

LAYNE CHRISTENSEN CO

Form 10-Q/A

October 31, 2005

**Table of Contents**

**FORM 10-Q/A  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**(Mark One)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended July 31, 2005**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 0-20578**

**Layne Christensen Company**

(Exact name of registrant as specified in its charter)

Delaware

48-0920712

State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer Identification No.)

1900 Shawnee Mission Parkway, Mission Woods,  
Kansas

66205

(Address of principal executive offices)

(Zip Code)

(Registrant's telephone number, including area code) (913) 362-0510

Not Applicable

(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes  No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

There were 12,853,187 shares of common stock, \$.01 par value per share, outstanding on August 24, 2005.

**TABLE OF CONTENTS**

**PART II**

**ITEM 6 Exhibits and Reports on Form 8-K**

**SIGNATURES**

**EX-31.1 Certification 302 - CEO**

**EX-31.2 Certification 302 - CFO**

**EX-32.1 Certification 906 - CEO**

**EX-32.2 Certification 906 - CFO**

---

**Table of Contents**

EXPLANATORY NOTE

In accordance with Exchange Act Rule 12b-5, this Amendment No. 1 on Form 10-Q/A amends certain items of the Quarterly Report on Form 10-Q of Layne Christensen Company (the Company) for the quarterly period ended July 31, 2005, filed with the Securities and Exchange Commission (the SEC) on September 2, 2005, and presents the relevant text of the items amended. These amended items do not restate the Company's consolidated financial statements previously filed in the Form 10-Q. This Form 10-Q/A does not reflect events occurring after the filing of the original Form 10-Q or modify or update those disclosures affected by subsequent events.

The changes reflected in this Form 10-Q/A relate solely to the Exhibit Index in Part II, Item 6 and reflect the inclusion of corrected Section 302 Certifications of the Principal Executive Officer and the Principal Financial Officer (Exhibits 31(1) and 31(2)), which are being filed in response to comments received from the SEC Staff. The Exhibit Index is also amended to reflect the inclusion, pursuant to Rule 12b-15, of updated Section 906 Certifications of certain executive officers.

PART II

**ITEM 6 Exhibits and Reports on Form 8-K**

a) Exhibits

31(1) Section 302 Certification of Chief Executive Officer of the Company

31(2) Section 302 Certification of Chief Financial Officer of the Company

32(1) Section 906 Certification of Chief Executive Officer of the Company

32(2) Section 906 Certification of Chief Financial Officer of the Company

b) Reports on Form 8-K

Form 8-K filed on May 6, 2005 related to a letter agreement amending Andrew B. Schmitt's existing supplemental retirement benefit.

Form 8-K filed June 1, 2005 related to the Company's first quarter press release.

Form 8-K filed June 15, 2005 announcing changes to the Company's Board of Directors.

Form 8-K filed June 29, 2005 announcing a signed Letter of Intent for the Company to purchase Reynolds, Inc.

Form 8-K filed July 21, 2005 regarding an amendment to the Company's loan agreement.

**Table of Contents**

\* \* \* \* \*

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Layne Christensen Company

(Registrant)

DATE: October 31, 2005

*/s/ A. B. Schmitt*

A. B. Schmitt, President  
and Chief Executive Officer

DATE: October 31, 2005

*/s/ Jerry W. Fanska*

Jerry W. Fanska, Vice President  
Finance and Treasurer