

LAYNE CHRISTENSEN CO

FORM 10-Q/A (Amended Quarterly Report)

Filed 10/31/05 for the Period Ending 04/30/05

Address	1900 SHAWNEE MISSION PKWY MISSION WOODS, KS 66205-2001
Telephone	9133620510
CIK	0000888504
Symbol	LAYN
SIC Code	1700 - Construction - Special Trade Contractors
Industry	Construction Services
Sector	Capital Goods
Fiscal Year	01/31

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 April 30, 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

(State or other jurisdiction of
incorporation or organization)

48-0920712

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

1900 Shawnee Mission Parkway, Mission Woods, Kansas

(Address of principal executive offices)

66205

(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 [X] No []

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

There were 12,620,070 shares of common stock, \$.01 par value per share, outstanding on May 31, 2005.

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 April 30, 2005, filed with the Securities and Exchange Commission (the "SEC") on June 6, 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 March 31, 2005 related to the Company's fiscal year ended January 31, 2005 press release.

* * * * *

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

CERTIFICATIONS

I, Andrew B. Schmitt, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A for the quarterly period ended April 30, 2005, of Layne Christensen Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 31, 2005

By: /s/ A. B. Schmitt
Andrew B. Schmitt
President and Chief Executive Officer

CERTIFICATIONS

I, Jerry W. Fanska, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A for the quarterly period ended April 30, 2005, of Layne Christensen Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 31, 2005

By: /s/ Jerry W. Fanska
Jerry W. Fanska
Vice President--Finance and Treasurer

Certification of Chief Executive Officer

I, Andrew B. Schmitt, President and Chief Executive Officer of Layne Christensen Company (the "Company"), do hereby certify in accordance with 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) the Company's Quarterly Report on Form 10-Q/A for the quarterly period ended April 30, 2005, which this certification accompanies, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(b) the information contained in the Company's Quarterly Report on Form 10-Q/A for the quarterly period ended April 30, 2005, which this certification accompanies, fairly presents, in all material aspects, the financial condition and results of operations of the Company.

Dated: October 31, 2005

By: /s/ A. B. Schmitt
Andrew B. Schmitt
President and Chief Executive Officer

Certification of Principal Accounting Officer

I, Jerry W. Fanska, Vice President—Finance and Treasurer, of Layne Christensen Company, do hereby certify in accordance with 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(a) the Company's Quarterly Report on Form 10-Q/A for the quarterly period ended April 30, 2005, which this certification accompanies, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(b) the information contained in the Company's Quarterly Report on Form 10-Q/A for the quarterly period ended April 30, 2005, which this certification accompanies, fairly presents, in all material aspects, the financial condition and results of operations of the Company.

Dated: October 31, 2005

By: /s/ Jerry W. Fanska
Jerry W. Fanska
Vice President--Finance and Treasurer