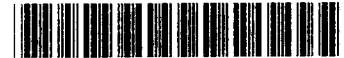


RECORDATION FORM COVER SHEET TRADEMARKS ONLY

04-19-2001



101680099

4601
Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **C.S. Brooks Canada Inc.**

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State (DE)
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: C.S. Brooks, Inc.
 Internal Address: _____
 Street Address: One Lafayette Place
 City: Greenwich State: CT ZIP: 06830

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: August 11, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,121,639 ; 1,953,433 ; 1,351,753 ; 1,555,360 ; 1,928,056

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jason A. Cohen, Esq.
 Internal Address: Simpson Thacher & Bartlett

 Street Address: 425 Lexington Avenue

 City: New York State: New York ZIP: 10017

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$140.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

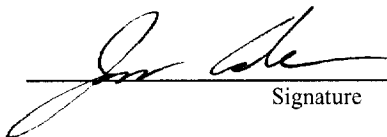
(Attached duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jason A. Cohen, Esq.
Name of Person Signing


Signature

4/5/01
Date

Total number of pages comprising cover sheet: 3

04/18/2001 GT0M11 00000187 2121639

01 FC:481
02 FC:482

40.00 OP
100.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

**TRADEMARK
REEL: 002275 FRAME: 0337**

Certificate of Registration of Foreign Company (on Change of Name)



ASIC

Australian Securities &
Investments Commission

This is to certify that

C.S. BROOKS CANADA INC.

Australian Registered Body Number **074 468 394**

did on the eleventh day of August 1998 become registered
under the Corporations Law with the name

C.S. BROOKS, INC.

Australian Registered Body Number **074 468 394**

The foreign company was formed or incorporated in

DELAWARE USA.

The foreign company was registered under Part 5B.2 of the
Corporations Law on the tenth day of July, 1996.

THIS IS A CERTIFIED TRUE COPY

DATE 12 February 2001

Megan Rose Law

SOLICITOR MEGAN ROSE LAW

GILBERT + TOBIN

2 PARK ST
SYDNEY NSW 2000.

Given under the seal of the
Australian Securities and Investments Commission
on this eleventh day of August, 1998.

Alan Cameron

Alan Cameron
Chairman

CERTIFIED
TRUE
COPY

SCHEDULE 1

**Intellectual Property Rights
TRADEMARKS**

COUNTRY	TRADE MARK	OWNER	CLASS	NUMBER	STATUS	DEADLINE
United States	SHERIDAN	C.S. Brooks Canada, Inc	24	1,351,753	Registered	30/07/2005
United States	CARRINGTON	C.S. Brooks Canada, Inc	24	1,555,360	Registered	05/09/2009
United States	CARRINGTON	C.S. Brooks Canada, Inc	24	1,928,056	Registered	17/10/2001
United States	ESPLANDE	C.S. Brooks Canada, Inc	24	1,953,433	Registered	30/01/2002
United States	SHERIDAN AUSTRALIA	C.S. Brooks Canada, Inc	24	2,121,639	Registered	16/12/2003