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CHFP041

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* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 (£13 for forms delivered on or after 1 February 2005) 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

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FC024369

Name of company

* The Association of Clinical Research Professionals, Inc
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Date of creation of the charge

V 8 February 2005

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

T Rent Deposit Deed

Amount secured by the mortgage or charge

07 The payment of all sums, whether actual or contingent, due to the Landlord under the Lease or on its expiry or under the terms of this Deed:- (a) to make good any loss or damage to the Landlord arising from any breach by the Tenant of the Tenant's covenants; (b) to make good any dilapidations to the Premises at the end of the term of the Lease; (c) to make good any loss or damage to the Landlord arising from any breach by the Tenant of the terms of this Deed; (d) to make good any loss or damage to the Landlord arising from an Event of Default, including any sums for which the Landlord is entitled to prove in the winding up or bankruptcy of the Tenant whether or not following a disclaimer of the Lease; (e) to pay all legal and other costs, charges and expenses incurred by the Landlord in relation to paragraphs (a) to (d) of this definition

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

T Forrester Research Limited whose registered office is at 2 Lambs Passage, London
Postcode EC1Y 8BB

Presenter's name, address and reference (if any):

Reed Smith LLP
Park House
Station Square
Coventry CV1 2FL
DX 11203 Coventry 1
REF: DGH/CK/728037.01

Time critical reference

For official use (02/00)

Mortgage Section

Post room



A08
COMPANIES HOUSE

0588
18/02/05

211375 / 13.50 O.P.
395

Short particulars of all the property mortgaged or charged

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

A first fixed equitable charge to the Landlord over the Deposit Balance given by the Tenant with full title guarantee as continuing security for the Secured Liabilities. The "Deposit Balance" is defined in the Rent Deposit Deed as the balance from time to time standing to the credit of the deposit account and the "Deposit Account" is defined as a separate interest bearing deposit account opened with the Landlord's bank ("the Bank").

On the date of the Rent Deposit Deed the Tenant paid to the Landlord £13,500 (thirteen thousand five hundred pounds) which was paid into the Deposit Account.

Particulars as to commission allowance or discount (note 3)

Signed Rod Smith LWP

Date 17/2/2005

On behalf of ~~company~~ mortgagee/charged

✓

Notes

†Delete as
appropriate

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. A fee of £10 (£13 for forms delivered on or after 1 February 2005) is payable to Companies House in respect of each register entry for a mortgage or charge. 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 CF4 3UZ.

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Particulars of a mortgage or charge (continued)

Continuation sheet No
to Forms Nos 395 and 410 (Scot)

Company number

Please complete
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Name of company

The Association of Clinical Research Professionals, Inc

~~delete~~

*Delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

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Amount due or owing on the mortgage or charge (continued)

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(the "Secured Liabilities")

"the Lease" is defined as a lease of the Premises dated 8 February 2005 made between (1) Forrester Research Limited and (2) Association of Clinical Research Professionals, Inc together with any document supplemental to it "the Premises" is defined as the Premises known as first floor rear office in the building known as Goswell House, Peascod Street, Windsor, Berkshire and are more particularly defined in the Lease

"the Landlord" is Forrester Research Limited and "the Tenant" is Association of Clinical Research Professionals, Inc

"the Covenants" are defined as the obligations and conditions in the Lease to be complied with by a Tenant of the Lease including the obligation to pay the rent

"Event of Default" is defined as one or more of the following events :

- (a) the disclaimer of the Lease by the Crown or by a liquidator or a trustee in bankruptcy of the Tenant
- (b) if the Tenant is a company and the Tenant is struck off the register of companies or otherwise ceases to exist; and
- (c) forfeiture of the Lease

Reference to "this Deed" are to the Rent Deposit Deed.

Please do not write in this margin **Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)**

Please do not write **Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)**

**Please complete
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Short particulars of all the property mortgaged or charged (continued)

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The Rent Deposit Deed contains the following provisions :-

1. The Landlord acknowledges that :

(A) The deposit balance is and remains beneficially the property of the Tenant, subject to the charge created by the Rent Deposit Deed and the Bank has been notified in writing of this fact; and

(B) It will not make any withdrawals from the Deposit Account except on the terms of this Deed

2. The Tenant is not to create any of the legal or equitable charge, whether fixed or floating, lien or encumbrance over the Deposit Balance whether ranking in priority to, equal with or behind the security created by this Deed

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. FC024369

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED THE 8th FEBRUARY 2005 AND CREATED BY ASSOCIATION OF CLINICAL RESEARCH PROFESSIONALS, INC. FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO FORRESTER RESEARCH LIMITED 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 18th FEBRUARY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd FEBRUARY 2005.

DX - G



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES