

EXHIBIT A

Declaration of Guy P. Martel

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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In re: : **Chapter 11**
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CONTRACT RESEARCH : **Case No. 12-11004 (KJC)**
SOLUTIONS, INC., et al., :
:
Debtors.¹ : **Jointly Administered**
:
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**DECLARATION OF GUY P. MARTEL IN SUPPORT OF APPLICATION FOR
ORDER, PURSUANT TO BANKRUPTCY CODE SECTIONS 327(a), 328(a), AND 330
AND BANKRUPTCY RULES 2014(a), 2016, AND 6003, AUTHORIZING CETERO TO
RETAIN AND EMPLOY STIKEMAN ELLIOTT LLP AS CANADIAN COUNSEL,
NUNC PRO TUNC TO PETITION DATE**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), I, Guy P. Martel, declare that the following is true to the best of my knowledge, information, and belief:

1. I am a member of the law firm of Stikeman Elliott LLP (“Stikeman Elliott” or the “Firm”), located at 1155 René-Lévesque West 40th floor, Montréal, H3B 3V2, and am duly authorized to make this Declaration on behalf of Stikeman Elliott. I make this Declaration in support of Cetero’s Application for Order, Pursuant to Bankruptcy Code Sections 327(a), 328(a),

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor’s tax identification number, as applicable, are: Contract Research Solutions, Inc. (3750); Allied Research Holdings Inc. (not applicable); Allied Research International Inc. (Ontario) (not applicable); Allied Research International, Inc. (Florida) (6246); Allied Research International India, LLC (not applicable); Allied Research International U.S., LLC (not applicable); BA Research Co. (not applicable); BA Research International Holdings, LLC (not applicable); BA Research International, L.P. (0418); BARI Management, LLC (not applicable); BARI Merger Sub, LLC (not applicable); BARI Partners, G.P. (0418); Bioassay Research Co. (5944); CRS Management, Inc. (2856); CRS Real Estate Holdings LLC (not applicable); Diabetes and Glandular Disease Research Associates, Inc. (1817); Gateway Medical Research, Inc. (0344); PRACS Dermatology, LLC (not applicable); PRACS Institute, Ltd. (7073); Specialty Research, Inc. (5373). Cetero’s corporate headquarters is located at 2000 Regency Parkway, Suite 255, Cary, North Carolina 27518.

and 330, and Bankruptcy Rules 2014(a), 2016, and 6003, Authorizing Cetero to Retain and Employ Stikeman Elliott LLP as Canadian Counsel, *Nunc Pro Tunc* to the Petition Date (the “Application”) submitted by Contract Research Solutions Inc. (“CRS”) and its affiliated debtors as debtors in possession (collectively, “Cetero”).² The facts set forth in this Declaration are based upon my personal knowledge, discussions with other Stikeman Elliott attorneys, and the Firm’s client/matter records that were reviewed by me or other Stikeman Elliott attorneys acting under my supervision and direction. To the extent any information disclosed herein requires amendment or modification upon Stikeman Elliott’s completion of further review or as additional information becomes available, a supplemental declaration will be submitted to the Court reflecting such amended or modified information.

2. Stikeman Elliott is well qualified to serve as Cetero’s Canadian counsel in the Chapter 11 Cases. Stikeman Elliott is one of Canada’s leading law firms, with a national and international practice, and with substantial experience in cross-border restructurings. Stikeman Elliott has several hundred attorneys and other employees located in offices around the world.

3. In particular, Stikeman Elliott has extensive bankruptcy, restructuring, corporate, employee benefits, environmental, finance, intellectual property, labor and employment, litigation, real estate, securities, and tax expertise. Stikeman Elliott’s finance and restructuring group provides an array of services to assist financially distressed businesses and their creditors in maximizing values and ultimate recoveries in a broad range of challenging circumstances. In roles ranging from debtor’s counsel to counsel for large stakeholders, Stikeman Elliott’s lawyers have played a significant role in many of the largest and most complex CCAA and cross-border restructuring proceedings, including, among many others, the cases of *AbitibiBowater Inc.*,

² Capitalized terms not otherwise defined herein have the meaning given to them in the Application.

Asset-Backed Commercial Paper (ABCP), Calpine Corporation, Canwest Global Communications Corp., Collins & Aikman Corporation, Homburg Invest Inc., NewPage Corporation, Nortel Networks, Inc., Pope & Talbot Ltd, Smurfit-Stone, Terrestar Networks Inc., White Birch Paper.

Stikeman Elliott's Disclosure Procedures

4. Stikeman Elliott has a large and diversified legal practice that encompasses the representation of many financial institutions and commercial corporations. In preparing this Declaration, I used a set of procedures (the "Firm Disclosure Procedures") developed by Stikeman Elliott to ensure compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules regarding the retention of professionals. Pursuant to the Firm Disclosure Procedures, I performed, or caused to be performed, the actions described below to identify Stikeman Elliott's connections to parties in interest in these proceedings.

5. In preparing this Declaration, pursuant to the Firm Disclosure Procedures, I submitted or caused to be submitted for review under our regularly updated conflicts check system the names of various parties in interest in the Chapter 11 Cases (collectively, the "Interested Parties"), as received from Cetero. A list of the categories of Interested Parties is set forth on Schedule 1 attached hereto. The results of our conflicts check were compiled and analyzed by Stikeman Elliott's attorneys acting under my supervision.

6. In addition, on behalf of Cetero, Jefferies & Co., Inc. ("Jefferies") initiated a marketing effort for the potential sale of Cetero's assets. As part of this marketing effort, Jefferies worked with Cetero to identify potential purchasers to whom it distributed certain information about Cetero. These names have been disclosed to Stikeman Elliott so that Stikeman Elliott could run a conflict check. As part of its conflicts checks, Stikeman Elliott searched its conflicts database for representations related to the list of potential purchasers that

Cetero or its advisors contacted prepetition. As with the other potential Interested Parties identified by Cetero, Stikeman Elliott entered the names of the potential purchasers into its client database to determine whether current or previous representations of the potential purchasers concerned matters related to Cetero or the Chapter 11 Cases. Stikeman Elliott has in the past and currently represents certain of the potential purchasers in matters unrelated to the Chapter 11 Cases. The identities of the potential purchasers, however, are not being disclosed to protect the integrity of the marketing effort.

Stikeman Elliott's Connections with Interested Parties

7. To the best of my knowledge, based on the review procedures described above, Stikeman Elliott does not have any "connections" to the Interested Parties, except as described in this Declaration. Neither the term "connection," as used in Bankruptcy Rule 2014, nor the proper scope of a professional's search for a "connection" has been defined, and I am therefore uncertain what this Court may consider a "connection" requiring disclosure. Out of an abundance of caution, therefore, I am disclosing representations even though they are not, to my understanding, disqualifying or problematic under either the Bankruptcy Code or applicable standards of professional ethics.

8. Neither I, nor any partner, of counsel, or associate of Stikeman Elliott, as far as I have been able to ascertain, has any connection with Cetero, its creditors, its attorneys and accountants, or any other Interested Party, except as otherwise set forth in this Declaration.

9. Based on its conflicts research, the Firm makes the following specific disclosures:

- (a) Attached hereto as Schedule 2 is a list of Interested Parties (or their affiliates) whom Stikeman Elliott currently represents and may in the future represent in matters unrelated to the Chapter 11 Cases, as well as those Interested Parties (or their affiliates) whom Stikeman Elliott has represented in the past in matter unrelated to the Chapter 11 Cases. Although Stikeman Elliott has represented, currently represents, and/or may continue to represent certain entities and individuals listed on Schedules 2, Stikeman Elliott will not represent any such

entity or individual in the Chapter 11 Cases. Stikeman Elliott does not represent any entity other than Cetero in matters related to the Chapter 11 Cases.

- (b) To the best of my knowledge, none of the entities listed on Schedules 2 (and any affiliates thereof) represents more than one percent (1%) of Stikeman Elliott's annual revenues for the 12 months ending December 31, 2011.
- (c) From time to time, the Firm has referred work to other professionals retained or to be retained in the Chapter 11 Cases. Likewise, certain such professionals have referred work to the Firm. In matters unrelated to the Chapter 11 Cases, the Firm has worked with certain of Cetero's other professionals.
- (d) Given the number of attorneys in the Firm's various offices, several attorneys at Stikeman Elliott have professional, working, or social relationships with firms or professionals at firms that may be adverse to Cetero. In addition, several attorneys at Stikeman Elliott have spouses, parents, children, siblings, and other relatives who are attorneys at other law firms or companies. Also, certain attorneys at Stikeman Elliott may have spouses, parents, children, siblings, and other relatives who are employees of one or more of the Interested Parties. Stikeman Elliott has strict policies against disclosing confidential information to anyone outside of Stikeman Elliott, including spouses, parents, children, siblings, and other relatives.
- (e) The Firm has several hundred attorneys and other employees. It is possible that certain Firm attorneys or employees hold interests in mutual funds or other investment vehicles that may own interests in Cetero.
- (f) Certain insurance companies pay the legal bills of the Firm's clients. Some of these insurance companies may be involved in the Chapter 11 Cases. None of these insurance companies, however, are Firm clients as a result of this situation.

10. Despite the efforts described above to identify and disclose Stikeman Elliott's connections with parties in interest in the Chapter 11 Cases, because Stikeman Elliott is an international firm with several hundred attorneys in offices around the world, and because Cetero is a substantial enterprise with many creditor and other relationships, Stikeman Elliott is unable to state with certainty that every client representation or other connection has been disclosed. In this regard, if Stikeman Elliott discovers additional information that requires disclosure, Stikeman Elliott will file a supplemental disclosure with the Court.

11. To the best of my knowledge and belief, insofar as I have been able to ascertain after reasonable inquiry, neither I, nor Stikeman Elliott, nor any partner, of counsel, or associate thereof holds or represents an interest adverse to Cetero or its estates, and Stikeman Elliott is a “disinterested person,” as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code, because: (a) Stikeman Elliott has no connection with Cetero, its creditors, the United States Trustee (the “U.S. Trustee”), any person employed in the office of the U.S. Trustee or any other party with an actual or potential interest in the Chapter 11 Cases or their respective attorneys or accountants, except as set forth herein; (b) Stikeman Elliott is not a creditor, equity security holder, or insider of Cetero; (c) none of Stikeman Elliott’s attorneys is or was, within two years of the Petition Date, a director, officer, or employee of Cetero; and (d) Stikeman Elliott neither holds nor represents an interest materially adverse to Cetero, its estates, or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in Cetero, or for any other reason. Accordingly, I believe that Stikeman Elliott is a “disinterested person,” as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code.

Stikeman Elliott’s Rates, Advance Payment, and Billing Practices

12. It is Stikeman Elliott’s policy to charge its clients in all areas of practice for expenses incurred in connection with a client’s case. The expenses charged to clients include, but are not limited to, photocopying, witness fees, travel and lodging expenses, certain secretarial and other overtime expenses, filing and recording fees, long distance and other telephone charges, postage, vendor charges, express mail and messenger charges, expenses for “working meals,” and telecopier charges. Stikeman Elliott will charge Cetero for these expenses in a manner and at rates consistent with charges made generally to its other clients, subject to this Court’s approval of such expenses pursuant to sections 330 and 331 of the Bankruptcy Code, the

Bankruptcy Rules, and the Local Rules as may from time to time be applicable, such procedures as may be fixed by order of this Court or the Guidelines, and consistent with the parties' engagement letter. Stikeman Elliott believes that failure to charge these expenses would require the Firm to increase its current hourly rates.

13. Subject to the Court's approval, Stikeman Elliott intends to (a) charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date services are rendered and (b) seek reimbursement of actual and necessary out-of-pocket expenses.³ Stikeman Elliott will maintain detailed, contemporaneous records of time and any actual and necessary expenses incurred in connection with the rendering of the legal services described in the Application by category and nature of the services rendered.

14. Stikeman Elliott's hourly rates are set at a level designed to compensate it fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. I believe that these rates are reasonable and commensurate with the hourly rates of other firms of similar size and expertise.

15. Stikeman Elliott intends to charge Cetero for services rendered in the Chapter 11 Cases at Stikeman Elliott's normal hourly rates in effect at the time the services are rendered. Stikeman Elliott's current hourly rates in the United States, subject to change from time to time, are CDN\$475 - \$1,000 for partners and counsel, CDN\$275 - \$700 for associates, and CDN\$150-\$390 for paraprofessionals.

16. The following professionals are expected to have primary responsibility for providing services to Cetero:

³ The hourly rates charged by Stikeman Elliott professionals differ based on, among other things, the professional's level of experience and the rates normally charged in the location of the office in which the professional is resident. These rates may change from time to time in accordance with Stikeman Elliott's established billing practices and procedures.

John Leopold (Partner – Corporate and Commercial), CDN\$975;

Sophie Lamonde (Partner – Corporate and Commercial), CDN\$625;

Guy P. Martel (Partner – Insolvency and Restructuring), CDN\$625;

Danny Duy Vu (Associate – Insolvency and Restructuring), CDN\$410;

Kathryn Esaw (Associate – Insolvency and Restructuring), CDN\$410.

Additionally, from time to time, other Stikeman Elliott attorneys and paraprofessionals will render services to Cetero.

17. To reflect economic and other conditions, Stikeman Elliott revises its regular hourly rates periodically and requests that, effective as of the date of such revision, the rates be revised to the regular hourly rates that will be in effect at that time. Stikeman Elliott agrees to be compensated based on the same rates generally charged for services rendered in matters handled by Stikeman Elliott for its clients. Stikeman Elliott understands, acknowledges, and agrees that it shall be entitled to reimbursement only for actual and necessary expenses incurred in connection with its representation of, or services for, Cetero.

18. Stikeman Elliott is not a creditor of Cetero. Pursuant to Bankruptcy Code section 329(a), Stikeman Elliott submits that during the one-year period before the Petition Date, Stikeman Elliott received from Cetero approximately CDN\$529,335 for services rendered and expenses incurred in representing Cetero.

19. Before the Petition Date, Stikeman Elliott received an advance payment to cover anticipated fees for the period through the Petition Date for all professional services performed and expenses incurred, including those relating to the Chapter 11 Cases. Stikeman Elliott has applied a portion of the advance payment to credit Cetero's account for Stikeman Elliott's estimated charges for professional services performed and expenses incurred through the Petition

Date and has reduced the balance of the credit available to Cetero by the amount of such charges. The precise amount of such charges and expenses will be determined upon the final recording of all time and expense charges with respect to the period before the Petition Date, and the advance will be applied against such amount.

20. Postpetition, the Firm intends to apply funds from the advance payment and otherwise seek payment of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Guidelines, and any additional procedures that may be established by the Court in the Chapter 11 Cases. Stikeman Elliott has agreed to accept as compensation for its services in the Chapter 11 Cases the advance payment and such additional sums as may be allowed by this Court, based upon the time spent and services rendered, the results achieved, the difficulties encountered, and other appropriate factors.

21. To the best of my knowledge, information, and belief, insofar as I have been able to ascertain after reasonable inquiry, neither I nor Stikeman Elliott, nor any partner, of counsel, or associate thereof, has received or been promised any compensation for legal services rendered or to be rendered in any capacity in connection with the Chapter 11 Cases, other than as permitted by the Bankruptcy Code. Stikeman Elliott has not agreed to share compensation received in connection with the Chapter 11 Cases with any other person, except as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016(b) with regard to the sharing of compensation among Stikeman Elliott's partners, employees, and staff.

To the best of my knowledge, I declare under penalty of perjury that the foregoing is true
and correct.

Dated: March 27, 2012
Montreal Qc, Canada

/s/ Guy P. Martel
GUY P. MARTEL
A MEMBER OF STIKEMAN ELLIOTT LLP

SCHEDULE 1

List of Categories of Interested Parties

Debtors
Non-Debtor Subsidiary of Contract Research Solutions, Inc.
Current and Former Trade Names
Lenders
Significant Equity Holders
Bank Accounts
Insurers
Lessors
Current and Recent Former Directors
Current and Recent Former Officers
Other Professionals
Litigation Parties
Governmental & Regulatory Agencies
Taxing Authorities
Third Party Administrative Benefits Providers
Top 30 Unsecured Creditors (consolidated)
Trade Creditors
Customers
Employees in the Office of the U.S. Trustee (DE)
Potential Purchasers
Utilities Providers

SCHEDULE 2

CONFLICT PARTIES THAT ARE FORMER OR CURRENT CLIENTS OF STIKEMAN ELLIOTT LLP IN MATTERS WHOLLY UNRELATED TO CETERO'S CHAPTER 11 CASES

ALL CETERO ENTITIES (INCLUDING NON-DEBTOR AFFILIATES AND FORMER NAMES)

Stikeman Elliott has in the past and currently represents the following Cetero entities:

Allied Research Holdings Inc.	Contract Research Solutions Inc.
Allied Research International Inc.	
Allied Research International India, LLC	

THIRTY LARGEST UNSECURED CREDITORS

Stikeman Elliott has in the past represented and currently represents the following entities and/or certain related parties of such entities on matters wholly unrelated to the Chapter 11 Cases:

City of Toronto	Phenomenex
Cardinal Health	VWR International

Stikeman Elliott has in the past represented IRB and/or certain related parties of such entity on matters wholly unrelated to the Chapter 11 Cases.

PREPETITION LENDERS TO THE DEBTORS

Stikeman Elliott has in the past represented and currently represents the following entities and/or certain related parties of such entities on matters wholly unrelated to the Chapter 11 Cases:

Bank of Montreal	General Electric Capital Corporation
BMO Capital Markets Financing Inc.	Wells Fargo Capital Finance (Wells Fargo Foothill, Inc.)
GE Business Financial Services Inc.	

PARTIES TO SIGNIFICANT LITIGATION WITH THE DEBTORS

Stikeman Elliott has in the past represented and currently represents David Graham on matters wholly unrelated to the Chapter 11 Cases.

MAJOR INSURANCE CARRIERS, AGENTS, BROKERS, AND THIRD PARTY ADMINISTRATIVE BENEFITS PROVIDERS

Stikeman Elliott has in the past represented and currently represents the following entities and/or certain related parties of such entities on matters wholly unrelated to the Chapter 11 Cases:

ACE
Continental Casualty Co.
ACE INA

Sun Life Financial

SIGNIFICANT EQUITY HOLDERS OF CETERO

Stikeman Elliott has not represented any significant equity holders of Cetero.

CURRENT DIRECTORS AND OFFICERS OF CETERO

Stikeman Elliott has in the past represented James F. Dixon on matters wholly unrelated to the Chapter 11 Cases.

OTHER PROFESSIONALS RETAINED BY THE CETERO

Stikeman Elliott has in the past represented and currently represents the following entities and/or certain related parties of such entities on matters wholly unrelated to the Chapter 11 Cases:

Alston & Bird
Alvarez & Marsal
Jefferies & Company, Inc.
McMillan LLP

King & Spalding
Ernst & Young LLP
Latham & Watkins

MAJOR CUSTOMERS OF CETERO

Stikeman Elliott has in the past represented and currently represents the following entities and/or certain related parties of such entities on matters wholly unrelated to the Chapter 11 Cases:

Abbott
ALK Abello Inc.
Allergan, Inc.
Allergy Therapeutics
Apotex Inc.
Bristol-Myers Squibb Company
CIBA Vision Canada Inc.
Daiichi Sankyo, Inc.
Eli Lilly and Company
Forest Laboratories Inc.
Galderma Laboratories, L.P.

GlaxoSmithKline
Johnson & Johnson
Merz Pharmaceuticals
Mitsubishi Tanabe
Novartis Consumer Health Canada Inc.
Novartis Pharmaceuticals Canada Inc.
NovoNordisk
Pfizer
Pharmascience
Ranbaxy Pharmaceuticals Canada Inc.
Wyeth

Gilead Sciences, Inc.

Stikeman Elliott has in the past represented the following entities and/or certain related parties of such company on matters wholly unrelated to the Chapter 11 Cases:

Alcon Laboratories
Biogen Idec
CIBA Vision Corp.
Eisai Co., Ltd.
Mylan Pharmaceuticals

QLT Inc.
Schering-Plough Canada Inc.
Shire Human Genetic Therapies
Teva Pharmaceutical Industries Ltd.

LESSORS TO CETERO

Stikeman Elliott has in the past represented and currently represents the following entities and/or certain related parties of such entities on matters wholly unrelated to the Chapter 11 Cases:

Colliers International

Standard Life Assurance Company of Canada

TRADE CREDITORS

Stikeman Elliott has in the past represented and currently represents the following entities and/or certain related parties of such entities on matters wholly unrelated to the Chapter 11 Cases:

Agilent Technologies
Cardinal Health
Carefusion
Interstate Battery System of America Inc.
IPC Inc.
Kronos
Network Services Company
Phenomex
Praxair
Prudential Insurance Company

Spherion Corporation
Staples Inc.
Sysco Foods
Thyssenkrupp Elevator Corp
Time Warner
Verizon Communications
Verizon Information Services Inc.
VWR International
VWR Scientific Products

Stikeman Elliott has in the past represented the following entities and/or certain related parties of such company on matters wholly unrelated to the Chapter 11 Cases:

Advanstar Communications
AT&T
Centurylink
Clear Channel
Comcast
DirecTV

Enterprise Rent-A-Car
GK Services Canada, Inc.
IRB- Institutional Review Board Services
Physio-Control Canada Corporation
Walmart

UTILITIES PROVIDERS

Stikeman Elliott has in the past represented and currently represents the following entities and/or certain related parties of such entities on matters wholly unrelated to the Chapter 11 Cases:

AT&T
Bell Canada
CenturyLink
City of Toronto
Dish Network

Time Warner Cable
Verizon Communications
Verizon Information Services Inc.
Waste Management

Stikeman Elliott has in the past represented the following entities and/or certain related parties of such company on matters wholly unrelated to the Chapter 11 Cases:

Comcast
DirecTV
Enbridge

Time Warner