCKYJ and his co-conspirators caused Monster to issue a Broad-Based option grant backdated "as of" April 4, 2001.

g. In or about the end of November 2001, OLESNYCKYJ received a grant of 10,000 options with a backdated grant date of November 1, 2001.

h. In or about late 2001 through early 2002, OLESNYCKYJ and his co-conspirators caused Monster to issue a One-Off Grant dated "as of" November 1, 2001 at a strike price of \$27.50, the lowest stock price in the fourth quarter of 2001.

i. On or about March 27, 2003, OLESNYCKYJ and others prepared, reviewed and caused Monster's Annual Report on Form 10-K for the Year Ending December 31, 2002 to be filed with the SEC from New York, New York.

(Title 18, United States Code, Section 371.)

COUNT TWO

(Securities Fraud)

The United States Attorney further charges:

48. The allegations contained in paragraphs 1 through 40 and paragraphs 46 and 47 of this Information are repeated and realleged as if fully set forth herein.

49. From in or about 1996 up to and including in or about June 2006, in the Southern District of New York and elsewhere, MYRON OLESNYCKYJ, the defendant, unlawfully, willfully and knowingly, directly and indirectly, by the use of the means and instrumentalities of interstate commerce, and of the mails, and of facilities of national securities exchanges, in connection with the purchase and sale of securities, used and employed manipulative and deceptive devices and contrivances in violation of Title 17, Code of Federal Regulations, Section 240.10b-5 by (a) employing devices, schemes and artifices to defraud; (b) making untrue statements of material fact and omitting to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not

misleading; and (c) engaging in acts, practices and courses of business which operated and would operate as a fraud and deceit upon purchasers and sellers of Monster Worldwide, Inc. securities.

(Title 15, United States Code, Sections 78j(b) and 78ff;
Title 17, Code of Federal Regulations, Section 240.10b-5;
Title 18, United States Code, Section 2.)

FORFEITURE ALLEGATION

50. As a result of committing one or more of the securities fraud offenses, alleged in Counts One and Two of this Information, in violation of Title 15, United States Code, Sections 78j(b) and 78ff, Title 17, Code of Federal Regulations, Section 240.10b-5, MYRON OLESNYCKYJ, the defendant, shall forfeit to the United States, pursuant to Title 18, United States Code, Section 981(a)(1)(C) and Title 28, United States Code, Section 2461, any and all property, real and personal, that constitutes or is derived from proceeds traceable to the commission of the offenses, including but not limited to at least \$381,000 in United States currency, representing the proceeds obtained as a result of the charged securities fraud offenses alleged in this Information.

Substitute Asset Provision

51. If any of the above-described forfeitable property, as a result of any act or omission of the defendant:

a. cannot be located upon the exercise of due diligence;

b. has been transferred or sold to, or deposited with, a third person;

c. has been placed beyond the jurisdiction of the Court;

d. has been substantially diminished in value;
or

e. has been commingled with other property which cannot be subdivided without difficulty;

it is the intent of the United States, pursuant to Title 18, United States Code, Section 982(b) and Title 21, United States Code, Section 853(p), to seek forfeiture of any other property of said defendant up to the value of the forfeitable property described above.

(Title 18, United States Code, Sections 981(a)(1)(C) and 982, Title 21, United States Code, Section 853, and Title 28, United States Code, Section 2461).

MICHAEL J. GARCIA
United States Attorney