



March 1, 2012

Dear Client:

We are pleased to announce that ATC Group Services Inc. finalized its merger with Cardno, an international Australian-based professional services firm on March 1, 2012. ATC is now part of the Cardno family of companies with more than 6,400 staff working on projects in 85 countries.

Although the ownership has changed, it will be business as usual for ATC and its 1600 employees.

ATC's name will remain the same until later this year, when ATC Associates Inc. will become Cardno ATC. The addition of Cardno ATC further strengthens Cardno's exposure to the US environmental and natural resources management market and is highly complementary to Cardno's existing businesses in the US. The merger further cements Cardno's position as one of the nation's largest environmental consulting firms, with a broader access to key US clients such as oil, gas and energy companies and major contractors and retail groups.

Integral to ATC's core strength and reputation has been our ability to successfully deliver a vast range of environmental services to major clients through multi-year master service agreements. The acquisition also offers strong potential to cross-sell capabilities with Cardno's existing US-based businesses.

With the addition of ATC, Cardno's is now operating from over 250 offices worldwide.

**About Cardno:** Cardno is an integrated professional services provider, delivering the specialist expertise necessary to create and improve the physical and social infrastructure that underpins communities around the world. Cardno's team includes leading professionals who plan, design, manage and deliver sustainable projects or community programs. Cardno is an international company, listed on the Australian Securities Exchange [ASX: CDD]. [www.cardno.com](http://www.cardno.com)

**ATC Associates Inc.** is a nationwide consulting, engineering and testing firm founded in 1982. Our network of 1,600 professionals helps clients manage and respond to environmental, occupational health and safety issues, and construction-related matters. ATC's services include Environmental Consulting, Geotechnical Engineering, Construction Materials Testing & Inspection, Industrial Hygiene, Laboratory Analyses and Environmental Health & Safety Training. ATC's scientists and engineers thrive on delivering creative, effective, cost-saving and safety-oriented solutions. Today with 71 offices in 39 states, ATC generates more than \$200 million in services annually and serves as a one-stop resource for leaders in petroleum, real estate, retail, manufacturing, financial services, insurance, construction, telecommunication, education, government and hospitality. Year after year, ATC ranks among *Engineering News-Record's* "Top 100 Design and Environmental Consultants" in the USA. [www.atcassociates.com](http://www.atcassociates.com)



## **Q&A for your review:**

### **Who owns ATC now?**

ATC is a wholly-owned subsidiary of Cardno USA, Inc. based in Portland, Oregon. Cardno USA is wholly owned by Cardno Limited, based in Brisbane, Australia. ATC remains a legal entity and will effectively continue to operate as it did prior to the merger.

### **Will the ATC management structure change?**

ATC's leadership team remains unchanged, and therefore, their roles and responsibilities will not change. ATC's leadership team all have agreed to stay on as Senior Executives, Principals, or managers within the company. Bobby Toups will remain as President of ATC.

### **Will you be changing your name?**

Cardno recognizes the strength of the ATC brand name and its reputation in the market, as such the brand 'ATC' will be retained. The Cardno merger model is based on a phased co-branding approach which over time brings the companies into a common brand. To accomplish this, the family name of 'Cardno' will be added to ATC within the next three to four months.

### **How will this merger impact me as client?**

ATC will continue to be a firm that provides the same quality services with the same talented people. It will be business as usual. The only change is that ATC will be co-branded with Cardno and will have other sister companies who are also service providers in additional disciplines and in other states and countries. We simply will have even more to offer our clients.

### **Who do I speak to if I have more questions?**

We encourage you to speak with your current ATC contact, or any member of the Senior Executive Group as additional questions arise. In addition we invite you to review the Cardno website [www.cardno.com](http://www.cardno.com).

### **Will I be updated with more information?**

We are committed to keeping clients as informed as possible during the transition to Cardno ATC Both Cardno and ATC are fully committed to making this partnership work and achieving positive outcomes. We recognize this will only happen with the support of our employees, clients, industry partners and vendors.