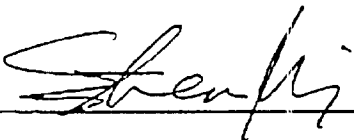


Declaration of Satisfaction in Full of Charge

Goldman Sachs Credit Partners L.P., a Bermuda limited partnership with offices at 85 Broad Street, New York, New York 10004 (formerly known as Pearl Street L.P.), hereby affirms, in its capacity as a Collateral Agent under the Credit Agreement dated as of July 29, 1996 (the "Credit Agreement"), that the indebtedness for borrowed money of C.S. Brooks, Inc. a Delaware corporation with its principal office located at One Lafayette Place, Greenwich, Connecticut 06803, under the Credit Agreement and the Debenture and Charge created July 29, 1996 and registered in the United Kingdom on August 14, 1996 under Form Type 395 (see Exhibit A hereto), has been discharged and paid in full.

By: 
Authorized Signatory
Stephen King

SCHEDULE OF TRADEMARKS

<u>REGISTRATION NO.</u>	<u>DATED</u>	<u>TRADEMARK</u>
1,351,753	July 30, 1985	SHERIDAN
1,555,360	September 5, 1989	CARRINGTON
1,928,056	October 17, 1995	CARRINGTON
1,953,433	January 30, 1996	ESPLANADE