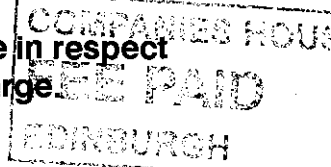


**Particulars of a mortgage or charge****395**

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge

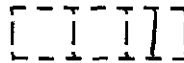


Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf - Note 6)

For official use

Company number



2211403

Name of company

\* INVERESK RESEARCH LIMITED (the "Company")

Date of creation of the charge

26 June 2002

Description of the instrument (if any) creating or evidencing the charge (note 2)

Debenture (the "Security")

Amount secured by the mortgage or charge

The Secured Liabilities as defined in the Security, being, in summary, all monies, liabilities and obligations which are now or may at any time hereafter be due, owing or incurred by the Company to the Finance Parties including (but without limitation) principal interest, commission and all banking, legal and other costs, charges and expenses arising from the Security Trustee enforcing or attempting to enforce the Security or any other security held by it from the Company from time to time.

"Finance Parties" has the meaning given to it in the Loan Agreement (the "Loan Agreement") dated on or about the date of the Security and entered into between, inter alia, the Company and others and the Security Trustee.

Names and addresses of the mortgagees or persons entitled to the charge

The Royal Bank of Scotland, 36 St Andrew Square, Edinburgh EH2 2YB as Agent and Security Trustee for the Finance Parties (the "Security Trustee")

Postcode

Presentor's name address and  
reference (if any):

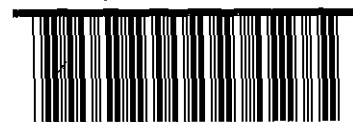
McGrigor Donald  
Princes Exchange  
1 Earl Grey Street  
EDINBURGH  
EH3 9AQ

IRLTD LXY/IAM/5R.1607

Time critical reference

For official Use  
Mortgage Section

Post room



SCT  
COMPANIES HOUSE

SOPRFCD

0170  
10/07/02

see Paper Apart

Please do not  
write in  
this margin

**Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering**

Particulars as to commission allowance or discount (note 3)

N/A

Signed

*McGarry Bell*

Date

*10/7/2*

On behalf of ~~[company]~~ [mortgagee/chargee] †

**A fee of £10 is  
payable to  
Companies House  
in respect of each  
register entry for a  
mortgage or  
charge.  
(See Note 5)**

† delete as  
appropriate

## Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
  - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
  - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

**PAPER APART TO FORM 395 FOR DEBENTURE BY INVERESK RESEARCH LIMITED**

- 1.1 by way of a first legal mortgage all estates or interests in any freehold or leasehold property (excluding any heritable property in Scotland) now or hereafter belonging to the Company; and
- 1.2 by way of a first fixed charge:
- (a) (to the extent that they are not the subject of an effective mortgage under paragraph 1.1 above) all estates or interests in any freehold or leasehold property now or hereafter belonging to the Company but excluding any heritable property in Scotland;
  - (b) all plant and machinery owned by the Company and its interest in any plant or machinery in its possession;
  - (c) all monies standing to the credit of any account (including, without limitation, any security account) with any person and the debts represented by them;
  - (d) all benefits in respect of the Insurances (being all contracts and policies of insurance taken out by or on behalf of the Company or (to the extent of its interest) in which the Company has an interest) and all claims and returns of premiums in respect of them;
  - (e) all of the Company's book and other debts, the proceeds of the same and all other monies due and owing to the Company and the benefit of all rights, securities and guarantees of any nature enjoyed or held by it in relation to any of the foregoing;
  - (f) (to the extent they are not subject to an effective assignment under paragraph 2 all its rights under any Hedging Agreements (as the same is defined in the Loan Agreement));
  - (g) any beneficial interest, claim or entitlement of the Company in any pension fund;
  - (h) the Company's goodwill;
  - (i) to the extent permitted by the terms thereof, the benefit of all licences, consents and authorisations (statutory or otherwise) held in connection with the Company's business or the use of any asset specified in any other paragraph in this Paper Apart and the right to recover and receive all compensation which may be payable to the Company in respect of them;
  - (j) the Company's uncalled capital;
  - (k) to the extent permitted by the terms thereof, the Company's rights under the appointment of any managing agent of the properties mortgaged under paragraph 1.1 above; and
  - (l) to the extent permitted by the terms thereof, the Company's rights under the agreement or agreements relating to the purchase of the properties mortgaged under paragraph 1.1 above by the Company.

- 2 The Company assigns absolutely to the Security Trustee by way of security all its rights under any Hedging Agreements (as defined above).
- 3 The Company, as security for the payment of all of the Secured Liabilities, charges in favour of the Security Trustee by way of a first floating charge all its assets not otherwise effectively mortgaged, charged or assigned by way of fixed mortgage or charge or assignment in paragraphs 1 and 2 above, including any of its assets situated in Scotland.

*Mea*

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 02211403

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 26th JUNE 2002 AND CREATED BY INVERESK RESEARCH LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND AS AGENT AND SECURITY TRUSTEE FOR THE FINANCE PARTIES ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th JULY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th JULY 2002.

*10/7/02*



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES