

VERITAS DGC INC  
Form 10-K  
October 04, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-K**

(Mark  
One)

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

For the fiscal year ended July 31, 2006

OR

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**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 1-7427

**Veritas DGC Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**76-0343152**

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

**10300 Town Park**

**Houston, Texas**

(Address of principal executive offices)

**77072**

(Zip Code)

**(832) 351-8300**

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

**Title of Each Class**  
Common Stock, \$.01 par value  
Preferred Stock Purchase Rights

**Name of Each Exchange on Which Registered**  
New York Stock Exchange  
New York Stock Exchange

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes  No

The aggregate market value of the registrant's voting stock held by non-affiliates of the registrant was \$1,589 million as of January 31, 2006.

The number of shares of the Company's common stock, \$.01 par value, outstanding at August 31, 2006 was 36,058,583.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive proxy statement to be filed in connection with the registrant's 2006 Annual Meeting of Stockholders are incorporated by reference into Part III of this annual report.

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*This annual report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements include, among other things, business strategy and expectations concerning industry conditions, market position, future operations, margins, profitability, liquidity and capital resources. Forward-looking statements generally can be identified by the use of terminology such as may, will, expect, intend, estimate, anticipate or believe or similar expressions or the negatives thereof. These expectations are based on management's assumptions and current beliefs based on currently available information. Although we believe that the expectations reflected in such statements are reasonable, we can give no assurance that such expectations will be correct. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this annual report on Form 10-K. Our operations are subject to a number of uncertainties, risks and other influences, many of which are outside our control, and any one of which, or a combination of which, could cause our actual results of operations to differ materially from the forward-looking statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in Item 1. Business and Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations Risk Factors and elsewhere in this annual report on Form 10-K.*

## **PART I**

### **ITEM 1. Business**

#### **Merger Agreement**

On September 4, 2006, we entered into a merger agreement with Compagnie Générale de Géophysique, a société anonyme organized under the laws of the Republic of France ( CGG ), whereby CGG agreed to acquire Veritas in a part cash, part stock transaction. The transaction is currently expected to close around the end of calendar year 2006. See further discussion on the proposed merger in Note 15, Subsequent Events, of Notes to Consolidated Financial Statements.

#### **General**

Veritas is a leading provider of integrated geophysical information and services to the petroleum industry worldwide. Our customers include major, national and independent oil and gas companies that utilize geophysical technologies to:

- identify new subsurface areas favorable for the production of hydrocarbons;
- determine the size, structure and stratigraphy of previously identified oil and gas fields; and
- optimize development and production of hydrocarbon reserves.

We acquire, process, interpret and market geophysical information that provides 2D and 3D images of the subsurface. We also produce 4D surveys, which record fluid movement in the reservoir by repeating specific 3D surveys over time. Additionally, we use geophysical data for reservoir characterization to enable our customers to maximize their recovery of oil and natural gas.

#### **Services and Markets**

We conduct geophysical surveys on both a contract and a multi-client basis. When we conduct surveys on a contract basis, we acquire and process data for a single client who pays us to conduct the survey and owns the data we acquire. When we conduct surveys on a multi-client basis, we acquire and process data for our own account and license that data and associated products to multiple clients. The high cost of acquiring and processing geophysical data on an exclusive basis has prompted many oil and gas companies to license surveys on a multi-client basis. In response to this demand, we have built a large library of surveys consisting of approximately 200,000 line kilometers of 2D data and 210,000 square kilometers of 3D data. Our marine data library includes surveys in the Gulf of Mexico, the North Sea, Southeast Asia, West Africa, North Africa, Canada and Brazil. Our land data library includes surveys in Texas, Mississippi, Oklahoma, Wyoming and Utah in the United States as well as Alberta and British Columbia in Canada. The portion of our revenue generated from the sale of multi-client data licenses is influenced by a number of factors, including government licensing of exploration and production rights and as a result, will fluctuate from year to year.



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The following tables describe our revenue by contract type and geographic area based on the location of the product or service provided:

| Revenue by Contract Type       | Years Ended July 31, |            |            |
|--------------------------------|----------------------|------------|------------|
|                                | 2006                 | 2005       | 2004       |
|                                | (In thousands)       |            |            |
| Contract work                  | \$ 470,132           | \$ 389,046 | \$ 289,404 |
| Licensing of multi-client data | 352,056              | 244,980    | 275,065    |
| Total                          | \$ 822,188           | \$ 634,026 | \$ 564,469 |

| Revenue by Geographic Area | Years Ended July 31, |            |            |
|----------------------------|----------------------|------------|------------|
|                            | 2006                 | 2005       | 2004       |
|                            | (In thousands)       |            |            |
| United States              | \$ 343,299           | \$ 287,993 | \$ 245,144 |
| Canada                     | 141,667              | 92,639     | 88,283     |
| Latin America              | 67,401               | 17,178     | 57,210     |
| Europe                     | 93,589               | 71,852     | 79,182     |
| Middle East/Africa         | 60,771               | 62,515     | 32,513     |
| Asia Pacific               | 115,461              | 101,849    | 62,137     |
| Total                      | \$ 822,188           | \$ 634,026 | \$ 564,469 |

In fiscal 2006, 2005 and 2004, 58%, 55% and 57%, respectively, of our revenue was attributable to non-U.S. operations and export sales. (See Note 13 of Notes to Consolidated Financial Statements for additional geographic and segment information.)

### Principal Operating Assets

We acquire, process, interpret and sell geophysical information utilizing a wide array of assets as follows:

#### *Land Acquisition*

Our land acquisition activities are performed with technologically advanced geophysical equipment. As of July 31, 2006, our land survey equipment had a combined recording capacity of approximately 52,000 channels. We typically deploy equipment in North and South America and Oman by crews of varying size. Our crew count varies widely as land acquisition is a seasonal activity in many markets, primarily due to weather.

Our land operations include surveying crews, which lay out the lines to be recorded and mark the sites for shot-hole placement or equipment location, and recording crews, which use explosive or mechanical vibrating units to produce acoustic impulses and use recording units to synchronize the shooting and capture of the seismic signals via geophones. On a land survey where explosives are used, the recording crew is supported by several drill crews, which are typically furnished by third parties under short-term contracts. Drill crews operate in advance of the recording crew and bore shallow holes for explosive charges which, when detonated by the recording crew, produce the necessary acoustic impulse.

#### *Marine Acquisition*

Our marine acquisition crews operate from chartered vessels that have been modified or equipped to our specifications. All of the vessels we utilize are equipped to perform both 2D and 3D geophysical surveys. During the last several years, the majority of the marine geophysical data acquisition services we performed involved 3D surveys. The following table contains certain information concerning the geophysical vessels we operated as of July 31, 2006.

| Vessel            | Year Entered Service | Length   | Beam    | Charter Expiration |     |
|-------------------|----------------------|----------|---------|--------------------|-----|
| Pacific Sword     | 1999                 | 189 feet | 40 feet | October 2006       | (1) |
| Seisquest         | 2001                 | 300 feet | 60 feet | May 2007           | (1) |
| Veritas Viking    | 1998                 | 305 feet | 72 feet | May 2011           |     |
| Veritas Viking II | 1999                 | 305 feet | 72 feet | May 2007           |     |
| Veritas Vantage   | 2002                 | 305 feet | 72 feet | April 2010         |     |

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|                  |      |          |         |           |     |
|------------------|------|----------|---------|-----------|-----|
| Veritas Voyager  | 2006 | 220 feet | 52 feet | July 2011 | (1) |
| Veritas Searcher | 1982 | 217 feet | 44 feet | Owned     | (1) |

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(1) See the following discussions related to various changes in the status of the charters and the vessels subsequent to July 31, 2006.

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The Veritas Searcher was sold in August 2006. During July 2006, we chartered the Veritas Voyager to replace the Veritas Searcher. As of July 31, 2006, the Veritas Searcher was classified in the balance sheet as an asset held for sale.

Each vessel is equipped with geophysical recording instrumentation, digital geophysical streamer cable, cable location and geophysical data location systems, multiple navigation systems, and a source control system that controls the synchronization of the energy source and a firing system that generates the acoustic impulses. Streamer cables contain hydrophones that receive the acoustic impulses reflected by variations in the subsurface strata.

At present, five of our vessels are equipped with multiple streamers and multiple energy sources. These vessels acquire more lines of data with each pass, which reduces completion time and the acquisition cost. The Veritas Viking, Veritas Viking II and the Veritas Vantage are each capable of deploying 12 streamers simultaneously, although each is currently equipped to tow eight. The Veritas Viking, Veritas Viking II, Veritas Vantage and Veritas Voyager are equipped with solid streamers that offer numerous advantages over fluid-filled streamers. The solid streamers allow these vessels to work in rougher seas and record more desirable frequencies with less noise and less downtime than is possible with fluid-filled streamers.

In March 2006, we entered into an agreement with a third party ship owner to charter a vessel currently known as the Veritas Vision, which is currently being converted for seismic operations. The term of the charter is for a period of eight years fixed, with options of up to 10 more years. When delivered in the first calendar quarter of 2007, the Veritas Vision will be the seventh seismic vessel in our fleet.

In September 2006, we entered into an agreement to charter a seismic vessel, currently known as the Viking Poseidon, which is currently expected to be in service commencing in the second calendar quarter of 2007. This vessel will serve as a replacement for the Seisquest vessel, which is under a charter that expires in May of 2007.

Subsequent to July 31, 2006, we renewed our charter agreement to extend the charter expiration related to the Pacific Sword from October 2006 to October 2009.

#### ***Data Processing and Interpretation***

We operate several data processing centers capable of processing 2D and 3D data. Most of our data processing services are performed on 3D seismic data. The centers process data received from the field, both from our own crews and from other geophysical companies, to produce an image of the earth's subsurface using proprietary computer software and techniques. We also reprocess older geophysical data using new techniques designed to enhance the quality of the data. Our first data processing center opened in 1966, and we now have centers in all of our geographic locations.

Our processing centers operate high capacity, advanced technology data processing systems on high-speed cluster CPUs. These systems run our proprietary data processing software. The marine and land data acquisition crews have software compatible with that utilized in the processing centers, allowing for ease in the movement of data from the field to the data processing centers. Our centers can generally process both land and marine data and we tailor the equipment and software deployed in an area to meet the local market demands.

We operate visualization centers in Houston, Calgary, Perth, and Crawley. These four centers allow teams of our customers' geoscientists and engineers to view and interpret large volumes of complex 3D data. The visualization centers have imaging tools used for advanced interpretive techniques that enhance the understanding of regional as well as detailed reservoir geology. These visualization centers allow us to offer our expertise combined with the type of collaborative geophysical model building that is enabling oil companies to explore areas of complex geology such as the large sub-salt plays in the deepwater Gulf of Mexico.

We have groups of scientists available to perform advanced geophysical and geological interpretation on a contract basis. These experts work around the world, using third party and our proprietary software to create subsurface models for our clients and advise our clients on how best to exploit their reservoirs. Their work is related to exploration as well as production activities. Additionally, we license our proprietary Hampson-Russell software to companies desiring to do their own geophysical interpretation.



## Technology and Capital Expenditures

The geophysical industry is highly technical, and the requirements for the acquisition and processing of geophysical data have evolved continuously during the past 50 years. Accordingly, it is critical that our technological capabilities are comparable or superior to those of our competitors. We maintain our technological capabilities through continuing research and development, strategic alliances with equipment manufacturers, and by acquiring technology from others.

Our research and development staff includes scientists, engineers or programmers. Our research and development efforts focus on new acquisition technologies and processes and on our core processing and imaging software. During fiscal 2006, 2005 and 2004, research and development expenditures were \$22.9 million, \$18.9 million and \$15.5 million, respectively.

During fiscal 2006, 2005, and 2004, capital expenditures for equipment were \$67.9 million, \$62.4 million and \$30.5 million, respectively. We expect to increase substantially our investment in capital equipment during fiscal 2007 to approximately \$200 to \$240 million. Our 2007 capital budget includes amounts for replacement and upgrading of our existing equipment and amounts for equipping a new vessel that is expected to be in place during the first calendar quarter of 2007.

During fiscal 2006, 2005 and 2004, our cash multi-client investment, net of capitalized depreciation, was \$165.6 million, \$148.4 million and \$126.3 million, respectively. For fiscal 2007, we are planning to substantially increase our cash investment in multi-client data to approximately \$250 to \$300 million.

## Competition

The acquisition and processing of geophysical data for the oil and gas industry has historically been highly competitive worldwide. Success in marketing geophysical services is based on several factors, including price, crew experience, equipment availability, technological expertise, reputation for quality and dependability, safety record and, in the case of multi-client surveys, availability of surveys in the area of current customer interest.

Our largest global competitors are Western-Geco (a division of Schlumberger), CGG and Petroleum Geo-Services ASA. Additionally, there are a large number of seismic companies, mostly small and local, in the land acquisition and land data processing areas where financial and technical barriers to entry are minimal. In the multi-client library business, we compete with the full-service seismic companies mentioned above, as well as with specialty library companies such as TGS Nopec Geophysical Company ASA and Seitel Inc. On September 5, 2006, we announced that we entered into a merger agreement with CGG whereby CGG will acquire Veritas in a part cash, part stock transaction. See further discussion on the proposed merger in Note 15, Subsequent Events, of Notes to Consolidated Financial Statements.

We compete to a lesser degree with large, state-affiliated companies, such as BGP of China. These companies are large providers of seismic services in their home countries and have recently been expanding their operations to include other parts of the world. They are particularly aggressive in price sensitive markets, such as those involving large tenders to national oil companies, where low price is of paramount importance.

Due to the constantly changing configurations of seismic crews and the immense numbers of channels in the market, it is impossible to discuss the global competition in land acquisition in any quantitative fashion. Tracking our competition is more feasible in the marine acquisition market. According to a September 15, 2005 report by Enskilda Securities, a third party industry analyst, there are a total of 60 towed-streamer vessels working in the world, including 44 3D vessels and 16 2D vessels. In fiscal 2005 and 2006, there were temporary and local shortages of vessels of specific capability, which allowed us to increase seismic acquisition margins in certain regions.

## Backlog

At July 31, 2006, our backlog of commitments for future revenue was \$456.4 million, compared with \$301.8 million at July 31, 2005. We expect that approximately 90% of our July 31, 2006 backlog will be completed during the next twelve months. This backlog consists of written orders or firm commitments. Contracts for services are subject to modification by mutual consent and in certain instances are cancelable by the customer on short notice without penalty. As a result of these factors, our backlog as of any particular date may not be indicative of our actual operating results for any succeeding period.



## Significant Customers

Our customers include international oil and gas companies, national oil companies and independent oil and gas companies. In fiscal 2006, no customer accounted for 10% or more of our total revenue. A single, large multi-national oil company represented 12% of our revenue in fiscal 2005. In fiscal 2004, no customer accounted for 10% or more of our total revenue.

## Employees

During fiscal 2006, we employed an average of approximately 2,800 people on a full-time basis. Our number of employees varies greatly due to activity changes in our land acquisition business and during fiscal 2006 ranged from a low of approximately 2,400 to a high of approximately 4,300. This variation typically occurs on a seasonal basis, with higher employee counts and higher revenue occurring during our second and third fiscal quarters, coinciding with the winter seismic acquisition seasons in Alaska and Canada. However, performance of large land surveys in South America or other locales can cause a marked shift from this pattern. A total of 31 employees in Singapore are subject to collective bargaining agreements. We consider our relations with our employees to be good.

## Our SEC Reporting

We electronically file certain documents with the SEC. We file annual reports on Form 10-K; quarterly reports on Form 10-Q; current reports on Form 8-K (as appropriate) and proxy statements; along with any related amendments and supplements thereto. From time-to-time, we may also file registration statements pertaining to equity or debt offerings. You may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, DC 20549. You may obtain information regarding the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an internet website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers that file with the SEC.

We provide electronic access to our periodic and current reports on our internet website, [www.veritasdgc.com](http://www.veritasdgc.com). These reports are available on our website as soon as reasonably practicable after we electronically file such materials with the SEC. You may also contact our investor relations department at 832-351-8821 for paper copies of these reports free of charge.

## ITEM 1A. Risk Factors

*Our recently announced merger agreement with CGG may cause uncertainties among our customers.*

*Some customers may be hesitant to contract for our services in light of uncertainties about our ability to perform due to our recently announced plan to merge with CGG or may prefer not to do business with us following the completion of the merger. If we are unable to reassure our customers to continue utilizing our services, our financial results may be adversely affected.*

*In the event our recently announced plan to merge with CGG is not consummated, our ability to carry on our business at current levels may be affected.*

*Closing of our current agreement to merge with CGG is contingent upon a number of items, including, among other things, approval of the merger by an affirmative vote of a majority of our shareholders and approval of the issuance of CGG shares in the merger by the affirmative vote of two-thirds of CGG's shareholders, as well as the receipt of necessary regulatory approvals from several agencies in several countries. There can be no assurance that all such approvals will be obtained, and, in the event any approval required under the merger agreement as a condition to closing is not obtained, the merger may not be consummated. If the merger is not consummated, we may have difficulty retaining and recruiting employees in vital areas and we may have difficulty retaining current customers or attracting new customers.*

*In the event our recently announced plan to merge with CGG is not consummated, the price of our stock may be affected.*

Our closing stock price was \$57.27 on July 31, 2006 and closed at \$70.07 on September 5, 2006, after announcement of the merger. The increase in the stock price is primarily due to the premium to be paid related to the merger. In the event our previously announced merger with CGG is not consummated, the price of our common shares may be adversely affected because



the stockholders will not receive the premium contemplated by the merger agreement.

**As a provider of geophysical technologies, our business is substantially dependent on the level of exploration expenditures by oil and gas companies.**

Exploration expenditures by oil and gas companies are affected by several factors, including actual and forecasted petroleum commodity prices and such companies' own short term and strategic plans. These expenditures may also be affected by worldwide economic conditions. Should there be a sustained period of substantially reduced exploration expenditures by oil and gas companies, the demand for geophysical services likely will drop and have an adverse effect on our results of operations and cash flow during the affected period. In recent years, many of our customers had been using a substantial portion of their discretionary cash to pay down debt, buy back their stock, drill low-risk prospects and maximize production from existing fields rather than exploring for new prospects. While we believe this trend has ended, due to recent commodity price increases and current supply and demand forecasts, there can be no guarantee that oil and gas companies will engage in substantial or prolonged exploration programs involving seismic spending. While petroleum commodity prices are currently high from a historical perspective, history has shown these prices to be very volatile.

**Weak demand or technological obsolescence could impair the value of our multi-client data library.**

We have invested significant amounts in acquiring and processing multi-client data and expect to continue to do so for the foreseeable future. There is no assurance that we will recover all the costs of such surveys. Technological, regulatory or other industry or general economic developments could render all or portions of our multi-client data library obsolete or reduce its value. For example, in fiscal 2003 and fiscal 2002 we incurred \$4.9 million and \$55.3 million, respectively, in impairment charges related to slow moving surveys in our multi-client library. These surveys were found to be impaired for various reasons, including slow acreage turnover in the case of U.S. land surveys, a border dispute in the case of a Shetland-Faroes survey and excessive acquisition cost in the case of a Gulf of Mexico survey. Additionally, our individual surveys have a book life of five years, so particular surveys may be subject to significant amortization even though sales of licenses associated with that survey are weak or non-existent, thus reducing our profits.

**We are dependent on achieving and maintaining technological advances, which creates risks regarding technological obsolescence, requirements for substantial future capital expenditures, the unavailability of necessary technology and the failure of new technologies.**

The development of geophysical data acquisition and processing equipment has been characterized by rapid technological advancements in recent years. We expect this trend to continue. We will be required to invest substantial capital in the future to maintain our technology. Furthermore, manufacturers of geophysical equipment may develop new systems that render our equipment, even if recently acquired, obsolete or less desirable, requiring significant additional capital expenditures. Because some of our competitors are themselves leading designers and manufacturers of seismic equipment, we may not have access to their technology. Even if critical new and advanced equipment is available to us, we may not have funds available or be able to obtain necessary financing on acceptable terms to acquire it. Further, any investment we may make in a perceived technological advance may not be effective, economically successful or otherwise accepted in the market.

**We face intense competition in our industry, which could adversely affect our results.**

Competition among geophysical service providers historically has been, and we expect will continue to be, intense. Competitive factors in recent years have included price, crew experience, equipment availability, technological expertise and reputation for quality, safety and dependability. Some of our competitors operate substantially more data acquisition crews and have significantly greater financial and other resources than we do. These larger and better-financed operators could enjoy an advantage over us in a competitive environment for contract awards and data sales and in the development of new technologies. Other competitors operate with extremely low overhead and compete vigorously on price in certain markets where that is the determining factor in awarding work. These low-cost competitors can have a competitive advantage over us in these markets.

**High fixed costs could result in operating losses.**

Our business has high fixed costs. As a result, downtime or low productivity due to reduced demand, weather interruptions, equipment failures or other causes can result in significant operating losses. Low utilization rates may hamper our ability to recover the cost of necessary capital investments.



**Our revenue is subject to fluctuations that are beyond our control, which could adversely affect our results of operations in any financial period.**

Our operating results vary in material respects from quarter to quarter and will most likely continue to do so in the future. Factors that cause variations include the timing of the receipt and commencement of contracts for data acquisition, customers' budgetary cycles, the timing of offshore lease sales and the effect of such timing on the demand for geophysical activities, seasonal factors and the timing of sales of licenses to geophysical data in our multi-client data library, which may be significant to us and which are not typically made in a linear or consistent pattern. Combined with our high fixed costs, these revenue fluctuations could produce unexpected adverse results of operations in any fiscal period.

**We may be unable to attract and retain key employees, which could adversely affect our business.**

Our success depends upon attracting and retaining highly skilled professionals and technical personnel. A number of our employees are highly skilled scientists and highly trained technicians, and our failure to continue to attract and retain such individuals could adversely affect our ability to compete in the geophysical services industry. We may confront significant and potentially adverse competition for key personnel, particularly during periods of increased demand for geophysical services and possible uncertainties caused by our recently announced plan to merge with CGG. In addition, our success will depend to a significant extent upon the abilities and efforts of members of our senior management, the loss of whom could adversely affect our business.

*We face risks associated with our foreign revenue generating activities.*

Substantial portions of our revenue are derived from foreign activities. During the fiscal years ended July 31, 2006 and 2005, approximately 57% and 53% of our revenue, respectively, was attributable to activities outside the United States. During the fiscal years ended July 31, 2006 and 2005, we recognized revenue from customers residing in the following foreign countries that represented more than 1% of our consolidated revenue on a gross basis for that fiscal year:

| Country of origin   | July 31,<br>2006<br>(In millions) | 2005    |
|---------------------|-----------------------------------|---------|
| Australia           | \$ 71.8                           | \$ 38.7 |
| Brazil              | 42.2                              | 6.4     |
| Cameroon            | 10.3                              | 0.5     |
| Canada              | 140.0                             | 90.7    |
| India               | 10.1                              | 12.1    |
| Indonesia           | 11.4                              | 1.8     |
| Malaysia            | 6.4                               | 19.2    |
| Nigeria             | 0.6                               | 12.0    |
| Norway              | 29.3                              | 21.5    |
| Oman                | 14.8                              | 22.3    |
| Peru                | 17.0                              | 4.3     |
| South Africa        | 0.8                               | 6.9     |
| Trinidad and Tobago | 14.9                              |         |
| United Kingdom      | 47.7                              | 43.1    |

Foreign revenue is subject to certain risks, including those related to rates of currency exchange, border disputes, war, terrorism, civil disturbances, embargo, and government activities such as radical changes in tax regulations or investment laws. We are exposed to these risks in all of our foreign operations to some degree, and our exposure could be material to our financial condition and results of operations where the political and legal environment is less stable and we generate significant revenue or have large local investments, such as in Brazil, Nigeria, and Oman.

Revenue generating activities in certain foreign countries may require prior United States government approval in the form of an export license and otherwise be subject to tariffs and import/export restrictions. These laws change over time and may result in limitations on our ability to compete globally. In addition, non-U.S. persons employed by our separately incorporated foreign subsidiaries conduct business in foreign jurisdictions, some of which have been subject to U.S. trade embargoes and have been identified by the U.S. government as state sponsors of terrorism or are subject to sanctions by the U.S. Office of Foreign Assets





Control. For example, during fiscal 2006 we generated \$5.4 million of revenue from Libyan customers (Libya was identified by the U.S. government as a state sponsor of terrorism until September 2004), \$0.7 million of revenue from Iranian customers and \$7 thousand of revenue from a Syrian customer. We have typically generated revenue in these countries through the performance of data processing, reservoir consulting services and the sale of software licenses and software maintenance. The governments of Iran and Syria have been identified by the U.S. government as state sponsors of terrorism and are subject to sanctions by the U.S. Office of Foreign Assets Control and either directly or indirectly control the activities of our customers within their borders. Our relations with customers in these countries are current and on going. We have procedures in place to conduct these operations in compliance with applicable U.S. laws. However, failure to comply with U.S. laws on foreign operations could result in material fines and penalties, damage to our reputation, and a reduction in the value of our shares of common stock. In addition, our activities in these countries could reduce demand for our stock among certain investors.

Finally, some of our operational activities result in accounts receivable or accounts payable that are denominated in foreign currencies and, therefore, subject to fluctuations in foreign currency exchange rates. There can be no assurance that we will not experience difficulties in connection with future foreign revenue generation and, in particular, adverse effects from foreign currency fluctuations.

**We operate under hazardous conditions that subject us to risk of damage to property or personal injuries and may interrupt our business.**

Our seismic data acquisition activities involve operating under extreme weather and other hazardous conditions. These operations are subject to risks of loss to property and injury to personnel from fires, accidental explosions, ice floes, and high seas. These types of events could result in an interruption of our business or significant liability. We may not obtain insurance against all risks or for certain equipment located from time to time in certain areas of the world.

**The trading price of our securities could be subject to significant fluctuations.**

The trading prices of our securities fluctuate. Factors such as fluctuations in our financial performance, and that of our competitors, as well as general market conditions could have a significant impact on the future trading prices of our securities. The trading prices also may be affected by weakness in oil prices, changes in interest rates and other factors beyond our control. Any one or combination of these factors may cause a decline in the trading price of our securities.

**We may be unable to repurchase our Convertible Senior Notes as may be required upon a change in control or on the specified dates at the option of the holder or to pay the required cash upon conversion of the notes.**

Upon a change in control, as defined in the indenture governing our Convertible Senior Notes, and on March 15, 2009, 2014 and 2019, the holders of the notes have the right to require us to repurchase the notes for cash. In addition, upon conversion of the notes, the holders will have the right to receive a cash payment. If we do not have sufficient funds to pay the repurchase price for all of the notes tendered upon a change in control, the cash due upon repurchases of the notes on March 15, 2009, 2014 or 2019 or the cash due upon conversion, an event of default under the indenture governing the notes would occur as a result of such failure. In addition, cash payments in respect of notes tendered for repurchase or conversion are subject to limits and might be prohibited, or create an event of default, under our Credit Facility as well as other agreements relating to borrowings that we may enter into from time to time. Our failure to make cash payments in respect of the Convertible Senior Notes could result in an event of default under our Credit Facility. There can be no guarantee that our available sources of cash will be sufficient to allow us to make the required cash payments.

**Our business is subject to governmental regulation, which may adversely affect our future operations or the accounting thereof.**

Our operations are subject to a variety of federal, provincial, state, foreign and local laws and regulations, including environmental laws. We invest financial and managerial resources to comply with these laws and related permit requirements. Failure to timely obtain the required permits may result in crew downtime and operating losses. Because laws and regulations change frequently, we cannot predict the impact of government regulations on our future operations. The adoption of laws and regulations that have the effect of curtailing exploration by oil and gas companies could also adversely affect our operations by reducing the demand for our geophysical services.

We follow the generally accepted accounting principles of the United States (GAAP) as promulgated and/or enforced by the Financial Accounting Standards Board, the Securities and Exchange Commission and other organizations. GAAP is subject to change, with such changes occurring at a rapid rate in recent years. Changes in GAAP can affect the reporting of our future results.

**Certain provisions of our charter, Delaware law and our shareholder rights plan may make it difficult for a third party to acquire us, even in situations that may be viewed as desirable by our stockholders.**

The General Corporation Law of the State of Delaware contains provisions that may delay or prevent an attempt by a third party to acquire control of our company. Our certificate of incorporation and bylaws contain provisions that authorize the issuance of preferred stock, and establish advance notice requirements for director nominations and actions to be taken at stockholder meetings. These provisions could also discourage or impede a tender offer, proxy contest or other similar transaction involving control of us, even if viewed favorably by stockholders. In addition, we have adopted a stockholder rights plan that would likely discourage a hostile attempt to acquire control of us. In September 2006, we amended our shareholder rights plan to provide that no rights will be issued to our current shareholders in connection with our previously announced plan to merge with CGG.

*The amounts we amortize from our data library each period may fluctuate significantly, and these fluctuations can have a significant effect on our reported results of operations.*

*How we account for our multi-client data library has a significant effect on our reported results of operations. We amortize the cost of our multi-client library based primarily upon our estimates of future sales of licenses to data, known as the sales forecast method. Although we also employ a minimum amortization for each survey in our data library based on straight-line amortization over five years, this amortization is secondary to that derived from the sales forecast method. The estimates used in the sales forecast method are inherently imprecise and may vary from period to period depending upon market developments and our expectations. We update our estimates on a quarterly basis and change our amortization rates accordingly. Substantial changes in amortization rates can have a significant effect on our reported results of operations.*

**We have the ability to issue additional equity securities, which would lead to dilution of our issued and outstanding common stock.**

The issuance of additional equity securities or securities convertible into equity securities would result in dilution of then existing stockholders' equity interests in us. Our board of directors has the authority to issue, without vote or action of stockholders, up to 1,000,000 shares of preferred stock in one or more series, and has the ability to fix the rights, preferences, privileges and restrictions of any such series. Any such series of preferred stock could contain dividend rights, conversion rights, voting rights, terms of redemption, redemption prices, liquidation preferences or other rights superior to the rights of holders of our common stock. Our board of directors has no present intention of issuing any such preferred stock, but reserves the right to do so in the future. In addition, we are authorized to issue, without stockholder approval, up to 78,500,000 shares of common stock, of which approximately 35,871,367 shares were outstanding as of July 31, 2006.

**ITEM 1B. Unresolved Staff Comments**

Not applicable.

**ITEM 2. Properties**

Our headquarters is located in Houston, Texas in a 218,151 square foot office and warehouse complex, which is leased. The complex houses data processing operations, as well as executive, accounting, research and development and operating personnel. This lease expires in the beginning of fiscal 2016. We lease additional space, aggregating approximately 660,000 square feet, which is used by our operations around the world, including the locations identified under Item 1. Business - Principal Operating Assets - Data Processing and Interpretation. These leases expire at various times through fiscal 2015. We also own and charter seismic acquisition vessels as listed under Item 1. Business - Principal Operating Assets - Marine Acquisition.

**ITEM 3. Legal Proceedings**

On occasion, we are named as a defendant in litigation relating to our normal business operations. Although we are insured against various business risks to the extent we believe prudent, there is no assurance that the nature and amount of such insurance will be adequate in every case. As of September 30, 2006, we were not a party to any legal proceeding that we believed to be material.

**ITEM 4. Submission of Matters to a Vote of Security Holders**

None.

**PART II**

**ITEM 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities****Market Price of and Dividends on the Registrants Common Equity and Related Stockholder Matters**

Our common stock is listed on the New York Stock Exchange under the symbol VTS. The following table sets forth the high and low daily closing sales prices for our common stock as reported by the New York Stock Exchange for the fiscal periods shown.

|      | <b>Fiscal Period</b> | <b>High</b> | <b>Low</b> |
|------|----------------------|-------------|------------|
| 2006 | 4th Quarter          | \$ 57.27    | \$ 43.81   |
|      | 3rd Quarter          | 51.58       | 39.18      |
|      | 2nd Quarter          | 45.09       | 29.48      |
|      | 1st Quarter          | 37.59       | 29.84      |
| 2005 | 4th Quarter          | \$ 31.00    | \$ 23.70   |
|      | 3rd Quarter          | 32.18       | 24.91      |
|      | 2nd Quarter          | 25.54       | 19.72      |
|      | 1st Quarter          | 25.00       | 19.61      |

On August 31, 2006, there were approximately 168 record holders of common stock.

We have not paid any dividends on our common stock during the two most recent fiscal years and have no current plans to pay any dividends. The payment of any future dividends on our common stock would depend upon our financial condition and upon a determination by our Board of Directors that the payment of dividends would be desirable. In addition, our current Credit Facility limits the amount of cash dividends.

On June 1, 2005, a former employee purchased 7,650 shares of our common stock for an aggregate exercise price of \$78,284 pursuant to the exercise of outstanding options that had been granted under our stock option plans. The issuance of the shares was exempt from the registration requirements of the Securities Act of 1933 by reason of the exemption provided by section 4(2) of such statute for private sales of securities. In connection with his purchase, the former employee represented that he was acquiring the shares for investment and not with a view to a distribution thereof. The certificates representing the shares purchased contain a legend to the effect that sale of the shares was not registered under the Securities Act of 1933 and the shares may not be transferred except pursuant to an effective registration under the Securities Act of 1933 or pursuant to an exemption from such registration requirements. The sale did not involve any underwriters.

**Securities Authorized for Issuance Under Equity Compensation Plans**

Information related to our equity compensation plans as of July 31, 2006 may be found under Securities Authorized for Issuance Under Equity Compensation Plans in Item 12.

**Issuer Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

The following table summarizes issuer purchases of equity securities during the fourth quarter of fiscal 2006:

| Period          | Total Number of Shares Purchased(1) | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(2) | Maximum Number (or Approximate Value) of Shares that were Purchased Under Plans or Programs(2) |
|-----------------|-------------------------------------|------------------------------|---|--|
| May 1-31, 2006  |                                     |                              |   |  |
| June 1-30, 2006 | 220                                 | 46.60                        |   |  |
| July 1-31, 2006 | 176                                 | 51.58                        |   |  |
| Total           | 396                                 | \$ 48.81                     |   |  |

(1) During the quarter ended July 31, 2006, we repurchased an aggregate of 396 shares other than as a part of a publicly announced plan or program. We repurchased these securities in connection with our stock compensation plans, which allow participants to use shares to satisfy tax liabilities arising from the vesting of restricted stock. The number above does not include unvested shares forfeited back to us for no consideration pursuant to the terms of our stock compensation plans.

(2) As of July 31, 2006, there were no publicly announced plans or programs to repurchase stock.

**ITEM 6. Selected Consolidated Financial Data**

|   | Years Ended July 31,                     |            |            |            |            |
|---|--|------------|------------|------------|------------|
|   | 2006(1)                                  | 2005(2)    | 2004(3)    | 2003(4)    | 2002(5)    |
|   | (In thousands, except per share amounts) |            |            |            |            |
| <b>Statement of Operations Data:</b>          |  |            |            |            |            |
| Revenue                                       | \$ 822,188                               | \$ 634,026 | \$ 564,469 | \$ 501,821 | \$ 452,183 |
| Operating income                              | 132,879                                  | 64,241     | 27,770     | (12,112 )  | (833 )     |
| Net income (loss)                             | 82,231                                   | 83,001     | 5,221      | (59,097 )  | (24,051 )  |
| Net income (loss) per common share basic      | 2.33                                     | 2.45       | .16        | (1.77 )    | (.74 )     |
| Net income (loss) per common share diluted    | 2.08                                     | 2.37       | .15        | (1.77 )    | (.74 )     |
| <b>Balance Sheet Data:</b>                    |  |            |            |            |            |
| Total assets                                  | \$ 1,158,030                             | \$ 966,598 | \$ 776,246 | \$ 790,945 | \$ 781,403 |
| Long-term debt (including current maturities) | 155,000                                  | 155,000    | 155,000    | 194,225    | 140,000    |

(1) Fiscal 2006 included a gain on involuntary conversion of assets of \$2.0 million.

(2) Fiscal 2005 included a gain on involuntary conversion of assets of \$9.9 million and a release of deferred tax valuation allowances of \$36.9 million.

(3) Fiscal 2004 included charges of \$22.1 million related to a change in multi-client accounting and \$7.4 million related to debt refinancing. The change in multi-client accounting may affect the comparability between periods and is more fully described in Note 1 of Notes to Consolidated Financial Statements.

(4) Fiscal 2003 included charges of \$39.3 million for goodwill impairment, \$4.9 million for impairment of a multi-client survey, \$7.6 million loss related to the sale of our (RC)2 software operations and \$21.0 million related to deferred tax asset valuation allowances.

(5) Fiscal 2002 included charges of \$55.3 million for impairment of multi-client surveys, \$14.6 million for costs of a terminated merger and \$6.5 million valuation allowance for Argentine deferred tax assets.

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## ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Overview

Fiscal 2006 proved to be another year of strengthening conditions in the seismic industry, as it continues to move out of the weak 1999 - 2003 timeframe to what appears to be a robust future. We first noted a change in our marketplace during the second half of calendar 2004, when we began to see exploration and production companies actively competing with each other for access to seismic acquisition assets in certain markets, driving prices upward. Indeed, the growth of demand in the global marine seismic acquisition market was an industry highlight of fiscal 2005, and continued through fiscal 2006 and is an area of strong growth for us.

Over the last few years, the seismic industry has been able to provide increased fidelity of subsurface depiction in difficult areas to image, such as below the massive salt formations in the Gulf of Mexico, by using advanced acquisition techniques, imaging technologies and more powerful computers. Recently, exploration and production companies have begun to show increased interest in these new techniques to further illuminate the subsurface. While seismic has traditionally been used primarily as an exploration tool, we are seeing increasing interest in new seismic imaging techniques, such as multi- or wide-azimuth marine acquisition, which offer better definition of complex structures, advancing the use of seismic for reservoir delineation. We have been, and continue to be, the leader in the area of improved imaging through our cutting edge imaging technologies. Additionally, many of the surveys in our data library have been acquired or enhanced using these advanced techniques. In the data acquisition area, we were an early adopter of multi-component acquisition on land and, in fiscal 2005, were the first company to acquire a large-scale wide-azimuth survey offshore.

The recent increased interest in these enhanced acquisition and processing techniques is further driven by the oil industry's inability to replace reserves at or above their rate of use. Since the beginning of calendar 1985, on average, global oil produced has significantly exceeded the annual volume of reserves discovered. Accordingly, estimates of global excess oil capacity have been dropping while demand has been increasing. The most obvious result of these trends is the increasing global oil price, which has remained at relatively high levels.

To increase their reserve replacement rate, we believe most of our customers will respond to the challenge by increasing their exploration budgets over the next few years. While much of their total exploration budgets may go toward drilling, they will first need drillable prospects. The most successful tool for economically finding these prospects is 3D seismic. The applicability of seismic has been expanded greatly over the past decade. Where standard 3D seismic has not been sufficient, our advanced techniques have been used on certain geologic problems with spectacular results, as exemplified by the delineation and discovery of the large sub-salt reservoirs in the deepwater Gulf of Mexico.

While the increases in petroleum consumption may change from year to year, overall consumption seems to be on a continuous climb upward. Similarly, new economic oil reserves seem to be increasingly difficult to find, especially in areas of low political risk. With this supply and demand situation, we are reasonably confident that exploration spending will continue to rise, but more importantly, we expect that more of that spending will be directed toward areas of geophysical difficulty, requiring the high-end seismic services that we provide.

In this improving business environment, our strategy to maximize performance has been to:

- continue the long-term commitment to building multi-client data libraries in areas such as the Gulf of Mexico, the North Sea and onshore Canada and the United States;
- invest in data processing and research resources to maintain leadership in subsurface imaging through continuous innovation; and
- target innovative and higher margin marine and land acquisition contracts in selected regions.

We expect to continue our balanced contract and multi-client strategy through fiscal 2007.

Due to our sales and operational efforts and the more robust seismic market, we have seen our backlog increase \$154 million from \$302 million at July 31, 2005 to \$456 million at July 31, 2006. We expect that approximately 90% of our July 31, 2006 backlog will be completed during the next twelve months. We believe that our traditional pattern of revenue generation will occur again during fiscal 2007, with revenue in our second and third fiscal quarters being higher than in our first and fourth quarters. This pattern is driven by end of calendar year spending, which results in higher library revenue in our second fiscal quarter.





We have organized the company into four reportable segments: North and South America (NASA); Europe, Africa, Middle East and Commonwealth of Independent States (EAME); Asia Pacific (APAC); and Veritas Hampson-Russell (VHR). In NASA, EAME and APAC, we conduct geophysical surveys on both a contract and a multi-client basis. When we conduct surveys on a contract basis, we acquire and process data for a single client who pays us to conduct the survey and owns the data we acquire. When we conduct surveys on a multi-client basis, we acquire and process data for our own account and license that data and associated products to multiple clients. NASA, EAME and APAC offer a common suite of these products and services to their customers, although each product or service may be adapted to meet the needs of the local markets. VHR licenses geophysical software and provides geophysical reservoir consulting services. The results of VHR's operations were previously included in those of the NASA region; however, beginning in fiscal 2006, senior management began to review the results of VHR separately. This segmentation of our company is representative of the manner in which it is viewed and managed by our senior managers and our Board of Directors.

## Results of Operations

### *Fiscal 2006 Compared with Fiscal 2005*

*Revenue.* Revenue for the year was up 30% from \$634.0 million in fiscal 2005 to \$822.2 million in fiscal 2006. The increases for the year came from all product lines and across all geographic segments.

Increased multi client revenue was driven by strong marine library sales in the Gulf of Mexico and in Brazil. Multi client land library sales were more than double from a year ago primarily due to sales in US and Canada.

Contract revenue in fiscal 2006 grew \$81.1 million or 21% from the prior fiscal year. Increased revenue came from both land and marine work. Market conditions continue to improve and strengthen our business worldwide and we saw much of the growth in this fiscal year from land acquisition work in Canada and Alaska as well as increased imaging revenue across all geographic operating regions. Marine acquisition revenue remained strong in all geographic regions.

During fiscal 2006, NASA revenue increased by \$152.8 million. This increase is primarily due to marine and land multi-client library sales in Canada, Gulf of Mexico and Brazil. NASA also increased its land acquisition work primarily in Canada and Alaska. EAME generated most of its increased revenue through its marine acquisition work. The increased revenue in the APAC segment came primarily from its marine acquisition work.

Revenue from our operating segments was as follows:

|               | Years Ended July 31,  |          | Change   |      |
|---------------|-----------------------|----------|----------|------|
|               | 2006<br>(In millions) | 2005     | \$       | %    |
| NASA          | \$ 541.4              | \$ 388.6 | \$ 152.8 | 39 % |
| EAME          | 148.7                 | 131.0    | 17.7     | 14 % |
| APAC          | 112.5                 | 98.2     | 14.3     | 15 % |
| VHR           | 19.6                  | 16.2     | 3.4      | 21 % |
| Total Revenue | \$ 822.2              | \$ 634.0 | \$ 188.2 | 30 % |

Revenue consisted of the following:

|                      | Years Ended July 31,  |                 | Change<br>\$    | %         |          |
|----------------------|-----------------------|-----------------|-----------------|-----------|----------|
|                      | 2006<br>(In millions) | 2005            |                 |           |          |
| <b>Multi-client:</b> |                       |                 |                 |           |          |
| Land                 | \$ 109.8              | \$ 54.7         | \$ 55.1         | 101       | %        |
| Marine               | 242.3                 | 190.3           | 52.0            | 27        | %        |
| Subtotal             | 352.1                 | 245.0           | 107.1           | 44        | %        |
| <b>Contract:</b>     |                       |                 |                 |           |          |
| Land                 | 203.1                 | 161.6           | 41.5            | 26        | %        |
| Marine               | 267.0                 | 227.4           | 39.6            | 17        | %        |
| Subtotal             | 470.1                 | 389.0           | 81.1            | 21        | %        |
| <b>Total Revenue</b> | <b>\$ 822.2</b>       | <b>\$ 634.0</b> | <b>\$ 188.2</b> | <b>30</b> | <b>%</b> |

*Operating income.* Operating income of \$132.9 million in fiscal 2006 was \$68.6 million higher than in fiscal year 2005. This performance was driven by increases in both multi-client revenue and multi-client operating margins. The overall operating margin was also driven by increased revenue and margins in land acquisition work due to increased activity in Canada and Alaska. Operating income was also benefited by the \$2.7 million reduction in depreciation expense related to the land acquisition assets that were considered held for sale for the last two months of the fiscal year. No depreciation expense was recorded during these two months for these assets. General and administrative expenses of \$43.2 million for the fiscal year 2006 increased \$11.3 million from the prior fiscal year primarily due to share-based compensation expense resulting from the adoption of new accounting rules, increased provision for performance-based incentive compensation, severance costs, and non-recurring costs related to the preparation of the potential sale of the land acquisition business.

*Interest expense and interest income.* Interest expense increased by \$3.3 million from the prior fiscal year as a result of increases in LIBOR, which is the interest rate that the \$155.0 million convertible debt is based upon. Interest income increased approximately \$6.7 million compared to the prior fiscal year due to higher interest rates and a higher cash balance.

*Involuntary conversion of assets.* The Company recognized a pre-tax insurance gain of \$2 million in the first quarter of fiscal 2006 related to insurance settlements for the equipment loss on the Veritas Viking experienced in the second quarter of fiscal year 2005. In fiscal year 2005, the Company recognized a pre-tax gain of \$9.9 million related to this insurance settlement.

*Income taxes.* The Company's effective tax rate for the fiscal year ended July 31, 2006 was 41.0%. This rate includes approximately \$2.5 million of additional tax cost associated with a \$55 million one-time repatriation from one of our foreign subsidiaries pursuant to the American Jobs Creation Act of 2004. In the fourth quarter of fiscal 2005, the Company reversed \$36.9 million of valuation allowances on certain of its deferred tax assets resulting in a net tax benefit of \$37.3 million for the quarter and \$6.8 million for the full fiscal year.

#### *Fiscal 2005 Compared with Fiscal 2004*

*Revenue.* Revenue increased by 12% from \$564.5 million in fiscal 2004 to \$634.0 million in fiscal 2005. This increase was driven by increased contract work, primarily marine, in all regions and increased sales of multi-client data licenses in EAME partially offset by decreased sales of multi-client data licenses primarily in the NASA region, which includes the Gulf of Mexico, the United States, Brazil and Canada. During fiscal 2005, NASA significantly decreased its land acquisition operations in South America. NASA's increase in contract marine work was primarily in the Gulf of Mexico where the Veritas Vantage and two additional third party vessels acquired a wide azimuth survey

during fiscal 2005. APAC's revenue increase was also generated by marine contract work, as we operated the Veritas Viking II, the Pacific Sword and Veritas Searcher in Australia, India, Myanmar and New Zealand during the period. EAME generated most of its increased revenue through sales of multi-client data licenses for offshore Africa and the North Sea.

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Revenue from our operating segments was as follows:

|               | Years Ended July 31,  |          | Change<br>\$ |    | % |
|---------------|-----------------------|----------|--------------|----|---|
|               | 2005<br>(In millions) | 2004     |              |    |   |
| NASA          | \$ 388.6              | \$ 370.9 | \$ 17.7      | 5  | % |
| EAME          | 131.0                 | 118.5    | 12.5         | 11 | % |
| APAC          | 98.2                  | 60.1     | 38.1         | 63 | % |
| VHR           | 16.2                  | 15.0     | 1.2          | 8  | % |
| Total Revenue | \$ 634.0              | \$ 564.5 | \$ 69.5      | 12 | % |

Revenue consisted of the following:

|                      | Years Ended July 31,  |          | Change<br>\$ |     | %  |
|----------------------|-----------------------|----------|--------------|-----|----|
|                      | 2005<br>(In millions) | 2004     |              |     |    |
| <b>Multi-client:</b> |                       |          |              |     |    |
| Land                 | \$ 54.7               | \$ 66.0  | \$ (11.3 )   | (17 | )% |
| Marine               | 190.3                 | 209.1    | (18.8 )      | (9  | )% |
| Subtotal             | 245.0                 | 275.1    | (30.1 )      | (11 | )% |
| <b>Contract:</b>     |                       |          |              |     |    |
| Land                 | 161.6                 | 154.0    | 7.6          | 5   | %  |
| Marine               | 227.4                 | 135.4    | 92.0         | 68  | %  |
| Subtotal             | 389.0                 | 289.4    | 99.6         | 34  | %  |
| Total Revenue        | \$ 634.0              | \$ 564.5 | \$ 69.5      | 12  | %  |

*Operating income (loss).* Operating income increased by \$36.4 million from \$27.8 million in fiscal 2004 to \$64.2 million in fiscal 2005. During the first quarter of fiscal 2004, we changed our multi-client amortization accounting policy to include a minimum amortization from the date of survey completion, instead of only during the last 24 months of the survey's book life. As a result of this change, we recorded a charge of \$22.1 million in cost of services in the first quarter of fiscal 2004. The remaining \$14.3 million increase in operating income from fiscal 2004 is the result of increased margins (revenue less cost of services) of \$24.1 million partially offset by increased research and development costs and general and administrative costs. Our margin increase was primarily due to our revenue increase and a decrease in cost of services as a percent of revenue of approximately 2%. Increased productivity, favorable mix of jobs and higher pricing contributed to the margin increase.

Research and development costs have increased by \$3.4 million from fiscal 2004 primarily due to our focus on advanced acquisition and processing and general increases in research spending. General and administrative expense increased by \$6.4 million due to the expenses associated with the restatement of our historical financial statements and those associated with our increased efforts in the areas of disclosure controls and procedures and internal control over our financial reporting. Research and development expense and general and administrative expense both grew due to increased incentive compensation related to our improved financial performance.

*Interest expense and interest income.* Interest expense decreased from \$18.9 million in fiscal 2004 to \$4.0 million in fiscal 2005. This decrease is due primarily to the issuance of our Convertible Senior Notes in the third quarter of fiscal 2004 and the repayment of our term notes with the proceeds. This refinancing resulted in a significantly lower interest rate. Our Convertible Senior Notes accrue interest at a rate of three month LIBOR less 0.75%, which equated to a weighted average interest rate of 1.72% for fiscal 2005 and is much lower than the various tranches of debt in place in fiscal 2004. In addition, approximately \$7.4 million of debt issuance costs were expensed in fiscal 2004 in connection with the retirement of the term notes. Interest income increased from \$1.6 million to \$5.3 million due to interest earned on the cash balances.

*Involuntary conversion of assets.* In January 2005, our seismic vessel Veritas Viking experienced an engine failure while acquiring data in the Gulf of Mexico and lost substantial amounts of overboard seismic equipment. As this seismic equipment was insured at its replacement cost, we recognized a \$9.9 million gain related to the insurance settlement.

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*Income taxes.* We reversed \$36.9 million of valuation allowances on certain of our deferred tax assets during the fourth quarter of fiscal 2005, resulting in a net tax benefit of \$6.8 million for fiscal 2005. The deferred tax assets were originally reserved at the end of fiscal 2003 primarily due to our historical losses in several tax jurisdictions. As of the fourth quarter of fiscal 2005, we had recognized profits in those jurisdictions and had a positive operational outlook. The combination of these two factors was sufficient to cause the reversal of the reserves. This decrease in provision was offset, in part, by the increased current tax provision resulting from substantially higher income in fiscal 2005. Excluding the release of valuation allowances, our effective tax rate would have been approximately 40%. (See Note 5 of Notes to Consolidated Financial Statements for further information on income taxes.)

## **Liquidity and Capital Resources**

### *Sources and Uses*

Our internal sources of liquidity are cash on hand and cash flow from operations. External sources include our existing credit facilities, public financing, equity sales, equipment financing, and trade credit. We believe that our current cash balance and cash flow from operations will be adequate to meet our liquidity needs over the next twelve months.

Net cash provided by operating activities was \$-----336.6 million for fiscal 2006, which is consistent with fiscal 2005 of \$331.3 million. Net cash used by investing activities of \$216.8 million in 2006 was slightly higher than \$206.7 million in 2005 due to the increase in multi-client library investment and expenditures for property and equipment partially offset by the receipt of insurance proceeds. Our currently projected cash investments for fiscal 2007 include capital expenditures to replace and upgrade existing equipment of approximately \$200 to \$240 million and investment in our data library of approximately \$250 to \$300 million. We expect to fund these investments from our current cash on hand and from internally generated funds.

As of the beginning of the second quarter of fiscal 2006, our convertible senior notes were convertible. See further discussion on the convertibility of the notes below. The notes continued to be convertible as of July 31, 2006. As of July 31, 2006, we had an adequate amount of cash to fund the conversion of the notes which would require a payment of the entire principal amount had all of the notes been converted on that date.

While we believe that we have adequate sources of funds to meet our liquidity needs even if we were required to fund the conversion of the notes, our ability to meet our obligations depends on our future performance, which is subject to many factors beyond our control. Key factors affecting future results include utilization levels of acquisition and processing assets and demand for multi-client library surveys, all of which are driven by our customers' exploration spending and, ultimately, the underlying commodity prices.

In March 2006, we entered into an agreement with a third party ship owner to charter a vessel currently known as the Veritas Vision, which is currently being converted for seismic operations. The term of the charter is for a period of eight years fixed, with options of up to 10 more years. When delivered in the first calendar quarter of 2007, the Veritas Vision will be the seventh seismic vessel in our fleet. In addition to the charter, we expect to invest approximately \$62 million to equip the vessel for seismic operations. Of this expected total, approximately \$5 million was spent during the fiscal year ended July 31, 2006 and the remainder is expected to be spent during the fiscal year ending July 31, 2007.

In September 2006, we entered into an agreement to charter a seismic vessel, currently known as the Viking Poseidon, which is currently expected to be in service commencing in the second calendar quarter of 2007. This vessel will serve as a replacement for the Seisquest vessel, which is under a charter that expires in May of 2007.

We have also entered into a commitment to purchase approximately \$26 million of recording equipment to upgrade a vessel in our existing fleet. Substantially all of this amount will be spent during the fiscal year ending July 31, 2007.

### *Debt Structure*

As of July 31, 2006, our notes payable consisted of \$155.0 million of Convertible Senior Notes due 2024. These notes are classified as a current liability as of July 31, 2006 because the conversion feature discussed below results in the notes being convertible at the option of the holders.



The Convertible Senior Notes bear interest at a per annum rate which equals the three-month LIBOR rate, adjusted quarterly, minus a spread of 0.75%. The interest rate of the notes, from June 15, 2006 through September 14, 2006, was 4.58%, based on a LIBOR rate of 5.33%. For fiscal 2006, the weighted average interest rate on the notes was 3.66%. The notes will mature on March 15, 2024 and may not be redeemed by us prior to March 20, 2009. Holders of the notes may require us to repurchase some, or all, of the notes on March 15, 2009, 2014 and 2019. They could also require repurchase upon a change of control (as defined in the indenture under which the Convertible Senior Notes were issued).

Under certain circumstances and at the option of the holder, the Convertible Senior Notes are convertible prior to the maturity date into cash and shares of our common stock. Certain of these circumstances may result in classification of the Convertible Senior Notes as current on our balance sheet. These circumstances include:

1. the closing sale price of our common stock is over 120% of the conversion price, which is currently \$24.03 (with 120% being \$28.84) for 20 trading days in the period of 30 consecutive trading days ending on the last trading day of the fiscal quarter preceding the quarter in which the conversion occurs;
2. if we called the notes for redemption and the redemption has not occurred;
3. the occurrence of a five consecutive trading day period in which the trading price of the notes was less than 95% of the closing sale price of our common stock on such day multiplied by the conversion ratio; or
4. the occurrence of specified corporate transactions.

Should any of these circumstances occur, the Convertible Senior Notes would be convertible at the then current stock price times the conversion ratio of 41.6146. This amount would be payable in cash equal to the principal amount of the notes, the par value adjusted for dividends or other equity transactions, and the additional amount payable in shares of our common stock. Currently, the maximum amount payable by us on conversion is \$155 million in cash plus approximately 6.5 million shares. This settlement method is prescribed in the indenture and is not at the discretion of any party. The shares issuable from such conversion are considered in the calculation of diluted earnings per share.

As of the beginning of the second fiscal quarter of 2006, the Convertible Senior Notes were convertible as the stock price remained greater than 120% of the Conversion Price for at least 20 trading days in the period of 30 consecutive trading days ending on October 31, 2005. The notes continued to be convertible as of July 31, 2006. Because of the convertibility, the notes have been classified as a current liability on our consolidated balance sheet as of July 31, 2006. The determination of the convertibility of the notes occurs quarterly. Depending upon the common stock price in the future, the notes may not be convertible in future quarters and therefore would not be classified as current on our consolidated balance sheet. Assuming a stock price of \$57.27 (which was the closing stock price on July 31, 2006), conversion of all the notes would result in our payment of \$155 million in cash and 3.7 million shares of common stock.

In connection with our issuance of the Convertible Senior Notes, we entered into a registration rights agreement pursuant to which we agreed to register the resale of the notes and underlying common stock by the holders thereof. Under the terms of that registration rights agreement, we were required to file a shelf registration statement for the notes and underlying common stock within an agreed amount of time and thereafter to keep it current or useable for two-year period ending in March 2006. If we failed to file or keep the shelf registration statement related to this debt effective or usable in accordance with the registration rights agreement, then, subject to certain exceptions, we were required to pay liquidated damages to all holders of notes and all holders of our common stock issued upon conversion of the notes. The liquidated damages to be paid were equal to an annual rate of 0.50% of the principal amount. In November 2005, the shelf registration statement became no longer effective and, accordingly, we began accruing and paying liquidated damages at approximately \$2,100 per day. We are not required to register the resale of the notes and underlying common stock after March 10, 2006 and therefore, our liability for the payment of liquidated damages ended on that date. For the fiscal year end 2006, we have recorded and paid approximately \$310,000 of expense related to these liquidated damages.

In addition to the notes, we also have a five-year \$85 million revolving loan agreement with a syndicate of banks. We entered into this facility in February 2006. The facility provides for revolving loans and the issuance of letters of credit to Veritas DGC Inc. and certain of its subsidiaries of up to \$45 million in the United States, \$15 million in Canada, \$15 million in Singapore and \$10 million in the United Kingdom. As of July 31, 2006, there were no borrowings and \$3.8 million of outstanding letters of





credit, leaving \$81.2 million available under the revolving loan facility. This new credit facility replaced our previous credit facility that consisted primarily of a revolving loan facility.

The facility is secured by pledges of accounts receivable and the U.S. land data library, which, when added together, have a carrying amount of approximately \$242 million as of July 31, 2006. The facility is also secured by certain intercompany notes and stock in certain Veritas subsidiaries. Veritas and certain of its subsidiaries have also issued loan guarantees with respect to certain borrowings. Interest rates on borrowings under the facility are selected by the borrower at the time of any advance and the rates so selected may be either at LIBOR plus 1.00% or the Base Rate (defined as the lesser of the applicable prime rate or the federal funds rate). These rates may be adjusted upward depending upon our leverage ratio (calculated as a ratio of funded debt versus EBITDA for the previous four quarters) to a maximum of LIBOR plus 1.50% or the base rate plus 0.50%. The loan agreement and related documents contain customary financial covenants and default provisions, including a limit on the amount of cash dividends. These covenants contain certain financial measurements as of quarter ending dates, and, as of our last fiscal quarter ended July 31, 2006, we were in compliance with these covenants.

We also have various unsecured lines of credit, with lending institutions that operate in geographic areas not covered by the lending institutions in our credit facility, totaling \$8.5 million that may be used exclusively for the issuance of letters of credit and bank guarantees. As of July 31, 2006, \$1.0 million in letters of credit were outstanding under these lines.

The following table presents our contractual obligations as of July 31, 2006 for the specified periods:

| Contractual Obligations                    | Payments Due            |                     |              |              |                      |
|--|-------------------------|---------------------|--------------|--------------|----------------------|
|  | Total<br>(In thousands) | Less than<br>1 year | 1 3<br>years | 3 5<br>years | More Than<br>5 years |
| Long-term debt (1)                         | \$ 155,000              | \$                  | \$           | \$           | \$ 155,000           |
| Estimated interest payments (2)            | 125,418                 | 7,099               | 14,198       | 14,198       | 89,923               |
| Operating leases                           | 222,755                 | 49,099              | 64,944       | 49,680       | 59,032               |
| Capital leases                             | 1,767                   | 1,502               | 265          |              |                      |
| Purchase obligations                       | 86,564                  | 86,564              |              |              |                      |
| Potential payments under letters of credit | 4,816                   | 4,579               | 237          |              |                      |
| Other long-term liabilities (3)            | 34,561                  | 85                  | 1,434        | 21           | 33,021               |
| Total                                      | 630,881                 | 148,928             | 81,078       | 63,899       | 336,976              |

(1) The debt of \$155 million has been classified as a current liability since October 31, 2005 because the stock price has remained above the level that triggers the convertibility features of the debt.

(2) The interest rate on our debt is LIBOR less 0.75%. For purposes of this table, we used our current interest rate of 4.58% based on a LIBOR rate of 5.33%. Each 100 basis point increase in LIBOR will increase our annual interest expense by \$1.55 million per year.

(3) Includes income tax, deferred revenue, pension and retirement obligations for which the timing of payment is uncertain.

#### Off -Balance Sheet Arrangements

As of July 31, 2006, we had no off-balance sheet instruments.

#### Critical Accounting Policies

While all of our accounting policies are important in assuring that we adhere to current accounting standards, certain policies are particularly important due to their impact on our financial statements or the degree of subjectivity inherent in the assumptions required by the policies. These are described in detail below.

#### Revenue Recognition

## Edgar Filing: VERITAS DGC INC - Form 10-K

Customer contracts for our services vary in terms and conditions. We review the deliverables in each contract and, where applicable, apply the accounting guidance contained in EITF 00-21, Accounting for Revenue Contracts with Multiple Deliverables (EITF 00-21).

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For contract services, we recognize revenue on a proportional performance method based upon output measures as work is performed. This method requires that we recognize revenue based upon quantifiable measures of progress, such as kilometers shot or processed. In contracts where our customer pays separately for the mobilization of equipment, EITF 00-21 requires us to recognize such mobilization fees as revenue during the performance of the seismic acquisition, using the same proportional performance method as for the acquisition work.

Revenue from the licensing of multi-client surveys is based upon agreed rates set forth in the contract and are recognized upon physical delivery of, or customer access to, the surveys. During the acquisition and processing phase of a multi-client survey, in most cases we recognize revenue on in process multi-client surveys after obtaining a signed license agreement that gives the customers access to survey results as they occur, based upon a proportional performance method, using quantifiable measures of progress, such as kilometers shot or processed. After completion of a multi-client survey, we recognize revenue upon delivery of, or customer access to, the data to our customer or the customer's designee.

Provisions exist in certain contracts with our customers that provide for a full refund if certain deadlines are not met or provide for a revenue sharing arrangement with the customer such that the final sales price is not fixed or determinable. For contracts with these provisions, we do not recognize the revenue under the proportional performance method for that contract and, instead, defer revenue recognition until performance is complete or the sales price is fixed or determinable.

#### ***Multi-Client Data Library***

We collect and process geophysical data for our own account and retain all ownership rights. We license the data to clients on a non-transferable basis. In some circumstances, we have sold, on a non-exclusive basis, rights to data prior to our collecting and processing such data, i.e., we have made the first of what we anticipate will be multiple discrete sales of licenses to the same data.

We capitalize costs associated with acquiring and processing the data as an investment in our multi-client data library. The capitalized costs of multi-client data are charged to cost of services in the period sales of licenses occur based upon the greater of the percentage of total costs to total estimated sales for the first five years multiplied by actual sales, a process called the sales forecast method, or five-year straight-line amortization from the date of survey completion. The sales forecast method is our primary method of calculating cost of services. We believe this method of amortizing the capitalized costs aligns the amount of amortization to the period in which the economic benefits of the capitalized costs are consumed.

Estimated sales are determined based upon discussions with our clients, our experience and our knowledge of industry trends. Changes in sales estimates may have the effect of changing the percentage relationship of cost of services to revenue. In applying the sales forecast method, an increase in the projected sales of a survey will result in lower cost of services as a percentage of revenue, and higher earnings when revenue associated with that particular survey is recognized, while a decrease in projected sales will have the opposite effect.

Assuming that the overall volume of sales, the mix of surveys generating revenue in the period, and minimum amortization amounts were held constant in fiscal 2006, an increase of 10% in the sales forecasts of all of our surveys would have decreased our cost of services by less than 2%, or approximately \$12 million.

Our ability to accurately forecast sales of our library surveys for several years into the future is affected by unforeseeable changes in commodity prices, exploration success in the area of the survey and the overall investment decisions of our customers. Therefore, we update our sales forecast for surveys with a significant book value on a quarterly basis to ensure that the most current market information is considered.

The total amortization period of 60 months represents the minimum period over which benefits from these surveys are expected to be derived. We have determined the amortization period of 60 months based upon our historical experience that indicates that the majority of our revenue from multi-client surveys are derived during the acquisition and licensing phases and during the 5 years subsequent to survey completion. Any future decrease in the minimum amortization period would have the effect of increasing cost of services and reducing the carrying value of the multi-client data library.

We periodically review the carrying value of the multi-client data library to assess whether there has been a permanent impairment of value and record losses when it is determined that estimated future sales would not be sufficient to cover the carrying value of the asset. Any future reductions in sales estimates may result in an impairment charge that increases cost of services and reduces the carrying value of the multi-client data library.



### *Deferred Tax Asset*

Deferred taxes result from the effect of transactions that are recognized in different periods for financial and tax reporting purposes. A valuation allowance, by tax jurisdiction, is established when it is more likely than not that at least some portion of the related deferred tax asset will not be realized. The amount of a valuation allowance is later reduced if realization of the related deferred tax asset subsequently becomes more likely than not. As of July 31, 2006, we had \$19.3 million of valuation allowances related to deferred tax assets in jurisdictions where historical losses or certain limitations on their use indicate realization is doubtful.

### *Software Capitalization and Amortization*

Software available for sale is included in other assets on our consolidated balance sheets. Software acquired through the purchase of software companies is capitalized at its estimated fair market value through the allocation of the purchase price. For internally developed software, we capitalize costs associated with the development of the product from the time the product reaches technological feasibility until it is ready for commercial release.

The amortization of capitalized software is the greater of the amount computed using (a) the ratio that current gross revenue for a product bear to the total of current and anticipated future gross revenue for that product or (b) the straight-line method over the remaining estimated economic life of the product including the period being reported on. The period of amortization begins when the software is released to the market. Estimated useful lives of our software products range from three to five years.

Estimated sales are determined based upon discussions with our clients, our experience and our knowledge of industry trends. Changes in sales estimates will have the effect of changing cost of services. An increase in projected sales will result in lower cost of services as a percentage of sales and higher earnings. A decrease in projected sales will result in higher cost of services as a percentage of sales and lower earnings. Any future increases or decreases in our estimates of useful lives will have the effect of decreasing or increasing future cost of services with an inverse effect on earnings.

### *Share Based Compensation*

As of August 1, 2005, we adopted the Financial Accounting Standard Board Statement No. 123(R) (SFAS 123R) to account for share based compensation. SFAS 123R requires us to record the cost of stock options and other equity-based compensation in our income statement based upon the estimated fair value of those awards. We elected to use the modified prospective method for adoption, which requires compensation expense to be recorded for all unvested stock options and other equity-based compensation beginning in the first quarter of adoption. For all unvested options outstanding as of August 1, 2005, the previously measured but unrecognized compensation expense, based on the fair value at the original grant date, we began recognizing in the statement of operations over the remaining vesting period. For equity-based compensation granted subsequent to August 1, 2005, compensation expense, based on the fair value on the date of grant, we began recognizing in the statement of operations over the vesting period. Determining the fair value of stock based awards at the grant date requires judgment, including estimating the expected term of stock options, the expected volatility of our stock and the amount of stock options to be forfeited. If actual results differ significantly from these estimates, share based compensation expense and the results of operations could be materially impacted. As of July 31, 2006, there was approximately \$7.3 million of total unrecognized compensation cost related to nonvested share-based compensation arrangements. That cost is expected to be recognized on a straight line basis over the weighted average remaining period which is approximately 2 years.

### *Pension Plan*

We maintain a contributory defined benefit pension plan (the Pension Plan ) for eligible participating employees in the United Kingdom. Monthly contributions by employees are equal to 7.0% of their salaries increased from 5.5% effective December 1, 2005. We provide an additional contribution in an actuarially determined amount necessary to fund future benefits to be provided under the Pension Plan. Benefits provided are based upon 1/60 of the employee's final pensionable salary (as defined in the Pension Plan) for each complete year of service up to 2/3 of the employee's final pensionable salary and increase annually in line with inflation subject to a maximum of 5% per annum. The Pension Plan also provides for 50% of such actual or expected benefits to be paid to a surviving spouse upon the death of a participant. Pension Plan assets consist mainly of investments in marketable securities that are held and managed by an independent trustee.

The Pension Plan is impacted by certain actuarial assumptions, including the discount rate, the expected rate of return on plan assets and expected salary increases. These rates are evaluated by outside actuaries and senior management on an annual basis and adjusted only as appropriate to reflect changes in market rates and outlook. In accordance with U.S. GAAP, the net amount by which actual results differ from our assumptions is deferred. If this net deferred amount exceeds 10% of the greater of plan assets or liabilities, a portion of the deferred amount is included in expense for the following year. The cost or benefit of plan changes, such as increasing or decreasing benefits for prior employee service (prior service cost), is deferred and included in expense on a straight-line basis over the average remaining service period of the employees expected to receive benefits.

The expected long-term rate of return on plan assets reflects the average rate of earnings expected on the funds invested or to be invested to provide for the benefits included in the projected benefit obligation. We have used a rate we believe is appropriate for long-term investment in an equity-based portfolio. For fiscal 2006, the average return on assets assumption was 6.5% compared to a historical actual rate of return of 6.5% over the past 10 years. A 0.25% decrease in the expected return on plan assets would increase our net periodic pension cost by approximately \$0.1 million.

The discount rate is determined by using the return available from an index of AA-rated corporate non-callable bonds of appropriate duration and currency. For fiscal 2006, the discount rate used was 5.0%. A 0.25% decrease in the discount rate would increase our net periodic pension cost by approximately \$0.3 million.

For fiscal 2007, we plan to contribute approximately \$1.4 million to the pension scheme and we expect to continue to fund the pension scheme at an appropriate level over the remaining life of the scheme.

In fiscal 2006, we recorded net pension expense of \$2.8 million compared to \$1.2 million in fiscal 2005 and \$1.0 million in fiscal 2004.

#### **Recent Accounting Pronouncements**

In December 2004, the FASB issued FASB Staff Position No. 109-1, Application of FASB Statement No. 109, Accounting for Income Taxes, to the Tax Deduction on Qualified Production Activities Provided by the American Jobs Creation Act of 2004, which provides guidance on the recently enacted American Jobs Creation Act of 2004 (the Act). The Act provides a U.S. tax deduction for income from qualified domestic production activities beginning in our fiscal year ended July 31, 2006. FSP 109-1 provides for the treatment of the deduction as a special deduction as described in SFAS No. 109. Accordingly, we will record the amount of any special deductions in the years they are taken. The impact of this deduction did not have a material impact on our fiscal year 2006 financial statements.

In December 2004, the FASB issued FASB Staff Position No. 109-2, Accounting and Disclosure Guidance for the Foreign Repatriation Provision within the American Jobs Creation Act of 2004, which provides guidance under SFAS No. 109 with respect to recording the potential impact of the repatriation provisions of the Act on a company's income tax expense and deferred tax liability. FSP 109-2 states that a company is allowed time beyond the financial reporting period of enactment to evaluate the effect of the Act on its plan for reinvestment or repatriation of foreign earnings for purposes of applying SFAS No. 109. During July 2006, the Company elected to repatriate \$55 million from one of its foreign subsidiaries to realize the benefits of this provision of the Act. We plan to use the net proceeds for qualifying U.S. expenditures. The impact of the repatriation was approximately \$2.5 million increase to the fiscal 2006 tax provision.

In December 2004, the FASB issued SFAS No. 153, Exchanges of Nonmonetary Assets—an amendment of APB Opinion No. 29, to address the measurement of exchanges of nonmonetary assets. SFAS No. 153 eliminates the exception from fair value measurement for nonmonetary exchanges of similar productive assets and replaces it with a general exception for exchanges of nonmonetary assets that do not have commercial substance. A nonmonetary exchange has commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. This statement was adopted by the company beginning August 1, 2005. The adoption of this statement had no impact on the company's financial statements.

In May 2005, the FASB issued SFAS No. 154, Accounting Changes and Error Corrections—a replacement of APB Opinion No. 20 and FASB Statement No. 3. SFAS No. 154 requires retrospective application to prior periods' financial statements for changes in accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. SFAS 154 also requires that a change in depreciation, amortization, or depletion method for long-lived, non-financial assets be accounted for as a change in accounting estimate effected by a change in accounting principle. SFAS 154 is





effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The implementation of SFAS No. 154 is not expected to have a material impact on the company's financial statements.

In February 2006, the FASB issued SFAS No. 155, *Accounting for Certain Hybrid Financial Instruments* an amendment of FASB Statements No. 133 and 150. SFAS No. 155 (a) permits fair value remeasurement for any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation, (b) clarifies that certain instruments are not subject to the requirements of SFAS 133, (c) establishes a requirement to evaluate interests in securitized financial assets to identify interests that may contain an embedded derivative requiring bifurcation, (d) clarifies what may be an embedded derivative for certain concentrations of credit risk and (e) amends SFAS 140 to eliminate certain prohibitions related to derivatives on a qualifying special-purpose entity. SFAS 155 is effective for us for the fiscal year beginning August 1, 2007. The implementation of SFAS No. 155 is not expected to have a material impact on the company's financial statements.

In July 2006, the FASB issued FASB Interpretation (FIN) No. 48, *Accounting for Uncertainty in Income Taxes* An Interpretation of FASB Statement No. 109. FIN No. 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109, *Accounting for Income Taxes*. FIN No. 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The new standard also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods and disclosure. The provisions of FIN No. 48 are effective for fiscal years beginning after December 15, 2006. We are currently evaluating the provisions of FIN No. 48 to determine the impact on our consolidated financial statements.

In September 2006, the FASB issued FASB Staff Position No. AUG AIR-1, *Accounting for Planned Major Maintenance Activities*. This guidance prohibits the use of the accrue-in-advance method of accounting for planned major activities because an obligation has not occurred and therefore a liability should not be recognized. The provisions of this guidance will be effective for us for the fiscal year beginning August 1, 2007. We are currently evaluating the provisions of this guidance to determine the impact on our consolidated financial statements.

In September 2006, the FASB issued SFAS No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans*, an amendment of FASB Statements No. 87, 88, 106, and 132(R). SFAS No. 158 requires an employer to: (a) Recognize in its statement of financial position an asset for a plan's overfunded status or a liability for a plan's underfunded status; (b) Measure a plan's assets and its obligations that determine its funded status as of the end of the employer's fiscal year (with limited exceptions); (c) Recognize changes in the funded status of a defined benefit postretirement plan in the year in which the changes occur. Those changes will be reported in comprehensive income of a business entity and in changes in net assets of a not-for-profit organization. The requirement to recognize the funded status of a benefit plan and the disclosure requirements are effective for us for the fiscal year ending on July 31, 2007. The requirement to measure plan assets and benefit obligations as of the date of our fiscal year-end balance sheet is effective for us for the fiscal year ending July 31, 2009. We are currently evaluating the provisions of this guidance to determine the impact on our consolidated financial statements.

#### **ITEM 7A. Quantitative and Qualitative Disclosures Regarding Market Risk**

As of July 31, 2006, we had \$155.0 million Convertible Senior Notes bearing interest at LIBOR less 0.75% with a fair value of \$383 million, based upon the bid price of 247.25 on July 31, 2006. These notes are not hedged and represent our total exposure to interest rate risk. Each 100 basis point increase in the LIBOR rate will increase our interest expense by \$1.6 million per year. We operate in a number of international areas and are involved in transactions denominated in currencies other than U.S. dollars, which exposes us to foreign exchange rate risk. We review these risks on a case-by-case basis. We have not entered into any hedges related to this foreign exchange rate risk in fiscal 2006.

**ITEM 8. Consolidated Financial Statements and Supplementary Data**

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

Management's Responsibilities for Financial Statements  
Report of Independent Registered Public Accounting Firm  
Consolidated Statements of Operations and Comprehensive Income for the Three Years Ended July 31, 2006  
Consolidated Balance Sheets as of July 31, 2006 and 2005  
Consolidated Statements of Cash Flows for the Three Years Ended July 31, 2006  
Consolidated Statements of Changes in Stockholders' Equity for the Three Years Ended July 31, 2006  
Notes to Consolidated Financial Statements  
Financial Statement Schedule - Valuation and Qualifying Accounts and Reserves

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Management's Responsibilities for Financial Statements

To the Stockholders of Veritas DGC Inc.:

The accompanying consolidated financial statements of Veritas DGC Inc. and its subsidiaries are the responsibility of management and have been prepared in conformity with accounting principles generally accepted in the United States of America. They necessarily include some amounts that are based on best judgments and estimates. The financial information displayed in other sections of this report is consistent with these financial statements.

The Board of Directors pursues its oversight role in the area of financial reporting and internal control over financial reporting through its Audit Committee. This committee, composed solely of independent directors, regularly meets (jointly and separately) with the independent registered public accounting firm, management and internal auditors to monitor the proper discharge by each of their responsibilities relative to internal control over financial reporting and the consolidated financial statements.

Thierry Pilenko  
*Chairman of the Board and  
Chief Executive Officer*

Mark E. Baldwin  
*Executive Vice President,  
Chief Financial Officer and  
Treasurer*

Management's Report on Internal Control over Financial Reporting

To the Stockholders of Veritas DGC Inc.:

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities and Exchange Act of 1934). An evaluation of the design and effectiveness of our internal control over financial reporting, based on the framework in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, was conducted under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. Based on the results of this evaluation, we concluded that our internal control over financial reporting was effective as of July 31, 2006.

Our assessment of the effectiveness of our internal control over financial reporting as of July 31, 2006 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their audit report, which is included herein.

Thierry Pilenko  
*Chairman of the Board and  
Chief Executive Officer*

Mark E. Baldwin  
*Executive Vice President,  
Chief Financial Officer and  
Treasurer*



**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Stockholders of Veritas DGC Inc.:

We have completed integrated audits of Veritas DGC Inc.'s 2006 and 2005 consolidated financial statements and of its internal control over financial reporting as of July 31, 2006, and an audit of its 2004 consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Our opinions, based on our audits, are presented below.

Consolidated financial statements and financial statement schedule

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Veritas DGC Inc. and its subsidiaries at July 31, 2006 and 2005, and the results of their operations and their cash flows for each of the three years in the period ended July 31, 2006 in conformity with accounting principles generally accepted in the United States of America.

In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit of financial statements includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 1 to the consolidated financial statements, the Company changed its accounting for amortization of multi-client data library on August 1, 2003. As discussed in Note 1 to the consolidated financial statements, the Company changed the manner in which it accounts for share based compensation in fiscal 2006.

Internal control over financial reporting

Also, in our opinion, management's assessment, included in the accompanying Management's Report on Internal Control over Financial Reporting, appearing under Item 9A, that the Company maintained effective internal control over financial reporting as of July 31, 2006 based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), is fairly stated, in all material respects, based on those criteria. Furthermore, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of July 31, 2006, based on criteria established in *Internal Control - Integrated Framework* issued by the COSO. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express opinions on management's assessment and on the effectiveness of the Company's internal control over financial reporting based on our audit. We conducted our audit of internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. An audit of internal control over financial reporting includes obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we consider necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of

financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Houston, Texas

October 4, 2006

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## VERITAS DGC INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

(In thousands, except per share amounts)

|  | For the Years Ended July 31, |            |            |
|--|------------------------------|------------|------------|
|  | 2006                         | 2005       | 2004       |
| Revenue  | \$ 822,188                   | \$ 634,026 | \$ 564,469 |
| Cost of services   | 623,159                      | 519,008    | 495,709    |
| Research and development   | 22,910                       | 18,882     | 15,536     |
| General and administrative   | 43,240                       | 31,895     | 25,454     |
| Operating income   | 132,879                      | 64,241     | 27,770     |
| Interest expense   | 7,319                        | 3,996      | 18,851     |
| Interest income  | (11,989 )                    | (5,262 )   | (1,602 )   |
| Gain on involuntary conversion of assets   | (2,000 )                     | (9,861 )   |            |
| Other (income) expense, net  | 123                          | (875 )     | 1,585      |
| Income before provision (benefit) for income taxes   | 139,426                      | 76,243     | 8,936      |
| Provision (benefit) for income taxes   | 57,195                       | (6,758 )   | 3,715      |
| Net income   | \$ 82,231                    | \$ 83,001  | \$ 5,221   |
| <b>Net income per share:</b>   |                              |            |            |
| <b>Basic:</b>  |                              |            |            |
| Weighted average common shares   | 35,260                       | 33,843     | 33,572     |
| Income per common share  | \$ 2.33                      | \$ 2.45    | \$ .16     |
| <b>Diluted:</b>  |                              |            |            |
| Weighted average common shares   | 39,623                       | 35,054     | 34,260     |
| Income per common share  | \$ 2.08                      | \$ 2.37    | \$ .15     |
| <b>Comprehensive income</b>  |                              |            |            |
| Net income   | \$ 82,231                    | \$ 83,001  | \$ 5,221   |
| Other comprehensive income (loss) (net of tax, \$0 in all periods except as specified):                                  |                              |            |            |
| Foreign currency translation adjustments   | 7,538                        | 6,914      | 3,835      |
| Unrealized gain (loss) on investments-available for sale   |                              | (159 )     | (588 )     |
| Reclassification of unrealized gain on investments recognized in income  | (197 )                       |            |            |
| Unrealized gain on hedge transactions  |                              |            | 145        |
| Minimum pension liability adjustment (net of tax benefit of \$409, \$3,074 and \$0 in 2006, 2005 and 2004, respectively) | (956 )                       | (7,171 )   | 338        |
| Total other comprehensive income (loss)  | 6,385                        | (416 )     | 3,730      |
| Comprehensive income   | \$ 88,616                    | \$ 82,585  | \$ 8,951   |

See Notes to Consolidated Financial Statements

## VERITAS DGC INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEET

(Dollars in thousands, except par value)

|  | July 31,<br>2006 | 2005       |
|--|------------------|------------|
| <b>ASSETS</b>  |                  |            |
| Current assets:  |                  |            |
| Cash and cash equivalents  | \$ 401,955       | \$ 249,393 |
| Restricted cash investments  | 302              | 237        |
| Accounts receivable (net of allowance for doubtful accounts: \$1,895 in 2006 and \$1,322 in 2005)  | 215,244          | 165,989    |
| Materials and supplies inventory   | 6,366            | 5,381      |
| Prepayments and other  | 18,917           | 18,900     |
| Deferred tax asset   | 8,225            | 12,486     |
| Current assets held for sale   | 5,148            |            |
| Total current assets   | 656,157          | 452,386    |
| Property and equipment:  |                  |            |
| Land   | 2,855            | 7,005      |
| Geophysical equipment  | 200,297          | 329,436    |
| Data processing equipment  | 79,590           | 75,337     |
| Geophysical vessel   |                  | 8,331      |
| Leasehold improvements and other   | 76,941           | 74,981     |
| Total  | 359,683          | 495,090    |
| Less accumulated depreciation  | 249,079          | 367,173    |
| Property and equipment, net  | 110,604          | 127,917    |
| Multi-client data library  | 296,603          | 316,793    |
| Deferred tax asset, net  | 41,511           | 45,963     |
| Other assets   | 22,699           | 23,539     |
| Noncurrent assets held for sale  | 30,456           |            |
| Total  | \$ 1,158,030     | \$ 966,598 |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>   |                  |            |
| Current liabilities:   |                  |            |
| Notes payable  | \$ 155,000       | \$         |
| Accounts payable, trade  | 107,863          | 75,810     |
| Accrued and deferred income taxes  | 29,224           | 9,402      |
| Deferred revenue   | 29,280           | 42,043     |
| Other accrued liabilities  | 70,313           | 65,193     |
| Current liabilities held for sale  | 21,245           |            |
| Total current liabilities  | 412,925          | 192,448    |
| Non-current liabilities:   |                  |            |
| Long-term debt   |                  | 155,000    |
| Other non-current liabilities  | 34,561           | 36,602     |
| Total non-current liabilities  | 34,561           | 191,602    |
| Commitments and Contingent Liabilities (Note 6)  |                  |            |
| Stockholders equity:   |                  |            |
| Common stock, \$.01 par value; authorized: 78,500,000 shares; issued: 37,220,959 shares in 2006 and 35,580,032 shares in 2005 (excluding Exchangeable Shares of 156,428 in 2005) | 372              | 355        |
| Additional paid-in capital   | 492,387          | 452,299    |
| Accumulated earnings   | 228,376          | 146,145    |
| Accumulated other comprehensive income:  |                  |            |
| Cumulative foreign currency translation adjustment   | 21,783           | 14,245     |
| Unrealized gain on investments-available for sale  |                  | 197        |
| Minimum pension liability  | (9,367)          | (8,410)    |



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|  |              |      |            |   |
|--|--------------|------|------------|---|
| Unearned compensation  |              | (595 | )          |   |
| Treasury stock, at cost; 1,349,592 shares in 2006 and 1,320,106 shares in 2005 | (23,007      | )    | (21,688    | ) |
| Total stockholders' equity   | 710,544      |      | 582,548    |   |
| Total  | \$ 1,158,030 |      | \$ 966,598 |   |

See Notes to Consolidated Financial Statements

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## VERITAS DGC INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands)

|  | For the Years Ended July 31, |            |            |
|--|------------------------------|------------|------------|
|  | 2006                         | 2005       | 2004       |
| Cash flows from operating activities:                            |                              |            |            |
| Net income   | \$ 82,231                    | \$ 83,001  | \$ 5,221   |
| Non-cash items included in net income:                           |                              |            |            |
| Depreciation and amortization, net (other than multi-client)     | 43,920                       | 41,583     | 40,300     |
| Amortization of multi-client library                             | 200,975                      | 159,725    | 209,840    |
| Share based compensation   | 5,957                        | 350        | 385        |
| Loss (gain) on disposition of property and equipment             | 302                          | (445)      | (310)      |
| Equity in loss of joint venture                                  |                              |            | 958        |
| Deferred income taxes  | 3,545                        | (39,280)   | (9,678)    |
| Changes in operating assets and liabilities:                     |                              |            |            |
| Accounts receivable  | (62,288)                     | 3,128      | (34,452)   |
| Materials and supplies inventory                                 | (1,422)                      | (1,177)    | 819        |
| Prepayments and other  | (4,884)                      | (3,270)    | (1,836)    |
| Accrued income taxes   | 23,037                       | 12,136     | 2,649      |
| Accounts payable, deferred revenue and other accrued liabilities | 40,602                       | 69,003     | 32,951     |
| Other non-current liabilities                                    | 4,010                        | 5,098      | (1,844)    |
| Other  | 630                          | 1,443      | (1,969)    |
| Net cash provided by operating activities                        | 336,615                      | 331,295    | 243,034    |
| Cash flows used by investing activities:                         |                              |            |            |
| Investment in multi-client library, net cash                     | (165,634)                    | (148,373)  | (126,250)  |
| Purchase of property and equipment                               | (67,903)                     | (62,375)   | (30,543)   |
| Sale of (RC)2  |                              |            | 2,000      |
| Proceeds from involuntary conversion of assets                   | 15,600                       | 2,817      |            |
| Proceeds from sales of property and equipment                    | 1,158                        | 1,342      | 2,307      |
| Decrease (increase) in restricted cash investments               | (63)                         | (126)      | 94         |
| Net cash used by investing activities                            | (216,842)                    | (206,715)  | (152,392)  |
| Cash flows from financing activities:                            |                              |            |            |
| Borrowings of long-term debt                                     |                              |            | 155,000    |
| Payments of long-term debt                                       |                              |            | (194,225)  |
| Proceeds from the sale of common stock                           | 27,744                       | 7,652      | 12,543     |
| Purchase of treasury stock                                       |                              |            | (20,000)   |
| Excess tax benefit from share based compensation                 | 4,277                        |            |            |
| Principal payments on capital lease obligations                  | (2,023)                      |            |            |
| Net cash provided by (used by) financing activities              | 29,998                       | 7,652      | (46,682)   |
| Currency gain on foreign cash                                    | 2,791                        | 862        | 242        |
| Increase in cash and cash equivalents                            | 152,562                      | 133,094    | 44,202     |
| Beginning cash and cash equivalents balance                      | 249,393                      | 116,299    | 72,097     |
| Ending cash and cash equivalents balance                         | \$ 401,955                   | \$ 249,393 | \$ 116,299 |

See Notes to Consolidated Financial Statements

## VERITAS DGC INC. AND SUBSIDIARIES

## SUPPLEMENTARY SCHEDULES TO CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands)

|   | For the Years Ended July 31, |          | 2004   |
|---|------------------------------|----------|--------|
|   | 2006                         | 2005     |        |
| <b>Schedule of significant non-cash transactions:</b>   |                              |          |        |
| Capitalization of depreciation and amortization resulting in an increase in multi-client data library | 13,275                       | 11,365   | 18,648 |
| Capital lease obligations incurred for the purchase of equipment                                      | 3,742                        |          |        |
| Common stock issued for purchase of Fairweather Geophysical LLC                                       |                              |          | 500    |
| <b>Supplemental disclosures of cash flow information:</b>   |                              |          |        |
| Cash paid for:  |                              |          |        |
| Interest:   |                              |          |        |
| Convertible notes   | \$ 5,301                     | \$ 2,286 | \$ 160 |
| Term notes  |                              |          | 11,830 |
| Other   | 276                          | 163      | 114    |
| Income taxes, net   | 34,840                       | 21,809   | 3,216  |

See Notes to Consolidated Financial Statements

## VERITAS DGC INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY

For the years ended July 31, 2006, 2005 and 2004

(In thousands, except share amounts)

|  | Common Stock                                   |              | Treasury Stock    |              | Additional<br>Paid-In-<br>Capital | Accumulated<br>Earnings from<br>August 1, 1991<br>with respect to<br>Digicon Inc. | Unearned<br>Compensation | Accumulated<br>Comprehensive<br>Income (Loss) |
|--|--|--------------|-------------------|--------------|-----------------------------------|---|--------------------------|---|
|  | Shares<br>(In thousands, except share amounts) | Par<br>Value | Shares<br>At Cost | Cost         |                                   |   |                          |   |
| <b>Balance, July 31, 2003</b>                      | 32,156,781                                     | \$ 322       | (84,143 )         | \$ (1,508 )  | \$ 428,402                        | \$ 57,923   | \$ (340 )                | \$ 2,718                                      |
| Common stock issued for exchangeable stock         | 1,257,490                                      | 12           |                   |              | (12 )                             |   |                          |   |
| Common stock issued to employees                   | 56,353   |              |                   |              | 468                               |   | (649 )                   |   |
| Common stock issued for cash                       | 1,289,098                                      | 13           |                   |              | 12,530                            |   |                          |   |
| Stock returned to treasury                         |  |              | (10,895 )         | (120 )       |                                   |   |                          |   |
| Treasury stock buy back                            |  |              | (1,222,494 )      | (20,000 )    |                                   |   |                          |   |
| Tax benefit for share based compensation           |  |              |                   |              | 95                                |   |                          |   |
| Common stock exchanged for purchase of Fairweather | 61,576   | 1            |                   |              | 499                               |   |                          |   |
| Cumulative foreign currency translation adjustment |  |              |                   |              |                                   |   |                          | 3,835   |
| Amortization of unearned compensation              |  |              |                   |              |                                   |   | 385                      |   |
| Unrealized gain on investments available for sale  |  |              |                   |              |                                   |   |                          | (588 )  |
| Unrealized loss on foreign currency hedge          |  |              |                   |              |                                   |   |                          | (632 )  |
| Unrealized gain on interest rate swap              |  |              |                   |              |                                   |   |                          | 777   |
| Unrealized minimum pension liability               |  |              |                   |              |                                   |   |                          | 338   |
| Net income   |  |              |                   |              |                                   | 5,221   |                          |   |
| <b>Balance, July 31, 2004</b>                      | 34,821,298                                     | \$ 348       | (1,317,532 )      | \$ (21,628 ) | \$ 441,982                        | \$ 63,144   | \$ (604 )                | \$ 6,448                                      |
| Common stock issued for exchangeable stock         | 25,484   |              |                   |              | (280 )                            |   |                          |   |
| Common stock issued to employees                   | 733,250  | 7            |                   |              | 8,326                             |   | (341 )                   |   |
| Stock returned to treasury                         |  |              | (2,574 )          | (60 )        |                                   |   |                          |   |
| Tax benefit for share based compensation           |  |              |                   |              | 2,271                             |   |                          |   |
| Cumulative foreign currency translation adjustment |  |              |                   |              |                                   |   |                          | 6,914   |
| Amortization of unearned compensation              |  |              |                   |              |                                   |   | 350                      |   |
| Unrealized gain on investments available for sale  |  |              |                   |              |                                   |   |                          | (159 )  |
| Unrealized minimum pension liability               |  |              |                   |              |                                   |   |                          | (7,171 )                                      |
| Net income   |  |              |                   |              |                                   | 83,001  |                          |   |
| <b>Balance, July 31, 2005</b>                      | 35,580,032                                     | \$ 355       | (1,320,106 )      | \$ (21,688 ) | \$ 452,299                        | \$ 146,145  | \$ (595 )                | \$ 6,032                                      |
| Common stock issued for exchangeable stock         | 156,428  | 2            |                   |              | 1,048                             |   |                          |   |

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|  |            |        |            |   |            |   |            |            |           |
|--|------------|--------|------------|---|------------|---|------------|------------|-----------|
| Common stock issued to employees                   | 1,484,499  | 15     |            |   | 28,072     |   |            |            |           |
| Reclassification of unearned compensation          |            |        |            |   | (595       | ) |            | 595        |           |
| Stock returned to treasury                         |            |        | (29,486    | ) | (1,319     | ) |            |            |           |
| Tax benefit for share based compensation           |            |        |            |   | 6,870      |   |            |            |           |
| Cumulative foreign currency translation adjustment |            |        |            |   |            |   |            | 7,538      |           |
| Share based compensation expense                   |            |        |            |   | 4,693      |   |            |            |           |
| Reclassification of unrealized gain on investments |            |        |            |   |            |   |            | (197       | )         |
| Unrealized minimum pension liability               |            |        |            |   |            |   |            | (956       | )         |
| Net income   |            |        |            |   |            |   | 82,231     |            |           |
| <b>Balance, July 31, 2006</b>                      | 37,220,959 | \$ 372 | (1,349,592 | ) | \$ (23,007 | ) | \$ 492,387 | \$ 228,376 | \$ 12,417 |

See Notes to Consolidated Financial Statements

**VERITAS DGC INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**For the years ended July 31, 2006, 2005 and 2004**

**1. Summary of Significant Accounting Policies**

*Consolidation*

The accompanying consolidated financial statements include our accounts and the accounts of majority-owned domestic and foreign subsidiaries as well as those variable interest entities for which we are the primary beneficiary. All material intercompany balances and transactions have been eliminated.

*Use of Estimates*

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

*Fair Value of Financial Instruments*

Our financial instruments include cash and short-term investments, restricted cash investments, accounts receivable, accounts payable and debt. The approximate fair market value of our variable rate debt at July 31, 2006 is \$383 million. The carrying value is a reasonable estimate of fair value for all other financial instruments.

*Translation of Foreign Currencies*

The U.S. dollar is the functional currency of all of our operations except in Canada, which uses the Canadian dollar as its functional currency. Currency gains and losses result from the re-measurement of assets and liabilities denominated in currencies other than their functional currency and are included in Other (Income) Expense, Net.

*Cash Equivalents*

For purposes of the Consolidated Balance Sheets and Consolidated Statements of Cash Flows, we define cash equivalents as items readily convertible into known amounts of cash with original maturities of three months or less.

*Restricted Cash Investments*

Restricted cash investments in the amounts of \$302,000 at July 31, 2006 and \$237,000 at July 31, 2005 were pledged as collateral on certain bank guarantees related to contracts entered into in the normal course of business and are classified as restricted cash investments on the Consolidated Balance Sheets.

*Accounts Receivable*

Unbilled amounts of approximately \$62.0 million at July 31, 2006 and \$57.4 million at July 31, 2005 were included in accounts receivable. These amounts represent work performed or services or products delivered to customers but not billable at the fiscal year ends in accordance with contract provisions and generally are expected to be billed in one to four months. Our allowance for doubtful accounts is established based upon past due customer accounts specifically identified during our periodic account analyses.

***Inventories***

Inventories of materials and supplies are stated at the lower of average cost or market.

***Property and Equipment***

Property and equipment are recorded at cost. Depreciation is computed using the straight-line method based on estimated useful lives as follows:

|                                  | <b>Estimated<br/>Useful Life<br/>In Years</b> |
|----------------------------------|---|
| Geophysical equipment            | 3-5   |
| Data processing equipment        | 3   |
| Leasehold improvements and other | 3-15  |

Depreciation related to assets used in the production of the multi-client library and development of certain software is capitalized. Amounts capitalized were \$13.3 million, \$11.4 million and \$18.6 million in fiscal years 2006, 2005 and 2004, respectively.

Expenditures for routine repairs and maintenance are charged to expense as incurred. We are contractually obligated to periodically put our chartered vessels into port so that the vessel owner can perform legally required maintenance and inspections. The ship owner is responsible for all costs of performing the maintenance and inspections, while we continue to incur all of the fixed charges associated with operation of the vessel including charter fees, depreciation and personnel costs. We accrue for these continuing costs in advance of port calls, as these unavoidable costs are not directly associated with revenue generation. The balances of such accruals were \$6.0 million and \$3.2 million at July 31, 2006 and 2005, respectively. Expenditures for additions and improvements, including capitalized interest, are capitalized and depreciated over the estimated useful life of the related assets.

***Multi-Client Data Library***

We collect and process geophysical data for our own account and retain ownership rights. We license the data to customers on a non-transferable basis. In some circumstances, we have sold, on a non-exclusive basis, rights to data prior to our collecting and processing such data, i.e., we have made the first of what we anticipate will be multiple discrete sales of licenses to the same data. We capitalize all costs directly associated with acquiring and processing the data, including the depreciation of the assets used in production of the surveys. We refer to these costs as our gross multi-client investment. All costs, excluding the capitalized depreciation, are our net multi-client investment, or as used in this document investment in multi-client library, net cash, and represent cash investment in the library.

The capitalized cost of multi-client data is charged to cost of services in the period sales occur based on the greater of the percentage of total estimated costs to total estimated sales in the first five years multiplied by actual sales, known as the sales forecast method, or the straight-line amortization method over five years. The sales forecast method is our primary method of calculating cost of services. In addition to the sales forecast method, through July 31, 2003, any costs that remained 36 months after completion of a multi-client survey were charged on a straight-line basis to cost of services over a period not to exceed the next 24 months. This minimum straight-line amortization was recorded only if minimum amortization exceeded the cost of services calculated using the sales forecast method. Effective August 1, 2003, we changed our multi-client policy to commence the minimum amortization from the date of survey completion, instead of only during the last 24 months of survey book life.

We periodically review the carrying value of the multi-client data library to assess whether there has been a permanent impairment of value and record losses when it is determined that estimated future sales would not be sufficient to cover the carrying value of the asset. In fiscal 2003, we recognized a \$4.9 million pretax impairment charge related to a survey in the Gulf of Mexico that we have been unable to license. This survey was acquired at right angles to an existing survey and, while a technical success, customers have not been willing to pay for the increased resolution.

***Multi-Client Data Library Change in Estimate Effected by a Change in Accounting Principle***

Effective August 1, 2003, we changed our minimum amortization policy with regard to multi-client data and recorded a charge of \$22.1 million, included in cost of services in our Consolidated Statement of Operations. Under the prior method, capitalized costs of multi-client surveys were charged to cost of services in the period sales occurred, using the sales forecast method, over an estimated five-year useful life. However, during the last 24 months of a survey's useful life, amortization was the greater of the amount resulting from the sales forecast method or straight-line amortization of the remaining book value over the remaining portion of the original five-year estimated useful life. Under the new method, capitalized costs of multi-client surveys are charged to cost of services over an estimated five-year useful life based upon the greater (higher expense) of the result under the sales forecast method or cumulative straight-line amortization from survey completion over an estimated five-year useful life. Notwithstanding this change, the sales forecast method remains our primary method of calculating cost of services. The total amortization period that concludes sixty months after survey completion represents the minimum period over which the surveys are expected to provide economic benefits. We believe that commencing the minimum amortization upon survey completion, as opposed to our prior method of doing so only during the last twenty-four months of the survey's life, better reflects the potential decrease of survey value with the passage of time.

***Revenue***

Customer contracts for our services vary in terms and conditions. We review the deliverables in each contract and, where applicable, apply the accounting guidance contained in EITF 00-21.

Revenue from contract services is recognized in accordance with the terms of the contract. For fixed price contracts, the proportional performance method is used based upon output measures. Revenue is measured by the amount of data collected or processed compared to the total amount of data to be collected or processed. For day rate contracts, revenue is recognized based on time incurred. In contracts where our customer pays separately for the mobilization of equipment, we recognize such mobilization fees as revenue during the performance of the seismic acquisition, using the same proportional performance method as for the acquisition work.

Revenue from the licensing of multi-client surveys is based upon agreed rates set forth in the contract and are recognized upon delivery of such data. We have no additional obligations to the customer subsequent to delivery. Revenue generated from licensing of in-process multi-client surveys is recognized after obtaining a signed license agreement that gives the customers access to survey results as they occur based upon a proportional performance method, using quantifiable measures of progress, such as kilometers shot or processed, similar to the method for contract services. For partially completed projects, contract customers and customers who enter license agreements on multi-client surveys generally have access to the data as it is being collected. There are no provisions for updates or enhancements in any of our survey licenses. In accordance with our license terms, the customer generally does not have the right to return the data for refund. Infrequently we enter into contracts where revenue recognition is affected by certain contingencies. In some contracts, the ultimate price paid by the customer may not be fixed or determinable due to revenue sharing clauses. In these projects, we recognize revenue from those customers only to the extent that the net price of the data to them is, or has become, fixed. We also enter into contracts where the customer has a right of return based upon date contingencies. In these projects, we do not apply the proportional performance method and, instead, we recognize revenue only after the date contingency is resolved.

***Leases***

Our operating leases include those for office space, specialized geophysical equipment, computer equipment and our geophysical vessels, which are chartered on a short-term basis, of up to 8 years, relative to their useful economic lives of approximately 30 years.

***Mobilization Costs***

Transportation and other expenses incurred prior to commencement of geophysical operations in an area are deferred and amortized over the term of the related contract. Unamortized mobilization costs of \$5.2 million and \$4.2 million were included in other current assets at July 31, 2006 and 2005, respectively. Amounts applicable to surveys performed for our own account are included in the cost of the multi-client data library.



**Research and Development**

Costs related to the research and development, primarily salaries and benefits of employees, are charged to research and development expenses as incurred.

**Share Based Compensation**

As of August 1, 2005, we adopted the Financial Accounting Standard Board Statement No. 123(R) (SFAS 123R) to account for share based compensation. SFAS 123R requires us to record the cost of stock options and other equity-based compensation in our income statement based upon the estimated fair value of those awards. We elected to use the modified prospective method for adoption, which requires compensation expense to be recorded for all unvested stock options and other equity-based compensation beginning in the first quarter of adoption. Accordingly, prior periods have not been restated to reflect share based compensation. For all unvested options outstanding as of August 1, 2005, the previously measured but unrecognized compensation expense, based on the fair value at the original grant date, we began recognizing in the statement of operations over the remaining vesting period. For equity-based compensation granted subsequent to August 1, 2005, compensation expense, based on the fair value on the date of grant, we began recognizing in the statement of operations over the vesting period. For deferred share units, it is our policy to determine the fair value of the units based on our common stock price at the date of grant which is then expensed over the applicable service period.

Prior to August 1, 2005, we accounted for equity-based compensation using the intrinsic method prescribed in Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, and related Interpretations. Under that method, compensation expense is recorded in the accompanying consolidated financial statements when the quoted market price of the underlying stock at the grant date or other measurement date exceeds the amount an employee must pay to acquire the stock. Our plans do not permit us to grant stock options at a price lower than market, therefore, we did not record any compensation expense related to stock options. As required by SFAS No. 148, Accounting for Stock-Based Compensation, we disclose the pro forma effect of stock-based compensation expense on net income and earnings per share that would have been recorded had we used the fair value based method.

We have disclosed below the effect on net income and earnings per share of equity-based compensation, including stock options, that would have been recorded using the fair value based method for years ended July 31, 2005 and July 31, 2004.

|  | <b>Year Ended<br/>July 31, 2005</b> | <b>Year Ended<br/>July 31, 2004</b> |
|--|-------------------------------------|-------------------------------------|
| Net income as reported   | \$ 83,001                           | \$ 5,221                            |
| Add: Compensation expense, net of related tax effects  | 228                                 | 250                                 |
| Less: Total share based compensation expense determined under fair value based method for all awards, net of related tax effects | (2,541)                             | (4,859)                             |
| Pro forma net income   | \$ 80,688                           | \$ 612                              |
| Earnings per share:  |                                     |                                     |
| Basic:   |                                     |                                     |
| As reported  | \$ 2.45                             | \$ .16                              |
| Pro-forma  | 2.38                                | .02                                 |
| Diluted:   |                                     |                                     |
| As reported  | \$ 2.37                             | \$ .15                              |
| Pro-forma  | 2.30                                | .02                                 |

The weighted average grant date fair values of options granted during fiscal 2005 and 2004 were \$10.81 and \$6.32, respectively. These values were determined using the Black-Scholes option valuation method assuming no expected dividends. Other assumptions used are as follows:

|                         | Year Ended |   | Year Ended |   |
|-------------------------|------------|---|------------|---|
|                         | July 31,   |   | 2004       |   |
|                         | 2005       | % | 2004       | % |
| Risk-free interest rate | 3.7        | % | 3.7        | % |
| Expected volatility     | 46.8       | % | 64.9       | % |
| Expected life in years  | 4.0        |   | 4.0        |   |

### *Earnings Per Share*

The computation of basic earnings per share is based on the weighted average common shares outstanding, including exchangeable shares. The computation of diluted earnings per share is based upon the weighted average common shares outstanding and additional common shares, utilizing the treasury stock method and average market prices, which would have been outstanding if dilutive potential common shares had been issued. Potentially dilutive securities include stock options and restricted stock issued to our employees and directors and our Convertible Senior Notes.

### *Recent Accounting Pronouncements*

In December 2004, the FASB issued FASB Staff Position No. 109-1, Application of FASB Statement No. 109, Accounting for Income Taxes, to the Tax Deduction on Qualified Production Activities Provided by the American Jobs Creation Act of 2004, which provides guidance on the recently enacted American Jobs Creation Act of 2004 (the Act). The Act provides a U.S. tax deduction for income from qualified domestic production activities beginning in our fiscal year ended July 31, 2006. FSP 109-1 provides for the treatment of the deduction as a special deduction as described in SFAS No. 109. Accordingly, we will record the amount of any special deductions in the years they are taken. The impact of this deduction did not have a material impact on our fiscal year 2006 financial statements.

In December 2004, the FASB issued FASB Staff Position No. 109-2, Accounting and Disclosure Guidance for the Foreign Repatriation Provision within the American Jobs Creation Act of 2004, which provides guidance under SFAS No. 109 with respect to recording the potential impact of the repatriation provisions of the Act on a company's income tax expense and deferred tax liability. FSP 109-2 states that a company is allowed time beyond the financial reporting period of enactment to evaluate the effect of the Act on its plan for reinvestment or repatriation of foreign earnings for purposes of applying SFAS No. 109. During July 2006, the Company elected to repatriate \$55 million from one of its foreign subsidiaries to realize the benefits of this provision of the Act. We plan to use the net proceeds for qualifying U.S. expenditures. The impact of the repatriation was approximately \$2.5 million increase to the fiscal 2006 tax provision.

In December 2004, the FASB issued SFAS No. 153, Exchanges of Nonmonetary Assets an amendment of APB Opinion No. 29, to address the measurement of exchanges of nonmonetary assets. SFAS No. 153 eliminates the exception from fair value measurement for nonmonetary exchanges of similar productive assets and replaces it with a general exception for exchanges of nonmonetary assets that do not have commercial substance. A nonmonetary exchange has commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. This statement was adopted by the company beginning August 1, 2005. The adoption of this statement had no impact on the company's financial statements.

In May 2005, the FASB issued SFAS No. 154, Accounting Changes and Error Corrections a replacement of APB Opinion No. 20 and FASB Statement No. 3. SFAS No. 154 requires retrospective application to prior periods' financial statements for changes in accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. SFAS 154 also requires that a change in depreciation, amortization, or depletion method for long-lived, non-financial assets be accounted for as a change in accounting estimate effected by a change in accounting principle. SFAS 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The implementation of SFAS No. 154 is not expected to have a material impact on the company's financial statements.

In February 2006, the FASB issued SFAS No. 155, Accounting for Certain Hybrid Financial Instruments an amendment of FASB Statements No. 133 and 150. SFAS No. 155 (a) permits fair value remeasurement for any hybrid financial instrument



that contains an embedded derivative that otherwise would require bifurcation, (b) clarifies that certain instruments are not subject to the requirements of SFAS 133, (c) establishes a requirement to evaluate interests in securitized financial assets to identify interests that may contain an embedded derivative requiring bifurcation, (d) clarifies what may be an embedded derivative for certain concentrations of credit risk and (e) amends SFAS 140 to eliminate certain prohibitions related to derivatives on a qualifying special-purpose entity. SFAS 155 is effective for us for the fiscal year beginning August 1, 2007. The implementation of SFAS No. 155 is not expected to have a material impact on the company's financial statements.

In July 2006, the FASB issued FASB Interpretation (FIN) No. 48, Accounting for Uncertainty in Income Taxes—An Interpretation of FASB Statement No. 109. FIN No. 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109, Accounting for Income Taxes. FIN No. 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The new standard also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods and disclosure. The provisions of FIN No. 48 are effective for fiscal years beginning after December 15, 2006. We are currently evaluating the provisions of FIN No. 48 to determine the impact on our consolidated financial statements.

In September 2006, the FASB issued FASB Staff Position No. AUG AIR-1, Accounting for Planned Major Maintenance Activities. This guidance prohibits the use of the accrue-in-advance method of accounting for planned major activities because an obligation has not occurred and therefore a liability should not be recognized. The provisions of this guidance will be effective for us for the fiscal year beginning August 1, 2007. We are currently evaluating the provisions of this guidance to determine the impact on our consolidated financial statements.

In September 2006, the FASB issued SFAS No. 158, Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106, and 132(R). SFAS No. 158 requires an employer to: (a) Recognize in its statement of financial position an asset for a plan's overfunded status or a liability for a plan's underfunded status; (b) Measure a plan's assets and its obligations that determine its funded status as of the end of the employer's fiscal year (with limited exceptions); (c) Recognize changes in the funded status of a defined benefit postretirement plan in the year in which the changes occur. Those changes will be reported in comprehensive income of a business entity and in changes in net assets of a not-for-profit organization. The requirement to recognize the funded status of a benefit plan and the disclosure requirements are effective for us for the fiscal year ending on July 31, 2007. The requirement to measure plan assets and benefit obligations as of the date of our fiscal year-end balance sheet is effective for us for the fiscal year ending July 31, 2009. We are currently evaluating the provisions of this guidance to determine the impact on our consolidated financial statements.

## 2. Other assets

### *Software*

For internally developed software designed for external licensing, we capitalize costs associated with the development of the product from the time the product reaches technological feasibility until it is ready for commercial release. Software available for sale is included in other assets on our Consolidated Balance Sheet.

The capitalized cost of the software, whether developed or purchased, is charged to cost of services in the period sales occur based on the percentage of total cost to total estimated sales multiplied by actual sales during the period. The software is also subject to a minimum amortization equal to the unamortized balance at the beginning of the period divided by the remaining book life. Estimated useful lives of our software products range from three to five years. Amortization expense for our software was \$3.6 million, \$3.3 million and \$3.1 million for fiscal 2006, 2005 and 2004, respectively.

**Debt Issuance Costs**

We capitalize costs incurred during the process of obtaining debt financing, including commissions, legal fees, and filing fees. We amortize these costs over the life of the related debt instrument. In the case of our Convertible Senior Notes, which have a life of 20 years, we are amortizing the debt issuance costs over the 5-year period from the Convertible Senior Notes issuance to the first date the Convertible Senior Notes are redeemable, absent certain specified conditions. The amortization of debt issuance cost, recorded in interest expense, was \$1.3 million, \$1.2 million and \$7.1 million for fiscal 2006, 2005 and 2004, respectively. The debt issuance cost amortization in fiscal 2004 resulted primarily from the retirement of our Term Debt and the expensing of all related issuance costs.

The carrying value of our software and debt issuance costs is as follows:

|                     | July 31, 2006                           |                          |          | July 31, 2005         |                          |          |
|---------------------|---|--------------------------|----------|-----------------------|--------------------------|----------|
|                     | Gross Carrying Amount<br>(In thousands) | Accumulated Amortization | Net      | Gross Carrying Amount | Accumulated Amortization | Net      |
| Software            | \$ 16,861                               | \$ 13,200                | \$ 3,661 | \$ 16,396             | \$ 9,610                 | \$ 6,786 |
| Debt Issuance Costs | 6,759                                   | 2,876                    | 3,883    | 5,821                 | 1,597                    | 4,224    |

**3. Notes payable and debt structure**

As of July 31, 2006, our notes payable consisted of \$155.0 million of Convertible Senior Notes due 2024. These notes are classified as a current liability as of July 31, 2006 because the conversion feature discussed below results in the notes being convertible at the option of the holders.

The Convertible Senior Notes bear interest at a per annum rate which equals the three-month LIBOR rate, adjusted quarterly, minus a spread of 0.75%. The interest rate of the notes, from June 15, 2006 through September 14, 2006, is 4.58%, based on a LIBOR rate of 5.33%. For fiscal 2006, the weighted average interest rate on the notes was 3.66%. The notes will mature on March 15, 2024 and may not be redeemed by us prior to March 20, 2009. Holders of the notes may require us to repurchase some, or all, of the notes on March 15, 2009, 2014 and 2019. They could also require repurchase upon a change of control (as defined in the indenture under which the Convertible Senior Notes were issued).

Under certain circumstances and at the option of the holder, the Convertible Senior Notes are convertible prior to the maturity date into cash and shares of our common stock. Certain of these circumstances may result in classification of the Convertible Senior Notes as current on our balance sheet. These circumstances include:

1. the closing sale price of our common stock is over 120% of the conversion price, which is currently \$24.03 (with 120% being \$28.84) for 20 trading days in the period of 30 consecutive trading days ending on the last trading day of the fiscal quarter preceding the quarter in which the conversion occurs;
2. if we called the notes for redemption and the redemption has not occurred;
3. the occurrence of a five consecutive trading day period in which the trading price of the notes was less than 95% of the closing sale price of our common stock on such day multiplied by the conversion ratio; or
4. the occurrence of specified corporate transactions.

Should any of these circumstances occur, the Convertible Senior Notes would be convertible at the then current stock price times the conversion ratio of 41.6146. This amount would be payable in cash equal to the principal amount of the notes, the par value adjusted for dividends or other equity transactions, and the additional amount payable in shares of our common stock. Currently, the maximum amount payable by us on conversion is \$155 million in cash plus approximately 6.5 million shares. This settlement method is prescribed in the indenture and is not at the discretion of any party. The shares issuable from such conversion are considered in the calculation of diluted earnings per share.



As of the beginning of the second fiscal quarter of 2006, the Convertible Senior Notes were convertible as the stock price remained greater than 120% of the Conversion Price for at least 20 trading days in the period of 30 consecutive trading days ending on October 31, 2005. The notes continued to be convertible as of July 31, 2006. Because of the convertibility, the notes have been classified as a current liability on our consolidated balance sheet as of July 31, 2006. The determination of the convertibility of the notes occurs quarterly. Depending upon the common stock price in the future, the notes may not be convertible in future quarters and therefore would not be classified as current on our consolidated balance sheet. Assuming a stock price of \$57.27 (which was the closing stock price on July 31, 2006), conversion of all the notes would result in our payment of \$155 million in cash and 3.7 million shares of common stock.

In connection with our issuance of the Convertible Senior Notes, we entered into a registration rights agreement pursuant to which we agreed to register the resale of the notes and underlying common stock by the holders thereof. Under the terms of that registration rights agreement, we were required to file a shelf registration statement for the notes and underlying common stock within an agreed amount of time and thereafter to keep it current or useable for two-year period ending in March 2006. If we failed to file or keep the shelf registration statement related to this debt effective or usable in accordance with the registration rights agreement, then, subject to certain exceptions, we were required to pay liquidated damages to all holders of notes and all holders of our common stock issued upon conversion of the notes. The liquidated damages to be paid were equal to an annual rate of 0.50% of the principal amount. In November 2005, the shelf registration statement became no longer effective and, accordingly, we began accruing and paying liquidated damages at approximately \$2,100 per day. For the fiscal year end 2006, we have recorded and paid approximately \$310,000 of expense related to these liquidated damages. We are not required to register the resale of the notes and underlying common stock after March 10, 2006 and therefore, our liability for the payment of liquidated damages ended on that date.

In addition to the notes, we also have a five-year \$85 million revolving loan agreement with a syndicate of banks. We entered into this facility in February 2006. The facility provides for revolving loans and the issuance of letters of credit to Veritas DGC Inc. and certain of its subsidiaries of up to \$45 million in the United States, \$15 million in Canada, \$15 million in Singapore and \$10 million in the United Kingdom. As of July 31, 2006, there were no borrowings and \$3.8 million of outstanding letters of credit, leaving \$81.2 million available under the revolving loan facility. This new credit facility replaced our previous credit facility that consisted primarily of a revolving loan facility.

The facility is secured by pledges of accounts receivable and the U.S. land data library, which, when added together, have a carrying amount of approximately \$242 million as of July 31, 2006. The facility is also secured by certain intercompany notes and stock in certain Veritas subsidiaries. Veritas and certain of its subsidiaries have also issued loan guarantees with respect to certain borrowings. Interest rates on borrowings under the facility are selected by the borrower at the time of any advance and the rates so selected may be either at LIBOR plus 1.00% or the Base Rate (defined as the lesser of the applicable prime rate or the federal funds rate). These rates may be adjusted upward depending upon our leverage ratio (calculated as a ratio of funded debt versus EBITDA for the previous four quarters) to a maximum of LIBOR plus 1.50% or the base rate plus 0.50%. The loan agreement and related documents contain customary financial covenants and default provisions, including a limit on the amount of cash dividends. These covenants contain certain financial measurements as of quarter ending dates, and, as of our last fiscal quarter ended July 31, 2006, we were in compliance with these covenants.

We also have various unsecured lines of credit, with lending institutions that operate in geographic areas not covered by the lending institutions in our credit facility, totaling \$8.5 million that may be used exclusively for the issuance of letters of credit and bank guarantees. As of July 31, 2006, \$1.0 million in letters of credit were outstanding under these lines.

#### 4. Other Accrued Liabilities

Other accrued liabilities include the following:

|                                       | July 31,<br>2006<br>(In thousands) | 2005      |
|---------------------------------------|------------------------------------|-----------|
| Accrued payroll and benefits          | \$ 42,565                          | \$ 35,679 |
| Accrued taxes other than income taxes | 5,071                              | 5,985     |
| Accrued insurance                     | 5,676                              | 9,105     |
| Accrued dry dock                      | 6,043                              | 3,181     |
| Current capital lease obligation      | 1,455                              |           |
| Other                                 | 9,503                              | 11,243    |
| Total                                 | \$ 70,313                          | \$ 65,193 |

#### 5. Income Taxes

Income (loss) before provision (benefit) for income taxes was earned in the following jurisdictions:

|          | For the Years Ended July 31,<br>2006<br>(In thousands) |           |          |
|----------|--|-----------|----------|
|          | 2006   | 2005      | 2004     |
| U.S.     | \$ 55,028  | \$ 46,224 | \$ 4,192 |
| Non-U.S. | 84,398   | 30,019    | 4,744    |
| Total    | \$ 139,426   | \$ 76,243 | \$ 8,936 |

Certain income classified as non-U.S. is also subject to U.S. income taxes. Provision (benefit) for income taxes consists of the following:

|                   | For the Years Ended July 31,<br>2006<br>(In thousands) |             |             |
|-------------------|--|-------------|-------------|
|                   | 2006   | 2005        | 2004        |
| Current U.S.      | \$ 27,805  | \$ 23,444   | \$ (3,293 ) |
| Deferred U.S.     | (538 )   | (38,380 )   |             |
| Current Non-U.S.  | 25,845   | 9,078       | 6,052       |
| Deferred Non-U.S. | 4,083  | (900 )      | 956         |
| Total             | \$ 57,195  | \$ (6,758 ) | \$ 3,715    |

A reconciliation between the provision (benefit) for income taxes and the amount computed by applying the U.S. statutory income tax rate to income (loss) before provision (benefit) for income taxes is as follows:

|  | For the Years Ended July 31,<br>2006<br>(In thousands) |           |          |
|--|--|-----------|----------|
|  | 2006   | 2005      | 2004     |
| Income tax provision (benefit) computed at the U.S. statutory rate     | \$ 48,799  | \$ 26,685 | \$ 3,128 |
| Increase (decrease) in taxes resulting from:                           |  |           |          |
| Non-U.S. activities  | 7,173  | 3,029     | 8,662    |
| Adjustments to tax contingencies and resolution of certain tax matters | 1,011  | 776       | (5,173 ) |
| Deduction of worthless stock of a subsidiary                           |  |           | (3,446 ) |
| Tax credits  | (330 )   | (3,369 )  | (1,671 ) |
| Valuation allowances on deferred income tax assets                     |  | (34,417 ) | 1,408    |
| Non-deductibles  | 372  | 892       | 521      |
| Software amortization  |  |           | 411      |
| Other  | 170  | (354 )    | (125 )   |



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|       |           |             |          |
|-------|-----------|-------------|----------|
| Total | \$ 57,195 | \$ (6,758 ) | \$ 3,715 |
|-------|-----------|-------------|----------|

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The increase in taxes resulting from non-U.S. activities includes non-U.S. earnings taxed at other than the U.S. statutory rate, non-U.S. withholding taxes, U.S. foreign tax credit or deductions, U.S. tax on non-U.S. branch operations or foreign dividends, foreign tax contingencies and changes in valuation allowances on foreign deferred taxes.

Subsequent to July 31, 2004, we reached a settlement with the Internal Revenue Service on the audit of certain prior year tax returns. This settlement favorably impacted our 2004 income tax provision.

Deferred income tax assets (liabilities) result from the effect of transactions that are recognized in different periods for financial and tax reporting purposes. The primary components of our deferred income tax assets (liabilities) are as follows:

|   | <b>July 31,<br/>2006<br/>(In thousands)</b> | <b>2005</b>      |
|---|---|------------------|
| <b>Deferred income tax assets:</b>                  |   |                  |
| Net operating loss carryforwards                    | \$ 13,423                                   | \$ 24,156        |
| Multi-client data library                           | 22,150                                      | 13,801           |
| Property and equipment                              | 7,073                                       | 8,711            |
| Tax credit carryforwards                            | 8,175                                       | 540              |
| Accrued liabilities                                 | 8,012                                       | 5,424            |
| Pension liabilities                                 | 4,345                                       | 3,106            |
| Capitalized costs                                   | 2,452                                       | 2,703            |
| Equity based compensation                           | 1,696                                       |                  |
| Deferred revenue                                    | 2,561                                       | 6,255            |
| Other   | 1,430                                       | 2,093            |
| Valuation allowances                                | (19,255 )                                   | (17,772 )        |
| <b>Deferred income tax assets net</b>               | <b>52,062</b>                               | <b>49,017</b>    |
| <b>Deferred income tax liabilities:</b>             |   |                  |
| Partnerships  | (8,936 )                                    | (5,157 )         |
| Deferred charges                                    | (2,691 )                                    | (441 )           |
| Deferred mobilization                               | (1,069 )                                    | (1,278 )         |
| Other   | (360 )                                      |                  |
| <b>Deferred income tax liabilities</b>              | <b>(13,056 )</b>                            | <b>(6,876 )</b>  |
| <b>Net deferred income tax assets (liabilities)</b> | <b>\$ 39,006</b>                            | <b>\$ 42,141</b> |

A valuation allowance, by tax jurisdiction, is established when it is more likely than not that all or some portion of the deferred income tax assets will not be realized. The valuation allowances are periodically adjusted based upon the available evidence. Adjustments are also made to recognize the expiration of NOL and tax credit carryforwards, with equal and offsetting adjustments to the related deferred income tax asset. During fiscal 2005, we concluded that certain valuation allowances were no longer necessary as available evidence, including recent profits and estimates of projected future taxable income, supported a more likely than not conclusion that the related deferred tax assets would be realized. As a result, the fiscal 2005 tax benefit included a non-cash benefit of \$36.9 million.

The following schedule sets forth the expiration dates of the non-U.S. NOL carryforwards as of July 31, 2006. We had no U.S. NOL carryforwards.

| Fiscal Year | Non-U.S.<br>Net<br>Operating<br>Losses |
|-------------|--|
| 2007        | \$ 853                                 |
| 2008        | 1,019                                  |
| 2009        | 2,394                                  |
| 2010        | 411                                    |
| 2011        | 989                                    |
| 2012        | 906                                    |
| 2013        | 929                                    |

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|            |           |
|------------|-----------|
| 2014       | 378       |
| 2015       | 1,631     |
| 2016       | 1,392     |
| Indefinite | 33,995    |
| Total      | \$ 44,897 |

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During fiscal 2004, we utilized \$8.1 million of U.S. NOL carryforwards, and during fiscal year 2005, we utilized \$3.9 million of U.S. NOL carryforwards.

Non-U.S. operations had NOL carryforwards of \$44.9 million at July 31, 2006, of which \$31.2 million are subject to valuation allowances. Of the \$44.9 million of non-U.S. NOL carryforwards, approximately \$21.8 million relate to Brazilian operations and \$6.8 million relate to Australian operations, all of which have an indefinite carryforward period, and are available to offset future income (subject to certain limitations).

We had foreign tax credit carryforwards of \$7.8 million at July 31, 2006, of which \$7.7 million are subject to valuation allowances (due principally to certain U.S. limitations). Of the \$7.8 million of foreign tax credit carryforwards, approximately \$7.2 million relate to U.S. operations and expire periodically through fiscal 2016.

Upon a change in control of the Company, certain limitations may result in the utilization of NOL and foreign tax credit carryforwards following the change in control.

We consider the undistributed earnings of our non-U.S. subsidiaries to be permanently reinvested. We have not provided deferred U.S. income tax on those earnings, as it is not practicable to estimate the amount of additional tax that might be payable should these earnings be remitted or deemed remitted as dividends or if we should sell our stock in the subsidiaries. On October 22, 2004, the President signed the American Jobs Creation Act of 2004 (the Act). The Act creates a temporary incentive for U.S. corporations to repatriate accumulated income earned abroad by providing an 85 percent dividends received deduction for certain dividends from controlled foreign corporations. In connection with this temporary incentive, we repatriated \$55 million from one of our foreign subsidiaries during July 2006. We plan to use the net proceeds for qualifying U.S. expenditures. The impact of the repatriation was approximately \$2.5 million increase to the fiscal 2006 tax provision.

On May 18, 2006, a new tax reform measure was signed into law that substantially revises the Texas state franchise tax beginning with our 2007 fiscal year. This new legislation, which will be accounted for as an income tax in accordance with FASB Statement No. 109, Accounting for Income Taxes, is not expected to have a material impact on our financial statements.

## 6. Commitments and Contingent Liabilities

Total rentals of vessels, equipment and office facilities charged to operations amounted to \$109.4 million, \$106.3 million and \$83.2 million for the years ended July 31, 2006, 2005 and 2004, respectively.

Minimum rentals payable under operating leases, as of July 31, 2006, principally for office space and vessel charters with remaining non-cancelable terms of at least one year are as follows:

| Fiscal Year         | Minimum Rentals<br>(In thousands) |
|---------------------|-----------------------------------|
| 2007                | \$ 49,099                         |
| 2008                | 34,349                            |
| 2009                | 30,595                            |
| 2010                | 27,468                            |
| 2011                | 22,212                            |
| 2012 and thereafter | 59,032                            |
| Total               | \$ 222,755                        |

Data processing equipment at July 31, 2006 included \$3.7 million of capitalized leases. Future minimum lease payments under non-cancelable capital leases as of July 31, 2006 are as follows:

|   | <b>Minimum<br/>Rentals<br/>(In thousands)</b> |
|---|---|
| 2007  | \$ 1,502                                      |
| 2008  | 265   |
| Total minimum lease payments                | \$ 1,767                                      |
| Less: imputed interest costs                | (48 )   |
| Present value of net minimum lease payments | \$ 1,719                                      |

We carry workers compensation insurance that limits our liability on a per claim and per policy year basis. Management has evaluated the adequacy of the accrual for the liability for incurred but unreported workers compensation claims and has determined that the ultimate resolution of any such claims would not have a material adverse impact on our financial position. It is possible that the actual liability for unreported workers compensation claims could exceed the amounts already accrued. It is not possible to reasonably estimate the range of possible loss.

We issue purchase orders for the procurement of supplies and certain services. As of July 31, 2006, we had \$86.6 million of purchase orders outstanding.

In March 2006, we entered into an agreement with a third party ship owner to charter a vessel currently known as the Veritas Vision, which is currently being converted for seismic operations. The term of the charter is for a period of eight years fixed, with options of up to 10 more years. When delivered in the first calendar quarter of 2007, the Veritas Vision will be the seventh seismic vessel in our fleet. In addition to the charter, we expect to invest approximately \$62 million to equip the vessel for seismic operations. Of this expected total, approximately \$5 million was spent during the fiscal year ended July 31, 2006 and the remainder is expected to be spent during the fiscal year ending July 31, 2007.

In September 2006, we entered into an agreement to charter a seismic vessel, currently known as the Viking Poseidon, which is currently expected to be in service commencing in the second calendar quarter of 2007. This vessel will serve as a replacement for the Seisquest vessel, which is under a charter that expires in May of 2007.

We have also entered into a commitment to purchase approximately \$26 million of recording equipment to upgrade a vessel in our existing fleet. Substantially all of this amount will be spent during the fiscal year ending July 31, 2007.

## 7. Employee Benefits

### *Employee Retirement Plans*

We maintain a 401(k) plan in which employees of our majority-owned domestic subsidiaries and certain foreign subsidiaries are eligible to participate. Employees of foreign subsidiaries who are covered under a foreign deferred compensation plan are not eligible. Employees are permitted to make contributions of up to 50% of their salary up to the statutory maximum dollar amount, which is \$15,000 for calendar 2006. We contribute an amount equal to the employee's contribution up to a maximum of 5% of the employee's salary or the statutory maximum. Our matching contributions to the 401(k) plan were \$2.4 million, \$2.1 million and \$1.8 million for fiscal 2006, 2005 and 2004, respectively.

We maintain a plan, the Canadian RRSP plan, in which employees, primarily in our Canadian subsidiaries, are eligible to participate. Employees are permitted to make contributions of up to 10% of their salary and we contribute an amount equal to 50% of the employee's contribution up to a maximum of 5% of the employee's salary. An employee may contribute an additional amount so that the total contribution to the employee's account equals up to 18% of the employee's salary for the prior year not to exceed approximately \$15,800 for calendar year 2006. Our matching contributions to this plan were \$1.0 million, \$0.8 million and \$0.7 million for fiscal 2006, 2005 and 2004, respectively.

**Share Based Compensation Plans**

As of August 1, 2005, we adopted the Financial Accounting Standard Board Statement No. 123(R) (SFAS 123R) to account for share based compensation. SFAS 123R requires us to record the cost of stock options and other equity-based compensation in our income statement based upon the estimated fair value of those awards. We elected to use the modified prospective method for adoption, which requires compensation expense to be recorded for all unvested stock options and other equity-based compensation beginning in the first quarter of adoption. Accordingly, prior periods have not been restated to reflect share based compensation. For all unvested options outstanding as of August 1, 2005, the previously measured but unrecognized compensation expense, based on the fair value at the original grant date, will be recognized in the statement of operations over the remaining vesting period. For equity-based compensation granted subsequent to August 1, 2005, compensation expense, based on the fair value on the date of grant, will be recognized in the statement of operations over the vesting period. For deferred share units, it is our policy to determine the fair value of the units based on our common stock price at the date of grant which is then expensed over the applicable service period.

Prior to December 11, 2002, we had two employee nonqualified stock option plans under which options were granted to officers and select employees. Options generally vested over three years and were exercisable over a five to ten-year period from the date of grant. The exercise price for each option was the fair market value of the common stock on the grant date. Our Board of Directors authorized 5,954,550 shares of common stock to be issued under these option plans.

Prior to December 11, 2002, we also maintained a stock option plan for non-employee directors (the Director Plan ) under which options were granted to our non-employee directors. The Director Plan provided that every year each eligible director was granted options to purchase 5,000 shares of our common stock which vest over a period of three years from the date of grant and are exercisable over five to ten years from the date of grant. The exercise price for each option granted was the fair market value at the date of grant. The Board of Directors authorized 600,000 shares of common stock to be issued under the Director Plan.

On December 11, 2002, we adopted our current Share Incentive Plan that provides for the issuance to directors, officers and select employees of: (1) nonqualified options to purchase our common stock, (2) incentive options to purchase our common stock, (3) share appreciation rights, (4) deferred share units, (5) restricted shares and (6) performance shares. Options issued to employees under the Share Incentive Plan have exercise prices equal to the fair market value at the date of grant; have five-year lives and vest over three years. Options issued to continuing non-employee directors under the Share Incentive Plan have exercise prices equal to the fair market value at the date of grant, have five-year lives and vest immediately. In lieu of options, non-employee directors have been granted the right to receive one deferred share unit (DSU) for each option which would otherwise have been granted. These DSU s are vested immediately and automatically convert to one share of our common stock when the service as a director terminates. As of July 31, 2006, 1.3 million shares were reserved for issuance under this plan, with no more than 0.3 million of those shares issuable in any form other than stock options.

Information related to share based compensation follows:

|  | <b>Year Ended<br/>July 31, 2006<br/>(in millions of dollars,<br/>except per share data)</b> |
|--|---|
| Compensation costs recorded for all plans  | \$ 6.0  |
| Tax benefit recognized in income statement for share based compensation arrangements | 1.7   |
| Impact of adopting SFAS 123R to:   |   |
| Net income   | 4.3   |
| Basic earnings per share   | 0.12  |
| Diluted earnings per share   | 0.11  |

Share based compensation expense of approximately \$1.1 million was recorded in fiscal 2006 related to restricted stock that would have been recorded under the provisions of APB No. 25. SFAS 123R requires tax benefits relating to excess share based compensation deductions to be prospectively presented in our statement of cash flows as financing cash inflows. Accordingly, for the year ended July 31, 2006, we reported approximately \$4.3 million of excess tax benefits from share based compensation as cash provided by financing activities on our statement of cash flows. We have elected to adopt the alternative transition method,



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as described in FASB Staff Position FAS123(R)-3, in determining our opening amount of excess tax benefits available to absorb tax deficiencies recognized subsequent to the adoption of SFAS 123R.

Our policy of meeting the requirements upon exercise of stock options is to issue new shares.

As of July 31, 2006, there was approximately \$7.3 million of total unrecognized compensation cost related to nonvested share-based compensation arrangements. That cost is expected to be recognized on a straight line basis over the weighted average remaining period which is approximately 2 years.

### Stock options

The fair value of each option award granted after August 1, 2005 is estimated on the date of grant using a lattice-based option valuation model that uses the assumptions noted in the following table. Expected volatilities are based on implied volatilities from traded options on our stock and historical volatility of our stock. We use historical data to estimate option exercise and employee termination within the valuation model; separate groups of employees were reviewed and shown to have similar historical exercise behavior and are considered together for valuation purposes. The expected term of options granted is derived from the output of the option valuation model and represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve at the time of grant.

|                          | <b>Year Ended<br/>July 31, 2006</b> |   |
|--------------------------|-------------------------------------|---|
| Expected volatility      | 50.8                                | % |
| Expected dividends       | 0                                   | % |
| Expected term (in years) | 4.0                                 |   |
| Risk free rate           | 4.0                                 | % |

The following table provides additional information related to this stock option plan:

|                                | <b>For the Year Ended July 31, 2006</b> |  |   | <b>Weighted<br/>Average<br/>Contractual<br/>Life<br/>In Years</b> | <b>Aggregate<br/>Intrinsic<br/>Value (000 s)</b> |
|--------------------------------|---|--|---|---|--|
|                                | <b>Number of<br/>Shares</b>             | <b>Weighted<br/>Average<br/>Exercise<br/>Price</b> | <b>Weighted<br/>Average<br/>Grant Date<br/>Fair Value</b> |   |  |
| Beginning balance              | 2,422,790                               | \$ 17.52   |   |   |  |
| Options granted                | 209,750                                 | 31.94  | \$ 13.29  | 4.2   |  |
| Options exercised              | (1,414,462 )                            | 17.69  |   |   |  |
| Options forfeited              | (39,605 )                               | 23.27  |   |   |  |
| Total outstanding              | 1,178,473                               | 19.70  |   | 2.8   | \$ 44,280  |
| Options exercisable and vested | 873,348                                 | 18.55  |   | 2.6   | \$ 33,817  |

The total intrinsic value of options exercised during the year ended July 31, 2006, 2005 and 2004 was \$32.8 million, \$10.3 million and \$9.0 million, respectively. The intrinsic value is the amount by which the fair value of the underlying stock exceeds the exercise price of an option. Cash received under all share-based payment arrangements for the year ended July 31, 2006 was approximately \$27.7 million. The tax benefit realized for the tax deductions resulting from option exercises of share-based payment arrangements was approximately \$4.0 million for the year ended July 31, 2006.

### Performance shares

During October 2005, certain participants were awarded rights to receive restricted shares of the company in October 2006. Restricted shares will be granted, if earned, in October 2006. The number of shares is based upon established performance targets primarily relating to income before tax provision. The vesting of the issued restricted shares will be two years after the performance targets are assessed and therefore the service period is from the date of grant through July 31, 2008. These shares were valued initially at \$31.94 per share for a total value of \$2.5 million based upon the market price of the shares at the award date and the expected outcome of the performance targets. Based on the results for the year ended July 31, 2006 and that the





fiscal 2006 performance targets were exceeded, we accrued additional share based compensation related to the performance shares. The shares were valued at \$4.7 million at July 31, 2006, which will be recorded as compensation expense over the applicable service period. This compensation plan has been recorded as a liability. We recorded \$1.3 million compensation expense related to this plan during the 2006 fiscal year.

#### Restricted Stock

Restricted shares awarded generally vest ratably over 3 years. The status of the restricted stock as of July 31, 2005 and the changes during the fiscal year through July 31, 2006 are presented below:

|  | <b>Number of<br/>Shares</b> |
|--|-----------------------------|
| Nonvested at July 31, 2005                       | 54,134                      |
| Activity for the quarter ended October 31, 2005: |                             |
| Granted  | 97,500                      |
| Less: Vested                                     | 7,167                       |
| Less: Forfeited                                  | 1,888                       |
| Nonvested at October 31, 2005                    | 142,579                     |
| Activity for the quarter ended January 31, 2006: |                             |
| Granted  | 3,100                       |
| Less: Vested                                     | 14,540                      |
| Less: Forfeited                                  |                             |
| Nonvested at January 31, 2006                    | 131,139                     |
| Activity for the quarter ended April 30, 2006:   |                             |
| Granted  | 2,000                       |
| Less: Vested                                     | 3,033                       |
| Less: Forfeited                                  | 4,388                       |
| Nonvested at April 30, 2006                      | 125,718                     |
| Activity for the quarter ended July 31, 2006:    |                             |
| Granted  | 750                         |
| Less: Vested                                     | 1,499                       |
| Less: Forfeited                                  |                             |
| Nonvested at July 31, 2006                       | 124,969                     |

The weighted average grant date fair value for the granted restricted stock was \$32.23, \$22.72 and \$11.98 per share for the years ended July 31, 2006, 2005 and 2004, respectively. The total fair value of shares vested during the years ended July 31, 2006, 2005 and 2004 was as follows (in thousands of dollars):

|                             | <b>Year Ended<br/>July 31,<br/>2006</b> | <b>2005</b> | <b>2004</b> |
|-----------------------------|---|-------------|-------------|
| Fair value of shares vested | \$ 1,026                                | \$ 583      | \$ 155      |

#### Employee Stock Purchase Plan

On November 1, 1997, we initiated an employee stock purchase plan. This plan was amended and restated on December 11, 2002. The Board of Directors originally authorized 1,000,000 shares available for issuance under the plan and at July 31, 2006, 759,529 shares remained available for issuance. Participation is voluntary and substantially all full-time employees meeting limited eligibility requirements may participate. Contributions are made through payroll deductions and may not be less than 1%



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or more than 15% of the participant's base pay as defined. The participant's option to purchase common stock is deemed to be granted on the first day and exercised on the last day of the fiscal quarter at a price that is the lower of 85% of the market price on the first or last day of the fiscal quarter. During fiscal 2005, 86,940 shares of common stock were issued with a weighted average fair value at grant date of \$18.41 per share. During fiscal 2004, 244,232 shares of common stock were issued with a weighted average fair value at grant date of \$7.47 per share. Information related to the shares granted during fiscal 2006 is below. The fair value was determined using the Black-Scholes option valuation method using the assumptions shown below.

| For the quarter ended | Shares granted | Quarter when to be issued | Grant date fair value | Assumptions used in valuation model |            |  |  | Expected life | Expected dividends |
|-----------------------|----------------|---------------------------|-----------------------|-------------------------------------|------------|--|--|---------------|--------------------|
|                       |                |                           |                       | Risk free rate                      | Volatility |  |  |               |                    |
| October 31, 2005      | 23,144         | Second FY06               | \$ 7.52               | 3.5 %                               | 47 %       |  |  | 90 days       |                    |
| January 31, 2006      | 21,878         | Third FY06                | \$ 7.50               | 3.9 %                               | 40 %       |  |  | 90 days       |                    |
| April 30, 2006        | 19,543         | Fourth FY06               | \$ 10.67              | 4.7 %                               | 39 %       |  |  | 90 days       |                    |
| July 31, 2006         | 17,807         | First FY07                | \$ 12.07              | 4.9 %                               | 44 %       |  |  | 90 days       |                    |

**Pension Plan**

We maintain a contributory defined benefit pension plan (the Pension Plan) for eligible participating employees in the United Kingdom. Monthly contributions by employees are equal to 7.0% of their salaries increased from 5.5% effective December 1, 2005. We provide an additional contribution in an actuarially determined amount necessary to fund future benefits to be provided under the Pension Plan. Benefits provided are based upon 1/60 of the employee's final pensionable salary (as defined in the Pension Plan) for each complete year of service up to 2/3 of the employee's final pensionable salary and increase annually in line with inflation subject to a maximum of 5% per annum. The Pension Plan also provides for 50% of such actual or expected benefits to be paid to a surviving spouse upon the death of a participant. Pension Plan assets consist mainly of investments in marketable securities that are held and managed by an independent trustee.

The following is a reconciliation of the beginning and ending balances of the benefit obligation and the fair value of plan assets measured at July 31, 2006 and July 31, 2005, respectively:

|  | July 31, 2006  | 2005      |
|--|----------------|-----------|
|  | (In thousands) |           |
| Benefit obligation at beginning of year          | \$ 36,447      | \$ 19,882 |
| Service cost                                     | 1,154          | 754       |
| Interest cost                                    | 1,905          | 1,235     |
| Contributions by plan participants               | 418            | 431       |
| Actuarial loss                                   | 5,915          | 16,295    |
| Benefits paid                                    | (52)           | (186)     |
| Foreign currency exchange rate changes           | 2,518          | (1,964)   |
| Benefit obligation at end of year                | \$ 48,305      | \$ 36,447 |
| Fair value of plan assets at beginning of year   | \$ 18,001      | \$ 14,088 |
| Actual gain on plan assets                       | 2,236          | 3,616     |
| Employer contributions                           | 994            | 972       |
| Plan participants' contributions                 | 418            | 431       |
| Benefits paid                                    | (45)           | (46)      |
| Foreign currency exchange rate changes and other | 1,202          | (1,060)   |
| Fair value of plan assets at end of year         | \$ 22,806      | \$ 18,001 |

The funded status of the Pension Plan is as follows:

|   | July 31, 2006  | 2005      |
|---|----------------|-----------|
|   | (In thousands) |           |
| Projected benefit obligation in excess of plan assets | \$ 25,499      | \$ 18,446 |
| Unrecognized prior service costs                      | (1,322)        | (1,386)   |
| Unrecognized actuarial loss                           | (9,017)        | (5,003)   |
| Net pension liability                                 | \$ 15,160      | \$ 12,057 |



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Amounts included in the consolidated balance sheet consist of:

|   | <b>July 31,<br/>2006</b> | <b>2005</b> |
|---|--------------------------|-------------|
|   | <b>(In thousands)</b>    |             |
| Accrued benefit obligation                                    | \$ 16,482                | \$ 13,443   |
| Intangible asset  | (1,322 )                 | (1,386 )    |
| Net pension liability   | \$ 15,160                | \$ 12,057   |
| Net amount recognized   | (2,310 )                 | (572 )      |
| Minimum pension liability in accumulated comprehensive income | \$ 12,850                | \$ 11,485   |

Our pension liability is included in Other non-current liabilities on our balance sheet. The minimum pension liability is recorded in Accumulated comprehensive income other on our balance sheet and, net of tax, was \$9.4 million in fiscal 2006 and \$8.4 million in fiscal 2005.

The net periodic pension costs are as follows:

|   | <b>For the Years Ended July 31,</b> |             |             |
|---|-------------------------------------|-------------|-------------|
|   | <b>2006</b>                         | <b>2005</b> | <b>2004</b> |
|   | <b>(In thousands)</b>               |             |             |
| Service costs (benefits earned during the period) | \$ 1,154                            | \$ 754      | \$ 542      |
| Interest cost on projected benefit obligation     | 1,905                               | 1,235       | 1,061       |
| Expected return on plan assets                    | (1,296 )                            | (968 )      | (787 )      |
| Net amortization and deferral                     | 899                                 | 164         | 194         |
| Net periodic pension costs                        | \$ 2,662                            | \$ 1,185    | \$ 1,010    |

The weighted average assumptions used to determine the projected benefit obligation and the expected long-term rate of return on assets are as follows:

|   | <b>For the Years Ended July 31,</b> |   |             |   |             |   |
|---|-------------------------------------|---|-------------|---|-------------|---|
|   | <b>2006</b>                         |   | <b>2005</b> |   | <b>2004</b> |   |
| Discount rate                               | 5.0                                 | % | 5.0         | % | 6.0         | % |
| Rates of increase in compensation levels    | 5.0                                 | % | 4.3         | % | 4.0         | % |
| Expected long-term rate of return on assets | 6.5                                 | % | 6.8         | % | 6.5         | % |

The expected long-term rate of return on plan assets reflects the average rate of earnings expected on the funds invested or to be invested to provide for the benefits included in the projected benefit obligation. We have used a rate we believe is appropriate for long-term investment in an equity-based portfolio. The discount rate is determined by using the return available from an index of AA-rated corporate non-callable bonds of appropriate duration and currency.

The weighted-average asset allocations by asset category for the plan assets are as follow:

| Asset Category                 | <b>For the Years Ended<br/>July 31,</b> |   |             |   |
|--------------------------------|---|---|-------------|---|
|                                | <b>2006</b>                             |   | <b>2005</b> |   |
| Equity securities and property | 74.1                                    | % | 98.0        | % |
| Cash and bonds                 | 25.9                                    | % | 2.0         | % |
| Total                          | 100.0                                   | % | 100.0       | % |

In prior years, our target weighted-average asset allocation for the plan assets was 100% in equity securities. In order to further manage the risk of the expected return, during fiscal 2006, this allocation target was changed to 65% in equity securities, 10% property and 25% in cash and bonds.



For fiscal 2007, we plan to contribute approximately \$1.4 million to the pension plan. We expect future benefit payments of:

| Year               | Amount<br>(In thousands) |
|--------------------|--------------------------|
| 2007               | \$ 61                    |
| 2008               | 85                       |
| 2009               | 94                       |
| 2010               | 107                      |
| 2011               | 138                      |
| Years 2012 to 2015 | 2,433                    |

#### 8. Common and Preferred Stock and Exchangeable Shares

We are authorized to issue 78.5 million shares of common stock.

The Board of Directors, without any action by the stockholders, may issue up to one million shares of preferred stock, par value \$.01, in one or more series and determine the voting rights, preferences as to dividends, liquidation, conversion, and other rights of such stock. There are no shares of preferred stock outstanding as of July 31, 2006.

On May 27, 1997, our Board of Directors declared a distribution of one right for each outstanding share of common stock or Exchangeable Stock to shareholders of record at the close of business on June 12, 1997 and designated 400,000 shares of the authorized preferred stock as a class to be distributed under a shareholder rights agreement. Upon the occurrence of certain events enumerated in the shareholder rights agreement, each right entitles the registered holder to purchase a fraction of a share of our preferred stock or the common stock of an acquiring company. The rights, among other things, will cause substantial dilution to a person or group that attempts to acquire our company. The rights expire on May 15, 2007 and may be redeemed prior to that date. In September 2006, we amended our shareholder rights plan to provide that no rights will be issued to our current shareholders in connection with our previously announced plan to merge with Compagnie Générale de Géophysique ( CGG ).

In January 2006, it was announced that Veritas Energy Services accelerated the automatic redemption date of its exchangeable shares and its class A exchangeable shares, series 1 to May 16, 2006, and that Veritas DGC exercised its right to redeem both classes of Veritas Energy Services exchangeable shares. On May 16, 2006, the closing date, each exchangeable share of both classes then outstanding was exchanged for one share of Veritas DGC common stock. Following the redemption on May 16, Veritas DGC owned all of the issued and outstanding shares of Veritas Energy Services. Therefore, since May 16, 2006, we have had only one class of stock outstanding.

#### 9. Gain on Involuntary Conversion of Assets

In January 2005, our seismic vessel Veritas Viking experienced an engine failure while acquiring data in the Gulf of Mexico and lost substantial amounts of overboard seismic equipment. This seismic equipment was insured at its replacement cost. As a result, insurance settlements for reimbursement of certain costs and to acquire replacement equipment in excess of the book value of the equipment lost less our deductible were recorded as a gain of \$9.9 million during the fourth quarter of fiscal year 2005. An additional \$2.0 million gain was recorded in the first quarter of fiscal 2006 due to the timing of the insurance settlements, which were completed as of July 31, 2006. The gain was included as a change in accounts receivable in the consolidated statement of cash flows.



**10. Other (Income) Expense, Net**

Other (income) expense, net consists of the following:

|   | For the Years Ended July 31, |           |          |
|---|------------------------------|-----------|----------|
|   | 2006                         | 2005      | 2004     |
|   | (In thousands)               |           |          |
| Net foreign currency exchange loss (gain) | \$ 1,341                     | \$ (110 ) | \$ 1,248 |
| Loss from unconsolidated subsidiary (1)   |                              |           | 958      |
| Other                                     | (1,218 )                     | (765 )    | (621 )   |
| Total                                     | \$ 123                       | \$ (875 ) | \$ 1,585 |

(1) This subsidiary was consolidated with our adoption of FIN 46R as of April 30, 2004.

**11. Net Income Per Common Share**

Basic and diluted earnings per common share are computed as follows:

|  | For the Years Ended July 31, |           |          |
|--|------------------------------|-----------|----------|
|  | 2006                         | 2005      | 2004     |
|  | (In thousands)               |           |          |
| Net income   | \$ 82,231                    | \$ 83,001 | \$ 5,221 |
| <b>Basic:</b>  |                              |           |          |
| Weighted average common shares (including exchangeable shares) | 35,260                       | 33,843    | 33,572   |
| Income per share   | \$ 2.33                      | \$ 2.45   | \$ .16   |
| <b>Diluted:</b>  |                              |           |          |
| Weighted average common shares (including exchangeable shares) | 35,260                       | 33,843    | 33,572   |
| Shares issuable from assumed conversion of notes               | 3,744                        |           |          |
| Shares issuable from assumed exercise of options               | 463                          | 1,166     | 660      |
| Shares issuable due to performance shares agreement            | 82                           |           |          |
| Shares issuable from assumed vesting of restricted stock       | 74                           | 45        | 28       |
| Total  | 39,623                       | 35,054    | 34,260   |
| Income per share   | \$ 2.08                      | \$ 2.37   | \$ .15   |

The shares issuable from assumed conversion of notes for the year ended July 31, 2006 are based upon a stock price of \$57.27, which was the closing price of Veritas DGC's common stock at July 31, 2006. The shares issuable due to performance shares agreement relates to the stock to be issued in relation to meeting certain performance targets. The shares issuable from this program is also based upon a stock price of \$57.27.

The following options to purchase common shares have been excluded from the computation assuming dilution because the exercise prices of the options exceed the average market price of the underlying common shares.

|                      | For the Years Ended July 31, |                    |                    |
|----------------------|------------------------------|--------------------|--------------------|
|                      | 2006                         | 2005               | 2004               |
| Number of options    | 13,705                       | 681,650            | 1,079,591          |
| Exercise price range | \$ 43.56 - 55.13             | \$ 26.00 - \$55.13 | \$ 14.56 - \$55.13 |
| Expiring through     | May 2008                     | March 2012         | March 2012         |



## 12. Assets and liabilities held for sale

As of July 31, 2006 the land seismic acquisition business was considered held for sale. As of July 31, 2006, the balance sheet date, it was expected that this business would be sold to a third party with an expected closing to occur in the second fiscal quarter of fiscal 2007. The land seismic acquisition business met the criteria to be considered held for sale and was appropriately classified on the balance sheet in accordance with FAS 144, Accounting for the Impairment or Disposal of Long-Lived Assets. Further, approximately \$2.7 million of depreciation expense was not recorded to reflect the depreciation expense from the time the assets met the criteria until the end of the fiscal year. The assets held for sale were included in the NASA and EAME segments. The land seismic acquisition business was not considered a discontinued operation due to our continuing involvement in the business because of anticipated ongoing contracts.

Subsequent to July 31, 2006, these assets were no longer considered held for sale. See further discussion in Note 15, Subsequent Events.

The geophysical vessel, the Searcher, and certain related equipment was classified as held for sale as of July 31, 2006. This vessel was considered for selling due to the fact that it was an older vessel and the costs to refurbish it would be significant. In July 2006, a new vessel, the Veritas Voyager was placed into service as a replacement to the Searcher. Obtaining a new vessel is expected to reduce vessel downtime and maintenance costs. Subsequent to July 31, 2006, the vessel was sold to a third party for approximately \$1 million and a gain of approximately \$0.5 million is to be recorded in the first quarter of fiscal 2007. The Searcher was included as part of the Asia Pacific segment.

The amounts reclassified as held for sale are as follows:

|                                  | As of July 31, 2006<br>(amounts in thousands) |                 |            |
|----------------------------------|---|-----------------|------------|
|                                  | Land acquisition                              | Searcher vessel | Total      |
| Materials and inventory          | \$ 440  | \$              | \$ 440     |
| Prepayments and other            | 4,708   |                 | 4,708      |
| Current assets                   | 5,148   |                 | 5,148      |
| Geophysical vessel               |   | 8,331           | 8,331      |
| Geophysical equipment            | 144,096                                       | 2,206           | 146,302    |
| Leasehold improvements and other | 23,863  |                 | 23,863     |
| Total                            | 167,959                                       | 10,537          | 178,496    |
| Accumulated depreciation         | (138,003 )                                    | (10,037 )       | (148,040 ) |
| Property and equipment, net      | 29,956  | 500             | 30,456     |
| Total assets                     | \$ 35,104                                     | 500             | \$ 35,604  |
| Deferred revenue                 | \$ 21,245                                     |                 | \$ 21,245  |
| Total current liabilities        | \$ 21,245                                     |                 | \$ 21,245  |

## 13. Segment and Geographical Information

We have organized the company into four reportable segments: North and South America (NASA); Europe, Africa, Middle East and Commonwealth of Independent States (EAME); Asia Pacific (APAC); and Veritas Hampson-Russell (VHR). In NASA, EAME and APAC, we conduct geophysical surveys on both a contract and a multi-client basis. When we conduct surveys on a contract basis, we acquire and process data for a single client who pays us to conduct the survey and owns the data we acquire. When we conduct surveys on a multi-client basis, we acquire and process data for our own account and license that data and associated products to multiple clients. NASA, EAME and APAC offer a common suite of these products and services to their customers, although each product or service may be adapted to meet the needs of the local markets. VHR licenses geophysical software and provides geophysical reservoir consulting services. The results of VHR's operations were previously included in those of the NASA region; however, beginning in fiscal 2006, senior management began to review the results of VHR separately. This segmentation of our company is representative of the manner in which it is viewed and managed by our senior managers and our Board of Directors. The information related to the years ended July 31, 2005 and 2004 have been restated to reflect the new



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segment structure. A reconciliation of the reportable segments results to those of the total enterprise is given below:

|  | For the Year Ended July 31, 2006 |            |            |           |           |            |
|--|----------------------------------|------------|------------|-----------|-----------|------------|
|  | NASA<br>(In thousands)           | EAME       | APAC       | VHR       | Corporate | Total      |
| Revenue  | \$ 541,396                       | \$ 148,739 | \$ 112,466 | \$ 19,587 | \$        | \$ 822,188 |
| Depreciation and amortization, net (other than multi-client) | 28,778                           | 5,518      | 4,637      | 4,004     | 983       | 43,920     |
| Amortization of multi-client library                         | 164,940                          | 36,035     |            |           |           | 200,975    |
| Operating income (loss)                                      | 137,194                          | 23,533     | 18,142     | (2,782)   | (43,208)  | 132,879    |
| Net income (loss) before income tax                          | 141,417                          | 24,298     | 18,604     | (3,106)   | (41,787)  | 139,426    |
| Total assets   | 485,989                          | 191,077    | 86,810     | 12,436    | 381,718   | 1,158,030  |

|  | For the Year Ended July 31, 2005 |            |           |           |           |            |
|--|----------------------------------|------------|-----------|-----------|-----------|------------|
|  | NASA<br>(In thousands)           | EAME       | APAC      | VHR       | Corporate | Total      |
| Revenue  | \$ 388,632                       | \$ 130,989 | \$ 98,171 | \$ 16,234 | \$        | \$ 634,026 |
| Depreciation and amortization, net (other than multi-client) | 27,033                           | 4,898      | 4,519     | 3,764     | 1,369     | 41,583     |
| Amortization of multi-client library                         | 112,019                          | 43,420     | 4,286     |           |           | 159,725    |
| Operating income (loss)                                      | 73,429                           | 18,176     | 9,118     | (4,811)   | (31,671)  | 64,241     |
| Net income (loss) before income tax                          | 83,660                           | 19,161     | 9,677     | (4,853)   | (31,402)  | 76,243     |
| Total assets   | 501,995                          | 119,632    | 51,915    | 14,680    | 278,376   | 966,598    |

|  | For the Year Ended July 31, 2004 |            |           |           |           |            |
|--|----------------------------------|------------|-----------|-----------|-----------|------------|
|  | NASA<br>(In thousands)           | EAME       | APAC      | VHR       | Corporate | Total      |
| Revenue  | \$ 370,916                       | \$ 118,448 | \$ 60,125 | \$ 14,980 | \$        | \$ 564,469 |
| Depreciation and amortization, net (other than multi-client) | 29,095                           | 2,583      | 4,438     | 3,762     | 422       | 40,300     |
| Amortization of multi-client library                         | 148,218                          | 56,818     | 4,804     |           |           | 209,840    |
| Operating income (loss)                                      | 57,510                           | 6,026      | 1,851     | (3,183)   | (34,434)  | 27,770     |
| Net income (loss) before income tax                          | 58,772                           | 5,918      | 142       | (3,298)   | (52,598)  | 8,936      |
| Total assets   | 479,140                          | 116,158    | 38,014    | 15,845    | 127,089   | 776,246    |

Corporate includes corporate overhead and certain non-recurring adjustments. The assets within the Corporate segment consist primarily of cash.

This table presents consolidated revenue by geographic area based on the location of the use of the product or service for the years ended July 31, 2006, 2005 and 2004:

| Geographic areas: | For the Years Ended July 31, |            |            |
|-------------------|------------------------------|------------|------------|
|                   | 2006<br>(In thousands)       | 2005       | 2004       |
| United States     | \$ 343,299                   | \$ 287,993 | \$ 245,144 |
| Canada            | 141,667                      | 92,639     | 88,283     |
| Latin America     | 67,401                       | 17,178     | 57,210     |

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|                    |            |            |            |
|--------------------|------------|------------|------------|
| Europe             | 93,589     | 71,852     | 79,182     |
| Middle East/Africa | 60,771     | 62,515     | 32,513     |
| Asia Pacific       | 115,461    | 101,849    | 62,137     |
| Total              | \$ 822,188 | \$ 634,026 | \$ 564,469 |

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This table presents property and equipment, net of depreciation, by geographic area based on the location of the assets:

|                          | <b>For the Years Ended July 31,</b> |             |             |
|--------------------------|-------------------------------------|-------------|-------------|
|                          | <b>2006</b>                         | <b>2005</b> | <b>2004</b> |
|                          | <b>(In thousands)</b>               |             |             |
| <b>Geographic areas:</b> |                                     |             |             |
| United States            | \$ 81,773                           | \$ 93,194   | \$ 83,181   |
| Canada                   | 2,962                               | 14,808      | 17,317      |
| Latin America            | 1,183                               | 1,176       | 1,958       |
| Europe                   | 7,772                               | 8,212       | 8,213       |
| Middle East/Africa       | 2,515                               | 2,406       | 3,491       |
| Asia Pacific             | 14,399                              | 8,121       | 7,503       |
| Total                    | \$ 110,604                          | \$ 127,917  | \$ 121,663  |

In fiscal 2006, no customer accounted for 10% or more of total revenue. In fiscal 2005, a single, large multi-national oil company represented 12% of our revenue. In fiscal 2004, no customer accounted for 10% or more of total revenue.

### 14. Selected Quarterly Financial Data (Unaudited)

|                                     | <b>For the Year Ended July 31, 2006</b>         |                    |                    |                    |
|-------------------------------------|---|--------------------|--------------------|--------------------|
|                                     | <b>1st Quarter</b>                              | <b>2nd Quarter</b> | <b>3rd Quarter</b> | <b>4th Quarter</b> |
|                                     | <b>(In thousands, except per share amounts)</b> |                    |                    |                    |
| Revenue                             | \$ 168,678                                      | \$ 238,860         | \$ 236,219         | \$ 178,431         |
| Net income                          | 11,787  | 31,082             | 32,876             | 6,487              |
| Net income per common share basic   | .34   | .89                | .92                | .18                |
| Net income per common share diluted | .32   | .81                | .84                | .16                |

|                                     | <b>For the Year Ended July 31, 2005</b>         |                    |                    |                    |
|-------------------------------------|---|--------------------|--------------------|--------------------|
|                                     | <b>1st Quarter</b>                              | <b>2nd Quarter</b> | <b>3rd Quarter</b> | <b>4th Quarter</b> |
|                                     | <b>(In thousands, except per share amounts)</b> |                    |                    |                    |
| Revenue                             | \$ 129,581                                      | \$ 192,228         | \$ 175,510         | \$ 136,707         |
| Net income                          | 978   | 17,368             | 18,407             | 46,248             |
| Net income per common share basic   | .03   | .51                | .54                | 1.36               |
| Net income per common share diluted | .03   | .51                | .52                | 1.31               |

Quarterly per share amounts may not total to annual per share amounts because weighted average common shares for the quarter may vary from weighted average common shares for the year.

### 15. Subsequent Events

On September 5, 2006, we announced that we terminated discussions with a third party relating to the possible sale of the Company's land seismic acquisition business. Subsequent to July 31, 2006, we have incurred costs of approximately \$10 million in connection with the possible sale of our land seismic acquisition business, which costs include amounts paid in settlement of all claims by the third party buyers and professional fees, including accounting and legal fees. The depreciation expense of \$2.7 million previously not recorded related to these assets expected to be sold in fiscal 2006 will be recorded in fiscal 2007 as if the assets were not held for sale at any time. For further discussion on the assets and liabilities held for sale, see Note 12 above.

On September 4, 2006, the Company and CGG, a French société anonyme, entered into an Agreement and Plan of Merger, dated as of September 4, 2006 (the Merger Agreement), by and among the Company, CGG, Volnay Acquisition Co. I, a Delaware corporation and wholly owned subsidiary of CGG (Merger Sub I), and Volnay Acquisition Co. II, a Delaware corporation and wholly owned subsidiary of CGG (Merger Sub II), under which CGG has agreed to acquire all of the issued and outstanding shares of common stock, par value \$0.01 per share, of the Company (Company Common Stock). Under the terms of the Merger Agreement, which was approved by the Boards of Directors of both the Company and CGG, Merger Sub I will merge with and into the Company with the Company continuing as the surviving corporation, and immediately thereafter, the





Company will merge with and into Merger Sub II with Merger Sub II continuing as the surviving corporation as a wholly owned subsidiary of CGG.

Total consideration for the Company Common Stock is fixed at approximately \$1.5 billion in cash and approximately 47 million American Depository Shares (the ADSs) of CGG, with each ADS representing one-fifth of an ordinary share, nominal value 2.00 per share, of CGG (each a CGG Ordinary Share). Under the terms of the Merger Agreement, stockholders of the Company will have the right to elect to receive cash or ADSs, subject to a proration if either cash or stock is oversubscribed. The per share consideration is initially set at \$75.00 in cash or 2.2501 ADSs and is subject to adjustment upwards or downwards so that each share of Company Common Stock receives consideration representing equal value. This adjustment, however, will not increase or decrease the total amount of cash or the total number of ADSs to be issued in the transaction. Based on the closing price of CGG's ADSs on August 29, 2006, the stockholders of the Company would receive, in the aggregate, consideration comprised of approximately 51% ADSs and 49% cash.

Consummation of the transactions contemplated by the Merger Agreement is conditioned upon, among other things, (1) approval by the stockholders of the Company and CGG, (2) the receipt of all required regulatory approvals and (3) the effectiveness of the registration statement on Form F-4 and the registration statement on Form F-6 relating to the ADSs to be issued in the merger. In the event of a termination of the Merger Agreement under certain circumstances, the Company or CGG may be required to pay the other party certain termination fees as more fully explained in the Merger Agreement filed as Exhibit 2.1 to Veritas DGC Inc.'s Form 8-K dated September 4, 2006.

Upon closing of the transaction, several significant items would occur including, without limitation, the following:

- All of our outstanding stock options would fully vest and restrictions on most outstanding restricted shares would vest.
- CGG will assume our convertible debt, which would continue to be fully convertible, and the holders of the debt would have the option of exercising their put right to CGG.
- Any outstanding borrowings and letters of credit under the credit facility would be due immediately upon closing of the transaction.
- A significant amount of severance compensation may be paid to executives of the company, including the named executive officers.
- Other material effects of the merger will be more fully discussed in the proxy statement/prospectus on Form F-4 which CGG plans to file with the SEC and in the proxy statement/prospectus relating to the proposed transaction, which will be sent to each Veritas stockholder in connection with the meeting of Veritas stockholders that we intend to call to vote to adopt the merger agreement.

## VERITAS DGC INC. AND SUBSIDIARIES

**Financial Statement Schedule**  
**Valuation and Qualifying Accounts and Reserves**  
**Schedule II**  
(In thousands)

| Description                            | Balance at<br>Beginning of<br>Period | Additions<br>Charged to<br>Costs and<br>Expenses | Charged to<br>Other<br>Accounts | Deductions | Balance at<br>End of<br>Period |
|--|--------------------------------------|--|---------------------------------|------------|--------------------------------|
| <b>Allowance for doubtful accounts</b> |                                      |  |                                 |            |                                |
| 2006                                   | \$ 1,322                             | \$ 1,172   | \$                              | \$ (599)   | \$ 1,895                       |
| 2005                                   | 1,109                                | 775  |                                 | (562)      | 1,322                          |
| 2004                                   | 7,953                                |  |                                 | (6,844)    | 1,109                          |
| <b>Accrued dry dock</b>                |                                      |  |                                 |            |                                |
| 2006                                   | \$ 3,181                             | \$ 5,003   | \$                              | \$ (2,141) | \$ 6,043                       |
| 2005                                   | 2,420                                | 4,612  |                                 | (3,851)    | 3,181                          |
| 2004                                   | 3,227                                | 4,604  |                                 | (5,411)    | 2,420                          |
| <b>Tax valuation allowances</b>        |                                      |  |                                 |            |                                |
| 2006                                   | \$ 17,772                            | \$ 9,622   | \$                              | \$ (8,139) | \$ 19,255                      |
| 2005                                   | 73,036                               | 3,195  |                                 | (58,459)   | 17,772                         |
| 2004                                   | 61,112                               | 11,924   |                                 |            | 73,036                         |

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**ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

Not Applicable.

**ITEM 9A. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**

We carried out an evaluation, under the supervision of and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, as to the effectiveness, design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities and Exchange Act of 1934) as of July 31, 2006. Our Chief Executive Officer and Chief Financial Officer concluded that the design and operation of our disclosure controls and procedures were effective as of July 31, 2006.

**Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities and Exchange Act of 1934). An evaluation of the design and effectiveness of our internal control over financial reporting, based on the framework in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, was conducted under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. Based on the results of this evaluation, we concluded that our internal control over financial reporting was effective as of July 31, 2006.

Our assessment of the effectiveness of our internal control over financial reporting as of July 31, 2006 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their audit report, which is included herein.

**Changes in Internal Control over Financial Reporting**

During the fiscal year ended July 31, 2006, we did not make any change to our internal control over financial reporting that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. Other Information**

Not Applicable

**PART III**

**ITEM 10. Directors and Executive Officers of the Registrant**

Information required by this item is incorporated by reference to the material to appear under the heading "Election of Directors" in the Proxy Statement for the 2006 Annual Meeting of Stockholders, to be filed pursuant to Regulation 14A.

**ITEM 11. Executive Compensation**

Information required by this item is incorporated by reference to the material to appear under the heading "Management" in the Proxy Statement for the 2006 Annual Meeting of Stockholders, to be filed pursuant to Regulation 14A.

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**ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters****Securities Authorized for Issuance Under Equity Compensation Plans**

The following table presents data related to all of our equity compensation plans for both non-employee directors and employees as of July 31, 2006, and provides information related to potential ownership dilution as of such date:

**Equity Compensation Plan Information  
as of July 31, 2006**

| Equity Compensation Plan Category                      | Number of securities to be issued upon exercise of outstanding options | Weighted-average exercise price of outstanding options | Number of securities remaining available for future issuance under equity compensation plans (excluding securities to be issued upon exercise of outstanding options) |
|--|--|--|---|
| Equity compensation plans approved by stockholders     | 744,524  | (1) \$ 18.23   | 2,123,559 (2)   |
| Equity compensation plans not approved by stockholders | 433,949  | (3) 22.22  | 0 (4)   |

(1) Includes 683,779 options issued under our Share Incentive Plan approved by stockholders in December 2002. Includes 60,745 options issued before December 9, 1998 under our 1992 Employee Non-qualified Stock Option Plan. Stockholders approved the 1992 plan initially and in December 1997 approved amendments increasing the number of shares, which could be issued pursuant to options under the 1992 Employee Non-qualified Stock Option Plan. On December 9, 1998, our board of directors increased the number of options available under the 1992 Employee Non-qualified Stock Option Plan without obtaining stockholder approval. We have assumed that options issued before those dates were issued under plans approved by stockholders and that options issued on or after those dates were issued pursuant to plans not approved by stockholders.

(2) Includes 759,529 shares available for issuance under our employee stock purchase plan and 1,364,030 shares available for issuance under our Share Incentive Plan. Under our Share Incentive Plan, our compensation committee is authorized to make awards to participants in the form of stock options, restricted stock, deferred share units, share appreciation rights or performance shares. The aggregate number of shares available for award under the plan is currently 1,364,030, of which no more than 334,895 shares may be awarded in any form other than stock options.

(3) Includes 164,900 options issued on or after December 9, 1998 under our 1992 Employee Non-qualified Stock Option Plan and 72,750 options issued on or after December 9, 1997 under our 1992 Non-employee Director Non-qualified Stock Option Plan. See note 1 above. Also includes options we assumed in connection with our acquisitions of Enertec Resource Services Inc. in August 1999 and Reservoir Characterization Resource Consulting Inc. in February 2001. The remaining 196,299 options were issued under our 2001 Key Employee Non-qualified Stock Option Plan that was not approved by stockholders.

(4) Effective in December 2002, we are authorized to award equity compensation only in accordance with our stockholder approved Share Incentive Plan.

On December 11, 2002, our stockholders approved the adoption of our current Share Incentive Plan that provides for the issuance to directors, officers and select employees: (1) nonqualified options to purchase our common stock, (2) incentive options to purchase our common stock, (3)

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share appreciation rights, (4) deferred share units, (5) restricted shares and (6) performance shares. Effective upon the adoption of Share Incentive Plan, we may not award options, restricted stock or other equity compensation to any director, officer or employee under any other plan, including those previously approved by stockholders.

Prior to December 11, 2002, we had two employee nonqualified stock option plans – our 1992 Employee Non-qualified Stock Option Plan (the 1992 Plan ) and our 2001 Key Employee Non-qualified Stock Option Plan (the 2001 Plan ). Prior to December 11, 2002, we granted options to select employees, including our officers, under the 1992 Plan and to select employees, excluding our officers, under the 2001 Plan. Stockholders approved the adoption of the 1992 Plan in December 1992 and also approved all amendments to the plan through December 1997. In December 1998 and March 1999, our board adopted amendments to the 1992 Plan that increased the number of options available for grant by 1,204,550 and 550,000, respectively. We did not seek stockholder approval of these amendments as such approval was not then required by the terms of the plan, applicable law or stock exchange requirements. In January 2001, we adopted our 2001 Plan, which allowed the issuance of up to 2 million options. We did not seek stockholder approval of the 2001 Plan as such approval was not then required by applicable law or stock exchange requirements.

Options granted under the 1992 Plan and 2001 Plan generally vested over three years and were exercisable over a five to ten-year period from the date of grant. The exercise price for each option is the closing price on the New York Stock Exchange on the

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last trading day prior to the grant date. As of July 31, 2006, a total of 301,395 options were outstanding under the 1992 Plan and 196,299 were outstanding under our 2001 Plan. No further options may be issued under either plan after December 11, 2002.

Prior to December 11, 2002, we also maintained a stock option plan for non-employee directors (the Director Plan ) under which options were granted to our non-employee directors. Stockholders approved the adoption of the Director Plan in December 1992 and also approved all amendments to the plan through December 1994. In December 1997, our board adopted amendments to the Director Plan that increased the number of options available for grant by 400,000. We did not seek stockholder approval of these amendments as such approval was not then required by the terms of the plan, applicable law or stock exchange requirements.

The Director Plan provided that every year each eligible director was granted options to purchase 5,000 shares of our common stock which vest over a period of three years from the date of grant and are exercisable over five to ten years from the date of grant. The exercise price for each option is the closing price on the New York Stock Exchange on the last trading day prior to the grant date. As of July 31, 2006, a total of 72,750 options were outstanding under the Director Plan. No further options may be issued under the Director Plan after December 11, 2002.

Our current Share Incentive Plan is described further in the Note 7 to Notes to Consolidated Financial Statements above.

Certain information required by this item is incorporated by reference to the material to appear under the headings Security Ownership of Certain Beneficial Owners and Management in the Proxy Statement for the 2006 Annual Meeting of Stockholders, to be filed pursuant to Regulation 14A.

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**ITEM 13. Certain Relationships and Related Transactions**

Information required by this item is incorporated by reference to the material to appear under the heading "Certain Relationships and Related Transactions" in the Proxy Statement for the 2006 Annual Meeting of Stockholders, to be filed pursuant to Regulation 14A.

**ITEM 14. Principal Accountant Fees and Services**

Information required by this item is incorporated by reference to the material to appear under the heading "Ratification of Selection of Independent Accountants" in the Proxy Statement for the 2006 Annual Meeting of Stockholders, to be filed pursuant to Regulation 14A.

**PART IV**

**ITEM 15. Exhibits and Financial Statement Schedules**

(a)(1)

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

Management's Responsibilities for Financial Statements  
Report of Independent Registered Public Accounting Firm  
Consolidated Statements of Operations and Comprehensive Income for the Three Years Ended July 31, 2006  
Consolidated Balance Sheets as of July 31, 2006 and 2005  
Consolidated Statements of Cash Flows for the Three Years Ended July 31, 2006  
Consolidated Statements of Changes in Stockholders' Equity for the Three Years Ended July 31, 2006  
Notes to Consolidated Financial Statements  
Financial Statement Schedule - Valuation and Qualifying Accounts and Reserves

(a)(2)

**CONSOLIDATED FINANCIAL STATEMENT SCHEDULES**

Financial Statement Schedule II - Valuation and Qualifying Accounts and Reserves appears on page 55. All other financial statement schedules are omitted for the reason that they are not required or are not applicable, or the required information is shown in the consolidated financial statements or the notes thereto.

Individual financial statements of 50% or less-owned companies and joint ventures accounted for by the equity method have been omitted because such 50% or less-owned companies and joint ventures, considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary.

(a)(3) See accompanying Exhibit Index.

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**SIGNATURES**

Pursuant to the requirements of Sections 13 or 15(d) 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, on the 4th day of October, 2006.

VERITAS DGC INC.

By:

/s/THIERRY PILENKO  
Thierry Pilenko  
*(Chairman of the Board and Chief Executive Officer)*

Pursuant to the requirements of the Securities Exchange Act of 1934, the following persons on behalf of the Registrant in the indicated capacities have signed this report below on the 4th day of October 2006.

/s/ THIERRY PILENKO  
Thierry Pilenko  
Chairman of the Board and Chief Executive Officer, Director

/s/ TIMOTHY L. WELLS  
Timothy L. Wells  
President and Chief Operating Officer

/s/ MARK E. BALDWIN  
Mark E. Baldwin  
Executive Vice President, Chief Financial Officer and Treasurer

/s/ DENNIS S. BALDWIN  
Dennis S. Baldwin  
Vice President, Corporate Controller

/s/ LOREN K. CARROLL  
Loren K. Carroll  
Director

/s/ CLAYTON P. CORMIER  
Clayton P. Cormier  
Director

/s/ JAMES R. GIBBS  
James R. Gibbs  
Director

/s/ JAN A. RASK  
Jan A. Rask  
Director

/s/ YORAM SHOHAM  
Yoram Shoham  
Director

/s/ DAVID F. WORK  
David F. Work  
Director

Terence K. Young  
Director



**EXHIBIT INDEX**

| Exhibit No. | Description   |
|-------------|---|
| 2.1         | Agreement and Plan of Merger, dated as of September 4, 2006, between and among Veritas DGC Inc., Compagnie Générale de Géophysique, Volnay Acquisition Co. I and Volnay Acquisition Co. II. (Exhibit 2.1 to Veritas DGC Inc. s Form 8-K dated September 4, 2006 is incorporated herein by reference.) |
| 3.1         | Restated Certificate of Incorporation with amendments of Veritas DGC Inc. dated August 30, 1996. (Exhibit 3.1 to Veritas DGC Inc. s Current Report on Form 8-K dated September 16, 1996 is incorporated herein by reference.)   |
| 3.2         | Certificate of Ownership and Merger of New Digicon Inc. And Digicon Inc. (Exhibit 3-B to Digicon Inc. s Registration Statement No. 33-43873 dated November 12, 1991 is incorporated herein by reference.)   |
| 3.3         | Certificate of Amendment to Restated Certificate of Incorporation of Veritas DGC Inc. dated September 30, 1999 (Exhibit 3-D to Veritas DGC Inc. s For 10-K for the year ended July 31, 1999 is incorporated herein by reference.)   |
| 3.4         | Certificate of Amendment to Restated Certificate of Incorporation of Veritas DGC Inc. dated September 30, 1999 (Exhibit 4.4 to Veritas DGC Inc. s Registration Statement No. 333-111997 dated January 20, 2004 is incorporated herein by reference.)  |
| 3.5         | Bylaws of Veritas DGC Inc. (including all amendments through June 16, 2006) (Exhibit 3.1 to Veritas DGC Inc. s Current Report on Form 8-K filed June 19, 2006 is incorporated herein by reference.)   |
| 4.1         | Specimen Veritas DGC Inc. Common Stock certificate (Exhibit 4-C to Veritas DGC Inc. s Form 10-K for the year ended July 31, 1996 is incorporated herein by reference.)  |
| 4.2         | Rights Agreement between Veritas DGC Inc. and ChaseMellon Shareholder Services, L.L.C. dated as of May 15, 1997. (Exhibit 4.1 to Veritas DGC Inc. s Current Report on Form 8-K filed May 27, 1997 is incorporated herein by reference.)   |
| 4.3         | Indenture dated March 3, 2004 between Veritas DGC Inc. and U.S. Bank National Association, as trustee. (Exhibit 4.2 to Veritas DGC Inc. s Current Report on Form 8-K dated March 3, 2004 is incorporated herein by reference.)  |
| 4.4         | Global note representing \$125,000,000 aggregate principal amount of Floating Rate Convertible Senior Notes Due 2024 (Exhibit 4.3 to Veritas DGC Inc. s Current Report on Form 8-K dated March 3, 2004 is incorporated herein by reference.)  |
| 4.5         | Registration Rights Agreement dated as of March 3, 2004 by and between Veritas DGC Inc. and Deutsche Bank Securities Inc. (Exhibit 4.1 to Veritas DGC Inc. s Current Report on Form 8-K dated March 3, 2004 is incorporated herein by reference.)   |
| 4.6         | Form of Notice to Holders of Exchangeable Shares (Exhibit 99.2 to Veritas DGC Inc. s Current Report on Form 8-K filed January 18, 2006 is incorporated herein by reference.)  |
| 4.7         | Amendment No. 1 to Rights Agreement between Veritas DGC Inc. and Mellon Shareholder Services, L.L.C. dated as of May 31, 2005 (Exhibit 4.2 to Veritas DGC Inc. s Amendment No. 2 to Registration Statement on Form 8-A filed May 31, 2005 is incorporated herein by reference.)                       |
| +4.8        | Amendment No. 2 to Rights Agreement between Veritas DGC Inc. and Mellon Shareholder Services, L.L.C. dated as of September 4, 2006 (attached hereto as Exhibit 4.8 and incorporated herein by reference.)   |

- 9.1 Voting and Exchange Trust Agreement dated August 30, 1996 among Digicon Inc., Veritas Energy Services Inc. and The R-M Trust Company. (Exhibit 9.1 of Veritas DGC Inc. s Current Report on Form 8-K dated September 16, 1996 is incorporated herein by reference.)
- 9.2 Voting and Exchange Trust Agreement dated September 30, 1999 among Veritas DGC Inc., Veritas Energy Services Inc. and CIBC Mellon Trust Company. (Exhibit 9-B to Veritas DGC Inc. s Form 10-K for the year ended July 31, 1999 is incorporated herein by reference.)
- 10.1 Support Agreement dated August 30, 1996 between Digicon Inc. and Veritas Energy Services Inc. (Exhibit 10.1 of Veritas DGC Inc. s Current Report on Form 8-K dated August 30, 1996 is incorporated herein by reference.)
- \*\*10.2 Form of Restricted Stock Grant Agreement (Exhibit 10.2 to Veritas DGC Inc. s Form 10-K for the year ended July 31, 2004 is incorporated herein by reference.)
- \*\*10.3 Key Contributor Incentive Plan as amended and restated March 3, 2003. (Exhibit 10.1 to Veritas DGC Inc. s Form 8-K dated March 3, 2005 is incorporated herein by reference.)
- \*\*10.4 1992 Non-Employee Director Stock Option Plan as amended and restated March 7, 2000. (Exhibit 10-B to Veritas DGC Inc. s Form 10-Q for the quarter ended April 30, 2000 is incorporated herein by reference.)
- \*\*10.5 1992 Employee Nonqualified Stock Option Plan as amended and restated March 7, 2000. (Exhibit 10-C to Veritas DGC Inc. s Form 10-Q for the quarter ended April 30, 2000 is incorporated herein by reference.)
- \*\*10.8 Amended and Restated Employment Agreement between Veritas DGC Inc. and Stephen J. Ludlow. (Exhibit 10-C to Veritas DGC Inc. s Form 10-Q for the quarter ended October 31, 2001 is incorporated herein by reference.)
- \*\*10.9 Amendment No. 1 to Amended and Restated Employment Agreement between Veritas DGC Inc. and Stephen J. Ludlow. (Exhibit 10-D to Veritas DGC Inc. s Form 10-Q for the quarter ended October 31, 2001 is incorporated herein by reference.)
- \*\*10.12 Amended and Restated Employment Agreement between Veritas DGC Inc. and Timothy L. Wells. (Exhibit 10-K to Veritas DGC Inc. s Form 10-Q for the quarter ended October 31, 2001 is incorporated herein by reference.)
- \*\*10.13 Amendment No. 1 to Amended and Restated Employment Agreement between Veritas DGC Inc. and Timothy L. Wells. (Exhibit 10-L to Veritas DGC Inc. s Form 10-Q for the quarter ended October 31, 2001 is incorporated herein by reference.)
- \*\*10.14 Employment Agreement between Veritas DGC Inc. and Larry L. Worden. (Exhibit 10-M to Veritas DGC Inc. s Form 10-Q for the quarter ended October 31, 2001 is incorporated herein by reference.)
- \*\*10.15 Amendment No. 1 to Employment Agreement between Veritas DGC Inc. and Larry L. Worden. (Exhibit 10-N to Veritas DGC Inc. s Form 10-Q for the quarter ended October 31, 2001 is incorporated herein by reference.)
- \*\*10.16 Deferred Compensation Plan effective January 1, 2001. (Exhibit 10-Q to Veritas DGC Inc. s Form 10-Q for the quarter ended October 31, 2000 is incorporated by reference.)
- \*\*10.17 Rabbi Trust Agreement between Veritas DGC Inc. and Austin Trust Company relating to the Deferred Compensation Plan. (Exhibit 10-R to Veritas DGC Inc. s Form 10-Q for the quarter ended October 31, 2000 is incorporated herein by reference.)

- \*\*10.18 2001 Key Employee Nonqualified Stock Option Plan effective February 1, 2001. (Exhibit 10-S to Veritas DGC Inc. s Form 10-Q for the quarter ended January 31, 2001 is incorporated by reference.)
- \*\*10.19 Key Employee Restricted Stock Plan effective February 1, 2001. (Exhibit 10-T to Veritas DGC Inc. s Form 10-Q for the quarter ended January 31, 2001 is incorporated herein by reference.)
- 10.20 Credit Agreement among Veritas DGC Inc., as borrower, and Wells Fargo, Inc., as a bank and agent for the banks named therein, dated July 19, 2001. (Exhibit 10-W to Veritas DGC Inc. s Form 10-K for the year ended July 31, 2001 is incorporated herein by reference.)
- 10.21 Credit Agreement, dated as of February 14, 2003, among Veritas DGC Inc., Veritas DGC Limited, Veritas Energy Services Inc., Veritas Energy Services Partnership, Deutsche Bank AG, New York Branch, as Administrative Agent, Deutsche Bank AG, Canada Branch, as Canadian Administrative Agent, and the various lending institutions named therein. (Exhibit 10.1 to Veritas DGC Inc. s Current Report on Form 8-K dated February 19, 2003 is incorporated herein by reference.)
- \*\*10.22 Veritas DGC Inc. Employee Share Purchase Plan. (Exhibit 4.8 to Veritas DGC Inc. s Registration Statement No. 333-111997 dated January 20, 2004 is incorporated herein by reference.)
- 10.23 Third Amendment to Credit Agreement dated February 20, 2004 by and among Veritas DGC Inc., Veritas DGC Limited, Veritas Energy Services Inc., Veritas Energy Services Partnership, Deutsche Bank AG, New York Branch, as Administrative Agent, Deutsche Bank AG, Canada Branch, as Canadian Administrative Agent, and the various lending institutions named therein. (Exhibit 10.2 to Veritas DGC Inc. s Form 10-Q for the quarter ended January 31, 2004 is incorporated herein by reference.)
- \*\*10.25 Employment Agreement between Veritas DGC Inc. and Thierry Pilenko dated January 26, 2004. (Exhibit 10.3 to Veritas DGC Inc. s Form 10-Q for the quarter ended January 31, 2004 is incorporated herein by reference.)
- \*\*10.26 Employment Agreement between Veritas DGC Inc. and Mark E. Baldwin dated August 24, 2004. (Exhibit 10.27 to Veritas DGC Inc. s Form 10-K for the year ended July 31, 2004 is incorporated herein by reference.)
- \*\*10.28 Veritas DGC Inc. Global Management Incentive Plan (including all amendments through October 4, 2004) (Exhibit 10.1 to Veritas DGC Inc. s Form 8-K dated March 3, 2005 is incorporated herein by reference.)
- \*\*10.29 Veritas DGC Inc. Key Contributor Plan (including all amendments through October 4, 2004) (Exhibit 10.1 to Veritas DGC Inc. s Form 8-K dated March 3, 2005 is incorporated herein by reference.)
- \*\*10.30 Description of director compensation. (Exhibit 10.31 to Veritas DGC Inc. s Form 10-K for the year ended July 31, 2004 is incorporated herein by reference.)
- \*\*10.31 Form of Indemnity Agreement for directors and officers. (Exhibit 10.32 to Veritas DGC Inc. s Form 10-K for the year ended July 31, 2004 is incorporated herein by reference.)
- \*\*10.32 Form of Stock Option Grant Agreement. (Exhibit 10.33 to Veritas DGC Inc. s Form 10-K for the year ended July 31, 2004 is incorporated herein by reference.)
- \*\*10.33 Form of Deferred Share Unit Award and Deferral Agreement. (Exhibit 10.34 to Veritas DGC Inc. s Form 10-K for the year ended July 31, 2004 is incorporated herein by reference.)

- \*\*10.34 Letter Agreement dated October 24, 2005 between Veritas DGC Inc. and Stephen J. Ludlow (Exhibit 10.3 to Veritas DGC Inc. s Form 8-K dated October 28, 2005 is incorporated herein by reference.)
- \*\*10.35 Employment agreement between Veritas DGC Inc. and Dennis S. Baldwin dated November 7, 2005. (Exhibit 10.1 to Veritas DGC Inc. s Form 8-K dated November 7, 2005 is incorporated herein by reference.)
- 10.36 Loan Agreement (\$45,000,000 U.S. Revolving Loan Facility, \$15,000,000 Canadian Revolving Loan Facility, \$15,000,000 Singapore Revolving Loan Facility, and \$10,000,000 U.K. Revolving Loan Facility) dated as of February 6, 2006, among Veritas DGC Inc., as U.S. Borrower, Veritas Energy Services Inc. and Veritas Energy Services Partnership, as Canadian Borrowers, Veritas Geophysical (Asia Pacific) Pte. Ltd., as Singapore Borrower, Veritas DGC Limited, as U.K. Borrower, Wells Fargo Bank, National Association, as U.S. Agent and Lead Arranger, HSBC Canada, as Canadian Agent, The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch, as Singapore Agent, HSBC Bank plc, as U.K. Agent, and the other lenders now or hereafter parties thereto (Exhibit 10.1 to Veritas DGC Inc. s Form 8-K dated February 6, 2006 is incorporated herein by reference.)
- \*\*10.37 Section 4.3(b), as amended June 16, 2006, of the Veritas DGC Inc. Global Management Incentive Plan. (Exhibit 10.1 to Veritas DGC Inc. s Form 8-K dated June 19, 2006 is incorporated herein by reference.)

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|-------|---|
| +4.8  | Amendment No. 2 to Rights Agreement between Veritas DGC Inc. and Mellon Shareholder Services, L.L.C. dated as of September 4, 2006. |
| +21   | Subsidiaries of the Registrant.   |
| +23.1 | Consent of Independent Registered Public Accounting Firm  |
| +31.1 | Rule 13a-14(a) certification by CEO.  |
| +31.2 | Rule 13a-14(a) certification by CFO.  |
| +32.1 | Section 1350 certification by CEO.  |
| +32.2 | Section 1350 certification by CFO.  |

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+ Filed herewith

\*\* Management contract or compensatory plan or arrangement

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