UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Original Report: December 3, 2007

ICF International, Inc.
(Exact name of registrant as specified in its charter)

Delaware	001-33045	22-3661438
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification Number)

9300 Lee Highway, Fairfax, Virginia	22031
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (703) 934-3000

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchanged Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SECTION 9. FINANCIAL STATEMENTS AND EXHIBITS

Explanatory Note

As previously reported, on November 9, 2007, ICF International, Inc., a Delaware corporation ("ICF"), ICF Consulting Group, Inc. ("ICF Consulting"), Simat, Helliesen & Eichner, Inc. ("SH&E"), and other parties entered into an Agreement and Plan of Merger and Reorganization (the "Merger Agreement") pursuant to which SH&E will become a wholly-owned subsidiary of ICF Consulting. On December 3, 2007 this acquisition was consummated. This Form 8-K/A is filed as an amendment to the Form 8-K filed by the Company on December 3, 2007. The information previously reported in the Form 8-K is hereby incorporated by reference into this Form 8-K/A. The purpose of this Form 8-K/A is to file the financial statements and pro forma information required by Item 9.01.

ITEM 9.01. Financial Statements and Exhibits.

(a) Audited Financial Statements of Businesses Acquired

The following financial statements are attached hereto as Exhibit 99.1 and incorporated herein by reference:

i. Report of Independent Auditors

ii. Consolidated Balance Sheet as of December 31, 2006 & 2005

iii. Consolidated Statement of Income and Comprehensive Income for the year ended December 31, 2006 & 2005

iv. Consolidated Statement of Shareholders' Equity for the year ended December 31, 2006 & 2005

v. Consolidated Statement of Cash Flows for the year ended December 31, 2006 & 2005

vi. Notes to Consolidated Financial Statements

(b) Interim Unaudited Financial Statements of Businesses Acquired

The following interim financial statements are attached hereto as Exhibit 99.2 and incorporated herein by reference:

i. Unaudited Consolidated Balance Sheet as of September 30, 2007

ii. Unaudited Consolidated Statement of Earnings for the nine months ended September 30, 2007 & 2006

iii. Unaudited Consolidated Statement of Cash Flows for the nine months ended September 30, 2007 & 2006

iv. Notes to Unaudited Consolidated Financial Statements

(c) Pro Forma Financial Information

The following pro forma financial statements are attached hereto as Exhibit 99.3 and incorporated herein by reference:

i. Unaudited Pro Forma Combined Balance Sheet as of September 30, 2007

ii. Unaudited Pro Forma Combined Statement of Earnings for the nine months ended September 30, 2007

iii. Unaudited Pro Forma Combined Statement of Earnings for the year ended December 31, 2006

iv. Notes to Unaudited Pro Forma Financial Statements

(d) Exhibits

23.1	Consent of Independent Auditors
99.1	Audited Financial Statements of Businesses Acquired
99.2	Interim Unaudited Financial Statements of Businesses Acquired
99.3	Pro Forma Financial Information

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 hereunto duly authorized.

ICF INTERNATIONAL, INC.

Date: February 19, 2008

/s/ ALAN R. STEWART

Alan R. Stewart
Chief Financial Officer

Exhibit 23.1

CONSENT OF INDEPENDENT AUDITORS

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (333-137975 & 333-142265) of ICF International, Inc. of our report dated June 13, 2007 relating to the consolidated financial statements of Simat, Helliesen & Eichner, Inc., which appears in the Form 8-K/A of ICF International, Inc. dated February 19, 2008.

/s/ Mahoney Cohen & Company, CPA, P.C.
New York, New York
February 19, 2008

Exhibit 99.1

INDEPENDENT AUDITOR'S REPORT

The Shareholders and Board of Directors
Simat, Helliesen & Eichner, Inc. and Subsidiaries

We have audited the accompanying consolidated balance sheets of Simat, Helliesen & Eichner, Inc. and Subsidiaries as of December 31, 2006 and 2005, and the related consolidated statements of income and comprehensive income, changes in shareholders' equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We did not audit the financial statements of SH&E Limited, a consolidated subsidiary, as of December 31, 2006 and 2005 and for the years then ended, which statements reflect total assets and revenue constituting 20% and 15% in 2006 and 15% and 13% in 2005, respectively, of the related consolidated totals. Those statements were audited by another auditor whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for SH&E Limited, is based solely on the report of the other auditor.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits and the report of the other auditor provide a reasonable basis for our opinion.

In our opinion, based on our audits and the report of the other auditor, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Simat, Helliesen & Eichner, Inc. and Subsidiaries as of December 31, 2006 and 2005, and the results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

/s/ Mahoney Cohen & Company, CPA, P.C.

June 13, 2007

SIMAT, HELLIESEN & EICHNER, INC.
AND SUBSIDIARIES
Consolidated Balance Sheets
December 31, 2006 and 2005

ASSETS

	2006	2005
Current assets:		
Cash and cash equivalents	$ 4,377,499	$ 2,030,620
Accounts receivable and work-in-process, net of allowance for doubtful accounts of approximately $1,290,000 in 2006 and $573,000 in 2005 (Note 13)	7,653,114	8,478,927
Prepaid expenses and other current assets	439,430	289,365
Deferred tax asset (Note 9)	1,046,000	166,000
Total current assets	13,516,043	10,964,912
Property and equipment, net (Note 3)	585,341	584,674
Other assets:		
Goodwill, net of accumulated amortization of approximately $1,963,000 in 2006 and 2005	2,931,678	2,931,678
Intangible assets, net of accumulated amortization of $191,276 in 2006 and $109,300 in 2005	988,863	1,070,872
Software development costs, net of accumulated amortization of $1,398,653 in 2006 and $1,348,600 in 2005	121,206	23,821
Investments (Note 4)	1,323,342	867,651
Other	77,513	45,013
Total other assets	5,442,602	4,939,035
	$ 19,543,986	$ 16,488,621

LIABILITIES AND SHAREHOLDERS' EQUITY

	2006	2005
Current liabilities:		
Current portion of long-term debt (Note 7)	$ 133,047	$ 162,949
Income taxes payable	681,175	611,840
Deferred tax liability (Note 9)	84,000	—
Accrued expenses and other current liabilities (Note 12)	4,501,600	3,726,260
Total current liabilities	5,399,822	4,501,049
Note payable - bank (Note 6)	1,500,000	2,000,000
Long-term debt (Note 7)	250,280	383,327
Deferred compensation obligation (Note 10)	1,723,943	1,238,002
Notes payable - former shareholders (Note 8)	579,139	679,139
Deferred tax liability (Note 9)	804,000	558,000
Commitments, contingencies and other comments (Notes 10 and 14)		
Shareholders' equity:		
Common stock, $.01 par value (Note 11):		
Authorized - 100,000 shares		
Issued - 6,657 shares in 2006 and 6,547 shares in 2005	66	65
Additional paid-in capital	2,864,883	2,600,860
Accumulated other comprehensive income	441,698	277,877
Retained earnings	7,558,031	5,582,240
	10,864,678	8,461,042
Less: Treasury stock - 1,959 shares in 2006 and 2005, at cost (Notes 8 and 11)	1,284,414	1,284,414
Stock subscriptions receivable (Note 11)	293,462	47,524
Total shareholders' equity	9,286,802	7,129,104
	$ 19,543,986	$ 16,488,621

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

SIMAT, HELLIESEN & EICHNER, INC.
AND SUBSIDIARIES
Consolidated Statements of Income and Comprehensive Income
For the Years Ended December 31, 2006 and 2005

	2006	2005
Core consulting revenue	$32,475,231	$27,937,371
Less: Direct project expenses	2,796,212	2,962,538
Less: Fees paid to independent consultants	2,230,209	1,581,372
Net core consulting revenue	27,448,810	23,393,461
Operating expenses	20,040,623	18,069,007
Income from core consulting operations before bonuses, depreciation and amortization and service fees	7,408,187	5,324,454
Bonuses	3,100,000	2,500,000
Depreciation and amortization	459,599	463,605
Service fees (Note 12)	400,000	400,000
Income from operations	3,448,588	1,960,849
Other expense (income):		
Interest expense, net of interest income of approximately $93,000 in 2006 and $25,000 in 2005 (Note 8)	95,827	190,732
Foreign exchange losses (gains)	253,027	(24,848)
Other	—	1,397
Net other expense	348,854	167,281
Income before provision for income taxes	3,099,734	1,793,568
Provision for income taxes (Note 9)	1,123,943	769,272
Net income	1,975,791	1,024,296
Other comprehensive income (loss), net of tax (benefit) of approximately $84,000 in 2006 and ($43,000) in 2005:		
Foreign currency translation adjustment	163,821	(82,003)
Comprehensive income	$ 2,139,612	$ 942,293

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

SIMAT, HELLIESEN & EICHNER, INC.
AND SUBSIDIARIES
Consolidated Statements of Changes in Shareholders' Equity
For the Years Ended December 31, 2006 and 2005

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income	Retained Earnings	Treasury Stock		Stock Subscriptions Receivable	Total
	Number of Shares	Amount				Number of Shares	Amount		
Balance, January 1, 2005	6,527	$ 65	$2,552,856	$ 359,880	$4,557,944	1,917	$(1,271,664)	$ (18,394)	$6,180,687
Issuance of common stock	20	—	48,004	—	—	—	—	(47,524)	480
Collection of stock subscriptions receivable	—	—	—	—	—	—	—	18,394	18,394
Purchase of treasury stock	—	—	—	—	—	42	(12,750)	—	(12,750)
Foreign currency translation adjustment	—	—	—	(82,003)	—	—	—	—	(82,003)
Net income	—	—	—	—	1,024,296	—	—	—	1,024,296
Balance, December 31, 2005	6,547	65	2,600,860	277,877	5,582,240	1,959	(1,284,414)	(47,524)	7,129,104
Issuance of common stock	110	1	264,023	—	—	—	—	(261,384)	2,640
Collection of stock subscriptions receivable	—	—	—	—	—	—	—	15,446	15,446
Foreign currency translation adjustment	—	—	—	163,821	—	—	—	—	163,821
Net income	—	—	—	—	1,975,791	—	—	—	1,975,791
Balance, December 31, 2006	6,657	$ 66	$2,864,883	$ 441,698	$7,558,031	1,959	$(1,284,414)	$ (293,462)	$9,286,802

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

SIMAT, HELLIESEN & EICHNER, INC.
AND SUBSIDIARIES
Consolidated Statements of Cash Flows
For the Years Ended December 31, 2006 and 2005

	2006	2005
Cash flows from operating activities:		
Net income	$1,975,791	$ 1,024,296
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	459,599	463,605
Deferred tax benefit	(677,000)	(561,000)
Bad debt expense	1,044,491	813,501
Loss on disposition of property and equipment	—	1,492
Change in assets and liabilities:		
Accounts receivable and work-in-process	(119,966)	(1,317,063)
Prepaid expenses and other current assets	(141,522)	(36,963)
Other assets	(32,500)	(7,730)
Income taxes payable	61,189	6,437
Accrued expenses and other current liabilities	750,554	1,116,388
Deferred compensation obligation	400,601	370,351
Net cash provided by operating activities	3,721,237	1,873,314
Cash flows from investing activities:		
Purchase of property and equipment	(328,170)	(311,268)
Capitalization of computer software	(147,471)	—
Purchase of investments	(370,351)	(320,351)
Cash used in investing activities	(845,992)	(631,619)
Cash flows from financing activities:		
Repayment of long-term debt	(162,949)	(166,546)
Repayment of term note - bank	(500,000)	(500,000)
Proceeds from stock subscriptions receivable	15,446	18,394
Issuance of common stock	2,640	480
Repayment of subordinated notes payable - former shareholder	(100,000)	(100,000)
Net cash used in financing activities	(744,863)	(747,672)
Effect of exchange rate changes on cash	216,497	(151,061)
Net increase in cash and cash equivalents	2,346,879	342,962
Cash and cash equivalents, beginning of year	2,030,620	1,687,658
Cash and cash equivalents, end of year	$4,377,499	$ 2,030,620

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

SIMAT, HELLIESEN & EICHNER, INC.
AND SUBSIDIARIES
Consolidated Statements of Cash Flows (Concluded)
For the Years Ended December 31, 2006 and 2005

Supplemental Disclosures of Cash Flow Information

	2006	2005
Cash paid during the year for:		
Interest	$ 157,408	$ 181,062
Income taxes	$ 1,824,139	$ 1,317,057

Supplemental Schedule of Non-Cash Investing and Financing Activities

	2006	2005
Issuance of common stock in exchange for note receivable	$ 261,384	$ 47,524
Purchase of treasury stock through the issuance of notes	$ —	$ 12,750

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

Note 1—The Company, Principles of Consolidation and Business Acquisition

Simat, Helliesen & Eichner, Inc. (“SH&E”) and its subsidiaries, SH&E Limited (“Limited”), Kurth & Company, Inc. (“Kurth”) and The Center for Airport Management LLC (“CAM”) (collectively, the “Company”), provide consultancy services to the air transport industry. The Company provides services worldwide to airlines, airports, governments, development agencies and international organizations, as well as to businesses giving support and distribution to the airline industry.

All significant intercompany accounts and transactions have been eliminated in consolidation.

Note 2—Summary of Significant Accounting Policies

Use of Estimates

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

Revenue Recognition

The Company earns fees for its consultancy advice and services and recognizes these fees as the services are performed. Consulting services are not always billed during the period worked and estimates are made of the amounts ultimately to be billed and collected. Adjustments of these estimates are charged or credited to income in the period in which they are determined. At December 31, 2006 and 2005, work-in-process (unbilled time) approximated $222,000 and $1,649,000, respectively.

Revenue generated from the sale of internally developed software is recognized upon the delivery of the product.

Cash and Cash Equivalents

The Company considers highly liquid investments with original maturities of three months or less to be cash equivalents.

Property and Equipment

Property and equipment is recorded at cost. Expenditures for major additions and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. Depreciation of property and equipment is computed by the straight-line method over the assets’ estimated lives ranging from three to seven years. Leasehold improvements are amortized over the lesser of the lease terms or the assets’ useful lives. Upon sale or retirement of property and equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in operations.

Capitalized Software Costs

The Company capitalizes the qualifying costs of developing its software products. Capitalization of costs requires that technological feasibility has been established. Development costs incurred prior to the establishment of technological feasibility are expensed as incurred. Annual amortization is computed by the straight-line method over the remaining estimated economic life. The establishment of technological feasibility and the ongoing assessment of recoverability of capitalized software development costs require considerable judgment by management with respect to certain external factors including, but not limited to, technological feasibility, anticipated future gross revenue, estimated economic life and changes in software and hardware technologies.

Realization of capitalized software costs is subject to the Company's ability to market its software products in the future and generate cash flows sufficient to support future operations. Capitalized software development costs for the year ended December 31, 2006 amounted to approximately $147,000. There were no software development costs capitalized during the year ended December 31, 2005. Amortization of the software development costs charged to operations for the years ended December 31, 2006 and 2005 totaled approximately $50,000 and $110,000, respectively. The Company did not incur any research and development costs in 2005.

Intangible Assets

Intangible assets include identifiable intangible assets and other proprietary assets, principally a customer list, which is being amortized on a straight-line basis over an estimated useful life of fifteen years. Amortization expense charged to operations during each of the years ended December 31, 2006 and 2005 was approximately $82,000. The estimated amortization of intangible assets for each of the next five years is estimated at $82,000.

Investments

Investments in debt securities that the Company has the positive intent and ability to hold to maturity are classified as held-to-maturity and recorded at amortized cost. Securities investments not classified as either held-to-maturity or trading securities are classified as available-for-sale securities. Available-for-sale securities are recorded at fair value on the consolidated balance sheets, with the change in fair value during the period excluded from earnings and recorded net of tax as a separate component of equity.

Income Taxes

SH&E and its domestic subsidiaries (Kurth and CAM) file a consolidated federal income tax return. Limited is subject to taxes in the United Kingdom (see Note 9).

Goodwill

Goodwill represents the aggregate excess of the cost of companies acquired over the fair value of their net assets at dates of acquisition. In accordance with Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets," goodwill is not amortized and the Company is required to test goodwill at least annually for impairment.

Impairment of Long-Lived Assets

In the event that facts and circumstances indicate that the cost of a long-lived asset may be impaired, an evaluation of recoverability would be performed. If an evaluation is required, the estimated future undiscounted cash flows associated with the asset would be compared to the asset's carrying amount to determine if a write-down to market or discounted cash flow value is required.

Foreign Currency Translation

Net exchange gains or losses resulting from the translation of assets and liabilities of the foreign subsidiary are accumulated in a separate section of shareholders' equity titled "accumulated other comprehensive income." At December 31, 2006 and 2005, accumulated other comprehensive income is comprised solely of foreign currency translation adjustments, net of income tax effect.

Advertising Expenses

Advertising expenses are charged to operations in the period in which they are incurred. Advertising expenses for the years ended December 31, 2006 and 2005 approximated $23,400 and $31,400, respectively.

Note 3—Property and Equipment

At December 31, property and equipment consists of:

	2006	2005
Computer equipment	$ 958,901	$ 754,014
Furniture and fixtures	261,498	263,088
Office equipment	142,716	180,078
Leasehold improvements	399,334	403,616
	1,762,449	1,600,796
Less: Accumulated depreciation and amortization	1,177,108	1,016,122
	$ 585,341	$ 584,674

Note 4—Investments

The Company's investments in mutual funds are held for an indefinite period and, therefore, are classified as available-for-sale. At December 31, 2006 and 2005, the cost of the investments approximated market value, which amounted to approximately $1,323,000 and $868,000, respectively. The Company made these investments to provide funding for the deferred compensation obligation (see Note 10).

Note 5—Credit Facility

The Company maintains an unsecured $1,000,000 working capital revolving credit facility with a German bank, Landesbank Hessen-Thuringen Girozentrale, New York Branch ("Helaba") through August 2007. Interest is payable monthly on outstanding borrowings at a per annum rate of the LIBOR rate plus 1% (6.3% at December 31, 2006). In addition, the Company is charged an annual fee equal to .5% of the total commitment whether or not borrowings are drawn against it. There were no outstanding loans payable to Helaba at December 31, 2006 and 2005. The credit facility is guaranteed by Lufthansa Consulting GmbH, a related party (see Note 12).

Note 6—Note Payable – Bank

The Company has an unsecured loan agreement with Helaba. The loan is due June 10, 2009. Interest is payable monthly at a per annum rate equal to the LIBOR rate plus 1.1% (6.4% at December 31, 2006). The agreement provides for the Company, at its option, to pay down the note in $500,000 increments. At December 31, 2006 and 2005, $1,500,000 and $2,000,000, respectively, was outstanding. The loan is guaranteed by Lufthansa Consulting GmbH, a related party (see Note 12).

Note 7—Long-Term Debt

At December 31, long-term debt consists of:

	2006	2005
Note payable to seller of CAM, with monthly installments ranging from $12,500 to $16,666 through September 2009, with interest imputed at 5.25%. The note is collateralized by the assets of CAM. The net book value of the assets at December 31, 2006 was approximately $1,294,000		
	$383,327	$546,276
Less: Current portion	133,047	162,949
	$250,280	$383,327

At December 31, 2006, maturity of long-term debt is as follows:

Year Ending December 31,	
2007	$133,047
2008	140,202
2009	110,078
	$383,327

Note 8—Notes Payable – Former Shareholders

In connection with purchases of treasury stock, the Company issued promissory notes to former shareholders with $579,139 and $679,139 outstanding at December 31, 2006 and 2005, respectively. The notes provide for five annual principal payments commencing after the repayment of the Helaba loan. During each of the years ended December 31, 2006 and 2005, unscheduled repayments amounting to $100,000 were made to some of the former shareholders. Interest is paid annually at the applicable federal rate in effect on the date of the note, which approximated 5% per annum at December 31, 2006. Interest charged to operations for the years ended December 31, 2006 and 2005 amounted to approximately $32,000 and $36,000, respectively.

Note 9—Income Taxes

Deferred income tax assets and liabilities are computed annually for differences between the financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities.

The provision for income taxes for the years ended December 31, 2006 and 2005 is as follows:

	2006	2005
Current:		
Federal	$1,074,131	$ 861,848
State and local	432,518	402,795
Foreign	294,294	65,629
	1,800,943	1,330,272
Deferred:		
Federal	(575,000)	(477,000)
State and local	(102,000)	(84,000)
	(677,000)	(561,000)
	$1,123,943	$ 769,272

The current net deferred tax asset (liability) in the accompanying consolidated balance sheets consists of the following:

	2006	2005
Current net deferred tax asset (liability):		
Accrued expenses	$587,000	$ 499,000
Allowance for doubtful accounts	492,000	239,000
Work-in-process	(33,000)	(615,000)
Other	(84,000)	43,000
	$962,000	$ 166,000

The non-current net deferred tax liability in the accompanying consolidated balance sheets consists of the following:

	2006	2005
Non-current net deferred tax liability:		
Property and equipment	$(109,000)	$ (35,000)
Capitalized software costs	(53,000)	(10,000)
Goodwill	(642,000)	(513,000)
	$(804,000)	$(558,000)

For the years ended December 31, 2006 and 2005, the provision for taxes is higher than what would be expected if the federal statutory rate were applied to income from operations primarily because of expenses that are deductible for financial reporting purposes that are non-deductible for tax purposes.

Note 10—Retirement Plans

Defined Contribution Plans

SH&E sponsors a 401(k) defined contribution plan covering all eligible employees. SH&E matches up to 50% of all non-highly compensated employee contributions, up to a maximum of 6% of eligible compensation. Employees may contribute up to 80% of their compensation. Defined contribution expense for the plan was approximately $50,000 for each of the years ended December 31, 2006 and 2005.

Limited maintains a defined contribution plan for the Company’s European employees. Defined contribution expense for this plan amounted to approximately $108,000 and $95,000 for the years ended December 31, 2006 and 2005, respectively.

Employee Stock Ownership Plan

The Company adopted an Employee Stock Ownership Plan (“ESOP”) effective January 1, 1996. The ESOP covers all employees who have completed one year of service and have attained the age of twenty-one. The Company contributes amounts as determined annually by its board of directors. Vesting occurs at a rate of 20% per year commencing after three years. At December 31, 2006 and 2005, there were 410 shares held by the ESOP, all of which were allocated.

Contributions to the ESOP charged to operations for the years ended December 31, 2006 and 2005 amounted to $327,000 and $325,000, respectively.

In the event a terminated plan participant desires to sell his or her shares of the Company’s stock, or for certain employees who elect to diversify their account balances, the Company is required to purchase the shares from the participant at their fair market value.

Deferred Compensation Plan

In March 2003, the Company established an unqualified deferred compensation plan for key employees. Contributions by the Company are at its discretion. Contributions charged to operations for the years ended December 31, 2006 and 2005 were approximately $401,000 and $370,000, respectively.

Note 11—Shareholders' Equity

Common Stock

As consideration for shares issued to new shareholders, the Company received stock subscription notes. The notes, which bear interest at 5.25%, payable annually, provide for ten equal annual installments of principal through May 2015, with a 50% balloon payment due in May 2016, and are collateralized by the shares issued. At December 31, 2006 and 2005, the outstanding stock subscriptions receivable were $293,462 and $47,524, respectively. Interest income recognized for the years ended December 31, 2006 and 2005 approximated $13,000 and $1,000, respectively.

Treasury Stock

During the year ended December 31, 2005, the Company reacquired forty-two shares of its then issued and outstanding common stock from a former shareholder. As consideration for the treasury shares, the Company issued subordinated promissory notes in the amount of $12,750 (see Note 8).

Note 12—Related Party Transactions

At December 31, 2006 and 2005, the Company owed $575,000 and $469,000, respectively, to Lufthansa Systems America, Inc. ("LSYA"), a wholly-owned subsidiary of Lufthansa Systems GmbH ("LSY") (a former shareholder of the Company—see Note 14). These amounts are included in accrued expenses and other current liabilities on the accompanying consolidated balance sheets. LSYA provided certain general and administrative services to SH&E upon its request and SH&E was obligated to pay for such services rendered at rates customarily charged for equivalent services by unrelated third parties in arms-length transactions. For each of the years ended December 31, 2006 and 2005, amounts charged to operations for services rendered amounted to $400,000.

During 2006, Lufthansa Consulting GmbH ("LC") assumed the position of guarantor from LSY of the Company's term loan and credit line with Helaba. There was no financing charge from LC as guarantor for the year ended December 31, 2006. For the year ended December 31, 2005, LSY charged the Company $20,000 as a financing charge for LSY's former position as guarantor.

Note 13—Concentration of Credit Risk

Cash and Cash Equivalents

The Company maintains cash balances at several banks. Bank accounts of SH&E, Kurth and CAM are insured by the Federal Deposit Insurance Corporation up to $100,000. Limited had cash deposits in foreign banks, which were also uninsured. In addition, the Company maintains cash balances in money market funds. Such balances are not insured.

Accounts Receivable

The Company performs ongoing credit evaluations of its customers and provides reserves for potential credit losses.

At December 31, 2006 and 2005, the Company had approximately 30% and 20%, respectively, of its accounts receivable from foreign-based clients.

Note 14—Commitments, Contingencies and Other Comments

Leases

The Company leases office space under non-cancellable operating leases through 2012. As of December 31, 2006, minimum aggregate annual rentals, excluding escalation charges, are as follows:

Year Ending December 31,	
2007	$ 1,391,000
2008	1,370,000
2009	1,359,000
2010	1,138,000
2011	922,000
Thereafter	922,000
	$ 7,102,000

Rent expense charged to operations for the years ended December 31, 2006 and 2005 amounted to approximately $1,769,000 and $1,443,000, respectively.

Shareholders' Agreement

The Company and its shareholders are party to an agreement (the "SH Agreement") whereby LSY acquired 49% of the outstanding common stock from the shareholders of SH&E.

Under the terms of the SH Agreement, if LSY proposes to transfer any of the SH&E shares it holds, the Company and/or the SH&E shareholders shall have the option to exercise first offer rights and purchase the shares offered for an agreed-upon price, even if it is less than the offer price. In the event the Company requires funding to facilitate its first offer rights, LSY will provide a loan to the Company and/or its majority shareholders.

If at any time prior to the date on which LSY shall own less than 25% of the issued and outstanding shares of SH&E, the Company proposes to issue and sell shares of common stock to any person, up to a maximum of 5% of the total shares outstanding, LSY shall have the right to elect to purchase a number of equivalent shares at the same issue price.

On December 11, 2006, LSY transferred all of its shares of common stock of SH&E to LC. Additionally, the SH Agreement was amended to substitute LC as a shareholder and party to the SH Agreement. The December 11, 2006 amendment reflects the transfer and related assignment and assumption of LSY's rights as an SH&E shareholder to LC.

Employment Agreements

The Company has Executive Employment Agreements (the "Contracts") with Mr. David H. Treitel and Ms. Deborah T. Meehan. The agreements expire on March 31, 2012. Under the provisions of the Contracts, Mr. Treitel will serve as Chief Executive Officer of the Company and Ms. Meehan will serve as President of the Company for a minimum base salary, as adjusted, of approximately $470,000 and $352,000, respectively, plus guaranteed annual bonuses that can range up to 100% of the base salaries per contract year based on specified operating results of the Company. The Contracts also require the Company to maintain executive life insurance policies sufficient to protect its interests and provide other defined fringe benefits to Mr. Treitel and Ms. Meehan for the term of the Contracts.

Under an Executive Employment Agreement (the “Contract”) with Tom Ricapito, Mr. Ricapito will serve as Chief Financial Officer of the Company and its subsidiaries. The agreement is reviewed and renewed on an annual basis. Under the Contract, Mr. Ricapito’s minimum base annual salary is approximately $180,000. Under the Contract, Mr. Ricapito shall be eligible, but not guaranteed, to receive an annual bonus calculated as a percentage of base salary.

Exhibit 99.2

SIMAT, HELLIESEN & EICHNER, INC.
Unaudited Consolidated Balance Sheet
(in thousands)

Assets

	September 30, 2007
Current Assets:	
Cash and cash equivalents	$ 2,549
Accounts receivables, net	10,180
Prepaid expenses and other	316
Deferred income taxes	242
Total Current Assets	13,287
Total Property and Equipment, net	651
Other Assets:	
Goodwill	2,932
Other intangible assets	927
Other assets	2,049
Total Assets	$ 19,846
Current Liabilities:	
Accounts payable	$ 508
Accrued expenses	721
Accrued salaries and benefits	2,692
Current portion of long-term debt	142
Income taxes payable	246
Total Current Liabilities	4,309
Long-Term Liabilities:	
Long-term debt	2,221
Other liabilities	1,793
Total Liabilities	8,323
Total Shareholders' Equity	11,523
Total Liabilities and Shareholders' Equity	$ 19,846

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

SIMAT, HELLIESEN & EICHNER, INC.
Unaudited Consolidated Statements of Earnings
(in thousands)

	Nine months ended September 30, 2007	Nine months ended September 30, 2006
Revenue	$26,418	$23,774
Direct Costs	3,506	3,667
Operating costs and expenses:		
Operating expenses	16,562	14,459
Bonuses	2,367	2,100
Service Fees	—	300
Depreciation and amortization	561	433
Total operating costs and expenses	19,490	17,292
Operating income	3,422	2,815
Interest income/ (expense)	10	(86)
Foreign Exchange losses	(393)	(120)
Income before taxes	3,039	2,609
Income tax expense	1,282	1,152
Net income	$ 1,757	$ 1,457

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

SIMAT, HELLIESEN & EICHNER, INC.
Unaudited Consolidated Statements of Cash Flows
(in thousands)

	Nine months ended September 30, 2007	Nine months ended September 30, 2006
Cash Flows from Operating Activities		
Net income	$ 1,757	$ 1,457
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	561	433
Bad debt expense	620	625
Changes in operating assets and liabilities:		
Accounts receivables, net	(3,134)	(1,137)
Prepaid expenses and other	95	(94)
Accrued expenses	(433)	(53)
Income tax payable	(435)	(332)
Other assets	(180)	(3)
Net Cash Provided by (Used in) Operating Activities	(1,149)	896
Cash Flows from Investing Activities		
Capital expenditures	(339)	(257)
Capitalization of software development costs	(119)	(112)
Purchase of investments for deferred compensation plan	(400)	—
Net Cash Used in Investing Activities	(858)	(369)
Cash Flows from Financing Activities		
Repayment of long-term debt	(99)	(131)
Issuance of common stock	5	3
Payments received on shareholder notes	15	15
Net Cash Provided by Financing Activities	(79)	(113)
Effect of Exchange Rate on Cash	258	129
Net (Decrease) Increase in Cash and Cash Equivalents	(1,828)	543
Cash and Cash Equivalents, beginning of period	4,377	2,031
Cash and Cash Equivalents, end of period	$ 2,549	$ 2,574

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

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Note 1—Basis of Presentation of Unaudited Consolidated Financial Statements

The accompanying unaudited consolidated financial statements of Simat, Helliesen & Eichner, Inc. and subsidiaries (the "Company"). All intercompany transactions between affiliated companies have been eliminated.

The accompanying unaudited consolidated financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. Therefore, these interim financial statements should be read in conjunction with the audited consolidated financial statements and related notes to the financial statements of Simat, Helliesen & Eichner, Inc., and subsidiaries included elsewhere in this Form 8-K/A. In the opinion of management, all adjustments, consisting of normal and recurring adjustments, necessary to present fairly the consolidated financial position and consolidated results of operations for the interim periods have been presented herein. The consolidated results of operations for the interim periods presented are not necessarily indicative of the results to be expected for the full year.

Note 2—Investments

The Company's investments, which were primarily in mutual funds, were held for an indefinite period and, therefore, are classified as available-for-sale. At September 30, 2007, the cost of the investments approximated market value, which amounted to approximately $1,793,000. The Company made these investments to provide funding for its deferred compensation obligation.

Note 3—Credit Facility

The Company maintained an unsecured $1,000,000 working capital revolving credit facility with a German bank, Landesbank Hessen-Thuringen Girozentrale, New York Branch ("Helaba"). Interest was payable monthly on outstanding borrowings at a per annum rate of LIBOR plus 1% (6.3% at September 30, 2007). In addition, the Company was charged an annual fee equal to .5% of the total commitment whether or not borrowings were drawn against it. There were no outstanding loans payable to Helaba for the nine months ended September 30, 2007 under the revolving credit facility. The credit facility was guaranteed by Lufthansa Consulting GmbH, a related party (see Note 6). Pursuant to the merger with ICF Consulting Group, Inc. "ICF", on December 3, 2007, the Company obtained a consent from Helaba to terminate the revolving credit facility.

Note 4—Note Payable – Bank

The Company had an unsecured loan agreement with Helaba. Interest was payable monthly at a per annum rate equal to LIBOR plus 1.1% (6.4% at September 30, 2007). At September 30, 2007, $1,500,000 was outstanding and included in long-term debt. Pursuant to the merger with ICF, the Company obtained a consent from Helaba to terminate the loan agreement and to pay the outstanding note and accrued interest. On December 3, 2007, the total balance of the note and outstanding interest was paid in full.

Note 5—Long-Term Debt

At September 30, long-term debt consisted of:

	2007
Note payable to the seller of The Center for Airport Management LLC ("CAM"), with monthly installments ranging from $12,500 to $16,666 through September 2009, with interest imputed at 5.25%. Pursuant to the merger with ICF, the Company obtained a consent from the seller of CAM for a debt prepayment. On December 3, 2007, the total balance of the debt and outstanding interest was fully paid. All assets of CAM were subject to a security interest in favor of the seller of CAM to secure the Company's note. This security interest was released in connection with the merger with ICF.	$284,198
Less: Current portion	142,099
	$142,099

Note 6—Related Party Transactions

At September 30, 2006, the Company owed $550,000 to Lufthansa Systems America, Inc. (“LSYA”), a wholly owned subsidiary of Lufthansa Systems GmbH (“LSY”) (a former shareholder of the Company—see Note 8). This amount is included in accrued expenses and other current liabilities on the accompanying consolidated balance sheets. In 2006, LSYA provided certain general and administrative services to the Company upon its request, and the Company was obligated to pay for such service fees rendered at rates customarily charged for equivalent services by unrelated third parties in arms-length transactions. For the nine months ended September 30, 2006, approximately $360,000 was charged to operations. In 2007, LSYA agreed to waive a cumulative charge of $400,000, which has been accounted for as capital contributed by Lufthansa Consulting GmbH (“LC”), an affiliate of LSYA. There were no general and administrative services rendered by LSYA for the nine months ended September 30, 2007.

Note 7—Concentration of Credit Risk

Cash and Cash Equivalents

The Company maintained cash balances at several banks. Bank accounts of SH&E, Kurth, and CAM were insured by the Federal Deposit Insurance Corporation up to $100,000. SH&E Limited had cash deposits in foreign banks, which were uninsured. In addition, the Company maintained cash balances in money market funds. Such balances were not insured.

Accounts Receivable

The Company performs ongoing credit evaluations of its customers and provides reserves for potential credit losses.

At September 30, 2007, the Company had approximately 58% of its accounts receivable from foreign-based clients.

Note 8—Commitments, Contingencies and Other Comments

Leases

The Company leases office space under non-cancellable operating leases through 2012. As of September 30, 2007, minimum aggregate annual rentals, excluding escalation charges, were as follows:

2007 - Remainder	$ 345,000
2008	1,553,000
2009	1,522,000
2010	1,289,000
2011	954,000
Thereafter	922,000
	$6,585,000

Rent expense charged to operations for the nine months ended September 30, 2007 and 2006 amounted to approximately $1,360,000 and $1,401,000, respectively.

Shareholders’ Agreement

The Company and its shareholders were party to an agreement (the “SH Agreement”) whereby LSY acquired 49% of the outstanding common stock from the shareholders of SH&E.

Under the terms of the SH Agreement, if LSY proposed to transfer any of the SH&E shares it held, the Company and/or the SH&E shareholders had the option to exercise first offer rights and purchase the shares offered for an agreed-upon price, even if it is less than the offer price. In the event the Company required funding to facilitate its first offer rights, LSY had agreed to provide a loan to the Company and/or its majority shareholders.

If at any time prior to the date on which LSY owned less than 25% of the issued and outstanding shares of SH&E, the Company proposed to issue and sell shares of common stock to any person, up to a maximum of 5% of the total shares outstanding, LSY had the right to elect to purchase a number of equivalent shares at the same issue price.

On December 11, 2006, LSY transferred all of its shares of common stock of SH&E to LC. Additionally, the SH Agreement was amended to substitute LC as a shareholder and party to the SH Agreement. The December 11, 2006 amendment reflected the transfer and related assignment and assumption of LSY’s rights as an SH&E shareholder to LC.

Employment Agreements

Pursuant to the merger with ICF, the executive employment agreements with Mr. David H. Treitel and Ms. Deborah T. Meehan that were due to expire on March 31, 2012 were terminated and replaced by separate employment agreements between ICF and Mr. Treitel and Ms. Meehan, respectively.

Note 9—Subsequent Event

On December 3, 2007, the shareholders of the Company sold 100% of their SH&E common stock to ICF for approximately $51,895,000, which was reduced by the amounts of SH&E’s transaction fees and expenses and certain administrative costs required to wind down SH&E’s benefit plans, as well as the cost to redeem the shares of SH&E common stock held by SH&E’s Employee Stock Ownership Plan.

Exhibit 99.3

Unaudited Pro Forma Combined Balance Sheet

(in thousands)

	As of September 30, 2007			
	Historical		Pro Forma	
	ICF	SH&E	Adjustments	Consolidated
Current Assets:				
Cash and cash equivalents	$ 2,074	$ 2,549	$ —	$ 4,623
Contract receivables, net	157,189	10,180	—	167,369
Prepaid expenses and other	4,606	316	—	4,922
Deferred income taxes	3,679	242	—	3,921
Total Current Assets	167,548	13,287	—	180,835
Total Property and Equipment, net	6,299	651	—	6,950
Other Assets:				
Goodwill	111,716	2,932	34,117 (a)	148,765
Other intangible assets	12,400	927	9,884 (b)	23,211
Restricted cash	3,631	—	—	3,631
Other assets	1,647	2,049	(1,793)(c)	1,903
Total Assets	$303,241	$19,846	$ 42,208	$ 365,295
Current Liabilities:				
Accounts payable	$ 37,687	$ 508	$ —	$ 38,195
Accrued expenses	58,211	721	—	58,932
Accrued salaries and benefits	28,661	2,692	—	31,353
Current portion of long-term debt	—	142	(142)(d)	—
Deferred revenue	14,584	—	—	14,584
Income taxes payable	1,624	246	—	1,870
Total Current Liabilities	140,767	4,309	(142)	144,934
Long-Term Liabilities:				
Long-term debt	—	2,221	47,429 (e)	49,792
Deferred rent	1,644	—	—	1,644
Deferred income taxes	5,266	—	3,629 (f)	8,895
Other liabilities	2,112	1,793	(1,793)(c)	2,112
Total Liabilities	149,789	8,323	49,265	207,377
Stockholders' Equity	153,452	11,523	(7,057)(g)	157,918
Total Liabilities and Stockholders' Equity	$303,241	$19,846	$ 42,208	$ 365,295

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

Unaudited Pro Forma Combined Statements of Earnings
(in thousands, except per share amounts)

	For the nine months ended September 30, 2007			
	Historical		Pro Forma	
	ICF	SH&E	Adjustments	Consolidated
Revenue	$540,697	$26,418	$	$ 567,115
Direct Costs	398,260	3,506	5,595 (h)	407,361
Operating costs and expenses:				
Operating expenses	85,107	16,562	(2,835)(h,i)	98,834
Bonuses	—	2,367	(2,367)(i)	—
Service Fees	—	—		
Depreciation and amortization	4,220	561	1,556 (j)	6,337
Total operating costs and expenses	89,327	19,490	(3,646)	105,171
Operating income (loss)	53,110	3,422	(1,949)	54,583
Interest (expense)/ income	(1,392)	10	(1,463)(k)	(2,845)
Foreign Exchange losses	—	(393)	393 (i)	—
Other income	490	—		490
Income (loss) before taxes	52,208	3,039	(3,019)	52,228
Income tax expense (benefits)	21,272	1,282	(585)(l)	21,969
Net income (loss)	$ 30,936	$ 1,757	$ (2,434)	$ 30,259
Earnings per Share:				
Basic	$ 2.20			$ 2.15
Diluted	$ 2.09			$ 2.04
Weighted-average Common Shares Outstanding:				
Basic	14,060			14,060
Diluted	14,800			14,800

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

Unaudited Pro Forma Combined Statements of Earnings
(in thousands, except per share amounts)

	For the year ended December 31, 2006			
	Historical		Pro Forma	
	ICF	SH&E	Adjustments	Consolidated
Revenue	$331,279	$32,475	$	$ 363,754
Direct Costs	217,747	5,026	6,636 (h)	229,409
Operating costs and expenses:				—
Operating expenses	87,056	20,040	(3,557)(h,m)	103,539
Bonuses	—	3,100	(3,100)(m)	—
Service Fees	—	400	(400)(n)	—
Depreciation and amortization	3,536	460	2,024 (o)	6,020
Total operating costs and expenses	90,592	24,000	(5,033)	109,559
Operating income (loss)	22,940	3,449	(1,603)	24,786
Interest (expense)/ income	(3,229)	(96)	(1,842)(p)	(5,167)
Foreign Exchange losses	—	(253)	253 (m)	—
Other income	366	—	—	366
Income (loss) before taxes	20,077	3,100	(3,192)	19,985
Income tax expense (benefits)	8,210	1,124	(607)(l)	8,727
Net income (loss)	$ 11,867	$ 1,976	$ (2,585)	$ 11,258
Earnings per Share:				
Basic	$ 1.15			$ 1.09
Diluted	$ 1.10			$ 1.04
Weighted-average Common Shares Outstanding:				
Basic	10,321			10,321
Diluted	10,796			10,796

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

NOTES TO UNAUDITED PRO FORMA FINANCIAL STATEMENTS

On December 3, 2007, ICF International ("ICF") acquired 100 percent of the outstanding shares of Simat, Helliesen & Eichner, Inc. (SH&E). The following unaudited pro forma condensed combined financial statements have been prepared to give effect to the completed acquisition, which was accounted for as a purchase business combination in accordance with the provisions of SFAS No. 141, Business Combinations, as if the acquisition had taken place on September 30, 2007 for balance sheet purposes and January 1, 2006 and 2007 for statement of earnings purposes.

The pro forma amounts have been developed from the unaudited consolidated financial statements for the nine months ended September 30, 2007, for ICF and SH&E as well as the audited consolidated financial statements of ICF contained in its Annual Report on Form 10-K for the year ended December 31, 2006, and audited consolidated financial statements for SH&E for the year ended December 31, 2006. The assumptions, estimates and adjustments here have been made solely for the purposes of developing these combined consolidated financial statements.

In accordance with the purchase method of accounting, the assets and liabilities of SH&E were recorded at their respective fair values as of the date of acquisition. Management's estimates of the fair value of assets acquired and liabilities assumed are based, in part, on third-party evaluations. The preliminary allocation of the purchase price was based upon a preliminary valuation and our estimates and assumptions are subject to change.

The unaudited pro forma combined consolidated financial statements are provided for illustrative purposes only and are not intended to represent the actual consolidated results of operations or the consolidated financial position of ICF had the acquisition occurred on the dates assumed, nor are they necessarily indicative of future consolidated results of operations or consolidated financial position. The unaudited pro forma combined consolidated financial statements should be read in conjunction with the separate historical consolidated financial statements of ICF and SH&E.

Note A. Basis of Presentation

Effective December 3, 2007, ICF acquired 100 percent of the outstanding common shares of Simat, Helliesen & Eichner, Inc. (SH&E), a privately held company that provides consulting services in the aviation industry, including network and fleet planning, cargo distribution, airline and airport privatization, mergers and acquisitions, airline safety, security and operations, technical and financial services, asset management and appraisals, corporate/business aviation, air carrier revenue management, airport concessions planning, and airport air service marketing. ICF believes that the acquisition will combine its climate-change expertise with SH&E's expertise in the air transport industry enabling ICF to advise airlines and related suppliers on matters such as; environmental trends, greenhouse gas emissions, buying carbon offsets.

The acquisition was accounted for as a purchase in accordance with the provisions of SFAS No. 141, Business Combinations. The aggregate purchase price was approximately $51.9 million, including $51.4 million of cash and $0.5 million of transaction expenses. ICF has engaged an independent valuation firm to assist management in the allocation of the purchase price, but this allocation has not yet been finalized. The excess of the purchase price over the estimated fair value of the net tangible assets acquired was approximately $47.9 million. The independent valuation was used by ICF to allocate approximately $37.1 million to goodwill and $10.8 million to other intangible assets. The other intangible assets consist of customer-related intangibles, developed technology, and marketing-related intangibles in the amounts of $5.0 million, $3.5 million, and $2.3 million, respectively. The customer-related intangibles, developed technology, and marketing-related intangibles are being amortized over 10 years, 5 years, and 5 years, respectively. Neither the goodwill, nor the amortization of intangibles, is deductible for tax purposes. The results of operations for SH&E will be included in ICF's statement of operations since December 3, 2007.

The preliminary allocation of assets acquired and liabilities assumed consist of the following (in thousands of dollars):

Cash	$ 2,103
Accounts receivables	9,626
Other current assets	357
Customer-related intangibles	4,976
Developed technology	3,476
Non-compete agreement	2,359
Goodwill	37,056
Other Assets	306
Property and equipment	635
Total assets	60,894
Accounts payable	589
Accrued salaries and benefits	4,044
Deferred tax liabilities	3,629
Income taxes payable	465
Other current liabilities	272
Total liabilities	8,999
Net assets	$51,895

Note B. Pro Forma Adjustments

The pro forma information includes adjustments to reflect the estimated purchase price, including adjustments to goodwill, intangibles, debt, taxes, intangible expense, interest expense, and other expenses. The pro forma adjustments included in the unaudited combined consolidated financial statements are as follows:

(a) To eliminate SH&E goodwill of $2.9 million and reflect the fair value of acquired goodwill based on net assets acquired as of September 30, 2007.

(b) To eliminate SH&E identified intangibles of $0.9 million and reflect the estimate of the fair value of acquired identified intangibles of $10.8 million.

(c) Reflects spin off of SH&E deferred compensation plan, which ICF did not acquire as part of the transaction.

(d) To eliminate SH&E's current portion of long-term debt, which was repaid in connection with the acquisition.

(e) To eliminate SH&E's debt of $2.2 million, which was repaid in connection with the acquisition and to record acquisition-related debt of $49.8 million.

(f) To reflect net deferred tax liabilities.

(g) To record the impact of pro forma adjustments of stockholders' equity.

(h) To reclassify certain SH&E labor, which was directly charged to projects, to Direct Costs from Operating expenses to improve comparability. ICF includes direct labor as part of Direct Costs line item.

(i) To reclassify $2.4 million of Bonuses and $0.4 million of Foreign Exchange losses to Operating expenses, as well as to reclassify labor, which was directly charged to projects, from Operating expenses line item to Direct costs to improve comparability.

(j) To eliminate SH&E intangible amortization expense of $0.1 million, and to record amortization expense of $1.6 million related to the SH&E acquisition.

(k) To eliminate SH&E's net interest income and to record interest related to an average acquisition debt balance of $25 million at an estimated interest rate of 7.75% for the nine month period.

(l) To record an income tax provision for pro forma adjustments at an effective rate of 40%.

(m) To reclassify $3.1 million of Bonuses and $0.3 million of Foreign Exchange losses to Operating expenses; to reclassify $6.6 million of SH&E labor, which was directly charged to clients, from Operating expenses line item to Direct costs to improve comparability; and to eliminate SH&E ESOP of $0.3 million and deferred compensation contributions of $0.4 million, offset by $0.1 million of additional labor and fringe expense previously capitalized and offset by $0.3 million of unrecorded liabilities.

(n) To eliminate SH&E annual service fee to prior owner.

(o) To eliminate SH&E intangible amortization expense of $0.1 million and $0.1 million in amortization expense associated with capitalized software, and to record the amortization expense of $2.2 million related to the SH&E acquisition.

(p) To eliminate SH&E's net interest expense and to record interest related to an average acquisition debt balance of $25 million at an estimated interest rate of 7.75% for the twelve month period.