

eResearchTechnology, Inc.

Audit Committee Charter

The Board of Directors ("Board") of eResearchTechnology, Inc. ("Company") hereby establishes an Audit Committee ("Committee") with authority, purpose, and specific duties as described in the following text.

COMPOSITION

The Committee shall be composed of at least three members of the Company's Board, all of whom, in the judgment of the Board, shall be independent in accordance with Rule 4200(a)(15) of the listing standards of The Nasdaq Stock Market, Inc. ("Nasdaq"). One of the Committee members shall be designated Committee Chairman by the full Board. Each member of the Committee shall, in the judgment of the Board, have the ability to read and understand the Company's fundamental financial statements, including its balance sheet, income statement and cash flow statement. At least one member of the Committee shall, in the judgment of the Board, have sufficient accounting or related financial management expertise to be considered a "financial expert" within the meaning of the regulations promulgated by the Securities and Exchange Commission from time to time.

AUTHORITY

The Committee is granted the authority to undertake its responsibilities and duties as provided herein and to investigate any activity of the Company that may have a financial impact or that may involve financial reporting. The Committee is empowered to retain persons having special competence as necessary to assist the Committee in fulfilling its responsibilities. The Company will adequately fund the operation of the Committee. The operation will include, at a minimum, payments to the independent accountant for audit services and, if necessary, any other professionals retained by the Committee.

PURPOSE

The Committee is appointed by the Board to assist the Board with the oversight of the Company's systems of internal control, integrity of financial reporting, adequacy of disclosures and compliance with legal and regulatory requirements. The Committee is directly responsible for the engagement, compensation, oversight and evaluation of the Company's independent accountant.

MEETINGS

The Committee shall meet at least four times each year and at such other times as it deems necessary. A majority of members of the Committee must be present, in person or by telephone, at all formal meetings. However, subcommittees of one or more members

may be formed to handle specific projects. As necessary or desirable, the Committee may request that management, employees or any other persons attend the meetings. All employees are directed to cooperate as requested by members of the Committee.

MINUTES

A summary of each meeting is to be presented to the Board.

REPORT

The Committee shall prepare a report each year for inclusion in the Company's proxy statement as required by the rules and regulations of the Securities and Exchange Commission, Nasdaq and any other applicable rules and regulations.

SPECIFIC DUTIES

The Committee will:

Independent Accountant

1. Engage, evaluate and terminate when appropriate, the independent accountant.
2. Review the scope and extent of the independent accountant's planned annual examination and engagement letter and pre-approve the annual audit fee.
3. Pre-approve all other audit services to be provided by the independent accountant.
4. Pre-approve all permitted non-audit services to be performed by the independent accountant.
5. Inform the independent accountant and management that the independent accountant is ultimately accountable to the Committee and the independent accountant may communicate with any member of the Committee at any time.
6. Confirm the independence of the independent accountant by discussing and reviewing all significant relationships that the independent accountant have with the Company and obtaining their assertion of independence in accordance with professional standards.
7. Receive and review: (a) a report by the independent accountant describing the independent accountant's internal quality-control procedures and any material issues raised by the most recent internal quality-control review, or peer review, of the independent accounting firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal

with any such issues; and (b) other required reports from the independent accountant.

8. Review with the independent accountant and management: (a) the adequacy and effectiveness of the systems of internal controls (including any significant deficiencies and significant changes in internal controls reported to the Committee by the independent accountant or management), accounting practices, and disclosure controls and procedures (and management reports thereon), of the Company and its subsidiaries; and (b) current accounting trends and developments, and take such action with respect thereto as may be deemed appropriate.
9. Inquire as to the cooperation received by the independent accountant from the Company during their audit examination, including their access to all requested records, data, and information.
10. Inquire of the independent accountant whether there have been any disagreements with management.
11. Discuss with the independent accountant any relevant observations, comments or recommendations that the independent accountant may have. Review managements written responses to the recommendations contained in the "Management Letter".
12. Obtain, review and discuss the report from the independent accountant regarding the matters referenced in Section 10A(k) of the Exchange Act.

Financial Matters

13. Have familiarity with the accounting and reporting principles and general practices applied by the Company in preparing its financial statements.
14. Review with management and the independent accountant the annual and quarterly financial statements of the Company.
15. Review and approve all financial information and related disclosures contained in the Company's quarterly reports on Form 10-Q and its annual report on Form 10-K prior to filing with the SEC.
16. Review earnings press releases, as well as Company policies with respect to earnings press releases, financial information and earnings guidance provided to analysts and rating agencies.
17. Review reports on Form 8-K and any other correspondence with the SEC.

Risk Assessment

18. Discuss Company policies with respect to risk assessment and risk management, and review contingent liabilities and risks that may be material to the Company and major legislative and regulatory developments which could materially impact the Company's contingent liabilities and risks.
19. Review: (a) the status of compliance with laws, regulations, and internal procedures and (b) the scope and status of systems designed to promote Company compliance with laws, regulations and internal procedures, through discussions with management, legal counsel and third parties as determined by the Committee.

Business Ethics

20. Require that the Company maintain and publish written statement(s) that embody the Company's standards of corporate conduct, ethics and performance.
21. Make all necessary inquiries of management and the independent accountant concerning compliance with these standards.
22. Evaluate whether Company management is adequately communicating the importance of business ethics and internal controls to all relevant personnel.
23. Establish procedures for the receipt, retention, evaluation and treatment of complaints regarding the Company's accounting, internal controls and auditing matters.
24. Establish procedures for confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Other

25. Review the quality and adequacy of the Company's financial and accounting personnel at least annually.
26. Review officers' expenses, expense reports and perquisites at least once a year.
27. Review all consulting fees paid by the Company to any organization where such fees exceed \$100,000 annually.
28. Review and, if appropriate, approve any proposed related-party transactions.
29. Set clear hiring policies for employees or former employees of the independent accountant.

30. Conduct an annual performance evaluation of the Committee and annually evaluate the adequacy of its charter.