

10 July 2013

State Department  
2201 C Street, NW  
Washington, D.C. 20520  
Attn: Genevieve Walker

**Re: ERM's 6 July 2012 OCI Supplement**

Dear Ms. Walker,

This letter provides additional detail on our previous OCI disclosure of 6 July 2012, describing our Client Representation Check (CRC) process.

As a global environmental consultancy, sometimes ERM performs services directly for the end client and sometimes performs as a subcontractor to another consultancy firm. When agreeing to perform services as a subcontractor, ERM contracts directly with the other consultancy firm (the "prime contractor" or "prime consultant") who in turn contracts directly with their own ultimate client. The contract between the prime consultant and their ultimate client is referred to as the "prime contract". As part of our engagement practice, we obtain information from the prime consultant regarding who their client is and to ensure the ultimate use of our work product aligns with ERM's internal business ethics and sound practice. When performing services as a subcontractor, ERM's relationship is directly with the prime consultant. To be clear, while ERM may not know all terms of a prime contract when we are not a party, nevertheless as part of our engagement process due diligence we do seek to ascertain who the prime consultant's ultimate client is. As part of ERM's ongoing CRC process, ERM continues to monitor its relationship with prime contractors to identify any potential conflict that may arise. In the spirit of transparency, ERM will continue monitoring its relationships for any conflicts or perceived conflicts of interest. Please do not hesitate to contact me with any questions you may have.

Sincerely,



Michael O'Shaughnessy  
*Northern Division Managing Director*

Cc: Patrick Pearsall

