

ICF International, Inc.  
Form 10-Q  
November 05, 2010  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

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

**FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2010**

**OR**

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

**FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_**

**Commission File Number: 001-33045**

**ICF International, Inc.**

(Exact name of Registrant as Specified in its Charter)

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<b>Delaware</b> (State or Other Jurisdiction of Incorporation or Organization)	<b>22-3661438</b> (I.R.S. Employer Identification No.)
<b>9300 Lee Highway, Fairfax, VA</b> (Address of Principal Executive Offices)	<b>22031</b> (Zip Code)
<b>Registrant's telephone number, including area code: (703) 934-3000</b>	

**Not Applicable**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input checked="" type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>

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

As of November 1, 2010, there were 19,440,683 shares outstanding of the registrant's common stock.

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**ICF INTERNATIONAL, INC.**

**QUARTERLY REPORT ON FORM 10-Q FOR THE**

**PERIOD ENDED SEPTEMBER 30, 2010**

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**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****ICF International, Inc. and Subsidiaries****CONSOLIDATED BALANCE SHEETS**

(in thousands)

	September 30, 2010 <i>(Unaudited)</i>	December 31, 2009
<b>Current Assets:</b>		
Cash and cash equivalents	\$ 6,498	\$ 2,353
Contract receivables, net	169,405	174,120
Prepaid expenses and other	8,029	6,666
Income tax receivable		4,175
Deferred income taxes	1,212	1,337
<b>Total current assets</b>	<b>185,144</b>	<b>188,651</b>
Total property and equipment, net	19,160	22,600
<b>Other assets:</b>		
Goodwill	323,467	323,467
Other intangible assets, net	29,229	38,474
Restricted cash	3,164	2,123
Other assets	7,571	6,912
<b>Total assets</b>	<b>\$ 567,735</b>	<b>\$ 582,227</b>
<b>Current Liabilities:</b>		
Accounts payable	\$ 22,166	\$ 27,075
Accrued expenses	22,638	21,770
Accrued salaries and benefits	44,681	32,072
Deferred revenue	16,496	19,370
<b>Total current liabilities</b>	<b>105,981</b>	<b>100,287</b>
<b>Long-term liabilities:</b>		
Long-term debt	100,000	145,000
Deferred rent	5,753	2,914
Deferred income taxes	7,841	11,656
Other	3,771	4,810
<b>Total Liabilities</b>	<b>223,346</b>	<b>264,667</b>
<b>Commitments and Contingencies</b>		
<b>Stockholders' Equity:</b>		
Preferred stock, par value \$.001 per share; 5,000,000 shares authorized; none issued		
Common stock, \$.001 par value; 70,000,000 shares authorized; 19,457,098 and 19,278,591 issued; and 19,429,864 and 19,278,591 outstanding as of September 30, 2010,	19	19

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and December 31, 2009, respectively

Additional paid-in capital	219,087	211,412
Treasury stock, at cost	(628)	
Accumulated other comprehensive loss	(569)	(337)
Retained earnings	126,480	106,466
<b>Total stockholders' equity</b>	<b>344,389</b>	<b>317,560</b>
Total liabilities and stockholders' equity	\$ 567,735	\$ 582,227

The accompanying notes are an integral part of these consolidated financial statements.

**Table of Contents****ICF International, Inc. and Subsidiaries****CONSOLIDATED STATEMENTS OF EARNINGS (UNAUDITED)**

(in thousands, except per share amounts)

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Gross Revenue	\$ 197,711	\$ 167,071	\$ 571,796	\$ 500,338
Direct Costs	124,060	101,610	356,750	304,758
Operating costs and expenses:				
Indirect and selling expenses	55,348	50,430	162,508	151,417
Depreciation and amortization	2,716	2,550	8,027	6,608
Amortization of intangible assets	3,082	3,159	9,245	8,066
Total operating costs and expenses	61,146	56,139	179,780	166,091
Operating Income	12,505	9,322	35,266	29,489
Interest expense	(776)	(1,471)	(2,656)	(3,707)
Other income	99	65	197	425
Income before taxes	11,828	7,916	32,807	26,207
Provision for income taxes	4,435	2,800	12,793	10,040
Net income	\$ 7,393	\$ 5,116	\$ 20,014	\$ 16,167
Earnings per Share:				
Basic	\$ 0.38	\$ 0.33	\$ 1.03	\$ 1.06
Diluted	\$ 0.38	\$ 0.32	\$ 1.02	\$ 1.03
Weighted-average Shares:				
Basic	19,413	15,299	19,349	15,187
Diluted	19,630	15,844	19,579	15,708

The accompanying notes are an integral part of these consolidated financial statements.

**Table of Contents****ICF International, Inc. and Subsidiaries****CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

(in thousands)

	<b>Nine months ended September 30,</b>	
	<b>2010</b>	<b>2009</b>
<b>Cash flows from operating activities</b>		
Net income	\$ 20,014	\$ 16,167
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	17,272	14,674
Non-cash compensation	6,242	5,680
Loss (gain) on disposal of fixed assets	36	(7)
Deferred income taxes	(3,690)	1,569
Deferred rent	753	26
Changes in operating assets and liabilities, net of the effect of acquisitions:		
Contract receivables, net	4,715	18,453
Prepaid expenses and other	(2,070)	(2,797)
Accounts payable	(5,301)	(5,685)
Accrued expenses	2,702	(14,580)
Accrued salaries and benefits	12,609	2,379
Deferred revenue	(2,874)	1,421
Income tax receivable	5,278	(1,082)
Restricted cash	(1,041)	2,154
Other liabilities	(1,039)	(159)
<b>Net cash provided by operating activities</b>	<b>53,606</b>	<b>38,213</b>
<b>Cash flows from investing activities</b>		
Capital expenditures	(4,706)	(5,717)
Capitalized software development costs	(306)	(333)
Payments for business acquisitions, net of cash acquired		(156,902)
<b>Net cash used in investing activities</b>	<b>(5,012)</b>	<b>(162,952)</b>
<b>Cash flows from financing activities</b>		
Advances from working capital facilities	22,094	254,404
Payments on working capital facilities	(67,094)	(124,404)
Debt issue costs	(21)	(630)
Proceeds from exercise of options	616	2,484
Excess tax benefits of stock option exercises	784	2,380
Net payments for stockholder issuances and buybacks	(595)	(1,801)
<b>Net cash (used in) provided by financing activities</b>	<b>(44,216)</b>	<b>132,433</b>
Effect of exchange rate on cash	(233)	20
<b>Net increase in cash and cash equivalents</b>	<b>4,145</b>	<b>7,714</b>
<b>Cash and cash equivalents, beginning of period</b>	<b>2,353</b>	<b>1,536</b>

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Cash and cash equivalents, end of period	\$ 6,498	\$ 9,250
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**Supplemental disclosure of cash flow information**

Cash paid during the period for:

Interest	\$ 3,141	\$ 3,710
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Income taxes	\$ 10,882	\$ 7,367
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The accompanying notes are an integral part of these consolidated financial statements.



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### Notes to Consolidated Financial Statements

(Dollar amounts in tables in thousands, except per share data)

#### Note 1. Basis of Presentation and Nature of Operations

##### Interim Results

The unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ( SEC ). These rules and regulations permit some of the information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ( U.S. GAAP ) to be condensed or omitted. In management's opinion, the unaudited consolidated financial statements contain all adjustments, that are of a normal recurring nature, necessary for a fair presentation of the results of ICF International, Inc. and its subsidiaries (collectively, the Company ) for the three-month and nine-month periods ended September 30, 2010, and September 30, 2009. Operating results for the three-month and nine-month periods ended September 30, 2010, are not necessarily indicative of the results that may be expected for the year ending December 31, 2010. Certain amounts in the 2009 consolidated financial statements have been reclassified to conform to current-year presentation. The Company believes the carrying values of cash and cash equivalents, accounts receivable, accounts payable and accrued expenses, and other current liabilities approximate their estimated fair values at September 30, 2010, due to their short maturities. The Company believes the carrying value of the lines of credit payable approximate the estimated fair value for debt with similar terms, interest rates, and remaining maturities currently available to companies with similar credit ratings at September 30, 2010. These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2009, and the notes thereto included in the Company's Annual Report on Form 10-K, filed with the SEC on March 11, 2010.

##### Nature of Operations

The Company provides management, technology, and policy professional services in the areas of energy, environment, and infrastructure; health, human services, and social programs; and homeland security and defense. The Company's major clients are United States ( U.S. ) government departments and agencies, especially the Department of Health and Human Services ( HHS ), Department of Defense ( DoD ), Department of State ( DOS ), Environmental Protection Agency ( EPA ), Department of Homeland Security ( DHS ), Department of Agriculture ( USDA ), Department of Housing and Urban Development ( HUD ), Department of Transportation ( DOT ), Department of Interior ( DOI ), Department of Justice ( DOJ ), Department of Energy ( DOE ), and Department of Education ( ED ); state and local government departments and agencies; commercial and international clients, primarily in the air transportation and energy sectors, including airlines, airports, electric and gas utilities, oil companies, and law firms; and other government organizations throughout the U.S. and the world. The Company offers a full range of services to these clients, including strategy, analysis, program management, and information technology solutions that combine experienced professional staff, industry and institutional knowledge, and analytical methods.

The Company, incorporated in Delaware, is headquartered in Fairfax, Virginia, with over 50 domestic regional offices and international offices in London, Moscow, New Delhi, Rio de Janeiro, Toronto, and Beijing.

#### Note 2. Acquisitions

**Jacob & Sundstrom.** Effective December 10, 2009, the Company acquired all of the outstanding common stock of Jacob & Sundstrom, Inc. ( JASI ), an information technology firm specializing in providing cybersecurity and identity management services to U.S. federal civilian and defense agencies. With the acquisition, the Company is able to offer an expanded range of advisory and implementation solutions across our federal and energy industry client base to assist in mitigating emerging cybersecurity threats and vulnerabilities.

The aggregate purchase price of approximately \$32.2 million in cash, including a working capital adjustment required by the stock purchase agreement, was funded by our revolving credit facility. The Company engaged an independent valuation firm to assist management in the allocation of the purchase price to goodwill and to other acquired intangible assets. The purchase price allocation was finalized during the second quarter of 2010. The excess of the purchase price over the estimated fair value of the net tangible assets acquired was approximately \$29.0 million. The Company allocated approximately \$21.6 million to goodwill and \$7.4 million to other intangible assets. The intangible assets consist of approximately \$7.0 million of customer-related intangibles that are being amortized over seven years and \$0.4 million of marketing-related intangibles that are being amortized over two years. JASI was purchased under the election provisions of Internal Revenue Code Section 338(h)(10) and, therefore, goodwill and the amortization of intangibles are deductible for tax purposes over a fifteen-year period

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and will generate deferred taxes. The results of operations for JASI are included in the Company's statement of earnings since December 10, 2009.

The Company incurred approximately \$0.4 million of transaction expenses related to the acquisition. The expenses were recorded on the statement of earnings as indirect and selling expenses.

**Macro International Inc.** Effective March 31, 2009, the Company acquired all of the outstanding common shares of Macro International Inc. ( Macro ). Macro provides research and evaluation, management consulting, marketing communications, and

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information services to key agencies of the federal government. Macro is recognized for its expertise in research, evaluation, consulting, and implementation services, particularly in federal health programs, covering a wide range of health issues in the U.S. and internationally. In addition to its health-related expertise, Macro has strong credentials in housing, labor, and veterans affairs issues. The Company undertook the acquisition to expand its health-related and large project implementation capabilities across key federal markets, to add service offerings and clients in one of its largest markets, and to provide significant growth potential and cross-selling opportunities.

The aggregate purchase price of approximately \$157.6 million in cash, including the working capital adjustment required by the stock purchase agreement, was funded by the Company's revolving credit facility. The Company engaged an independent valuation firm to assist management in the allocation of the purchase price to goodwill and to other acquired intangible assets. The excess of the purchase price over the estimated fair value of the net tangible assets acquired was approximately \$129.5 million. The Company has allocated approximately \$104.1 million to goodwill and \$25.4 million to other intangible assets. The intangible assets consist of approximately \$24.6 million of customer-related intangibles that are being amortized over seven years, and \$0.8 million of marketing-related intangibles that were amortized over nine months. Macro was purchased under the election provisions of Internal Revenue Code Section 338(h)(10), and, therefore, goodwill and the amortization of intangibles are deductible for tax purposes over a fifteen-year period and will generate deferred taxes. The results of operations for Macro are included in the Company's statement of earnings for periods beginning after March 31, 2009.

The Company incurred approximately \$1.0 million of transaction expenses in the first quarter of 2009 related to the acquisition. The expenses were recorded on the statement of earnings as indirect and selling expenses. In addition, the Company incurred \$0.6 million in debt issuance costs related to the acquisition. The debt issuance costs were recorded as other assets and will be amortized over the remaining life of the credit agreement.

**Note 3. Contract Receivables**

Contract receivables consisted of the following:

	September 30, 2010	December 31, 2009
Billed	\$ 124,292	\$ 141,595
Unbilled	47,309	34,858
Allowance for doubtful accounts	(2,196)	(2,333)
Contract receivables, net	\$ 169,405	\$ 174,120

Contract receivables, net of the established allowance, are amounts expected to be received in future periods. Unbilled receivables result from revenue that has been earned in advance of billing. The unbilled receivables can be invoiced at contractually defined intervals or milestones, or upon completion of the contract or U.S. federal government incurred cost audits. The Company anticipates that the majority of unbilled receivables will be substantially billed and collected within one year. Contract receivables are classified as current assets in accordance with industry practice.

The allowance for doubtful accounts is determined based upon management's best estimate of potentially uncollectible contract receivables, taking into account management's expectations of future losses on a contract-by-contract basis. The Company writes off contract receivables when such amounts are determined to be uncollectible.

**Note 4. Commitments and Contingencies****Litigation and Claims**

Various lawsuits, claims, and contingent liabilities arise in the ordinary course of the Company's business. The ultimate disposition of these contingencies is not determinable at this time. The Company's management believes there are no current outstanding lawsuits or claims that will result in a liability that will materially affect the Company's financial position or results of operations.

**Note 5. Debt**

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The Company entered into its Second Amended and Restated Business Loan and Security Agreement ( Credit Facility ) on February 20, 2008, with a syndication of nine commercial banks to allow for borrowings of up to \$350.0 million for a period of five years (maturing February 20, 2013) under a revolving line of credit. The Credit Facility provides for borrowings of up to \$275.0 million without a borrowing base requirement and also provides for an accordion feature, which permits additional revolving credit commitments of up to \$75.0 million, subject to lenders approval. The Credit Facility provides for pre-approval by the lenders for acquisitions with individual purchase prices of up to \$75.0 million, if certain conditions are met. The Credit Facility is collateralized by substantially all of the assets of the Company, and requires that the Company remain in compliance with certain financial and non-financial covenants.

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On March 31, 2009, the Credit Facility was amended to allow for the acquisition of Macro, for permission to sell capital stock in one or more offerings (provided that the proceeds are used to pay down the Credit Facility), and to increase the interest rate margins the Company pays to borrow funds under the Credit Facility. The Company has the ability to borrow funds under its Credit Facility at interest rates based on both LIBOR and prime rates, at its discretion, plus their applicable margins. Interest rates on debt outstanding ranged from 2.26% to 2.35% during the third quarter of 2010.

As of September 30, 2010, the Company had \$100.0 million in debt outstanding, \$1.3 million in outstanding letters of credit, and unused borrowing capacity of \$173.7 million under the Credit Facility. During the third quarter ended September 30, 2010, the Company decreased its net borrowings by \$20.0 million. This change in debt outstanding reflects the Company's cash flow from operations. As of September 30, 2010, the Company was in compliance with the covenants under the Credit Facility.

### **Note 6. Accounting for Stock-Based Compensation**

On June 4, 2010, the Company's stockholders ratified the ICF International, Inc. 2010 Omnibus Incentive Plan (the Omnibus Plan), which was adopted by the Company on March 8, 2010. The Omnibus Plan replaced the 2006 Long-Term Equity Incentive Plan (the 2006 Plan), which the Company had used for equity and incentive awards since becoming a publicly traded company in 2006. The Omnibus Plan provides for the granting of options, stock appreciation rights, restricted stock, restricted stock units (RSUs), performance shares, performance units, cash-based awards, and other stock-based awards to all officers, key employees of the Company, and non-employee directors. The Omnibus Plan, upon adoption by the Company on March 8, 2010, allowed for the Company to grant an additional 1.8 million shares in addition to the remaining shares from the 2006 Plan, for a total of approximately 2.7 million shares. Shares awarded that are not stock options or stock appreciation rights are counted as 1.9 shares deducted from the Omnibus Plan for every one share delivered under those awards. Shares awarded that are stock options or stock appreciation rights are counted as a single share deducted from the Omnibus Plan for every one share delivered under those awards.

The Company recognized stock-based compensation expense of \$2.4 million and \$6.2 million for the three months and nine months ended September 30, 2010, respectively, and \$1.9 million and \$5.7 million for the three months and nine months ended September 30, 2009, respectively. Unrecognized compensation expense of \$15.9 million as of September 30, 2010, related to unvested stock-based compensation agreements, will be recognized over three to five years. For the nine months ended September 30, 2010, the Company granted approximately 0.6 million shares in the form of equity compensation. As of September 30, 2010, the Company had 2.7 million shares available to grant under the Omnibus Plan.

### **Note 7. Income Taxes**

The effective tax rates for the three-month and nine-month periods ended September 30, 2010, were 37.5% and 39.0%, respectively. The gross unrecognized tax benefits were \$0.9 million at September 30, 2010, and \$1.3 million at December 31, 2009. The offsetting tax benefit at September 30, 2010, and December 31, 2009, was \$0.3 million. If recognized, \$0.7 million of the net unrecognized tax benefits at September 30, 2010, would impact the effective tax rate.

The Company files income tax returns in the U.S. and various state and foreign jurisdictions. The 2007 through 2009 tax years remain subject to examination by the Internal Revenue Service, and the 2006 through 2009 tax years generally remain subject to examination by state authorities. The Company does not anticipate a significant increase or decrease in total unrecognized tax benefits during the next 12 months.

The Company reports penalties and interest related to unrecognized tax benefits in net income before tax. For the nine months ended September 30, 2010, the Company recognized less than \$0.1 million of penalties and interest.

The Company has made no provision for deferred U.S. income taxes or additional foreign taxes on future unremitted earnings of our controlled foreign subsidiaries because the Company considers these earnings to be permanently invested.

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Basic earnings per share ( EPS ) is computed by dividing reported net income by the weighted-average number of shares outstanding. Diluted EPS considers the potential dilution that could occur if common stock equivalents were exercised or converted into stock. The difference between the basic and diluted weighted-average equivalent shares with respect to the Company's EPS calculation is due entirely to the assumed exercise of stock options and the vesting of restricted stock awards ( RSAs ) and RSUs. The dilutive effect of stock options, RSAs, and RSUs for each period reported is summarized below:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Net Income	\$ 7,393	\$ 5,116	\$ 20,014	\$ 16,167
Weighted-average number of basic shares outstanding during the period	19,413	15,299	19,349	15,187
Dilutive effect of stock options, restricted stock and RSUs	217	545	230	521
Weighted-average number of diluted shares outstanding during the period	19,630	15,844	19,579	15,708
Basic earnings per share	\$ 0.38	\$ 0.33	\$ 1.03	\$ 1.06
Diluted earnings per share	\$ 0.38	\$ 0.32	\$ 1.02	\$ 1.03

**Note 9. Recent Pronouncements**

*ASU 2009-17, Consolidations (Topic 810): Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities.* In June 2009, the Financial Accounting Standards Board ( FASB ), issued amended guidance on the accounting and disclosure requirements for variable interest entities ( VIEs ). The amendment requires an entity to qualitatively, rather than quantitatively, assess the determination of the primary beneficiary of a VIE. This determination, among other things, should be based upon whether the entity has the ability to direct the activities that most significantly impact the economic performance of the VIE. This amendment became effective on January 1, 2010, for the Company. The adoption did not have a material impact on the Company's financial condition and results of operations.

The following accounting standards have been issued; however, they are not effective as of September 30, 2010, and have yet to be adopted by the Company.

*ASU 2009-13, Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements.* In October 2009, the FASB revised the accounting guidance pertaining to revenue arrangements with multiple deliverables. Prior to this guidance, in order for deliverables within an arrangement to be separated, the items must have stand-alone value as defined by the statement and there must be objective and reliable evidence of fair value for all elements or at a minimum the undelivered elements within the arrangement. Objective and reliable evidence of fair value meant there was vendor-specific-objective-evidence ( VSOE ) of fair value, which consisted of the price charged when the deliverable was sold separately or a price established by management with the authority to establish the price for the item before it was to be sold separately. Or if VSOE did not exist, third-party evidence was also acceptable. The new standard allows for the use of an estimated management selling price to determine the value of deliverables within an arrangement when VSOE or third-party evidence does not exist. The new guidance also eliminates the use of the residual method of allocation allowed in the previous guidance. The Company has multiple-deliverable arrangements. The guidance will be effective for the Company beginning January 1, 2011. At this time, the Company is assessing the impact of this revised guidance. The Company does not believe that this new guidance will have a material impact on its financial condition and results of operations.

*ASU 2009-14, Software (Topic 985): Certain Revenue Arrangements That Include Software Elements.* In October 2009, the FASB also revised the guidance related to software revenue and multiple-element arrangements with software components. The new guidance related to software revenue recognition excludes arrangements with tangible products containing software and non-software components that function together to deliver a product's essential functionality. Prior to the new guidance, VSOE of fair value was required for the undelivered elements in the arrangement in order for the Company to account for the elements separately. However, as a result of the new guidance noted above with respect

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to multiple-deliverable arrangements and the guidance related to software revenue recognition, VSOE may not be required if another topic of the accounting standards codification provides guidance on how to allocate the consideration for contract deliverables. Thus, if there are software and non-software components within the same contract and the software components fall within the scope of the *Software Elements* topic of the code, but that topic addresses solely separation and not allocation, one can now refer back to the *Multiple Deliverables* topic of the codification for guidance on consideration allocation. The *Multiple Deliverables* guidance allows consideration to be allocated based upon a relative fair value basis using the entity's best estimate of fair value, which is no longer limited to VSOE or third-party evidence, but may entail management's best estimate of selling price. At this time, the Company is assessing the impact of this revised guidance. The Company does not believe that this new guidance will have a material impact on its financial condition and results of operations.

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**FORWARD-LOOKING STATEMENTS**

Some of the statements in this Quarterly Report on Form 10-Q constitute forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. These statements involve known and unknown risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by such forward-looking statements. In some cases, you can identify these statements by forward-looking words such as anticipate, believe, could, estimate, expect, intend, may, plan, potential, should, will, would, or similar words. You should read statements that contain these words carefully because they discuss our future expectations, contain projections of our future results of operations or of our financial position, or state other forward-looking information. The risk factors described in our filings with the SEC, as well as any cautionary language in this Quarterly Report on Form 10-Q, provide examples of risks, uncertainties, and events that may cause our actual results to differ materially from the expectations we describe in our forward-looking statements, including, but not limited to:

changes in the economic and political climate that may affect spending patterns and priorities of our clients;

failure by Congress or other governmental bodies to approve budgets in a timely fashion;

our dependence on contracts with federal, state, and local government agencies and departments for the majority of our revenue;

results of government audits and investigations;

effects of the economic downturn, particularly on the air transportation and energy sectors;

liabilities arising from our major contract with the State of Louisiana, completed in 2009;

failure to receive the full amount of our backlog;

loss of members of management or other key employees;

difficulties implementing our acquisition strategy; and

difficulties expanding our service offerings and client base.

Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, or achievements. You should not place undue reliance on these forward-looking statements, which apply only as of the date of this Quarterly Report on Form 10-Q. We undertake no obligation to update these forward-looking statements, even if our situation changes in the future.

The terms we, our, us, and the Company, as used throughout this Quarterly Report on Form 10-Q refer to ICF International, Inc. and its consolidated subsidiaries, unless otherwise indicated. The term federal government refers to the U.S. government, unless otherwise indicated.



**OVERVIEW**

We provide management, technology, and policy consulting and implementation services to government, commercial, and international clients. We help our clients conceive, develop, implement, and improve solutions that address complex economic, social, and national security issues. Our services primarily address three key markets: energy, environment, and infrastructure; health, human services, and social programs; and homeland security and defense. We believe that demand for our services will continue to grow as government, industry, and other stakeholders seek to address critical long-term societal and natural resource issues in these market areas due to heightened concerns regarding the need for cleaner and new sources of energy, health concerns about areas such as substance abuse, obesity, and aging populations, and geopolitical changes that drive ever-present homeland security threats.

Our clients utilize our services because we combine diverse institutional knowledge and experience in their activities with the deep subject-matter expertise of our highly educated staff, which we deploy in multi-disciplinary teams. Our federal government clients have included every cabinet-level department, including HHS, DoD, DOS, EPA, DHS, USDA, HUD, DOT, DOI, DOJ, DOE, and ED. U.S. federal government clients generated approximately 71% of our revenue for the nine months ended September 30, 2010, and approximately 57% of our revenue for the nine months ended September 30, 2009. State and local government clients generated approximately 10% of our revenue for the nine months ended September 30, 2010, and approximately 23% of our revenue for the nine months ended September 30, 2009. The Road Home contract with the State of Louisiana, which accounted for most of our state and local revenue for its three-year duration, ended as scheduled on June 11, 2009. We also serve domestic commercial and international clients, primarily in the air transportation and energy sectors, including airlines, airports, electric and gas utilities, oil companies, and law firms. Our domestic commercial and international clients, including government clients outside the United States, generated approximately 19% of our revenue for the nine months ended September 30, 2010, and approximately 20% of our revenue for the nine months ended September 30, 2009. We have successfully worked with many of our clients for decades, with the result that we have a unique and knowledgeable perspective on their needs.

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Across our markets, we provide end-to-end services that deliver value throughout the entire life of a policy, program, project, or initiative:

***Advisory Services.*** We provide policy, regulatory, technology, and other advice to our clients to help them address and respond to the challenges they face. Our advisory services include needs and market assessments, policy analysis, strategy and concept development, organizational assessment and strategy, enterprise architecture, and program design.

***Implementation Services.*** We implement and manage technological, organizational, and management solutions for our clients, including information technology solutions, project and program management, project delivery, strategic communications, and training. These services often relate to the advisory services we provide.

***Evaluation and Improvement Services.*** We provide evaluation and improvement services that help our clients increase the effectiveness and transparency of their programs. Our evaluation and improvement services include program evaluations, continuous improvement initiatives, performance management, benchmarking, and return-on-investment analyses.

We have more than 3,500 employees, including many who are recognized thought leaders in their respective fields. We serve clients globally from our headquarters in the metropolitan Washington, D.C. area, our domestic regional offices throughout the U.S., and our international offices in London, Moscow, New Delhi, Rio de Janeiro, Toronto, and Beijing.

## **OUTLOOK**

Our future results will depend on the success of our strategy to enhance our client relationships and seek larger engagements across the program life cycle in our three key markets: energy, environment, and infrastructure; health, human services, and social programs; and homeland security and defense, and to complete additional acquisitions and to integrate them successfully. In those three markets we will continue to focus on building scale in domain and horizontal expertise, developing our commercial, as well as our government business, and replicating our business model geographically throughout the United States and the world.

## **DESCRIPTION OF CRITICAL ACCOUNTING POLICIES**

The preparation of our financial statements in accordance with U.S. GAAP requires that we make estimates and judgments that affect the reported amount of assets, liabilities, revenue, and expenses, as well as the disclosure of contingent assets and liabilities. If any of these estimates or judgments prove to be incorrect, our reported results could be materially affected. Actual results may differ significantly from our estimates under different assumptions or conditions. We believe that the estimates, assumptions, and judgments involved in the accounting practices described below have the greatest potential impact on our financial statements and therefore consider them to be critical accounting policies.

### **Revenue Recognition**

We recognize revenue when persuasive evidence of an arrangement exists, services have been rendered, the contract price is fixed or determinable, and collectability is reasonably assured. We enter into contracts that are time-and-materials, cost-based, fixed-price, or a combination of these.

**Time-and-Materials Contracts.** Revenue for time-and-materials contracts is recorded on the basis of allowable labor hours worked multiplied by the contract-defined billing rates, plus the costs of other items used in the performance of the contract. Profit and losses on time-and-materials contracts result from the difference between the cost of services performed and the contract-defined billing rates for these services.

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**Cost-Based Contracts.** Revenue under cost-based contracts is recognized as costs are incurred. Applicable estimated profit, if any, is included in earnings in the proportion that incurred costs bear to total estimated costs. Incentives, award fees, or penalties related to performance are also considered in estimating revenue and profit rates based on actual and anticipated awards.

**Fixed-Price Contracts.** Revenue for fixed-price contracts is recognized when earned, generally as work is performed. Services performed vary from contract to contract and are not always uniformly performed over the term of the arrangement. We recognize revenue in a number of different ways on fixed-price contracts, including:

***Estimates at Completion/Proportional Performance:*** Revenue on certain fixed-price contracts is recorded each period based upon certain contract performance measures (labor hours, labor costs, or total costs) incurred expressed as a proportion of a total project estimate. Thus, labor hours, labor costs, or total contract costs incurred to date are compared with the total estimate for these items at completion. Performance is based on the ratio of the incurred hours or costs to the total estimate. Progress on a contract is monitored regularly to ensure that revenue

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recognized reflects project status. When hours or costs incurred are used as the basis for revenue recognition, the hours or costs incurred represent a reasonable surrogate for output measures of contract performance, including the presentation of deliverables to the client. Clients are obligated to pay as services are performed, and in the event that a client cancels the contract, payment for services performed through the date of cancellation is negotiated with the client.

***Contractual Outputs:*** Revenue on certain fixed-price contracts is recognized based upon outputs completed to date expressed as a percentage of total outputs required in the contract or based upon units delivered to the customer multiplied by the contract-defined unit price.

***Straight-Line:*** When services are performed or are expected to be performed consistently throughout an arrangement, revenue on those fixed-price contracts is recognized ratably over the period benefited.

***Completed Contract:*** Revenue on certain fixed-price contracts is recognized at completion if the final act is so significant to the arrangement that value is deemed to be transferred only at completion.

Revenue recognition requires us to use judgment relative to assessing risks, estimating contract revenue and costs or other variables, and making assumptions for schedule and technical issues. Due to the size and nature of many of our contracts, the estimation of revenue and estimates at completion can be complicated and are subject to many variables. Contract costs include labor, subcontracting costs, and other direct costs, as well as an allocation of allowable indirect costs. We must also make assumptions regarding the length of time to complete the contract because costs include expected increases in wages, prices for subcontractors, and other direct costs. From time to time, facts develop that require us to revise our estimated total costs or hours and thus the associated revenue on a contract. To the extent that a revised estimate affects contract profit or revenue previously recognized, we record the cumulative effect of the revision in the period in which the facts requiring the revision become known. Provision for the full amount of an anticipated loss on any type of contract is recognized in the period in which it becomes probable and can be reasonably estimated. As a result, operating results could be affected by revisions to prior accounting estimates.

We generate invoices to clients in accordance with the terms of the applicable contract, which may not be directly related to the performance of services. Unbilled receivables are invoiced based upon the achievement of specific events as defined by each contract, including deliverables, timetables, and incurrence of certain costs. Unbilled receivables are classified as a current asset. Advanced billings to clients in excess of revenue earned are recorded as deferred revenue until the revenue recognition criteria are met. Reimbursements of out-of-pocket expenses are included in revenue with corresponding costs incurred by us included in cost of revenue.

From time to time, we may proceed with work based upon client direction prior to the completion and signing of formal contract documents. We have a formal review process for approving any such work. Revenue associated with such work is recognized only when it can reliably be estimated and realization is probable. We base our estimates on a variety of factors, including previous experiences with the client, communications with the client regarding funding status, and our knowledge of available funding for the contract.

## **DIRECT COSTS**

Direct costs consist primarily of costs incurred to provide services to clients, the most significant of which are subcontractors and employee salaries and wages, plus associated fringe benefits, relating to specific client engagements. Direct costs also include the costs of third-party materials, and any other related direct costs, such as travel expenses.

We generally expect the ratio of direct costs as a percentage of revenue to decline when our own labor increases relative to subcontracted labor or outside consultants. Conversely, as subcontracted labor or outside consultants for clients increase relative to our own labor, we expect the ratio to increase.

Changes in the mix of services and other direct costs provided under our contracts can result in variability in our direct costs as a percentage of revenue. For example, when we perform work in the area of implementation, we expect that more of our services will be performed in client-provided facilities and/or with dedicated staff. Such work generally has a higher proportion of direct costs than much of our current advisory work, but we anticipate that higher utilization of such staff will decrease indirect expenses as a percentage of revenue. In addition, to the extent we are successful in winning larger contracts, our own labor services component could decrease because larger contracts typically are broader in scope and require more diverse capabilities, potentially resulting in more subcontracted labor, more other direct costs, and lower gross margins. Although these factors could lead to a higher ratio of direct costs as a percentage of revenue, the economics of these larger jobs are nonetheless generally favorable because they increase income, broaden our revenue base, and have a favorable return on invested capital.



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### **OPERATING COSTS AND EXPENSES**

Our operating costs and expenses consist of indirect and selling expenses, including non-cash compensation, and depreciation and amortization.

#### **Indirect and selling expenses**

Indirect and selling expenses include our management, facilities, and infrastructure costs for all employees, as well as salaries and wages, plus associated fringe benefits, not directly related to client engagements. Among the functions covered by these expenses are marketing, business and corporate development, bids and proposals, facilities, information technology and systems, contracts administration, accounting, treasury, human resources, legal, corporate governance, and executive and senior management. We include all our cash incentive compensation in this item, as well as all non-cash compensation (such as stock-based compensation), regardless of whether the recipients' other compensation and benefit costs are included in direct costs or indirect and selling expenses.

#### **Non-cash compensation**

The Company recognized stock-based compensation expense of \$6.2 million and \$5.7 million for the nine months ended September 30, 2010, and September 30, 2009, respectively, which is included in indirect and selling expenses.

As of September 30, 2010, there was \$15.9 million of total unrecognized compensation expense related to unvested stock-based compensation arrangements. Such unrecognized compensation expense will be recognized ratably over three to five years, depending on the vesting period for each grant.

#### **Depreciation and amortization**

Depreciation and amortization include the depreciation of computers, furniture, and other equipment, the amortization of the costs of software, leasehold improvements, and intangible assets arising from acquisitions, and the amortization of debt issuance costs.

#### **Goodwill and the amortization of intangible assets**

Costs in excess of the fair value of tangible and identifiable intangible assets acquired and liabilities assumed in a business combination are recorded as goodwill. Goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but are instead reviewed quarterly (or more frequently if impairment indicators arise) for impairment. Intangible assets with estimable useful lives are required to be amortized over their respective estimated useful lives and are also required to be reviewed for impairment if events or circumstances warrant such a review.

We perform quarterly goodwill impairment reviews. For purposes of performing this test, we have determined that we have only one reporting unit. We have employed market-based methods of determining fair value of the reporting unit consisting of our market capitalization. Based upon management's most recent review, we determined that no goodwill impairment charge was required as of September 30, 2010. Historically, we have recorded no goodwill impairment charges.

Long-lived assets and certain identifiable intangibles are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset might not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Assets to be disposed of are reported at the lower of the carrying amount or fair value, less cost to sell. To date, we have recorded no impairment charges.

#### **Recent pronouncements**

New accounting standards are discussed in Note 9 Recent Pronouncements of our Notes to Consolidated Financial Statements appearing in this Quarterly Report on Form 10-Q.



Table of Contents**RESULTS OF OPERATIONS****Three Months ended September 30, 2010, compared to Three Months ended September 30, 2009**

The following table sets forth certain items from our unaudited consolidated statements of earnings and the period-over-period rate of change in each of them and expresses these items as a percentage of revenue for the periods indicated.

	Three Months Ended September 30,				Year-to-Year Change	
	2010	2009	2010	2009	Three Months Ended September 30, 2009 to 2010	
	Dollars (In Thousands)		Percentages		Dollars (In Thousands)	Percent
<b>Gross Revenue</b>	\$ 197,711	\$ 167,071	100.0%	100.0%	\$ 30,640	18.3%
<b>Direct Costs</b>	124,060	101,610	62.7%	60.8%	22,450	22.1%
<b>Operating Costs and Expenses</b>						
Indirect and selling expenses	55,348	50,430	28.0%	30.2%	4,918	9.8%
Depreciation and amortization	2,716	2,550	1.4%	1.5%	166	6.5%
Amortization of intangible assets	3,082	3,159	1.6%	1.9%	(77)	(2.4)%
<b>Total Operating Costs and Expenses</b>	61,146	56,139	31.0%	33.6%	5,007	8.9%
<b>Operating Income</b>	12,505	9,322	6.3%	5.6%	3,183	34.2%
<b>Other (Expense) Income</b>						
Interest expense	(776)	(1,471)	(0.4)%	(0.9)%	695	(47.3)%
Other	99	65			34	52.3%
<b>Income before Taxes</b>	11,828	7,916	5.9%	4.7%	3,912	49.4%
<b>Provision for Income Taxes</b>	4,435	2,800	2.2%	1.7%	1,635	58.4%
<b>Net Income</b>	\$ 7,393	\$ 5,116	3.7%	3.0%	\$ 2,277	44.5%

**Gross Revenue.** Revenue for the three months ended September 30, 2010, was \$197.7 million, compared to \$167.1 million for the three months ended September 30, 2009, representing an increase of \$30.6 million or 18.3%. The increase was primarily due to growth in contracts of \$24.2 million, and revenue associated with the operations of JASI, acquired in December 2009, whose revenue is included in the three months ended September 30, 2010, but is not included in the results of operations for the three months ended September 30, 2009.

**Direct costs.** Direct costs for the three months ended September 30, 2010, were \$124.1 million, or 62.7% of revenue, compared to \$101.6 million, or 60.8% of revenue, for the three months ended September 30, 2009. The increase in direct costs as a percent of revenue is primarily due to higher subcontractor costs attributable to changes in contract mix for the three months ended September 30, 2010, compared to the three months ended September 30, 2009. The increase in direct costs of 22.1% was primarily due to costs associated with a growth in contracts, and the operations of JASI, acquired in December 2009, whose direct costs are included in the three months ended September 30, 2010, but are not included in the three months ended September 30, 2009.

**Indirect and selling expenses.** Indirect and selling expenses for the three months ended September 30, 2010, were \$55.3 million, or 28.0% of revenue, compared to \$50.4 million, or 30.2% of revenue, for the three months ended September 30, 2009. The decrease in indirect and selling expenses as a percent of revenue was due principally to an increase in contract revenue, partially offset by an increase in indirect and selling expenses of 9.8%, for the three months ended September 30, 2010, as compared to the three months ended September 30, 2009. The increase in indirect and selling expenses of \$4.9 million is primarily attributable to costs associated with a growth in contracts and the operations of JASI, acquired in December 2009, whose expenses are included in the three months ended September 30, 2010, but are not included in the three



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months ended September 30, 2009.

**Depreciation and amortization.** Depreciation and amortization for the three months ended September 30, 2010, was \$2.7 million compared to \$2.6 million for the three months ended September 30, 2009. The 6.5% increase in depreciation and amortization resulted primarily from depreciation related to assets from the acquisition of JASI, and assets placed into service after September 30, 2009.

**Operating Income.** For the three months ended September 30, 2010, operating income was \$12.5 million compared to \$9.3 million for the three months ended September 30, 2009, an increase of \$3.2 million or 34.2%. Operating income and operating income as a percent of revenue, increased primarily due to higher contract revenue, partially offset by an increase in operating costs and expenses of 8.9% for the three months ended September 30, 2010, as compared to the three months ended September 30, 2009.

**Interest expense.** For the three months ended September 30, 2010, interest expense was \$0.8 million, compared to \$1.5 million for the three months ended September 30, 2009. The decrease was due primarily to a lower average debt balance during the third quarter 2010 as compared to the average debt balance during the third quarter of 2009.

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**Provision for Income Taxes.** Our effective income tax rate for the three months ended September 30, 2010, was 37.5% compared to 35.4% for the three months ended September 30, 2009. Both the effective rate in 2010 and 2009 were impacted by one-time favorable prior year adjustments, offset by unfavorable current year adjustments, resulting in a net favorable adjustment for both years.

**Nine Months ended September 30, 2010, compared to Nine Months ended September 30, 2009**

The following table sets forth certain items from our unaudited consolidated statements of earnings and the period-over-period rate of change in each of them and expresses these items as a percentage of revenue for the periods indicated.

	Year-to-Year Change					
	Nine Months Ended September 30,		Nine Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009	2009 to 2010	
	Dollars (In Thousands)		Percentages		Dollars (In Thousands)	Percent
<b>Gross Revenue</b>	\$ 571,796	\$ 500,338	100.0%	100.0%	\$ 71,458	14.3%
<b>Direct Costs</b>	356,750	304,758	62.4%	60.9%	51,992	17.1%
<b>Operating Costs and Expenses</b>						
Indirect and selling expenses	162,508	151,417	28.4%	30.3%	11,091	7.3%
Depreciation and amortization	8,027	6,608	1.4%	1.3%	1,419	21.5%
Amortization of intangible assets	9,245	8,066	1.6%	1.6%	1,179	14.6%
<b>Total Operating Costs and Expenses</b>	179,780	166,091	31.4%	33.2%	13,689	8.2%
<b>Operating Income</b>	35,266	29,489	6.2%	5.9%	5,777	19.6%
<b>Other (Expense) Income</b>						
Interest expense	(2,656)	(3,707)	(0.5)%	(0.7)%	1,051	(28.4)%
Other	197	425	0.1%	0.1%	(228)	(53.7)%
<b>Income before Taxes</b>	32,807	26,207	5.7%	5.3%	6,600	25.2%
<b>Provision for Income Taxes</b>	12,793	10,040	2.2%	2.0%	2,753	27.4%
<b>Net Income</b>	\$ 20,014	\$ 16,167	3.5%	3.3%	\$ 3,847	23.8%

**Gross Revenue.** Revenue for the nine months ended September 30, 2010, was \$571.8 million, compared to \$500.3 million for the nine months ended September 30, 2009, representing an increase of \$71.5 million or 14.3%. The increase was primarily due to growth in contracts of \$72.0 million, and revenue associated with the operations of Macro, acquired March 31, 2009, whose revenue is included in the nine months ended September 30, 2010, but is not included in the first three months of 2009, and the operations of JASI, acquired in December 2009, whose revenue is included in the nine months ended September 30, 2010, but is not included in the nine months ended September 30, 2009, partially offset by a reduction in revenue of \$60.7 million associated with the conclusion of The Road Home contract in June 2009.

**Direct costs.** Direct costs for the nine months ended September 30, 2010, were \$356.8 million, or 62.4% of revenue, compared to \$304.8 million, or 60.9% of revenue, for the nine months ended September 30, 2009. The increase in direct costs of 17.1% was primarily due to costs associated with a growth in contracts, the operations of Macro, acquired March 31, 2009, whose results are included in the nine months ended September 30, 2010, but are not included in the first three months of 2009, and the operations of JASI, acquired in December 2009, whose results are included in the nine months ended September 30, 2010, but are not included in the nine months ended September 30, 2009, partially offset by the effect of the conclusion of The Road Home contract in June 2009.

**Indirect and selling expenses.** Indirect and selling expenses for the nine months ended September 30, 2010, were \$162.5 million, or 28.4% of revenue, compared to \$151.4 million, or 30.3% of revenue, for the nine months ended September 30, 2009. The decrease in indirect and selling expenses as a percent of revenue was due principally to increased contract revenue, partially offset by an increase in indirect and selling expenses of 7.3%, for the nine months ended September 30, 2010, compared to the nine months ended September 30, 2009. The increase in

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indirect and selling expenses of \$11.1 million is primarily attributable to costs associated with a growth in contracts and the operations of JASI, acquired in December 2009, and the operations of Macro, acquired March 31, 2009, whose results are included in the nine months ended September 30, 2010, but are partially included in the nine months ended September 30, 2009.

**Depreciation and amortization.** Depreciation and amortization for the nine months ended September 30, 2010, was \$8.0 million compared to \$6.6 million for the nine months ended September 30, 2009. The 21.5% increase in depreciation and amortization resulted primarily from depreciation related to assets from recently acquired businesses and assets placed into service after September 30, 2009.

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**Amortization of intangible assets.** Amortization of intangible assets for the nine months ended September 30, 2010, was \$9.2 million, compared to \$8.1 million for the nine months ended September 30, 2009. The 14.6% increase in amortization expense was primarily due to the amortization of intangibles related to acquisitions we completed in 2009, partially offset by a decrease in amortization expense related to earlier acquisitions.

**Operating Income.** For the nine months ended September 30, 2010, operating income was \$35.3 million compared to \$29.5 million for the nine months ended September 30, 2009, an increase of \$5.8 million or 19.6%. Operating income increased primarily due to increased contract revenue, partially offset by an increase in operating costs and expenses of 8.2% for the nine months ended September 30, 2010, compared to the nine months ended September 30, 2009.

**Interest expense.** For the nine months ended September 30, 2010, interest expense was \$2.7 million, compared to \$3.7 million for the nine months ended September 30, 2009. The decrease was due primarily to a lower average debt balance in 2010 as compared to the average debt balance in 2009.

**Provision for Income Taxes.** Our effective income tax rate for the nine months ended September 30, 2010, was 39.0% compared to 38.3% for the nine months ended September 30, 2009. Both the effective rate in 2010 and 2009 were impacted by one-time favorable prior year adjustments, offset by unfavorable current year adjustments, resulting in a net favorable adjustment for both years.

**SELECTED KEY METRICS****Revenue**

We earn revenue from services that we provide to clients in three key markets:

energy, environment, and infrastructure;

health, human services, and social programs; and

homeland security and defense.

The following table shows our revenue from each of our three markets as a percentage of total revenue for the periods indicated. For each client, we have attributed all revenue from that client to the market we consider to be the client's primary market, even if a portion of that revenue relates to a different market. Certain amounts in the prior year have been reclassified to conform to current year presentation.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Energy, environment, and infrastructure	41%	46%	40%	43%
Health, human services, and social programs	46%	41%	46%	43%
Homeland security and defense	13%	13%	14%	14%
Total	100%	100%	100%	100%

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Our primary clients are the agencies and departments of the U.S. federal and state governments. The following table shows our revenue by type of client as a percentage of total revenue for the periods indicated. Certain amounts in the prior year have been reclassified to conform to current year presentation.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
U.S. federal government	71%	67%	71%	57%
U.S. state and local government	10%	11%	10%	23%
Domestic commercial	14%	16%	14%	15%
International	5%	6%	5%	5%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

The increase in the percentage of revenue attributable to the U.S. federal government for the three months and nine months ended September 30, 2010, compared to the three months and nine months ended September 30, 2009, results mainly from businesses we acquired in 2009 within this category that are included in our results for the three months and nine months ended September 30, 2010, but are partially reflected in our results for the three months and nine months ended September 30, 2009. The decrease in percentage of revenue attributable to U.S. state and local government for the nine months ended September 30, 2010, results mainly from the conclusion of The Road Home contract on June 11, 2009.

**Contract mix**

Our contracts with clients include time-and-materials contracts, cost-based contracts (including cost-based fixed fee, cost-based award fee, and cost-based incentive fee, as well as grants and cooperative agreements), and fixed-price contracts. Our contract mix varies from year to year due to numerous factors, including our business strategies and the procurement activities of our clients. Unless the context requires otherwise, we use the term *contracts* to refer to contracts and any task orders or delivery orders issued under a contract. The following table shows our revenue from each of these types of contracts as a percentage of total revenue for the periods indicated. Revenue from The Road Home contract was primarily classified as time-and-materials. Revenue from Macro operations is primarily classified as cost-based, but also includes revenue from time-and-materials and fixed-price contracts. Revenue from JASI operations is primarily classified as time-and-materials. Certain amounts in the prior year have been reclassified to conform to current year presentation.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Time-and-materials	50%	46%	49%	53%
Cost-based	23%	24%	23%	19%
Fixed-price	27%	30%	28%	28%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

**Time-and-materials contracts.** Under time-and-materials contracts, we are paid for labor at fixed hourly rates and generally reimbursed separately for allowable materials, other direct costs, and out-of-pocket expenses. Our actual labor costs may vary from the expected costs that formed the basis for our negotiated hourly rates if we utilize different employees than anticipated, need to hire additional employees at higher wages, increase the compensation paid to existing employees, or are able to hire employees at lower-than-expected rates. Our non-labor costs, such as fringe benefits, overhead, and general and administrative costs, also may be higher or lower than we anticipated. To the extent that our actual labor and non-labor costs under a time-and-materials contract vary significantly from our expected costs or the negotiated hourly rates, we can generate more or less than the targeted amount of profit or, perhaps, a loss.



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**Cost-based contracts.** Under cost-based contracts, we are paid based on the allowable costs we incur, and usually receive a fee. All of our cost-based contracts reimburse us for our direct labor and fringe-benefit costs that are allowable under the contract; however, certain contracts limit the amount of overhead and general and administrative costs we can recover, which may be less than our actual overhead and general and administrative costs. In addition, our fees are constrained by fee ceilings and, in certain cases, such as with grants and cooperative agreements, we may receive no fee. Because of these limitations, our cost-based contracts, on average, are our least profitable type of contract, and we may generate less than the expected return. Cost-based fixed-fee contracts specify the fee to be paid. Cost-based incentive-fee and cost-based award-fee contracts provide for increases or decreases in the contract fee, within specified limits, based upon actual results as compared to contractual targets for factors such as cost, quality, schedule, and performance.

**Fixed-price contracts.** Under fixed-price contracts, we perform specific tasks for a pre-determined price. Compared to time-and-materials and cost-based contracts, fixed-price contracts involve greater financial risk because we bear the full impact of labor and non-labor costs that exceed our estimates, in terms of costs per hour, number of hours, and all other costs of performance, in return for the full benefit of any cost savings. We therefore may generate more or less than the targeted amount of profit or, perhaps, a loss.

### **Contract backlog**

We define *total backlog* as the future revenue we expect to receive from our contracts and other engagements. We generally include in backlog the estimated revenue represented by contract options that have been priced, but not exercised. We do not include any estimate of revenue relating to potential future delivery orders that might be awarded under our General Services Administration Multiple-Award Schedule ( GSA Schedule ) contracts, other Indefinite Delivery/Indefinite Quantity ( IDIQ ) contracts, or other contract vehicles that are also held by a large number of firms, and under which potential future delivery orders or task orders might be issued by any of a large number of different agencies and are likely to be subject to a competitive bidding process. We do, however, include potential future work expected to be awarded under IDIQ contracts that are available to be utilized by a limited number of potential clients and are held either by us alone or by a limited number of firms.

We include expected revenue in *funded backlog* when we have been authorized by the client to proceed under a contract up to the dollar amount specified by our client, and this amount will be owed to us under the contract after we provide the services pursuant to the authorization. If we do not provide services authorized by a client prior to the expiration of the authorization, we remove amounts corresponding to the expired authorization from backlog. We do include expected revenue under an engagement in funded backlog when we do not have a signed contract if we have received client authorization to begin or continue working and we expect to sign a contract for the engagement. In this case, the amount of funded backlog is limited to the amount authorized. Our funded backlog does not represent the full revenue potential of our contracts because many government clients, and sometimes other clients, authorize work under a particular contract on a yearly or more frequent basis, even though the contract may extend over several years. Most of the services we provide to commercial clients are provided under contracts with relatively short durations. As a consequence, our backlog attributable to these clients is typically reflected in funded backlog and not in unfunded backlog.

We define *unfunded backlog* as the difference between total backlog and funded backlog. Our revenue estimates for purposes of determining unfunded backlog for a particular contract are based, to a large extent, on the amount of revenue we have recently recognized on that contract, our experience in utilizing contract capacity on similar types of contracts, and our professional judgment. Our revenue estimate for a contract included in backlog is sometimes lower than the revenue that would result from our client utilizing all remaining contract capacity.

Although we expect our contract backlog to result in revenue, the timing of revenue associated with both funded and unfunded backlog will vary based on a number of factors, and we may not recognize revenue associated with a particular component of backlog when anticipated, or at all. Our government clients generally have the right to cancel any contract, or ongoing or planned work under any contract, at any time. In addition, there can be no assurance that revenue from funded or unfunded backlog will have similar profitability to previous work or will be profitable at all. Generally speaking, we believe the risk that a particular component of backlog will not result in future revenue is higher for unfunded backlog than for funded backlog.

Our funded and estimates of unfunded and total backlog at the dates indicated were as follows:

	<b>September 30,</b>
<b>2010</b>	<b>2009</b>
(in millions)	

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Funded	\$ 663.6	\$ 555.9
Unfunded	\$ 743.0	\$ 875.5
<b>Total</b>	<b>\$ 1,406.6</b>	<b>\$ 1,431.4</b>

The backlog estimates at September 30, 2010, included an estimated total backlog of \$45.1 million for JASI, of which approximately \$9.9 million was funded backlog.



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**CAPITAL RESOURCES, FINANCIAL CONDITION, AND LIQUIDITY**

**Credit Facility.** We entered into the Second Amended and Restated Business Loan and Security Agreement ( Credit Facility ) on February 20, 2008, with a syndication of nine commercial banks to allow for borrowings of up to \$350.0 million for a period of five years (maturing February 20, 2013) under a revolving line of credit. The Credit Facility provides for borrowings of up to \$275.0 million without a borrowing base requirement and also provides for an accordion feature, which permits additional revolving credit commitments of up to \$75.0 million, subject to lenders approval. The Credit Facility has provided pre-approval by the lenders for acquisitions with individual purchase prices of up to \$75.0 million, if certain conditions are met. The Credit Facility is collateralized by substantially all of the assets of the Company, and requires that we remain in compliance with certain financial and non-financial covenants.

On March 31, 2009, the Credit Facility was amended to allow for the acquisition of Macro, for permission to sell capital stock in one or more offerings (provided that the proceeds are used to pay down the Credit Facility), and to increase the interest rate margins we pay to borrow funds under the Credit Facility. We have the ability to borrow funds under the Credit Facility at interest rates based on both LIBOR and prime rates, at our discretion, plus their applicable margins. Interest rates on debt outstanding ranged from 2.26% to 2.35% during the third quarter of 2010.

As of September 30, 2010, we had \$100.0 million in debt outstanding, \$1.3 million in outstanding letters of credit, and unused borrowing capacity of \$173.7 million under the Credit Facility. During the third quarter ended September 30, 2010, we decreased our net borrowings by \$20.0 million. This change in debt outstanding reflects our cash flow from operations. As of September 30, 2010, we were in compliance with the covenants under the Credit Facility.

**Financial Condition.** There were several significant changes in our balance sheet during the nine months ended September 30, 2010. Long-term debt decreased from \$145.0 million on December 31, 2009, to \$100.0 million on September 30, 2010, due to cash flow from operations and reductions in working capital requirements. Accrued salaries and benefits increased from \$32.1 million on December 31, 2009, to \$44.7 million on September 30, 2010, primarily due to the timing of payments. Days-sales-outstanding were 70 days at September 30, 2010, and were 80 days at December 31, 2009, while our days-payable-outstanding were 44 days at September 30, 2010, and were 46 days at December 31, 2009.

**Liquidity and Borrowing Capacity.** Short-term liquidity requirements are created by our use of funds for working capital, capital expenditures, and the need to provide any debt service. We expect to meet these requirements through a combination of cash flow from operations and borrowings under our Credit Facility. As of September 30, 2010, we had \$100.0 million borrowed under our revolving line of credit, outstanding letters of credit of \$1.3 million, and unused borrowing capacity of \$173.7 million which is available for our working capital needs.

We anticipate that our long-term liquidity requirements, including any future acquisitions, will be funded through a combination of cash flow from operations, borrowings under our Credit Facility, additional secured or unsecured debt, or the issuance of common or preferred stock, each of which may be initially funded through borrowings under our Credit Facility.

We believe that the combination of internally generated funds, available bank borrowings, and cash and cash equivalents on hand will provide the required liquidity and capital resources necessary to fund on-going operations, customary capital expenditures, and other current working capital requirements. We are continuously analyzing our capital structure to ensure we have sufficient capital to fund future acquisitions and internal growth. We monitor the state of the financial markets on a regular basis to assess the availability and cost of additional capital resources both from debt and equity sources. We believe that we will be able to access these markets at commercially reasonable terms and conditions if we need additional borrowings or capital.

**Cash and Cash Equivalents.** We consider cash on deposit and all highly liquid investments with original maturities of three months or less to be cash and cash equivalents. Cash and cash equivalents, including marketable securities, were \$6.5 million and \$2.4 million on September 30, 2010, and December 31, 2009, respectively.

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**Cash Flow.** The following table sets forth our sources and uses of cash for the nine months ended September 30, 2010, and September 30, 2009:

	<b>Nine Months Ended</b>	
	<b>September 30,</b>	
	<b>2010</b>	<b>2009</b>
	<b>(in thousands)</b>	
Net cash provided by operating activities	\$ 53,606	\$ 38,213
Net cash used in investing activities	(5,012)	(162,952)
Net cash (used in) provided by financing activities	(44,216)	132,433
Effect of exchange rate on cash	(233)	20
<b>Net increase in cash and cash equivalents</b>	<b>\$ 4,145</b>	<b>\$ 7,714</b>

Our operating cash flow is primarily affected by the overall profitability of our contracts, our ability to invoice and collect from our clients in a timely manner, and our ability to manage our vendor payments. We bill most of our clients monthly after services are rendered. Operating activities provided cash of \$53.6 million in the nine months ended September 30, 2010, and \$38.2 million in the nine months ended September 30, 2009. Cash flows from operating activities for the first nine months of 2010 were positively impacted by accrued salaries and benefits, the timing of tax payments, and contract receivable payments, partially offset by accounts payable, a net decrease in deferred revenue, and prepaid expenses. Cash flows from operating activities for the first nine months of 2009 were positively impacted by contract receivable payments, and accrued salaries and benefits, partially offset by a decrease in accrued expenses, and accounts payable.

Investing activities used cash of \$5.0 million for the nine months ended September 30, 2010, compared to \$163.0 million for the nine months ended September 30, 2009. The cash used in investing activities for the first nine months of 2010 was for the acquisition of property and equipment. The cash used in investing activities for the first nine months of 2009 was primarily for our acquisition of Macro.

For the nine months ended September 30, 2010, cash flow used in financing activities of \$44.2 million was attributable primarily to \$45.0 million in net repayments to our revolving line of credit. For the nine months ended September 30, 2009, cash flow provided by financing activities of \$132.4 million was attributable primarily to \$130.0 million in advances net of payments from our revolving line of credit, which was used to fund the acquisition of Macro.

**OFF-BALANCE SHEET ARRANGEMENTS AND CONTRACTUAL OBLIGATIONS**

We use off-balance sheet arrangements to finance the lease of facilities. We have financed the use of all of our office and storage facilities through operating leases. Operating leases are also used from time to time to finance the use of computers, servers, copiers, telephone systems, and to a lesser extent, other fixed assets, such as furnishings, and we also obtain operating leases in connection with business acquisitions. We generally assume the lease rights and obligations of companies acquired in business combinations and continue financing facilities and equipment under operating leases until the end of the lease term following the acquisition date.

On April 1, 2010, the Company entered into a new lease for office space at its Eye Street location in Washington, D.C., which was due to expire in November 2012. It commenced on April 1, 2010, and will expire in November 2022. Rent expense will be recognized on a straight-line basis over the lease term. Aggregate rent expense for the 12-year and eight-month period under this arrangement will be approximately \$19.8 million. The Company did not incur early termination penalties for the termination of the original lease.

On March 8, 2010, the Company entered into a new lease that replaced its current headquarters lease, which was due to expire in October 2012. The new lease will initially be for 201,707 square feet, with 57,025 square feet of additional space to be subsequently added. It commenced on April 1, 2010, and will expire on December 31, 2022. Base rent under the agreement will be approximately \$0.5 million per month with annual escalations fixed at 2.5% per year, yielding a total lease commitment of approximately \$89.3 million over the 12-year and nine-month term of the lease. The Company did not incur early termination penalties for the termination of the original lease.

The Credit Facility provides for stand-by letters of credit aggregating up to \$5.0 million that reduce the funds available under the revolving line of credit when issued. As of September 30, 2010, we had five outstanding letters of credit with a total value of \$1.3 million.



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***Item 3. Quantitative and Qualitative Disclosures About Market Risk***

There have been no material changes in the disclosures discussed in the section entitled "Quantitative and Qualitative Disclosures About Market Risk" in Part II, Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2009.

***Item 4. Controls and Procedures***

***Disclosure Controls and Procedures and Internal Controls Over Financial Reporting.*** As of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in our reports filed with the SEC under the Exchange Act is (1) recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and (2) accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. There have been no significant changes in our internal controls over financial reporting during the period covered by this Quarterly Report on Form 10-Q or, to our knowledge, in other factors that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

***Limitations on the Effectiveness of Controls.*** Control systems, no matter how well conceived and operated, are designed to provide a reasonable, but not an absolute, level of assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

**Table of Contents****PART II. OTHER INFORMATION****Item 1. Legal Proceedings**

We are involved in various legal proceedings concerning matters arising in the ordinary course of business. We currently believe that any ultimate liability arising out of these proceedings will not have a material effect on our financial position, results of operations, or cash flows.

**Item 1A. Risk Factors**

Investing in our common stock involves a high degree of risk. There are numerous and varied risks, known and unknown, that may affect us and prevent us from achieving our goals. There have been no material changes in those risk factors discussed in the section entitled "Risk Factors" disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2009, and Part II, Item 1A of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2010.

The risks described in our Annual Report on Form 10-K and Quarterly Reports on Form 10-Q are not the only risks that we encounter. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, and/or operating results.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

**Issuances of Common Stock.** For the three months ended September 30, 2010, a total of 878 shares of unregistered stock, valued at \$20,853, were issued to two directors of the Company in lieu of cash for director fee compensation on July 1, 2010. The issuance of these shares is exempt under Section 4(2) of the Securities Act of 1933, as amended.

**Purchase of Equity.** During the three months ended September 30, 2010, the Company purchased 1,948 shares of common stock for \$43,974 from employees to pay required withholding taxes and the exercise price due upon the exercise of options and the vesting of restricted stock, in accordance with the applicable long-term incentive plan. The average fair value of the common stock purchased was \$22.57 per share.

The following table summarizes stock repurchases for the three months ended September 30, 2010:

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs
July 1 - July 31		\$	None	None
August 1 - August 31	1,069	\$ 22.91	None	None
September 1 - September 30	879	\$ 22.17	None	None
Total	1,948	\$ 22.57	None	None

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Reserved**

**Item 5. Other Information**  
None.

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*Item 6. Exhibits*

**Exhibit**

<b>Number</b>	<b>Exhibit</b>
31.1	Certificate of the Principal Executive Officer Pursuant to Exchange Act Rule 13a-14(a) and 15d-14(a).
31.2	Certificate of the Principal Financial Officer Pursuant to Exchange Act Rule 13a-14(a) and 15d-14(a).
32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ICF INTERNATIONAL, INC.

November 5, 2010

By: /s/ Sudhakar Kesavan  
Sudhakar Kesavan  
Chairman and Chief Executive Officer  
(Principal Executive Officer)

November 5, 2010

By: /s/ Ronald P. Vargo  
Ronald P. Vargo  
Chief Financial Officer and Executive Vice President  
  
(Principal Financial Officer)