

GOLDER ASSOCIATES EUROPE LIMITED

Report and Financial Statements

31 December 2009



GOLDER ASSOCIATES EUROPE LIMITED

REPORT AND FINANCIAL STATEMENTS 2009

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GOLDER ASSOCIATES EUROPE LIMITED

REPORT AND FINANCIAL STATEMENTS 2009

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

R Mezzalama
G Vamos (appointed 1 March 2009)
J Hermanson (appointed 1 March 2009)
D Raviola
J Steeds (resigned 6 October 2009)
I Fulton
J Jones

SECRETARY

E Cooper

REGISTERED OFFICE

Attenborough House
Browns Land Business Park
Stanton-in-the-Wolds
Nottinghamshire
NG12 5BL

BANKERS

HSBC plc
129 New Bond Street
London
W1A 2JA

Fortis Bank
5 Aldermanbury Square
London
EC2V 7HR

SOLICITORS

Browne Jacobson
44 Castle Gate
Nottingham
NG1 7BJ

AUDITORS

Deloitte LLP
Chartered Accountants
Nottingham, UK

GOLDER ASSOCIATES EUROPE LIMITED

DIRECTORS' REPORT

The directors present their annual report on the affairs of the company, together with the financial statements and auditors' report for the year ended 31 December 2009

ACTIVITIES

Following the transfer of the company's consultancy service contracts to Golder Associates UK Limited during the year, the company's principal activity is that of managing certain costs on behalf of the wider European Golder group of companies

REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS

The directors report total turnover of £4,624,301 (2008 £5,407,234)

The directors anticipate turnover in 2010 to be similar to that reported in 2009

On 16 February 2009 1,144,000 ordinary shares of £1 each were issued to the shareholders

During the year the company's consultancy service contracts were transferred to Golder Associates UK Limited. In the future the company's principal activity will remain as the managing of certain costs on behalf of the wider European Golder group of companies

RESULTS AND DIVIDENDS

The results for the period are shown in the profit and loss account on page 6. The directors do not recommend the payment of a dividend (2008 £nil)

PRINCIPAL RISKS AND UNCERTAINTIES

The company has some exposure to interest rate fluctuations with bank borrowings being based on variable rates. The company manages this risk where possible by contracting into the Golder European Group cash pooling scheme.

The company made a profit during 2009 and has significant cash resources as at the balance sheet date. The company has access to considerable financial resources through the Golder Group. This leads the directors to believe the Company is well placed to manage its business risk successfully despite the current uncertain economic climate.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing the annual report and accounts.

DIRECTORS

The current directors of the company, who served throughout the year and subsequently, are set out on page 1.

EXEMPTION

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

GOLDER ASSOCIATES EUROPE LIMITED

DIRECTORS' REPORT

AUDITORS

In the case of each of the persons who are directors of the company at the date when this report is approved

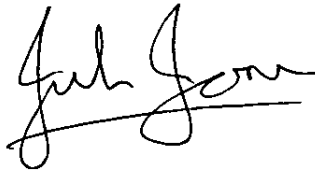
- so far as each of the directors is aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the company's auditors are unaware, and
- each of the directors has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Deloitte LLP have expressed their willingness to continue in office as auditors and a resolution to reappoint them as the company's auditors will be proposed at the forthcoming Annual General Meeting

Approved by the Board of Directors
and signed on behalf of the Board

J Jones
Director

A handwritten signature in black ink, appearing to read 'J Jones', written over a horizontal line.

GOLDER ASSOCIATES EUROPE LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GOLDER ASSOCIATES EUROPE LIMITED

We have audited the financial statements of Golder Associates Europe Limited for the year ended 31 December 2009, which comprise the profit and loss account, the balance sheet and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2009 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

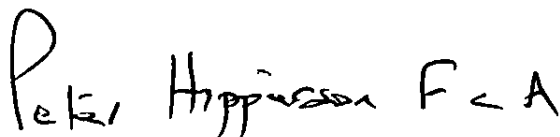
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.

 F & A

Peter Hipperson FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditors
Nottingham, UK

18th May 2010

GOLDER ASSOCIATES EUROPE LIMITED

PROFIT AND LOSS ACCOUNT Year ended 31 December 2009

	Note	2009 £	2008 £
TURNOVER	2	4,624,301	5,407,234
Cost of sales		<u>(4,321,898)</u>	<u>(4,623,376)</u>
GROSS PROFIT		302,403	783,858
Distribution costs		-	(19,670)
Administrative expenses		<u>(109,832)</u>	<u>(1,000,993)</u>
		(109,832)	(1,020,663)
OPERATING PROFIT/(LOSS)	4	192,571	(236,805)
Interest receivable and similar income	5	1,493,973	585,681
Interest payable and similar charges	5	<u>(1,346,910)</u>	<u>(1,088,781)</u>
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		339,634	(739,905)
Tax on profit/(loss) on ordinary activities	6	<u>(88,948)</u>	<u>121,419</u>
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEING RETAINED			
LOSS FOR THE YEAR	11,12	<u>250,686</u>	<u>(618,486)</u>

All results derive from continuing operations

There are no recognised gains and losses for the current and preceding years other than as stated in the profit and loss account. Accordingly, a statement of total recognised gains and losses has not been presented.

GOLDER ASSOCIATES EUROPE LIMITED

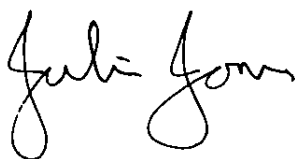
BALANCE SHEET 31 December 2009

	Note	2009 £	2008 £
FIXED ASSETS			
Tangible assets	7	250,290	229,090
CURRENT ASSETS			
Debtors	8	8,747,249	6,982,590
Cash at bank and in hand		550,372	1,245,965
		9,297,621	8,228,555
CREDITORS amounts falling due Within one year	9	(9,283,038)	(9,587,457)
NET CURRENT ASSETS/(LIABILITIES)		14,583	(1,358,902)
TOTAL ASSETS LESS CURRENT LIABILITIES		264,873	(1,129,812)
NET ASSETS/(LIABILITIES)		264,873	(1,129,812)
CAPITAL AND RESERVES			
Called up share capital	10	1,156,000	12,000
Profit and loss account	11	(891,127)	(1,141,812)
SHAREHOLDERS' FUNDS/(DEFICIT)	12	264,873	(1,129,812)

The financial statements of Golder Associates Europe Limited were approved by the Board of Directors and authorised for issue on 10 May 2010

Signed on behalf of the Board of Directors

J Jones
Director



Company Registration Number 3902701

NOTES TO THE FINANCIAL STATEMENTS
Year ended 31 December 2009

1 ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below. These have been consistently applied in both the current and prior year.

Accounting convention

The financial statements are prepared under the historical cost convention and on a going concern basis after due consideration of the principal risks and uncertainties as disclosed in the report of the directors, and in accordance with the Companies Act 2006.

The company made a profit during 2009 and has significant cash resources as at the balance sheet date. The company has access to considerable financial resources through the Golder Group. This leads the directors to believe the Company is well placed to manage its business risk successfully despite the current uncertain economic climate.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing the annual report and financial statements.

Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment.

Depreciation is provided at rates calculated to write off the cost, less estimated residual value of each asset on a straight line basis over its expected useful life, as follows:

Computer equipment	25% - 33% per annum
Fixtures, fittings, tools and equipment	15% per annum

Foreign exchange

Transactions denominated in foreign currencies are converted into sterling at the rate of exchange ruling at the transaction date. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is recorded as an exchange gain or loss in the profit and loss account.

Taxation

The tax expense represents the sum of the corporation tax currently payable and the deferred tax.

The tax currently payable is based on taxable profit for the period. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income and expense that are taxable or deductible in other periods and it further excludes items which are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted at the balance sheet date.

Deferred tax is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in tax computations different from those in which they are included in the financial statements.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Exemption from preparation of a cashflow statement

The company is exempt from the requirement to prepare a cashflow statement on the basis that it is a small reporting entity, and is therefore exempt from the requirement to prepare such a statement under Financial Reporting Standard 1 – Cash Flow Statements (Revised) 1996.

GOLDER ASSOCIATES EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2009

1. ACCOUNTING POLICIES (Continued)

Leases

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis

2. TURNOVER

Turnover represents the net amount receivable in the ordinary course of business for services provided to customers (including expenses incurred), excluding value added tax. Turnover is recognised when a service is performed and is billed to clients in accordance with the terms of the engagement. In cases where engagement terms dictate that billing will occur on the passing of particular milestones on a project, revenue is accrued on a prudent basis after assessment of the further work required to complete to the point of billing. These engagements are not accounted for as long term contracts.

The turnover attributable to each of the company's geographical markets was

	2009 £	2008 £
United Kingdom	1,844,437	1,591,589
Europe	2,644,973	3,354,389
Canada & USA	137,029	19,607
Middle east	-	8,339
Africa	(2,138)	433,310
	<u>4,624,301</u>	<u>5,407,234</u>

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The cost for directors has been borne in both years by other group companies. The allocation of their remuneration in respect of their services to the company is £nil (2008: £nil).

4. OPERATING PROFIT/(LOSS)

Operating profit is after charging/(crediting):	2009 £	2008 £
Rentals under operating leases		
Hire of equipment	439,041	392,948
Depreciation of owned assets	127,433	171,666
Provision against inter-company loan	-	382,885
Release of provision for funding of net liabilities of subsidiary undertaking	-	(94,550)
Auditors' remuneration for audit fees payable to the company's auditors for the audit of the company's annual accounts	5,000	5,000
	<u>5,000</u>	<u>5,000</u>

The release of the provision for funding net liabilities of subsidiary undertaking in the prior year related to the company's share of the losses incurred in Ecofys Srl, a company incorporated in Italy. Ecofys Srl was disposed of during the prior year.

There were no non-audit fees in either the current or prior year.

GOLDER ASSOCIATES EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2009

5. NET INTEREST

	2009 £	2008 £
Interest receivable and similar income		
Interest on inter-company loans	425,171	266,793
Profit on foreign exchange	1,063,796	318,402
Other interest	5,006	486
	<u>1,493,973</u>	<u>585,681</u>
Interest payable and similar charges		
Bank interest	365	-
Interest on inter-company loans	358,310	476,725
Loss on foreign exchange	988,235	612,056
	<u>1,346,910</u>	<u>1,088,781</u>

6. TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES

a) Tax on profit/(loss) on ordinary activities

	2009 £	2008 £
Current tax		
United Kingdom tax at 28% (2008 28.5%) based on the profit/(loss) for the year	60,660	-
Adjustments in respect of prior years	8,986	(2,569)
Total current tax (note 6b)	<u>69,646</u>	<u>(2,569)</u>
Group relief	20,610	(91,545)
Foreign taxation	1,621	-
Deferred tax		
Origination and reversal of timing differences (note 8)	(2,929)	(26,076)
Effect of rate changes	-	(1,229)
Total tax charge/(credit) on loss on ordinary activities	<u>88,948</u>	<u>(121,419)</u>

GOLDER ASSOCIATES EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2009

6. TAX ON LOSS ON ORDINARY ACTIVITIES (Continued)

b) Factors affecting the tax charge/(credit) for the current year

The tax charge for the current period is different to that resulting from applying the standard rate of corporation tax in the UK of 28% (2008 28.5%). The differences are explained below

	2009 £	2008 £'000
Profit/(loss) on ordinary activities before tax	339,634	(739,905)
Tax on profit/(loss) on ordinary activities at standard UK corporation tax rate of 28% (2008, 28.5%)	95,098	(210,853)
Effects of:		
Income not taxable	(6,442)	-
Charges not deductible for tax purposes	3,924	9,715
Provision against intercompany loan not deductible for tax purposes	-	108,934
Differences between depreciation and capital allowances	(3,903)	24,955
Adjustments in respect of previous years	8,986	(2,569)
Group relief	(20,610)	91,545
Movements in short term timing differences	6,853	(24,296)
Utilisation of tax losses	(12,639)	-
Double taxation relief	(1,621)	-
Current tax charge/(credit) for the year (note 6a)	69,646	(2,569)

7. TANGIBLE FIXED ASSETS

	Computer equipment £	Fixtures, fittings, tools and equipment £	Total £
Cost			
At 1 January 2009	545,939	77,309	623,248
Additions	209,412	-	209,412
Disposals	(96,276)	(77,309)	(173,585)
At 31 December 2009	659,075	-	659,075
Accumulated depreciation			
At 1 January 2009	375,278	18,880	394,158
Charge for the year	127,433	-	127,433
Disposals	(93,926)	(18,880)	(112,806)
At 31 December 2009	408,785	-	408,785
Net book value			
At 31 December 2009	250,290	-	250,290
At 31 December 2008	170,661	58,429	229,090

GOLDER ASSOCIATES EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2009

8. DEBTORS

	2009 £	2008 £
Trade debtors	474,175	152,664
Amounts owed by group undertakings	8,109,326	6,498,676
Prepayments and accrued income	114,514	265,019
Deferred taxation	41,517	38,588
Other debtors	7,717	-
Corporation tax	-	27,643
	<u>8,747,249</u>	<u>6,982,590</u>

All amounts fall due within one year

	2009 £	2008 £
Deferred taxation		
At 1 January	38,588	11,283
Current year credit	2,929	27,305
	<u>41,517</u>	<u>38,588</u>
At 31 December		

The amount of deferred tax provided in the financial statements is as follows

	2009 £	2008 £
Difference between capital allowances and depreciation	31,311	35,214
Other short term timing differences	10,206	3,374
	<u>41,517</u>	<u>38,588</u>

The company has no unprovided deferred taxation

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2009 £	2008 £
Trade creditors	395,841	456,751
Amounts owed to group undertakings	8,540,318	8,531,345
Other taxation and social security	-	100,123
Accruals and deferred income	286,219	499,238
Corporation tax payable	60,660	-
	<u>9,283,038</u>	<u>9,587,457</u>

GOLDER ASSOCIATES EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2009

10 CALLED UP SHARE CAPITAL

	2009 £	2008 £
Authorised, called up, allotted and fully paid		
1,156,000 (2008 12,000 ordinary shares of £1 each)	1,156,000	12,000

During the year the authorised share capital was increased and 1,144,000 ordinary shares of £1 were issued to the existing shareholders at par

11 RESERVES

	Profit and loss account £
At 1 January 2009	(1,141,812)
Profit for the year	250,686
At 31 December 2009	(891,126)

12. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS/(DEFICIT)

	2009 £	2008 £
Profit/(loss) for the financial year	250,686	(618,486)
Issue of share capital	1,144,000	-
Net increase/(decrease) in shareholders' funds	1,394,686	(618,486)
Opening shareholders' deficit	(1,129,812)	(511,326)
Closing shareholders' funds/(deficit)	264,873	(1,129,812)

13. OPERATING LEASE COMMITMENTS

The company was committed to making the following payments during the next year in respect of operating leases

	2010		2009	
	Land and buildings £	Other £	Land and buildings £	Other £
Leases which expire:				
Within one year	-	6,928	-	42,852
Within 2 to 5 years	-	575,372	-	943,506
	-	582,300	-	986,358

14. ULTIMATE PARENT COMPANY AND CONTROLLING ENTITY

The ultimate parent company and controlling entity is Enterra Holdings Limited, a company incorporated in Canada. The smallest group which produces consolidated accounts which include the company is Golder

GOLDER ASSOCIATES EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2009

Associates Europe Holdings Inc Enterra Holdings Limited is the parent company of the largest group for which consolidated accounts are prepared which include the company Copies of the accounts of Enterra Holdings Limited are available from 2390 Argentia Road, Mississauga, Ontario, L5N 5Z7, Canada

15. RELATED PARTY TRANSACTIONS

In accordance with Financial Reporting Standard No 8 "Related Party Disclosures", transactions with other group undertakings within, and investee related parties of, Enterra Holdings Limited have not been disclosed in these financial statements