TETRA TECH INC
Form 10-Q
August 03, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

ý	**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
	For the quarterly period ended July 1, 2007
	OR
o	**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 0-19655

TETRA TECH, INC.

(Exact name of registrant as specified in its charter)

Delaware	**95-4148514**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

3475 East Foothill Boulevard, Pasadena, California 91107

(Address of principal executive office and zip code)

(626) 351-4664

(Registrant s telephone number, including area code)

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 periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x No o

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

Large accelerated filer x Accelerated filer o Non-accelerated filer o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes o No x

As of July 30, 2007, 58,355,562 shares of the registrant s common stock were outstanding.

TETRA TECH, INC.

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PART I. **FINANCIAL INFORMATION**

Item 1. **Financial Statements**

Tetra Tech, Inc.

Condensed Consolidated Balance Sheets

(in thousands, except par value)

	July 1, 2007 (Unaudited)	October 1, 2006
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 37,646	$ 65,353
Accounts receivable net	420,145	346,543
Prepaid expenses and other current assets	24,232	21,757
Income taxes receivable	6,799	5,063
Current assets of discontinued operations	445	865
Total current assets	489,267	439,581
PROPERTY AND EQUIPMENT:		
Land and buildings	5,261	1,810
Equipment, furniture and fixtures	91,482	77,415
Leasehold improvements	9,488	8,798
Total	106,231	88,023
Accumulated depreciation and amortization	(61,125)	(56,033)
PROPERTY AND EQUIPMENT NET	45,106	31,990
DEFERRED INCOME TAXES	10,577	12,909
INCOME TAXES RECEIVABLE	33,800	33,800
GOODWILL	182,467	158,581
INTANGIBLE ASSETS NET	7,650	4,507
OTHER ASSETS	15,932	17,893
NON-CURRENT ASSETS OF DISCONTINUED OPERATIONS	2,418	2,418
TOTAL ASSETS	$ 787,217	$ 701,679
LIABILITIES AND STOCKHOLDERS EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 137,957	$ 104,626
Accrued compensation	62,973	67,592
Billings in excess of costs on uncompleted contracts	55,635	41,345
Deferred income taxes	17,160	15,386
Current portion of long-term obligations	3,354	17,760
Other current liabilities	35,965	42,200
Current liabilities of discontinued operations	7	359
Total current liabilities	313,051	289,268
LONG-TERM OBLIGATIONS	75,354	57,608
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS EQUITY		
Preferred stock authorized, 2,000 shares of $0.01 par value; no shares issued and outstanding as of July 1, 2007 and October 1, 2006		
Common stock authorized, 85,000 shares of $0.01 par value; issued and outstanding, 58,177 and 57,676 shares as of July 1, 2007 and October 1, 2006, respectively	583	577
Additional paid-in capital	277,196	265,444
Accumulated other comprehensive (loss) income	(11)	1
Retained earnings	121,044	88,781
TOTAL STOCKHOLDERS EQUITY	398,812	354,803
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 787,217	$ 701,679

See accompanying Notes to Condensed Consolidated Financial Statements.

See accompanying Notes to Condensed Consolidated Financial Statements.

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Tetra Tech, Inc.

Condensed Consolidated Statements of Income

(unaudited in thousands, except per share data)

	Three Months Ended		Nine Months Ended	
	July 1, 2007	**July 2, 2006**	**July 1, 2007**	**July 2, 2006**
Revenue	$ 403,951	$ 359,055	$ 1,119,123	$ 1,019,139
Subcontractor costs	147,625	118,836	381,667	311,445
Revenue, net of subcontractor costs	256,326	240,219	737,456	707,694
Other contract costs	202,313	196,967	593,877	573,494
Gross profit	54,013	43,252	143,579	134,200
Selling, general and administrative expenses	31,928	27,112	81,751	84,713
Income from operations	22,085	16,140	61,828	49,487
Interest expense net	657	1,212	1,901	5,317
Loss on retirement of debt			4,226	
Income from continuing operations before income tax expense	21,428	14,928	55,701	44,170
Income tax expense	9,026	6,549	23,490	19,198
Income from continuing operations	12,402	8,379	32,211	24,972
Income (loss) from discontinued operations, net of tax	26	(533)	52	(139)
Net income	$ 12,428	$ 7,846	$ 32,263	$ 24,833
Basic earnings per share:				
Income from continuing operations	$ 0.21	$ 0.15	$ 0.56	$ 0.43
Loss from discontinued operations, net of tax		(0.01)		
Net income	$ 0.21	$ 0.14	$ 0.56	$ 0.43
Diluted earnings per share:				
Income from continuing operations	$ 0.21	$ 0.14	$ 0.55	$ 0.43
Income from discontinued operations, net of tax				
Net income	$ 0.21	$ 0.14	$ 0.55	$ 0.43
Weighted average common shares outstanding:				
Basic	58,030	57,476	57,859	57,280
Diluted	58,786	58,039	58,452	57,829

See accompanying Notes to Condensed Consolidated Financial Statements.

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Tetra Tech, Inc.

Condensed Consolidated Statements of Cash Flows

(unaudited in thousands)

	Nine Months Ended July 1, 2007	July 2, 2006
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 32,263	$ 24,833
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	9,841	9,749
Stock-based compensation	4,242	5,239
Deferred income taxes	4,106	8,505
Write-off of unamortized debt financing costs	1,069	
Provision for losses on contracts and related receivables	1,737	42
Gain on sale of discontinued operations	(262)	(1,415)
Gain on disposal of property and equipment	(341)	(71)
Changes in operating assets and liabilities, net of effects of acquisitions and dispositions:		
Accounts receivable	(66,272)	(5,329)
Prepaid expenses and other assets	(2,294)	889
Accounts payable	28,636	(12,273)
Accrued compensation	(4,619)	5,661
Billings in excess of costs on uncompleted contracts	9,131	(6,876)
Other current liabilities	(4,448)	(4,353)
Income taxes receivable/payable	(625)	4,360
Net cash provided by operating activities	12,164	28,961
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(8,124)	(8,425)
Payments for business acquisitions, net of cash acquired	(30,174)	(1,994)
Proceeds from sale of discontinued operations	3,045	4,632
Proceeds from sale of property and equipment	425	177
Net cash used in investing activities	(34,828)	(5,610)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payments on long-term obligations	(98,410)	(28,041)
Proceeds from borrowings under long-term obligations	88,000	10,000
Payment of deferred financing fees	(1,032)	
Net proceeds from issuance of common stock	6,399	6,509
Net cash used in financing activities	(5,043)	(11,532)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(27,707)	11,819
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	65,353	26,861
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 37,646	$ 38,680
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest	$ 5,552	$ 8,173
Income taxes, net of refunds received	$ 20,019	$ 6,567

See accompanying Notes to Condensed Consolidated Financial Statements.

See accompanying Notes to Condensed Consolidated Financial Statements.

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TETRA TECH, INC.

Notes To Condensed Consolidated Financial Statements

1. Basis of Presentation

The accompanying condensed consolidated balance sheet as of July 1, 2007, the condensed consolidated statements of income for the three and nine months ended July 1, 2007 and July 2, 2006, and the condensed consolidated statements of cash flows for the nine months ended July 1, 2007 and July 2, 2006 of Tetra Tech, Inc. (the Company) are unaudited, and, in the opinion of management, include all adjustments necessary for a fair statement of the financial position, the results of operations and cash flows for the periods presented.

The condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company s Annual Report on Form 10-K for the fiscal year ended October 1, 2006. The results of operations for the three and nine months ended July 1, 2007 are not necessarily indicative of the results to be expected for the fiscal year ending September 30, 2007.

2. Accounts Receivable Net

Net accounts receivable consisted of the following:

	July 1, 2007 (in thousands)	October 1, 2006
Billed	$ 228,492	$ 228,671
Unbilled	199,864	138,823
Contract retentions	12,589	8,156
Total accounts receivable gross	440,945	375,650
Allowance for doubtful accounts	(20,800)	(29,107)
Total accounts receivable net	$ 420,145	$ 346,543
Billings in excess of costs on uncompleted contracts	$ 55,635	$ 41,345

Billed accounts receivable represent amounts billed to clients that have not been collected. Unbilled accounts receivable represent revenue recognized but not yet billed pursuant to contract terms or billed after the accounting cut-off date. Substantially all unbilled receivables as of July 1, 2007 are expected to be billed and collected within 12 months. Contract retentions represent amounts withheld by clients until certain conditions are met or the project is completed, which may be several months or years. The allowance for doubtful accounts was determined based on a review of customer-specific accounts, bankruptcy filings by clients, and contract issues due to current events and circumstances.

Billed accounts receivable related to federal government contracts were $125.3 million and $88.7 million as of July 1, 2007 and October 1, 2006, respectively. The federal government unbilled receivables were $72.2 million and $44.0 million as of July 1, 2007 and October 1, 2006, respectively. Other than the federal government, no single client accounted for more than 10% of the Company s accounts receivable as of July 1, 2007 and October 1, 2006.

3. Goodwill and Intangibles

In the third quarter of fiscal 2007, the Company acquired (i) all of the outstanding shares of capital stock of Delaney Construction Corporation, Delaney Crushed Stone Products, Inc. and Delaney Leasing Company, Inc.; and (ii) all of the limited liability company interests of Delaney Properties, LLC (collectively, The Delaney Group or DGI). DGI provides planning, development and construction services for wind energy programs, base realignment and closure projects, and water and wastewater treatment and conveyance facilities to its broad-based clients. This acquisition enables the Company to provide a wider range of service to its current and

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prospective wind energy clients, as DGI offers complementary capabilities and customer relationships. The initial purchase price consisted of cash of approximately $31.0 million, and is subject to a purchase price adjustment based upon the final determination of the net assets acquired. In addition, the former shareholders have certain earn-out rights that will allow them to receive, over a four-year period from the acquisition date, guaranteed deferred cash payments of $9.0 million. In addition, the former shareholders may receive other earn-out payments of up to $12.0 million upon achievement of certain financial objectives. DGI is part of the resource management segment.

In the second quarter of fiscal 2007, the Company acquired certain assets of Vector Colorado, LLC (VCL) and Vector Nevada, LLC (VNL), mining consulting companies, and Soil Testing Engineers, Inc. (STE), a geotechnical engineering company. The purchase prices consisted of cash and, with respect to VCL, other cash consideration payable over a four-year period from the acquisition date. These acquisitions, which were integrated into the resource management segment, offer complementary technical expertise and enable the Company to enhance its service offerings and expand its geographical presence.

The Company accounted for the above acquisitions as purchases of businesses. The purchase prices were allocated to the assets acquired and liabilities assumed based on their fair values. The purchase price allocations are preliminary and subject to adjustments based upon the valuation and final determination of the net assets acquired. These acquisitions did not have a material impact on the Company s financial position, results of operations or cash flows for the three and nine months ended July 1, 2007 and, as such, no pro forma results are presented.

The excess of the purchase price of the above acquisitions over the fair value of the net tangible and identifiable intangible assets acquired was recorded as goodwill on the condensed consolidated balance sheet as of July 1, 2007. In the third quarter of fiscal 2007, the Company recorded $22.1 million of goodwill related to the DGI acquisition. The changes in the carrying value of goodwill by segment for the nine months ended July 1, 2007 were as follows:

	October 1, 2006 (in thousands)	**Goodwill Addition**	**July 1, 2007**
Resource management	$ 84,512	$ 23,886	$ 108,398
Infrastructure	74,069		74,069
Total	$ 158,581	$ 23,886	$ 182,467

The gross amount and accumulated amortization of the Company s acquired identifiable intangible assets with finite useful lives as of July 1, 2007 and October 1, 2006, included in intangible assets-net on the condensed consolidated balance sheets, were as follows:

	July 1, 2007 Gross Amount (in thousands)	**Accumulated Amortization**	**October 1, 2006 Gross Amount**	**Accumulated Amortization**
Non-compete agreements	$ 210	$ (18)	$	$
Customer lists	2,564	(145)		
Backlog	10,774	(5,735)	9,075	(4,568)
Total	$ 13,548	$ (5,898)	$ 9,075	$ (4,568)

For the nine months ended July 1, 2007, $0.2 million, $2.6 million and $1.7 million were assigned to non-compete agreements, customer lists and backlog, respectively, for the DGI, VCL, VNL and STE acquisitions. For the three months ended July 1, 2007 and July 2, 2006, amortization expense for acquired identifiable intangible assets with finite useful lives was $0.5 million and $0.3 million, respectively. For the nine months ended July 1, 2007 and July 2, 2006, the amortization expense was $1.3 million and $1.0 million, respectively. Estimated amortization expense for the remainder of fiscal 2007 and the succeeding years is as follows:

	Amount (in thousands)
2007	$ 620
2008	2,377
2009	2,324
2010	1,382
2011	481
2012	323
2013	143

4. Discontinued Operations

The results of Tetra Tech Canada Ltd. (TTC), Vertex Engineering Services, Inc. (VES) and Whalen & Company, Inc. (WAC) have been accounted for as discontinued operations in the condensed consolidated financial statements. In fiscal 2006, the Company sold TTC and VES, operating units in the communications and resource management segments, respectively. Further, in fiscal 2006, the Company ceased all revenue producing activities for WAC, an operating unit in the communications segment. Accordingly, these three operating units were accounted for as discontinued operations for all reporting periods.

Discontinued operations reported a gain on sale, net of tax, of approximately $0.1 million and $0.2 million, respectively, for the three and nine months ended July 1, 2007. The gain was recognized on an installment method of accounting. The summarized results of the discontinued operations for the three and nine months ended July 2, 2006 were as follows:

	Three Months Ended July 2, 2006 (in thousands)	Nine Months Ended July 2, 2006
Revenue	$	$ 9,697
Loss before income tax benefit	(888)	(2,534)
Income tax benefit	(355)	(1,011)
Loss from operations, net of tax	(533)	(1,523)
Gain on sale of discontinued operations, net of tax		1,384
Loss from discontinued operations, net of tax	$ (533)	$ (139)

5. Retirement of Debt and Long-Term Obligations

In December 2006, the Company retired its senior secured notes and paid off the remaining principal balance of $72.9 million. In connection with this early debt retirement, the Company incurred pre-payment premiums of $3.1 million and expensed the remaining unamortized deferred financing costs of $1.1 million in the first quarter of fiscal 2007. In accordance with Statement of Financial Accounting Standards (SFAS) 145, *Rescission of Financial Accounting Standards Board (FASB) Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections*, the Company reported a $4.2 million loss on retirement of debt as part of its income from continuing operations in the first quarter of fiscal 2007.

In March 2007, the Company entered into a Second Amended and Restated Credit Agreement (Credit Agreement). Under the Credit Agreement, the Company s revolving credit facility (Facility) was increased from $150.0 million to $300.0 million, and the term of the agreement was extended for five years through March 2012. As part of the Facility, the Company may request standby letters of credit up to the aggregate sum of $50.0 million. Other than the increased capacity under the Facility and improved pricing, the terms and conditions related to the Facility are substantially similar to those of the prior Facility. As of July 1, 2007, the Company had $63.0 million outstanding under the Facility. The amount outstanding is classified as a long-term liability since the Company does not intend to repay the Facility until its maturity in March 2012. Under the Credit Agreement, the Company is required to comply

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with various financial and operating covenants, including the maintenance of certain consolidated leverage and fixed charge coverage ratios. As of July 1, 2007, the Company was in compliance with these covenants.

6. Stockholders Equity and Stock Compensation Plans

The Company accounts for stock-based compensation in accordance with SFAS No. 123(R) (SFAS 123R), *Share-Based Payment (revised 2004).* Under the fair value recognition provisions of this statement, stock-based compensation cost is measured at the grant date based on the value of the award granted, and recognized over the period in which the award vests. Stock-based compensation expense for the three months ended July 1, 2007 and July 2, 2006 was $1.7 million and $1.2 million, respectively. For the nine months ended July 1, 2007 and July 2, 2006, stock-based compensation expense was $4.2 million and $3.5 million, respectively. These amounts are primarily included in selling, general and administrative (SG&A) expenses in the condensed consolidated statements of income. Stock-based compensation expense for the three and nine months ended July 1, 2007 may not be indicative of the expense for the entire fiscal year. Further, upon the Company s review of its stock option granting practices, the Company recorded an additional stock-based compensation charge of $3.2 million, of which $2.3 million related to continuing operations and $0.9 million related to discontinued operations for the three and nine months ended July 2, 2006.

7. Earnings Per Share

Basic earnings per share (EPS) is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding. Diluted EPS is computed by dividing net income by the weighted average number of common shares outstanding and dilutive potential common shares for the period. The Company includes as potential common shares the weighted average dilutive effects of outstanding stock options using the treasury stock method.

The following table sets forth the number of weighted average shares used to compute basic and diluted EPS:

	Three Months Ended		**Nine Months Ended**	
	July 1, 2007	**July 2, 2006**	**July 1, 2007**	**July 2, 2006**
	(in thousands, except per share data)			
Numerator:				
Income from continuing operations	$ 12,402	$ 8,379	$ 32,211	$ 24,972
Income (loss) from discontinued operations	26	(533)	52	(139)
Net income	$ 12,428	$ 7,846	$ 32,263	$ 24,833
Denominator for basic earnings per share	58,030	57,476	57,859	57,280
Denominator for diluted earnings per share:				
Denominator for basic earnings per share	58,030	57,476	57,859	57,280
Potential common shares - stock options	756	563	593	549
Denominator for diluted earnings per share	58,786	58,039	58,452	57,829
Basic earnings per share:				
Income from continuing operations	$ 0.21	$ 0.15	$ 0.56	$ 0.43
Loss from discontinued operations		(0.01)		
Net income	$ 0.21	$ 0.14	$ 0.56	$ 0.43
Diluted earnings per share:				
Income from continuing operations	$ 0.21	$ 0.14	$ 0.55	$ 0.43
Income from discontinued operations				
Net income	$ 0.21	$ 0.14	$ 0.55	$ 0.43

For the three and nine months ended July 1, 2007, 2.7 million and 3.9 million options were anti-dilutive and excluded from the calculation of dilutive potential common shares, compared to 3.4 million and 3.6 million options for the same periods last year, respectively.

8. Reportable Segments

The Company currently manages its business in three reportable segments: resource management, infrastructure and communications. The Company s management established these segments based upon the services provided, the different marketing strategies associated with these services and the specialized needs of their respective clients. The resource management segment provides engineering, consulting and remediation services primarily addressing water quality and availability, environmental restoration, productive reuse of defense facilities and strategic environmental resource planning. The infrastructure segment provides engineering, systems integration, program management and construction management services for the development, upgrading, replacement and maintenance of civil infrastructure. The communications segment provides engineering, permitting, site acquisition and construction management services related to communications infrastructure.

During the first quarter of fiscal 2006, the Company developed and started implementing the initial phase of a plan to combine operating units and re-align its management structure. Through the third quarter of fiscal 2007, the Company has consolidated several of its operating units under common management structure, information system and back-office functions. These changes have had no impact on the Company s operating segment structure to date. As a result of the Company s exit from the wireless communications business in fiscal 2006, the remaining portion of the communication business, known as the wired business, represents a small part of the Company s overall business. In addition, the wired business operating units increasingly perform services and serve clients that are similar in nature to those of the infrastructure business. The wired business operating units provide engineering, permitting, site acquisition and construction management to state and local governments, telecommunications and cable operators, utility companies and other commercial clients. The Company continues to assess its operating and management structure, including the alignment of its wired business operating units. Should further changes be effected, the Company will evaluate the impact on its segment reporting as appropriate.

The Company accounts for inter-segment sales and transfers as if the sales and transfers were to third parties; that is, by applying a negotiated fee onto the cost of the services performed. The Company s management evaluates the performance of these reportable segments based upon their respective income from operations before the effect of any acquisition-related amortization. All inter-company balances and transactions are eliminated in consolidation.

The following tables set forth summarized financial information concerning the Company s reportable segments:

Reportable Segments:

	Resource Management (in thousands)	Infrastructure	Communications	Total
Three months ended July 1, 2007				
Revenue	$ 298,544	$ 103,415	$ 18,603	$ 420,562
Revenue, net of subcontractor costs	159,891	84,213	12,222	256,326
Gross profit	34,304	17,339	2,370	54,013
Segment income from operations	15,037	8,102	971	24,110
Depreciation expense	1,554	496	334	2,384
Three months ended July 2, 2006				
Revenue	$ 258,738	$ 99,775	$ 14,474	$ 372,987
Revenue, net of subcontractor costs	150,950	79,790	9,479	240,219
Gross profit	27,147	14,344	1,761	43,252
Segment income from operations	12,331	6,346	436	19,113
Depreciation expense	1,109	678	256	2,043
Nine months ended July 1, 2007				
Revenue	$ 813,215	$ 300,670	$ 47,956	$ 1,161,841
Revenue, net of subcontractor costs	460,019	247,228	30,209	737,456
Gross profit	90,271	47,757	5,551	143,579
Segment income from operations	39,048	19,939	1,704	60,691
Depreciation expense	3,540	1,575	929	6,044
Nine months ended July 2, 2006				
Revenue	$ 717,316	$ 290,431	$ 51,353	$ 1,059,100
Revenue, net of subcontractor costs	441,972	233,747	31,975	707,694
Gross profit	82,575	45,298	6,327	134,200
Segment income from operations	34,321	17,723	1,895	53,939
Depreciation expense	3,453	1,929	826	6,208

Reconciliations:

	Three Months Ended July 1, 2007 (in thousands)	July 2, 2006	Nine Months Ended July 1, 2007	July 2, 2006
Revenue				
Revenue from reportable segments	$ 420,562	$ 372,987	$ 1,161,841	$ 1,059,100
Elimination of inter-segment revenue	(16,611)	(13,932)	(42,718)	(39,961)
Total consolidated revenue	$ 403,951	$ 359,055	$ 1,119,123	$ 1,019,139
Income from operations				
Segment income from operations	$ 24,110	$ 19,113	$ 60,691	$ 53,939
Other income (expense) (1)	(1,480)	(2,633)	2,466	(3,454)
Amortization of intangibles	(545)	(340)	(1,329)	(998)
Total consolidated income from operations	$ 22,085	$ 16,140	$ 61,828	$ 49,487

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(1) Other income (expense) includes corporate costs not allocable to the segments. The nine months ended July 1, 2007 include a $5.7 million reversal of accrued litigation liabilities.

9. Major Clients

For the three months ended July 1, 2007 and July 2, 2006, the Company generated 9.6% and 9.2% of its revenue, respectively, from the U.S. Air Force, a component of the U.S. Department of Defense (DoD). For the same periods, the Company generated 17.3% and 15.3% of its revenue, respectively, from the U.S. Army Corps of

Engineers, also a component of the DoD. For the nine months ended July 1, 2007 and July 2, 2006, the Company generated 12.3% and 9.9% of its revenue, respectively, from the U.S. Air Force. For the same periods, the Company generated 13.5% and 11.1% of its revenue, respectively, from the U.S. Army Corps of Engineers. The resource management and infrastructure segments generated revenue from federal government clients. All three segments reported revenue from state and local government and commercial clients.

The following table presents revenue by client sector:

	Three Months Ended July 1, 2007	**July 2, 2006**	**Nine Months Ended July 1, 2007**	**July 2, 2006**
	(in thousands)			
Client Sector				
Federal government	$ 190,876	$ 193,529	$ 575,557	$ 528,880
State and local government	90,422	51,015	206,990	162,420
Commercial	119,171	112,791	329,283	321,803
International	3,482	1,720	7,293	6,036
Total	$ 403,951	$ 359,055	$ 1,119,123	$ 1,019,139

10. Comprehensive Income

The Company includes two components in its comprehensive income: net income during a period and other comprehensive income. Other comprehensive income consists of translation gains and losses from subsidiaries with functional currencies different than the Company s reporting currency.

For the three and nine months ended July 1, 2007, comprehensive income was $12.4 million and $32.3 million, respectively. For the three and nine months ended July 2, 2006, comprehensive income was $7.9 million and $24.1 million, respectively. For both the three and nine months ended July 1, 2007, the Company realized an insignificant net translation loss. For the three and nine months ended July 2, 2006, the Company realized an insignificant translation gain, and a translation loss of $0.8 million, respectively.

11. Commitments and Contingencies

The Company is subject to certain claims and lawsuits typically filed against the engineering, consulting and construction profession, alleging primarily professional errors or omissions. The Company carries professional liability insurance, subject to certain deductibles and policy limits, against such claims. However, in some actions, parties are seeking damages that exceed the Company s insurance coverage or for which the Company is not insured. Management s opinion is that the resolution of its current claims will not have a material adverse effect on the Company s financial position, results of operations or cash flows.

The Company has concluded its contract dispute with Horsehead Industries, Inc., doing business as Zinc Corporation of America (ZCA). On March 29, 2007, the United States Bankruptcy Court, Southern District of New York, issued an Order approving the Memorandum of Understanding and Settlement Agreement among the parties to the ZCA litigation. As a result of this Order, the Company reversed $5.7 million of the accrued liabilities in excess of the final settlement payment related to this matter and reduced SG&A expense by that amount in the first half of fiscal 2007. There are no remaining contingencies relating to this matter.

On January 3, 2007, a stockholder filed a putative shareholder derivative complaint in the Superior Court of the State of California, County of Los Angeles against certain current and former members of the Company s Board of Directors and certain current and former executive officers, alleging proxy fraud, breach of fiduciary duty, abuse of control, constructive fraud, corporate waste, unjust enrichment and gross mismanagement in connection with the grant of certain stock options to the Company s executive officers. The Company was also named as a nominal defendant in this action. The complaint sought damages on the Company s behalf in an unspecified amount, disgorgement of the options which are the subject of the action, any proceeds from the exercise of those options or from any subsequent sale of the underlying stock and equitable relief. The allegations of the complaint appeared to relate to options transactions that the Company disclosed in its Form 10-Q for the third quarter of fiscal 2006. As reported in that Form 10-Q, the Company recorded additional pre-tax non-cash stock-based compensation charges of

$3.2 million ($2.3 million related to continuing operations and $0.9 million related to discontinued operations), net of tax of $1.3 million ($0.9 million related to continuing operations and $0.4 million related to discontinued operations), in its consolidated financial statements for the three and nine months ended July 2, 2006 as a result of misdated option grants. The plaintiff in this action filed an amended complaint on July 6, 2007, to which the defendants must respond by August 17, 2007. Management believes that this lawsuit is without merit and no litigation charges have been recorded.

12. Lease Exit Costs

In connection with the consolidation of certain operations, and in accordance with SFAS No. 146, *Accounting for Costs Associated with Exit or Disposal Activities* (SFAS 146), the Company recorded a charge related to the abandonment of certain leased facilities in fiscal 2004 and 2005. In the third quarter of fiscal 2007, the Company recorded an adjustment related to the sublease of an exited lease facility of $0.2 million. These amounts were recorded as SG&A expenses and are expected to be fully paid by December 2013. The estimated costs were net of reasonably estimated sublease income. These facilities are no longer in use.

The following is a summary of lease exit accrual activity during the nine months ended July 1, 2007:

	October 1, 2006 (in thousands)	Reserve Utilization	Adjustments	July 1, 2007
Resource management	$ 140	$ (59)	$	$ 81
Infrastructure	1,540	(421)	162	1,281
Total	$ 1,680	$ (480)	$ 162	$ 1,362

13. Recent Accounting Pronouncements

In June 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48). This interpretation of SFAS No. 109, *Accounting for Income Taxes* (SFAS 109), prescribes a recognition threshold or measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. In order to minimize the diversity in practice existing in the accounting for income taxes, FIN 48 also provides guidance on measurement, derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. This interpretation is effective for the Company on October 1, 2007. The cumulative effect of applying the provisions of FIN 48 will be reported as an adjustment to the opening balance of retained earnings for that fiscal year, presented separately. The cumulative effect of the change on retained earnings in the statement of financial position should be disclosed in the year of adoption only. The Company has not completed its evaluation of the effect of adoption of FIN 48.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* (SFAS 157), which defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. Early adoption is encouraged, provided that the entity has not yet issued financial statements for that fiscal year, including any financial statements for an interim period within that fiscal year. The Company will implement the new standard effective September 29, 2008. The Company is currently evaluating the impact SFAS 157 may have on its financial statements and disclosures.

In September 2006, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 108, *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements* (SAB 108). SAB 108 provides guidance on the consideration of the effects of prior year misstatements in quantifying current year misstatements for the purpose of a materiality assessment. SAB 108 establishes an approach that requires quantification of financial statement errors based on the effects of the error on each of the Company s financial statements and the related financial statement disclosures. SAB 108 is effective for the Company as of the end of fiscal 2007, allowing a one-time transitional cumulative effect adjustment to retained earnings as of October 1, 2007 for errors that were not previously deemed material, but are material under the

See accompanying Notes to Condensed Consolidated Financial Statements.

guidance in SAB 108. The Company believes SAB 108 will not have a material impact on its consolidated financial statements.

In February 2007, the FASB issued FASB Statement No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115* (SFAS 159). This Statement provides companies with an option to measure, at specified election dates, many financial instruments and certain other items at fair value that are not currently measured at fair value. A company that adopts SFAS 159 will report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. SFAS 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. SFAS 159 is effective for fiscal years beginning after November 15, 2007. The Company will implement the new standard effective September 29, 2008. The Company is currently evaluating the impact SFAS 159 may have on its financial statements and disclosures.

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

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q, including Management s Discussion and Analysis of Financial Condition and Results of Operations, contains forward-looking statements regarding future events and our future results that are subject to the safe harbor provisions created under the Securities Act of 1933 and the Securities Exchange Act of 1934. These statements are based on current expectations, estimates, forecasts and projections about the industries in which we operate and the beliefs and assumptions of our management. Words such as expects, anticipates, targets, goals, projects, intends, plans, believes, seeks, estimates, continues, may, variations of such words, and similar expres to identify such forward-looking statements. In addition, any statements that refer to projections of our future financial performance, our anticipated growth and trends in our businesses, and other characterizations of future events or circumstances are forward-looking statements. Readers are cautioned that these forward-looking statements are only predictions and are subject to risks, uncertainties and assumptions that are difficult to predict, including those identified below, as well as under the heading Risk Factors, and elsewhere herein. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. We undertake no obligation to revise or update any forward-looking statements for any reason.

OVERVIEW

We are a leading provider of consulting, engineering and technical services focused on water resource management and civil infrastructure. We serve our clients by defining problems and developing innovative and cost-effective solutions. Our solution usually begins with a scientific evaluation of the problem, one of our differentiating strengths. This solution may span the life cycle of a project. The steps of this life cycle include research and development, applied science and technology, engineering design, program management, construction management, and operations and maintenance.

Since our initial public offering in December 1991, we have increased the size and scope of our business, expanded our service offerings, and diversified our client base and the markets we serve through internal growth and strategic acquisitions. We expect to focus on internal growth and to continue to pursue complementary acquisitions that expand our geographic reach and increase the breadth and depth of our service offerings to address existing and emerging markets. As of July 2007, we had approximately 7,200 full-time equivalent employees worldwide, located primarily in North America in approximately 230 locations.

In fiscal 2006, we completed the sales of two operating units in our communications and resource management segments. Further, we discontinued the operations of another operating unit in the communications segment. See Acquisitions and Divestitures below. The results from these operating units have been reported as discontinued operations for all reporting periods. Accordingly, the following discussions generally reflect summary results from our continuing operations unless otherwise noted. However, the net income and net income per share discussions include the impact of discontinued operations.

We derive our revenue from fees for professional and technical services. As a service-based company, we are labor-intensive rather than capital-intensive. Our revenue is driven by our ability to attract and retain qualified and productive employees, identify business opportunities, secure new and renew existing client contracts, provide outstanding services to our clients and execute projects successfully. Our income from continuing operations is derived from our ability to generate revenue and collect cash under our contracts in excess of our subcontractor costs, other contract costs, and selling, general and administrative (SG&A) expenses.

We provide our services to a diverse base of federal and state and local government agencies, as well as commercial and international clients. The following table presents the approximate percentage of our revenue, net of subcontractor costs, by client sector:

	Three Months Ended		Nine Months Ended	
	July 1, 2007	July 2, 2006	July 1, 2007	July 2, 2006
Client Sector				
Federal government	42.0 %	47.4 %	45.5 %	46.1 %
State and local government	21.1	16.6	18.8	17.9
Commercial	35.5	35.6	34.8	35.4
International	1.4	0.4	0.9	0.6
	100.0 %	100.0 %	100.0 %	100.0 %

We currently manage our business in three reportable segments: resource management, infrastructure and communications. Management established these segments based upon the services provided, the different marketing strategies associated with these services and the specialized needs of their respective clients. Our resource management segment provides engineering, consulting and construction services primarily addressing water quality and availability, environmental restoration, productive reuse of defense facilities and strategic environmental resource planning. Our infrastructure segment provides engineering, systems integration, program management and construction management services for the development, upgrading, replacement and maintenance of civil infrastructure. Our communications segment provides engineering, permitting, site acquisition and construction management services related to communications infrastructure.

During the first quarter of fiscal 2006, we developed and started implementing the initial phase of a plan to combine operating units and re-align our management structure. Through the third quarter of fiscal 2007, we have consolidated several of our operating units under common management structure, information system and back-office functions. These changes have had no impact on our operating segment structure to date. As a result of our exit from the wireless communications business in fiscal 2006, the remaining portion of the communication business, known as the wired business, represents a small part of our overall business. In addition, the wired business operating units increasingly perform services and serve clients that are similar in nature to those of the infrastructure business. The wired business operating units provide engineering, permitting, site acquisition and construction management to state and local governments, telecommunications and cable operators, utility companies and other commercial clients. We continue to assess our operating and management structure, including the alignment of our wired business operating units. Should further changes be effected, we will evaluate the impact on our segment reporting as appropriate.

The following table presents the approximate percentage of our revenue, net of subcontractor costs, by reportable segment:

	Three Months Ended		Nine Months Ended	
	July 1, 2007	July 2, 2006	July 1, 2007	July 2, 2006
Reportable Segment				
Resource management	62.4 %	62.8 %	62.4 %	62.5 %
Infrastructure	32.8	33.2	33.5	33.0
Communications	4.8	4.0	4.1	4.5
	100.0 %	100.0 %	100.0 %	100.0 %

Our services are billed under three principal types of contracts: fixed-price, time-and-materials, and cost-plus. The following table presents the approximate percentage of our revenue, net of subcontractor costs, by contract type:

	Three Months Ended		Nine Months Ended	
	July 1, 2007	July 2, 2006	July 1, 2007	July 2, 2006
Contract Type				
Fixed-price	35.9 %	32.7 %	33.0 %	33.0 %
Time-and-materials	43.0	43.2	44.8	43.6
Cost-plus	21.1	24.1	22.2	23.4
	100.0 %	100.0 %	100.0 %	100.0 %

Contract revenue and contract costs are recorded primarily using the percentage-of-completion (cost-to-cost) method. Under this method, revenue is recognized in the ratio that contract costs incurred bear to total estimated costs. Revenue and profit on these contracts are subject to revision throughout the duration of the contracts and any required adjustments are made in the period in which the revisions become known. Losses on contracts are recorded in full as they are identified.

In the course of providing our services, we routinely subcontract services. Generally, these subcontractor costs are passed through to our clients and, in accordance with industry practice and generally accepted accounting principles (GAAP) in the United States, are included in revenue. Because subcontractor services can change significantly from project to project, changes in revenue may not be indicative of our business trends. Accordingly, we also report revenue less the cost of subcontractor services, and our discussion and analysis of financial condition and results of operations uses revenue, net of subcontractor costs, as the point of reference.

For analytical purposes only, we categorize our revenue into two types: acquisitive and organic. Acquisitive revenue consists of revenue derived from newly acquired companies which continue as individual operating units during the first twelve months following their respective acquisition dates. Organic revenue consists of our total revenue less any acquisitive revenue.

Our other contract costs include professional compensation and related benefits, together with certain direct and indirect overhead costs such as rents, utilities and travel. Professional compensation represents the majority of these costs. Our SG&A expenses are comprised primarily of marketing and bid and proposal costs, and our corporate headquarters costs related to the executive offices, corporate finance, accounting, administration and information technology. Most of these costs are unrelated to specific client projects and can vary as expenses are incurred to support corporate activities and initiatives.

Our revenue, expenses and operating results may fluctuate significantly from quarter to quarter as a result of numerous factors, including:

- Unanticipated changes in contract performance that may affect profitability, particularly with contracts that are fixed-price or have funding limits;
- The seasonality of the spending cycle of our public sector clients, notably the federal government, and the spending patterns of our commercial sector clients;
- Budget constraints experienced by our federal, state and local government clients;
- Acquisitions or the integration of acquired companies;
- Divestiture or discontinuance of operating units;
- Employee hiring, utilization and turnover rates;
- The number and significance of client contracts commenced and completed during a quarter;
- Creditworthiness and solvency of clients;
- The ability of our clients to terminate contracts without penalties;
- Delays incurred in connection with a contract;
- The size, scope and payment terms of contracts;
- Contract negotiations on change orders and collections of related accounts receivable;
- The timing of expenses incurred for corporate initiatives;

See accompanying Notes to Condensed Consolidated Financial Statements.

- Reductions in the prices of services offered by our competitors;
- Costs related to threatened or pending litigation;
- Changes in accounting rules; and
- General economic or political conditions.

We experience seasonal trends in our business. Our revenue is typically lower in the first quarter of our fiscal year, due primarily to the Thanksgiving, Christmas and, in certain years, New Year s holidays that fall within the first quarter. Many of our clients employees, as well as our own employees, take vacations during these holidays. This typically results in fewer billable hours worked on projects and, correspondingly, less revenue recognized. Our revenue is typically higher in the second half of the fiscal year, due to weather conditions during spring and summer that result in higher billable hours. In addition, our revenue is typically higher in the fourth quarter of the fiscal year due to the federal government s fiscal year-end spending.

BUSINESS TREND ANALYSIS

General. Our business continues to grow as we focus on organic growth and pursue complementary acquisitions that expand our geographic reach and increase the breadth of our service offerings to address existing and emerging markets. For the nine-month period, we experienced broad-based revenue growth of 9.8% from all client sectors compared to the same period last year. For the three-month period, we also experienced revenue growth of 12.5% from our state and local government and commercial business, partially offset by a slight decline in our federal government business. In the second quarter of fiscal 2007, we acquired certain assets of Vector Colorado, LLC (VCL), Vector Nevada, LLC (VNL), mining consulting companies, and Soil Testing Engineers, Inc. (STE), a geotechnical engineering company. In the third quarter of fiscal 2007, we acquired four companies collectively referred to as The Delaney Group (DGI), which provide planning, development and construction services for wind energy programs, base realignment and closure (BRAC) projects, and water and wastewater treatment and conveyance facilities to its broad-based clients. These acquisitions enhance our service offerings and expand our geographical presence. We anticipate revenue growth from all client sectors as we continue to focus on organic growth and pursue complementary acquisitions.

Federal Government. Our overall federal government business declined slightly in the third quarter of fiscal 2007 compared to the same quarter last year. The decline resulted primarily from the completion of certain large contracts with the U.S. Department of Energy (DOE), and reduced workload with the U.S. Environmental Protection Agency (EPA). We believe that the reduced workload was due primarily to the federal budget impasse, as well as the allocation of federal funds to projects in Iraq and Afghanistan. The revenue decline was partially offset by continued increased activity on our Iraq projects with the U.S. Department of Defense (DoD). We anticipate that our federal government business will experience moderate growth for the remainder of fiscal 2007 due primarily to increased BRAC spending and reconstruction projects in Iraq, which may be partially offset by continued reduced activity on our DOE, EPA and National Aeronautics and Space Administration (NASA) projects.

State and Local Government. In the third quarter of fiscal 2007, our state and local government business experienced strong revenue growth of 77.2% compared to the same quarter last year. This growth was due to increased funding for a few large state and local government clients in our resource management and communications segments for water and infrastructure projects. To a lesser extent, our acquisitions contributed to this growth. Overall, we believe that the increased workload with our state and local government clients was driven by budget surpluses as most states continue to experience stable financial conditions. In November 2006, voters in several states approved significant infrastructure bond measures. Consequently, we anticipate that new infrastructure projects will be funded during the remainder of 2007 and in 2008, and that we will experience revenue growth from our state and local government clients for the remainder of fiscal 2007 compared to last year.

Commercial. Our commercial business also experienced revenue growth in the third quarter of fiscal 2007 compared to the same quarter last year. This growth was driven primarily by increased activity on projects related to alternative energy and to a lesser extent, geotechnical consulting services. We anticipate that our commercial business will continue to experience moderate revenue growth for the remainder of fiscal 2007.

ACQUISITIONS AND DIVESTITURES

Acquisitions. In the second quarter of fiscal 2007, we acquired certain assets of VCL, VNL and STE. The purchase prices consisted of cash and, with respect to VCL, other cash consideration payable over a four-year period from the acquisition date. In the third quarter of fiscal 2007, we acquired DGI, consisting of (i) all of the outstanding shares of Delaney Construction Corporation, Delaney Crushed Stone Products, Inc. and Delaney Leasing Company, Inc.; and (ii) all of the limited liability company interests of Delaney Properties, LLC. The initial purchase price consisted of cash of approximately $31.0 million, and is subject to a purchase price adjustment based upon the final determination of the net assets acquired. In addition, the former shareholders have certain earn-out rights that will allow them to receive, over a four-year period from the acquisition date, guaranteed deferred cash payments in the aggregate amount of $9.0 million. In addition, the former shareholders may receive other earn-out payments of up to $12.0 million upon achievement of certain financial objectives. DGI is part of the resource management segment. The purchase price allocations are preliminary and subject to adjustment based upon the valuation and final determination of the net assets acquired.

Divestitures. In fiscal 2006, we sold Vertex Engineering Services, Inc. and Tetra Tech Canada Ltd., operating units in the resource management and communications segments, respectively. Further, in fiscal 2006, we ceased all revenue producing activities for Whalen & Company, Inc., an operating unit in the communications segment. For the three and nine months ended July 1, 2007 and for the three months ended July 2, 2006, discontinued operations did not report any revenue. For the nine months ended July 2, 2006, we generated a total of $9.7 million in revenue from discontinued operations.

RESULTS OF OPERATIONS

Overall, our results for the third quarter of fiscal 2007 continued to improve compared to the same period last year. We experienced revenue growth in our state and local government business, our commercial business as well as certain areas of our federal government business, particularly with the DoD on work associated with reconstruction and unexploded ordnance (UXO) projects in Iraq. This growth was partially offset by a revenue decline resulting from our reduced workload with the DOE and EPA. Revenue, net of subcontractor costs, experienced a lower growth rate than revenue due to higher subcontracting requirements compared to the same period last year. Other contract costs also increased to support revenue growth, which was partially offset by cost reduction due to improved contract performance, overhead control and contract risk management, as well as increased use of subcontractors as less work was self-performed. Our SG&A expenses increased as we incurred higher marketing and business development costs to fund our growth initiatives, pursued and integrated complementary acquisitions, and continued to implement our enterprise resource planning (ERP) system. The improvement in our income from continuing operations resulted primarily from our business growth, improved contract execution and lower net interest expense, partially offset by the aforementioned increase in SG&A expenses.

Consolidated Results

	Three Months Ended July 1, 2007 ($ in thousands)	July 2, 2006	Change $	%	Nine Months Ended July 1, 2007	July 2, 2006	Change $	%
Revenue	$ 403,951	$ 359,055	$ 44,896	12.5 %	$ 1,119,123	$ 1,019,139	$ 99,984	9.8 %
Subcontractor costs	147,625	118,836	28,789	24.2	381,667	311,445	70,222	22.5
Revenue, net of subcontractor costs	256,326	240,219	16,107	6.7	737,456	707,694	29,762	4.2
Other contract costs	202,313	196,967	5,346	2.7	593,877	573,494	20,383	3.6
Gross profit	54,013	43,252	10,761	24.9	143,579	134,200	9,379	7.0
Selling, general and administrative expenses	31,928	27,112	4,816	17.8	81,751	84,713	(2,962)	(3.5)
Income from operations	22,085	16,140	5,945	36.8	61,828	49,487	12,341	24.9
Interest expense net	657	1,212	(555)	(45.8)	1,901	5,317	(3,416)	(64.2)
Loss on retirement of debt					4,226		4,226	100.0
Income from continuing operations before income tax expense	21,428	14,928	6,500	43.5	55,701	44,170	11,531	26.1
Income tax expense	9,026	6,549	2,477	37.8	23,490	19,198	4,292	22.4
Income from continuing operations	12,402	8,379	4,023	48.0	32,211	24,972	7,239	29.0
Income (loss) from discontinued operations, net of tax	26	(533)	559	104.9	52	(139)	191	137.4
Net income	$ 12,428	$ 7,846	$ 4,582	58.4 %	$ 32,263	$ 24,833	$ 7,430	29.9 %

The following table presents the percentage relationship of certain items to revenue, net of subcontractor costs:

	Three Months Ended July 1, 2007	July 2, 2006	Nine Months Ended July 1, 2007	July 2, 2006
Revenue, net of subcontractor costs	100.0 %	100.0 %	100.0 %	100.0 %
Other contract costs	78.9	82.0	80.5	81.0
Gross profit	21.1	18.0	19.5	19.0
Selling, general and administrative expenses	12.5	11.3	11.1	12.0
Income from operations	8.6	6.7	8.4	7.0
Interest expense net	0.3	0.5	0.2	0.8
Loss on retirement of debt			0.6	
Income from continuing operations before income tax expense	8.3	6.2	7.6	6.2
Income tax expense	3.5	2.7	3.2	2.7
Income from continuing operations	4.8	3.5	4.4	3.5
Loss from discontinued operations, net of tax		(0.2)		
Net income	4.8 %	3.3 %	4.4 %	3.5 %

For the three and nine months ended July 1, 2007, revenue increased $44.9 million, or 12.5%, and $100.0 million, or 9.8%, compared to the same periods last year, respectively. For the three-month period, we experienced strong organic growth in our state and local government business due to increased funding under a few large

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contracts, including our fiber-to-the-premises projects. Our commercial business also experienced revenue growth, particularly with work related to alternative energy and to a lesser extent, geotechnical consulting services. This growth was partially offset by a slight decline in our overall federal business. This decline was primarily driven by the completion of certain large contracts with the DOE and EPA without corresponding renewals, but was partially offset by increased activities with the DoD related to our reconstruction and UXO projects in Iraq. For the nine-month period, we experienced broad-based revenue growth in all client sectors. Further, our acquisitions also contributed to our revenue growth for the three and nine-month periods.

For the three and nine months ended July 1, 2007, revenue, net of subcontractor costs, increased $16.1 million, or 6.7%, and $29.8 million, or 4.2%, compared to the same periods last year, respectively, for the reasons described above. These growth rates were not consistent with our revenue growth because of higher subcontracting requirements for certain federal government work, particularly the reconstruction and UXO projects in Iraq. Further, our program management activities on federal, and state and local government contracts typically result in higher levels of subcontracting activities that are partially driven by government-mandated small business set-aside requirements.

For the three and nine months ended July 1, 2007, other contract costs increased $5.3 million, or 2.7%, and $20.4 million, or 3.6%, compared to the same periods last year, respectively. For both periods, the increase was due primarily to additional costs incurred to support organic revenue growth and our revenue from acquisitions. The increase was partially offset by a shift in contract execution as we increased the use of subcontractors and decreased some self-performed work. In addition, our contract costs as a percentage of revenue decreased due to cost reductions that resulted from our continuing emphasis on project performance, overhead cost control and contract risk management. For the three and nine months ended July 1, 2007, as a percentage of revenue, net of subcontractor costs, other contract costs were 78.9% and 80.5%, compared to 82.0% and 81.0% for the same periods last year, respectively.

For the three and nine months ended July 1, 2007, gross profit increased $10.8 million, or 24.9%, and $9.4 million, or 7.0%, compared to the same periods last year, respectively. The increase was driven by our business growth and the aforementioned contract cost reductions. For the three and nine months ended July 1, 2007, as a percentage of revenue, net of subcontractor costs, gross profit was 21.1% and 19.5%, compared to 18.0% and 19.0% for the same periods last year, respectively.

For the three and nine months ended July 1, 2007, SG&A expenses increased $4.8 million, or 17.8%, and decreased $3.0 million, or 3.5%, compared to the same periods last year, respectively. We incurred higher SG&A expenses due to the growth of our business and increased marketing and business development costs to drive this growth. We also incurred additional costs as we continued to pursue and integrate complementary acquisitions and implemented our ERP system. For the nine months ended July 1, 2007, our SG&A expenses reflected the reversal of $5.7 million of litigation liabilities related to the ZCA claim. For the same periods last year, we recognized a one-time stock based compensation charge of $2.3 million, which resulted from our review of stock option granting practices. For the three and nine months ended July 1, 2007, as a percentage of revenue, net of subcontractor costs, SG&A expenses were 12.5% and 11.1%, compared to 11.3% and 12.0% for the same periods last year, respectively.

For the three and nine months ended July 1, 2007, net interest expense decreased $0.6 million, or 45.8%, and $3.4 million, or 64.2%, compared to the same periods last year, respectively. The decrease for both periods resulted from lower average debt borrowings, lower interest rates on our debt and higher interest income generated by short-term investments of cash compared to the same periods last year.

In December 2006, we retired our senior secured notes and paid off the remaining principal balance of $72.9 million. In connection with this debt retirement, we incurred pre-payment premiums of $3.1 million and expensed the remaining unamortized deferred financing costs of $1.1 million in the first quarter of fiscal 2007. We reported an aggregate charge of $4.2 million related to early retirement of debt as part of our income from continuing operations in the first quarter of fiscal 2007.

For the three and nine months ended July 1, 2007, income tax expense increased $2.5 million, or 37.8%, and $4.3 million, or 22.4%, compared to the same periods last year, respectively, due to higher pre-tax income. For the nine-month period, our effective tax rate was 42.2% in fiscal 2007 compared to 43.4% in the same period last year.

For the three and nine months ended July 1, 2007, we did not recognize a material amount of income or loss from discontinued operations. For the three and nine months ended July 2, 2006, we recognized $0.5 million and $0.1 million of loss from discontinued operations, respectively. For the nine months ended July 2, 2006, we recognized a gain of $1.4 million, net of tax, related to the sale of a discontinued operation. For the three and nine months ended July 1, 2007, we recognized $0.1 million and $0.2 million of gain, net of tax, respectively, related to one of the divestitures.

Results of Operations by Reportable Segment

Resource Management

	Three Months Ended				Nine Months Ended			
	July 1, 2007	July 2, 2006	Change $	%	July 1, 2007	July 2, 2006	Change $	%
	($ in thousands)							
Revenue, net of subcontractor costs	$ 159,891	$ 150,950	$ 8,941	5.9 %	$ 460,019	$ 441,972	$ 18,047	4.1 %
Other contract costs	125,587	123,803	1,784	1.4	369,748	359,397	10,351	2.9
Gross profit	$ 34,304	$ 27,147	$ 7,157	26.4 %	$ 90,271	$ 82,575	$ 7,696	9.3 %

The following table presents the percentage relationship of certain items to revenue, net of subcontractor costs:

	Three Months Ended		Nine Months Ended	
	July 1, 2007	July 2, 2006	July 1, 2007	July 2, 2006
Revenue, net of subcontractor costs	100.0 %	100.0 %	100.0 %	100.0 %
Other contract costs	78.5	82.0	80.4	81.3
Gross profit	21.5 %	18.0 %	19.6 %	18.7 %

For the three and nine months ended July 1, 2007, revenue, net of subcontractor costs, increased $8.9 million, or 5.9%, and $18.0 million, or 4.1%, compared to the same periods last year, respectively. Our acquisitions contributed to the growth for both periods. For the three-month period, our state and local government business experienced strong organic growth due to increased funding from budget surpluses. The workload with our commercial clients also grew due to increased workload related to alternative energy and to a lesser extent, geotechnical consulting services. We also experienced an increase in the DoD work related to reconstruction and UXO projects in Iraq. The growth was partially offset by a slight decline in our overall federal government business, which resulted primarily from reduced project activity with the DOE due to the completion of a few large contracts and the EPA due to reduced funding. For the nine-month period, we experienced a broad-based growth in all client sectors, including the federal government, for the same reasons described above; however, for the nine-month period, we experienced a higher revenue growth rate with the DoD and a lower revenue decline with the DOE in the first half of fiscal 2007 compared to the third quarter of fiscal 2007.

For the three and nine months ended July 1, 2007, other contract costs increased $1.8 million, or 1.4%, and $10.4 million, or 2.9%, compared to the same periods last year, respectively. For the most part, the increase in costs for both periods corresponded to the increase in revenue, net of subcontractor costs, for those periods. However, our contract costs as a percentage of our revenue decreased due to cost reductions related to contract performance and risk management, overhead efficiency and increased use of subcontractors as less work was self-performed. For the three and nine-month periods, as a percentage of revenue, net of subcontractor costs, other contract costs were 78.5% and 80.4%, compared to 82.0% and 81.3% for the same respective periods last year. For the three and nine-month periods, as a percentage of revenue, subcontractor costs were 46.4% and 43.4%, compared to 41.7% and 38.4% for the same respective periods last year.

For the three and nine months ended July 1, 2007, gross profit increased $7.2 million, or 26.4%, and $7.7 million, or 9.3%, compared to the same periods last year, respectively, for the reasons described above. For the three and nine months ended July 1, 2007, as a percentage of revenue, net of subcontractor costs, gross profit was 21.5% and 19.6%, compared to 18.0% and 18.7% for the three and nine months ended July 2, 2006, respectively.

Infrastructure

	Three Months Ended				**Nine Months Ended**			
	July 1, 2007	**July 2, 2006**	**Change $**	**%**	**July 1, 2007**	**July 2, 2006**	**Change $**	**%**
	($ in thousands)							
Revenue, net of subcontractor costs	$ 84,213	$ 79,790	$ 4,423	5.5 %	$ 247,228	$ 233,747	$ 13,481	5.8 %
Other contract costs	66,874	65,446	1,428	2.2	199,471	188,449	11,022	5.8
Gross profit	$ 17,339	$ 14,344	$ 2,995	20.9 %	$ 47,757	$ 45,298	$ 2,459	5.4 %

The following table presents the percentage relationship of certain items to revenue, net of subcontractor costs:

	Three Months Ended		**Nine Months Ended**	
	July 1, 2007	**July 2, 2006**	**July 1, 2007**	**July 2, 2006**
Revenue, net of subcontractor costs	100.0 %	100.0 %	100.0 %	100.0 %
Other contract costs	79.4	82.0	80.7	80.6
Gross profit	20.6 %	18.0 %	19.3 %	19.4 %

For the three and nine months ended July 1, 2007, revenue, net of subcontractor costs, increased $4.4 million, or 5.5%, and $13.5 million, or 5.8%, compared to the same periods last year, respectively. For the three and nine-month periods, the growth was driven primarily by increased revenue in our federal government business, particularly by increased funding from the DoD and procurement activities under a NASA contract. Our commercial and state and local government business experienced a slight growth.

For the three and nine months ended July 1, 2007, other contract costs increased $1.4 million, or 2.2%, and $11.0 million, or 5.8%, compared to the same periods last year, respectively. For both periods, the increase was due primarily to additional costs incurred to support revenue growth. However, our contract costs as a percentage of our revenue decreased due to improved project performance, staff utilization and overhead efficiency. For the three and nine months ended July 1, 2007, as a percentage of revenue, net of subcontractor costs, other contract costs were 79.4% and 80.7%, compared to 82.0% and 80.6% for the same periods last year, respectively.

For the three and nine months ended July 1, 2007, gross profit increased $3.0 million, or 20.9%, and $2.5 million, or 5.4%, compared to the same periods last year, respectively, due to the increased revenue and the reasons described above. For the three and nine months ended July 1, 2007, as a percentage of revenue, net of subcontractor costs, gross profit was 20.6% and 19.3%, compared to 18.0% and 19.4% for the same periods last year, respectively.

Communications

	Three Months Ended July 1, 2007 ($ in thousands)	July 2, 2006	Change $	%	Nine Months Ended July 1, 2007	July 2, 2006	Change $	%
Revenue, net of subcontractor costs	$ 12,222	$ 9,479	$ 2,743	28.9 %	$ 30,209	$ 31,975	$ (1,766)	(5.5)%
Other contract costs	9,852	7,718	2,134	27.7	24,658	25,648	(990)	(3.9)
Gross profit	$ 2,370	$ 1,761	$ 609	34.6 %	$ 5,551	$ 6,327	$ (776)	(12.3)%

The following table presents the percentage relationship of certain items to revenue, net of subcontractor costs:

	Three Months Ended July 1, 2007	July 2, 2006	Nine Months Ended July 1, 2007	July 2, 2006
Revenue, net of subcontractor costs	100.0 %	100.0 %	100.0 %	100.0 %
Other contract costs	80.6	81.4	81.6	80.2
Gross profit	19.4 %	18.6 %	18.4 %	19.8 %

For the three and nine months ended July 1, 2007, revenue, net of subcontractor costs, increased $2.7 million, or 28.9%, and decreased $1.8 million, or 5.5%, compared to the same periods last year, respectively. For the three-month period, the growth resulted from increased funding for a large fiber-to-the-premises project compared to the same period last year. For the nine-month period, the revenue decrease was driven by reduced workload, inclement weather and funding delays in the first half of fiscal 2007, which was partially offset by increased activity under the large fiber-to-the-premises project in the third quarter of fiscal 2007.

For the three and nine months ended July 1, 2007, other contract costs increased $2.1 million, or 27.7%, and decreased $1.0 million, or 3.9%, compared to the same periods last year, respectively. The change in other contract costs for both periods corresponded to the change in revenue, net of subcontractor costs. For the three and nine months ended July 1, 2007, as a percentage of revenue, net of subcontractor costs, other contract costs were 80.6% and 81.6%, compared to 81.4% and 80.2% for the same periods last year, respectively. For the nine-month period, the increase resulted from the additional costs required to complete projects because of inclement weather, as well as higher equipment and fuel costs in the first half of fiscal 2007.

For the three and nine months ended July 1, 2007, gross profit increased $0.6 million, or 34.6%, and decreased $0.8 million, or 12.3%, compared to the same periods last year, respectively. The change in gross profit for both periods corresponded to the change in revenue, net of subcontractor costs, for the reasons described above. For the three and nine months ended July 1, 2007, as a percentage of revenue, net of subcontractor costs, gross profit was 19.4% and 18.4%, compared to 18.6% and 19.8% for the same periods last year, respectively.

Liquidity and Capital Resources

Working Capital. As of July 1, 2007, our working capital was $176.2 million, an increase of $25.9 million from $150.3 million as of October 1, 2006. Cash and cash equivalents totaled $37.6 million as of July 1, 2007, compared to $65.4 million as of October 1, 2006.

Operating and Investing Activities. For the nine months ended July 1, 2007, we generated $12.2 million of net cash from operating activities compared to $29.0 million in the same period last year. The decrease was driven primarily by our business growth, which resulted in an increase in both accounts receivable and accounts payable. In addition, our net cash from operations was adversely impacted by the fiscal 2007 implementation of our ERP system in two of our largest operating units. This implementation temporarily delayed our project billings that resulted in an increase in unbilled receivables. We used net cash of $34.8 million compared to $5.6 million for

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investing activities in the same period last year. The increase resulted primarily from the net cash payments of $30.2 million for the DGI, VCL, VNL and STE acquisitions in fiscal 2007.

Capital Expenditures. Our capital expenditures for the nine months ended July 1, 2007 and July 2, 2006 were $8.1 million and $8.4 million, respectively. These expenditures were primarily for the replacement of obsolete equipment and capital costs associated with our ERP system. In addition, we recorded approximately $12.3 million of property and equipment from the acquisitions in the period ended July 1, 2007.

Debt Financing. In March 2007, we entered into a Second Amended and Restated Credit Agreement (Credit Agreement). Under the Credit Agreement, our revolving credit facility (Facility) was increased from $150.0 million to $300.0 million, and the term of the agreement was extended for five years through March 30, 2012. As part of the Facility, we may request standby letters of credit up to the aggregate sum of $50.0 million. Other than the increased capacity under the Facility and improved pricing, the terms and conditions relating to the Facility are substantially similar to those of the prior Facility. As of July 1, 2007, we had $63.0 million in borrowings under the Facility, and standby letters of credit under the Facility totaled $11.9 million.

In May 2001, we issued two series of senior secured notes in the aggregate amount of $110.0 million (Senior Notes). The Series A Notes, in the original amount of $92.0 million, were payable semi-annually and matured on May 30, 2011. The Series B Notes, in the original amount of $18.0 million, were payable semi-annually and matured on May 30, 2008. Based on our satisfaction of certain covenant compliance criteria, the Series A Notes and Series B Notes bore interest at 7.28% and 7.08% per annum, respectively. In December 2006, we retired the Senior Notes and paid off the remaining principal balance of $72.9 million. As part of the debt retirement, we incurred pre-payment premiums of $3.1 million and expensed deferred financing costs of $1.1 million.

The Credit Agreement requires us to comply with various financial and operating covenants. Specifically, (1) the maximum consolidated leverage ratio (defined as the ratio of funded debt to adjusted earnings before interest, tax, depreciation and amortization (EBITDA)) is 2.50x for each quarter, and (2) the minimum fixed charge coverage ratio (defined as the ratio of EBITDA minus capital expenditures to interest expense plus taxes and principal payments) is 1.25x for each quarter. As of July 1, 2007, our consolidated leverage ratio was 0.92x, and our fixed charge coverage ratio was 2.78x. Further, the Credit Agreement contains other restrictions, including but not limited to, the creation of liens and the payment of dividends on our capital stock (other than stock dividends). Borrowings under the Credit Agreement are secured by our accounts receivable, the stock of our significant subsidiaries and our cash, deposit accounts, investment property and financial assets. As of July 1, 2007, we met all compliance requirements. We expect to be in compliance over the next 12 months.

Capital Requirements. We expect that internally generated funds, our existing cash balances and borrowing capacity under the Credit Agreement will be sufficient to meet our capital requirements for the next 12 months.

Acquisitions. We continuously evaluate the marketplace for strategic acquisition opportunities. Historically, due to our reputation, size, geographic presence and range of services, we had numerous opportunities to acquire both privately held companies and subsidiaries or divisions of publicly held companies. Once an opportunity is identified, we examine the effect an acquisition may have on our long-range business strategy, as well as on our results of business operations. Generally, we proceed with an acquisition if we believe that the acquisition will have a positive effect on future operations and could strategically expand our service offerings. As successful integration and implementation are essential to achieve favorable results, no assurance can be given that all acquisitions will provide accretive results. Our strategy is to position ourselves to address existing and emerging markets. We view acquisitions as a key component of our growth strategy, and we intend to use both cash and our securities, as we deem appropriate, to fund acquisitions. We may acquire other businesses that we believe are synergistic and will ultimately increase our revenue and net income, strengthen our strategic goals, provide critical mass with existing clients, and further expand our lines of service. These factors may contribute to a purchase price that results in the recognition of goodwill.

Inflation. We believe our operations have not been, and, in the foreseeable future, are not expected to be materially adversely affected by inflation or changing prices due to the average duration of our projects and our ability to negotiate prices as contracts end and new contracts begin. However, general economic conditions may

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impact our client base, and, as such, may impact our clients creditworthiness and our ability to collect cash to meet our operating needs.

Tax Claims. We are currently under examination by the Internal Revenue Service (IRS) for fiscal years 1997 through 2004 related to research and experimentation credits (R&E Credits). In addition, during fiscal 2002, the IRS approved our request to change the accounting method for income tax purposes for some of our businesses. In 2002, we filed amended tax returns for fiscal years 1997 through 2000 to claim the R&E Credits and to claim refunds due under the newly approved accounting method. At the time the refund claims were filed, we were under examination by the IRS for those years. The claimed refunds are being held by the IRS pending completion of the examination. The estimated realizable refunds have been classified as long-term income tax receivables on our consolidated balance sheets. During the third quarter of fiscal 2006, we received a 30-day letter from the IRS related to fiscal years 1997 through 2001. We protested the position in the letter and began the IRS appeals process in January 2007. If both the R&E Credits and change in accounting method matters are decided unfavorably, there may be a material adverse effect on our financial results but no material impact on our liquidity.

Financial Market Risks

We currently utilize no material derivative financial instruments that expose us to significant market risk. We are exposed to interest rate risk under our Credit Agreement. We may borrow on our Facility, at our option, at either (a) a base rate (the greater of the federal funds rate plus 0.50% per annum or the bank s reference rate) plus a margin which ranges from 0.0% to 1.25% per annum, or (b) a eurodollar rate plus a margin which ranges from 1.00% to 2.25% per annum. Borrowings at the base rate have no designated term and may be repaid without penalty anytime prior to the Facility s maturity date. Borrowings at a eurodollar rate have a term no less than 30 days and no greater than 90 days. Typically, at the end of such term, such borrowings may be rolled over at our discretion into either a borrowing at the base rate or a borrowing at a eurodollar rate with similar terms, not to exceed the maturity date of the Facility. The Facility matures on March 30, 2012 or earlier at our discretion upon payment in full of loans and other obligations.

In the next 12 months, we anticipate repaying $3.4 million of our outstanding indebtedness related to other debt, of which approximately $1.6 million was associated with capital leases. Assuming we do repay the $1.6 million of debt ratably during the next 12 months and hold $63.0 million in borrowings under the Facility for the next 12 months, our annual interest expense could increase or decrease by $0.6 million when our average interest rate increases or decreases by 1% per annum. There can be no assurance that we will, or will be able to, repay our debt in the prescribed manner. In addition, we could incur additional debt under the Facility to meet our operating needs or to finance future acquisitions.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

Please refer to the information we have included under the heading Financial Market Risks in Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations, which is incorporated herein by reference.

Item 4. Controls and Procedures

Evaluation of disclosure controls and procedures and changes in internal control over financial reporting. As of July 1, 2007, we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures. Based on our management s evaluation (with the participation of our principal executive officer and principal financial officer), our principal executive officer and principal financial officer have concluded that, as of the end of the period covered by this Report, our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act), were effective.

Changes in internal control over financial reporting. There was no change in our internal control over financial reporting during our third quarter of fiscal 2007 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are subject to certain claims and lawsuits typically filed against the engineering, consulting and construction profession, alleging primarily professional errors or omissions. We carry professional liability insurance, subject to certain deductibles and policy limits, against such claims. However, in some actions, parties are seeking damages that exceed our insurance coverage or for which we are not insured. Management is of the opinion that the resolution of these claims will not have a material adverse effect on our financial position, results of operations or cash flows.

The Company has concluded its contract dispute with Horsehead Industries, Inc., doing business as Zinc Corporation of America (ZCA). On March 29, 2007, the United States Bankruptcy Court, Southern District of New York, issued an Order approving the Memorandum of Understanding and Settlement Agreement among the parties to the ZCA litigation. As a result of this Order, the Company reversed $5.7 million of the accrued liabilities in excess of the final settlement payment related to this matter and reduced selling, general and administrative expense by that amount in the first half of fiscal 2007. There are no remaining contingencies relating to this matter.

On January 3, 2007, a stockholder filed a putative shareholder derivative complaint in the Superior Court of the State of California, County of Los Angeles against certain current and former members of our Board of Directors and certain current and former executive officers, alleging proxy fraud, breach of fiduciary duty, abuse of control, constructive fraud, corporate waste, unjust enrichment and gross mismanagement in connection with the grant of certain stock options to our executive officers. We were also named as a nominal defendant in this action. The complaint sought damages on our behalf in an unspecified amount, disgorgement of the options which are the subject of the action, any proceeds from the exercise of those options or from any subsequent sale of the underlying stock and equitable relief. The allegations of the complaint appeared to relate to options transactions that we disclosed in our Form 10-Q for the third quarter of fiscal 2006. As reported in that Form 10-Q, we recorded additional pre-tax non-cash stock-based compensation charges of $3.2 million ($2.3 million related to continuing operations and $0.9 million related to discontinued operations), net of tax of $1.3 million ($0.9 million related to continuing operations and $0.4 million related to discontinued operations), in our consolidated financial statements for the three and nine months ended July 2, 2006 as a result of misdated option grants. The plaintiff in this action filed an amended complaint on July 6, 2007, to which the defendants must respond by August 17, 2007. Management believes that this lawsuit is without merit and no litigation charges have been recorded.

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Item 1A. Risk Factors

Set forth below and elsewhere in this report and in other documents we file with the Securities and Exchange Commission (SEC) are descriptions of the risks and uncertainties that could cause our actual results to differ materially from the results contemplated by the forward-looking statements contained in this report. The description below includes any material changes to and supersedes the description of the risk factors affecting our business previously disclosed in Part I, Item 1A. Risk Factors of our Annual Report on Form 10-K for the fiscal year ended October 1, 2006.

Our quarterly and annual operating results may fluctuate significantly, which could have a negative effect on the price of our common stock

Our quarterly and annual revenue, expenses and operating results may fluctuate significantly because of a number of factors, including:

- Unanticipated changes in contract performance that may affect profitability, particularly with contracts that are fixed-price or have funding limits;
- The seasonality of the spending cycle of our public sector clients, notably the federal government, and the spending patterns of our commercial sector clients;
- Budget constraints experienced by our federal, state and local government clients;
- Acquisitions or the integration of acquired companies;
- Divestiture or discontinuance of operating units;
- Employee hiring, utilization and turnover rates;
- The number and significance of client contracts commenced and completed during the quarter;
- Creditworthiness and solvency of clients;
- The ability of our clients to terminate contracts without penalties;
- Delays incurred in connection with a contract;
- The size, scope and payment terms of contracts;
- Contract negotiations on change orders and collections of related accounts receivable;
- The timing of expenses incurred for corporate initiatives;
- Reductions in the prices of services offered by our competitors;
- Threatened or pending litigation;
- The impairment of our goodwill;
- Changes in accounting rules; and
- General economic or political conditions.

Variations in any of these factors could cause significant fluctuations in our operating results from quarter to quarter and could result in net losses.

Our failure to properly manage projects may result in additional costs or claims

Our engagements often involve large-scale, complex projects. The quality of our performance on such projects depends in large part upon our ability to manage the relationship with our clients, and to effectively manage the project and deploy appropriate resources, including third-party contractors and our own personnel, in a timely manner. If we miscalculate the resources or time we need to complete a project with capped or fixed fees, or the resources or time we need to meet contractual milestones, our operating results could be adversely affected. Further,

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Item 1. Legal Proceedings

any defects or errors, or failures to meet our clients expectations, could result in claims for damages against us. Our contracts generally limit our liability for damages that arise from negligent acts, errors, mistakes or omissions in rendering services to our clients. However, we cannot be sure that these contractual provisions will protect us from liability for damages in the event we are sued.

Prior to fiscal 2006, we experienced significant project cost overruns on the performance of fixed-price construction work, other than that associated with our federal government projects. Although we have implemented procedures intended to address these issues, no assurance can be given that we will not experience project management issues in the future.

Demand for our non-federal government services is cyclical and vulnerable to economic downturns. If the economy weakens, then our revenues, profits and our financial condition may deteriorate

Demand for our non-federal government services is cyclical and vulnerable to economic downturns, which may result in clients delaying, curtailing or canceling proposed and existing projects. Our business traditionally lags the overall recovery in the economy; therefore, our business may not recover immediately when the economy improves. If the economy weakens, then our revenues, profits and overall financial condition may deteriorate. Our state and local government clients may face budget deficits that prohibit them from funding new or existing projects. In addition, our existing and potential clients may either postpone entering into new contracts or request price concessions. Difficult financing and economic conditions may cause some of our clients to demand better pricing terms or delay payments for services we perform, thereby increasing the average number of days our receivables are outstanding. Further, these conditions may result in the inability of some of our clients to pay us for services that we have already performed. If we are not able to reduce our costs quickly enough to respond to the revenue decline from these clients, our operating results may be adversely affected. Accordingly, these factors affect our ability to forecast our future revenue and earnings from business areas that may be adversely impacted by market conditions.

We derive the majority of our revenue from government agencies, and any disruption in government funding or in our relationship with those agencies could adversely affect our business

In the third quarter of fiscal 2007, we derived approximately 63.1% of our revenue, net of subcontractor costs, from contracts with federal, state and local government agencies. Federal government agencies are among our most significant clients. The following agencies generated 42.0% of our revenue, net of subcontractor costs, in the third quarter of fiscal 2007: 28.0% from the DoD, 5.7% from the EPA, 1.3% from the DOE, and 7.0% from various other federal agencies. A significant amount of this revenue is derived under multi-year contracts, many of which are appropriated on an annual basis. As a result, at the beginning of a project, the related contract may be only partially funded, and additional funding is normally committed only as appropriations are made in each subsequent year. Our backlog includes only the projects that have funding appropriated.

The demand for our government-related services is generally related to the level of government program funding. Accordingly, the success and further development of our business depends, in large part, upon the continued funding of these government programs and upon our ability to obtain contracts under these programs. There are several factors that could materially affect our government contracting business, including the following:

- Changes in and delays or cancellations of government programs, requirements or appropriations;
- Budget constraints or policy changes resulting in delay or curtailment of expenditures relating to the services we provide;
- Re-competes of government contracts;
- The timing and amount of tax revenue received by federal, state and local governments;
- Curtailment of the use of government contracting firms;
- The increasing preference by government agencies for contracting with small and disadvantaged businesses;
- Competing political priorities and changes in the political climate with regard to the funding or operation of the services we provide;

- The adoption of new laws or regulations affecting our contracting relationships with the federal, state or local governments;
- Unsatisfactory performance on government contracts by us or one of our subcontractors, negative government audits, or other events that may impair our relationship with the federal, state or local governments;
- A dispute with or improper activity by any of our subcontractors; and
- General economic or political conditions.

These and other factors could cause government agencies to delay or cancel programs, to reduce their orders under existing contracts, to exercise their rights to terminate contracts or not to exercise contract options for renewals or extensions. Any of these actions could have a material adverse effect on our revenue or timing of contract payments from these agencies.

A significant shift in U.S. defense spending could harm our operations and significantly reduce our future revenues

Revenue under contracts with the DoD represented approximately 28.0% of our revenue, net of subcontractor costs, in the third quarter of fiscal 2007, as noted above. While spending authorization for defense-related programs has increased significantly in recent years due to greater homeland security and foreign military commitments, as well as the trend to outsource federal government jobs to the private sector, these spending levels may decrease, remain constant or shift to programs in areas in which we do not currently provide services. In addition, we have experienced an increase in revenue for project management reconstruction services in Iraq in the third quarter of fiscal 2007 compared to the same quarter of last year. As a result, a significant shift in U.S. defense spending could harm our operations and significantly reduce our future revenues.

The loss of key personnel or our inability to attract and retain qualified personnel could significantly disrupt our business

As a professional and technical services company, we are labor-intensive and therefore our ability to attract, retain and expand our senior management and our professional and technical staff is an important factor in determining our future success. With limited exceptions, we do not have employment agreements with any of these individuals. The loss of the services of any of these key personnel could adversely affect our business. Although we have obtained non-compete agreements from certain principals and stockholders of companies we have acquired, we generally do not have non-compete or employment agreements with key employees who were once equity holders of these companies. Further, many of our non-compete agreements have expired. We do not maintain key-man life insurance policies on any of our executive officers or senior managers. In addition, our shift to a more centralized structure for the operation of our overall business have resulted, and could result further, in the loss of key employees.

The market for the qualified scientists and engineers is competitive and we may not be able to attract and retain such professionals. In addition, it may be difficult to attract and retain qualified individuals with the expertise and in the timeframe demanded by our clients. For example, some of our government contracts may require us to employ only individuals who have particular government security clearance levels. In an effort to attract key employees, we often grant them stock options, and a reduction in our stock price could impact our ability to retain these professionals.

Our actual results could differ from the estimates and assumptions that we use to prepare our financial statements, which may significantly reduce our profits

To prepare financial statements in conformity with generally accepted accounting principles, management is required to make estimates and assumptions as of the date of the financial statements, which affect the reported values of assets and liabilities and revenues and expenses and disclosures of contingent assets and liabilities. Areas requiring significant estimates by our management include:

- The application of the percentage-of-completion method of accounting, and revenue recognition on contracts, changes orders and contract claims;

- Provisions for uncollectible receivables and customer claims and recoveries of costs from subcontractors, vendors and others;
- Provisions for income taxes and related valuation allowances;
- Value of goodwill and recoverability of other intangible assets;
- Valuations of assets acquired and liabilities assumed in connection with business combinations;
- Valuation of employee benefit plans; and
- Accruals for estimated liabilities, including litigation and insurance reserves.

Our actual results could differ from those estimates, which may significantly reduce our profits.

Our use of the percentage-of-completion method of accounting could result in reduction or reversal of previously recorded revenue and profits

We account for most of our contracts on the percentage-of-completion method of accounting. Generally, our use of this method results in recognition of revenue and profit ratably over the life of the contract, based on the proportion of costs incurred to date to total costs expected to be incurred. The effect of revisions to revenue and estimated costs, including the achievement of award and other fees, is recorded when the amounts are known and can be reasonably estimated. Such revisions could occur in any period and their effects could be material. The uncertainties inherent in the estimating process make it possible for actual costs to vary from estimates, including reductions or reversals of previously recorded revenue and profit, and such differences could be material.

The value of our common stock could be volatile

Our common stock has previously experienced substantial price volatility. In addition, the stock market has experienced extreme price and volume fluctuations that have affected the market price of many companies and that have often been unrelated to the operating performance of these companies. The overall market and the price of our common stock may fluctuate greatly. The trading price of our common stock may be significantly affected by various factors, including:

- Quarter-to-quarter variations in our financial results, including revenue, profits, days sales outstanding, backlog, and other measures of financial performance or financial condition;
- Our announcements or our competitors announcements of significant events, including acquisitions;
- Resolution of threatened or pending litigation;
- Changes in investors and analysts perceptions of our business or any of our competitors businesses;
- Investors and analysts assessments of reports prepared or conclusions reached by third parties;
- Changes in environmental legislation;
- Investors perceptions of our performance of services in countries in which the U.S. military is engaged, including Iraq and Afghanistan;
- Broader market fluctuations; and
- General economic or political conditions.

Additionally, volatility or a lack of positive performance in our stock price may adversely affect our ability to retain key employees, many of whom are granted stock options, the value of which is dependent on the performance of our stock price.

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There are risks associated with our acquisition strategy that could adversely impact our business and operating results

A key part of our growth strategy is to acquire other companies that complement our lines of business or that broaden our technical capabilities and geographic presence. We expect to continue to acquire companies as an element of our growth strategy; however, our ability to make acquisitions is restricted under our Credit Agreement. Acquisitions involve certain known and unknown risks that could cause our actual growth or operating results to differ from our expectations or the expectations of securities analysts. For example:

- We may not be able to identify suitable acquisition candidates or to acquire additional companies on acceptable terms;
- We compete with others to acquire companies which may result in decreased availability of, or increased price for, suitable acquisition candidates;
- We may not be able to obtain the necessary financing, on favorable terms or at all, to finance any of our potential acquisitions;
- We may ultimately fail to consummate an acquisition even if we announce that we plan to acquire a company;
- We may not be able to retain key employees of an acquired company which could negatively impact that company s future performance;
- We may fail to successfully integrate or manage these acquired companies due to differences in business backgrounds or corporate cultures;
- If we fail to successfully integrate any acquired company, our reputation could be damaged. This could make it more difficult to market our services or to acquire additional companies in the future; and
- These acquired companies may not perform as we expect and we may fail to realize anticipated revenue and profits.

In addition, our acquisition strategy may divert management s attention away from our existing businesses, result in the loss of key clients or key employees, and expose us to unanticipated problems or legal liabilities, including responsibility as a successor-in-interest for undisclosed or contingent liabilities of acquired businesses or assets.

Further, acquisitions may also cause us to:

- Issue common stock that would dilute our current stockholders ownership percentage;
- Assume liabilities, including environmental liabilities;
- Record goodwill that will be subject to impairment testing and potential impairment charges;
- Incur amortization expenses related to certain intangible assets;
- Lose existing or potential contracts as a result of conflict of interest issues;
- Incur large and immediate write-offs; or
- Become subject to litigation.

The value of our common stock could be volatile

Finally, acquired companies that derive a significant portion of their revenue from the federal government and that do not follow the same cost accounting policies and billing practices as we do may be subject to larger cost disallowances for greater periods than we typically encounter. If we fail to determine the existence of unallowable costs and establish appropriate reserves in advance of an acquisition, we may be exposed to material unanticipated liabilities, which could have a material adverse effect on our business.

If we are not able to successfully manage our growth strategy, our business and results of operations may be adversely affected

Our expected future growth presents numerous managerial, administrative, operational and other challenges. Our ability to manage the growth of our operations will require us to continue to improve our management information systems and our other internal systems and controls. In addition, our growth will increase our need to attract, develop, motivate and retain both our management and professional employees. The inability of our management to effectively manage our growth or the inability of our employees to achieve anticipated performance could have a material adverse effect on our business.

Adverse resolution of an Internal Revenue Service examination process may harm our financial results

We are currently under examination by the IRS for fiscal years 1997 through 2004. During the third quarter of fiscal 2006, we received a 30-day letter from IRS related to fiscal years 1997 through 2001. We protested the position in the letter and began the IRS appeals process in January of 2007. One major issue raised by the IRS relates to the R&E credits that we claimed during the years under examination. The amount of credits recognized for financial statement purposes represents the amount that we estimate will be ultimately realizable. Should the IRS determine that the amount of R&E credits to which we are entitled is more or less than the amount recognized, we will recognize an adjustment to the income tax accounts in the period in which the determination is made. This may have a material adverse effect on our financial results but no material impact on our liquidity. Another issue raised by the IRS relates to our tax accounting method for revenue recognition. While resolution of this matter may shift the timing of tax payment, as this is a temporary difference, there should be no material impact on our financial results upon resolution of this issue.

If we do not successfully implement our new enterprise resource planning system, our cash flows may be impaired and we may incur further costs to integrate or upgrade our systems

In fiscal 2004, we began implementation of a new company-wide ERP system, principally for accounting and project management. During fiscal 2007 and 2008, we plan to convert several of our large operating units to our ERP system. In the event we do not complete the project successfully, we may experience difficulty in accurately and timely reporting certain revenue and cost data. During the ERP implementation process, we have experienced reduced cash flows due to temporary delays in issuing invoices to our clients, which has adversely affected the timely collection of cash. Further, it is possible that the cost of completing this project could exceed our current projections and negatively impact future operating results.

As a government contractor, we are subject to a number of procurement rules and regulations and other public sector liabilities, any deemed violation of which could lead to fines or penalties or lost business

We must comply with and are affected by laws and regulations related to the formation, administration and performance of government contracts. For example, we must comply with the FAR, the Truth in Negotiations Act, CAS and DoD security regulations, as well as many other rules and regulations. These laws and regulations affect how we do business with our clients and, in some instances, impose added costs on our business. A violation of these laws and regulations could result in the imposition of fines and penalties against us or the termination of our contracts. Moreover, as a federal government contractor, we must maintain our status as a responsible contractor. Failure to do so could lead to suspension or debarment, making us ineligible for federal government contracts and potentially ineligible for state and local government contracts.

Most of our government contracts are awarded through a regulated competitive bidding process, and the inability to complete existing government contracts or win new government contracts over an extended period could harm our operations and adversely affect our future revenue

Most of our government contracts are awarded through a regulated competitive bidding process. Some government contracts are awarded to multiple competitors, which increases overall competition and pricing pressure and may require us to make sustained post-award efforts to realize revenue under the government contracts. In addition, government clients can generally terminate or modify their contracts at their convenience. Moreover, even if we are qualified to work on a new government contract, we might not be awarded the contract because of existing government policies designed to protect small businesses and underrepresented minority contractors. The inability to complete existing government contracts or win new government contracts over an extended period could harm our operations and adversely affect our future revenue.

A negative government audit could result in an adverse adjustment of our revenue and costs, could impair our reputation, and could result in civil and criminal penalties

Government agencies, such as the DCAA, routinely audit and investigate government contractors. These agencies review a contractor s performance under its contracts, cost structure and compliance with applicable laws, regulations and standards. If the agencies determine through these audits or reviews that we improperly allocated costs to specific contracts, they will not reimburse us for these costs. Therefore, an audit could result in substantial adjustments to our revenue and costs.

Further, although we have internal controls in place to oversee our government contracts, no assurance can be given that these controls are sufficient to prevent isolated violations of applicable laws, regulations and standards. If the agencies determine that we or one of our subcontractors engaged in improper conduct, we may be subject to civil or criminal penalties and administrative sanctions, payments, fines and suspension or prohibition from doing business with the government, any of which could materially affect our financial condition, results of operations or cash flows. In addition, we could suffer serious harm to our reputation.

Our business and operating results could be adversely affected by our inability to accurately estimate the overall risks, revenue or costs on a contract

We generally enter into three principal types of contracts with our clients: fixed-price, time-and-materials, and cost-plus. Under our fixed-price contracts, we receive a fixed price irrespective of the actual costs we incur and, consequently, we are exposed to a number of risks. These risks include underestimation of costs, problems with new technologies, unforeseen costs or difficulties, delays beyond our control, price increases for materials, and economic and other changes that may occur during the contract period. Under our time-and-materials contracts, we are paid for labor at negotiated hourly billing rates and for other expenses. Profitability on these contracts is driven by billable headcount and cost control. Many of our time-and-materials contracts are subject to maximum contract values and, accordingly, revenue relating to these contracts is recognized as if these contracts were fixed-price contracts. Under our cost-plus contracts, some of which are subject to contract ceiling amounts, we are reimbursed for allowable costs and fees, which may be fixed or performance-based. If our costs exceed the contract ceiling or are not allowable under the provisions of the contract or any applicable regulations, we may not be able to obtain reimbursement for all such costs.

Accounting for a contract requires judgments relative to assessing the contract s estimated risks, revenue and costs, and on making judgments on other technical issues. Due to the size and nature of many of our contracts, the estimation of overall risk, revenue and cost at completion is complicated and subject to many variables. Changes in underlying assumptions, circumstances or estimates may also adversely affect future period financial performance. If we are unable to accurately estimate the overall revenue or costs on a contract, then we may experience a lower profit or incur a loss on the contract.

Our backlog is subject to cancellation and unexpected adjustments, and is an uncertain indicator of future operating results

Our backlog as of July 1, 2007 was approximately $1.2 billion. We include in backlog only those contracts for which funding has been provided and work authorizations have been received. We cannot guarantee that the revenue projected in our backlog will be realized or, if realized, will result in profits. In addition, project cancellations or scope adjustments may occur, from time to time, with respect to contracts reflected in our backlog. For example, certain of our contracts with the federal government and other clients are terminable at the discretion of the client with or without cause. These types of backlog reductions could adversely affect our revenue and margins. Accordingly, our backlog as of any particular date is an uncertain indicator of our future earnings.

Our international operations expose us to risks such as different business cultures, laws and regulations

During the third quarter of fiscal 2007, we derived approximately 1.4% of our revenue, net of subcontractor costs, from international clients. The different business cultures associated with international operations may not be fully appreciated before we sign an agreement, and thereby expose us to risk. Likewise, we need to understand prior to signing a contract international laws and regulations, such as foreign tax and labor laws, and U.S. laws and regulations applicable to companies engaging in business outside of the United States, such as the Foreign Corrupt Practices Act. For these reasons, pricing and executing international contracts is more difficult and carries more risk than pricing and executing domestic contracts. Our experience has also shown that it is typically more difficult to collect on international work that has been performed and billed.

If our business-partners fail to perform their contractual obligations on a project, we could be exposed to legal liability, loss of reputation and profit reduction or loss on the project

We occasionally enter into subcontracts, teaming arrangements and other contractual arrangements so that we can jointly bid and perform on a particular project. Success on these joint projects depends in large part on whether our business-partners fulfill their contractual obligations satisfactorily. If any of our business-partners fails to satisfactorily perform their contractual obligations as a result of financial or other difficulties, we may be required to incur additional costs and provide additional services in order to make up for our business-partners shortfall. If we are unable to adequately address our business-partners performance issues, then our client could terminate the joint project, exposing us to legal liability, loss of reputation and reduced profit or loss on the project. We guaranteed performance for these projects on behalf of a third-party company under a U.S. Small Business Administration program, and that company was unable to complete the projects on schedule and budget.

Our future revenues depend on our ability to consistently bid and win new contracts and renew existing contracts and, therefore, our failure to effectively obtain future contracts could adversely affect our profitability

Our future revenues and overall results of operations require us to successfully bid on new contracts and renew existing contracts. Contract proposals and negotiations are complex and frequently involve a lengthy bidding and selection process, which is affected by a number of factors including market conditions, financing arrangements and required governmental approvals. For example, a client may require us to provide a bond or letter of credit to protect the client should we fail to perform under the terms of the contract. If negative market conditions arise, or if we fail to secure adequate financial arrangements or the required governmental approval, we may not be able to pursue particular projects, which could adversely affect our profitability.

Our inability to find qualified subcontractors could adversely affect the quality of our service and our ability to perform under certain contracts

Under some of our contracts, we depend on the efforts and skills of subcontractors for the performance of certain tasks. Our reliance on subcontractors varies from project to project. In the third quarter of fiscal 2007, subcontractor costs comprised 36.5% of our revenue. The absence of qualified subcontractors with whom we have a satisfactory relationship could adversely affect the quality of our service and our ability to perform under some of our contracts.

Changes in existing environmental laws, regulations and programs could reduce demand for our environmental services, which could cause our revenue to decline

A significant amount of our resource management business is generated either directly or indirectly as a result of existing federal and state laws, regulations and programs related to pollution and environmental protection. Accordingly, a relaxation or repeal of these laws and regulations, or changes in governmental policies regarding the funding, implementation or enforcement of these programs, could result in a decline in demand for environmental services that may have a material adverse effect on our revenue.

The consolidation of our client base could adversely impact our business

Recently, there has been consolidation within our current and potential commercial client base, particularly in the telecommunications industry. Future consolidation activity could have the effect of reducing the number of our current or potential clients, and lead to an increase in the bargaining power of our remaining clients. This potential increase in bargaining power could create greater competitive pressures and effectively limit the rates we charge for our services. As a result, our revenue and margins could be adversely affected.

Our revenue from commercial clients is significant, and the credit risks associated with certain of these clients could adversely affect our operating results

In the third quarter of fiscal 2007, we derived approximately 35.5% of our revenue, net of subcontractor costs, from commercial clients. We rely upon the financial stability and creditworthiness of these clients. To the extent the credit quality of these clients deteriorates or these clients seek bankruptcy protection, our ability to collect our receivables, and ultimately our operating results, may be adversely affected. Periodically, we have experienced bad debt losses.

Our industry is highly competitive and we may be unable to compete effectively

Our industry is highly fragmented and intensely competitive. Our competitors are numerous, ranging from small private firms to multi-billion dollar public companies. In addition, the technical and professional aspects of our services generally do not require large upfront capital expenditures and provide limited barriers against new competitors. Some of our competitors have achieved greater market penetration in some of the markets in which we compete, and have substantially more financial resources and/or financial flexibility than we do. As a result of the number of competitors in our industry, our clients may select one of our competitors on a project due to competitive pricing or a specific skill set. These competitive forces could force us to make price concessions or otherwise reduce prices for our services, thereby causing a material adverse effect on our business, financial condition and results of operations.

Restrictive covenants in our Credit Agreement may restrict our ability to pursue certain business strategies

Our Credit Agreement restricts our ability to, among other things:

- Incur additional indebtedness;
- Create liens securing debt or other encumbrances on our assets;
- Make loans or advances;
- Pay dividends or make distributions to our stockholders;
- Purchase or redeem our stock;
- Repay indebtedness that is junior to indebtedness under our Credit Agreement;
- Acquire the assets of, or merge or consolidate with, other companies; and
- Sell, lease or otherwise dispose of assets.

Our Credit Agreement also requires that we maintain certain financial ratios, which we may not be able to achieve.

Our services expose us to significant risks of liability and it may be difficult to obtain or maintain adequate insurance coverage

Our services involve significant risks of professional and other liabilities that may substantially exceed the fees we derive from our services. Our business activities could expose us to potential liability under various environmental laws and under workplace health and safety regulations. In addition, we sometimes assume liability by contract under indemnification agreements. We cannot predict the magnitude of such potential liabilities.

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We obtain insurance from third parties to cover our potential risks and liabilities. It is possible that we may not be able to obtain adequate insurance to meet our needs, may have to pay an excessive amount for the insurance coverage we want, or may not be able to acquire any insurance for certain types of business risks.

Our liability for damages due to legal proceedings may harm our operating results or financial condition

We are a party to lawsuits in the normal course of business. Various legal proceedings are currently pending against us and certain of our subsidiaries alleging, among other things, breach of contract or tort in connection with the performance of professional services. We cannot predict the outcome of these proceedings with certainty. In some actions, parties are seeking damages that exceed our insurance coverage or for which we are not insured. If we sustain damages that exceed our insurance coverage or that are not covered by insurance, there could be a material adverse effect on our business, operating results or financial condition.

Our business activities may require our employees to travel to and work in high security risk countries, which may result in employee death or injury, repatriation costs or other unforeseen costs.

Certain of our contracts may require our employees travel to and work in high security risk countries that are undergoing political, social and economic upheavals resulting in war, civil unrest, criminal activity or acts of terrorism. For example, we currently have employees working in Afghanistan and Iraq. As a result, we may be subject to costs related to employee death or injury, repatriation or other unforeseen circumstances.

Our failure to implement and comply with our safety program could adversely affect our operating results or financial condition

Our safety program is a fundamental element of our overall approach to risk management, and the implementation of the safety program is a significant issue in our dealings with our clients. We maintain an enterprise-wide group of health and safety professionals to help ensure that the services we provide are delivered safely and in accordance with standard work processes. Unsafe job sites and office environments have the potential to increase employee turnover, increase the cost of a project to our clients, expose us to types and levels of risk that are fundamentally unacceptable, and raise our operating costs. The implementation of our safety processes and procedures are monitored by various agencies and rating bureaus, and may be evaluated by certain clients in cases in which safety requirements have been established in our contracts. If we fail to meet these requirements, or to properly implement and comply with our safety program, there could be a material adverse effect on our business, operating results or financial condition.

Our inability to obtain adequate bonding could have a material adverse effect on our future revenues and business prospects

Many of our clients require bid bonds and performance and payment bonds. These bonds indemnify the client should we fail to perform our obligations under the contract. If a bond is required for a particular project and we are unable to obtain an appropriate bond, we cannot pursue that project. In some instances, we are required to co-venture with a small or disadvantaged business to pursue certain federal or state contracts. In connection with these ventures, we are sometimes required to utilize our bonding capacity to cover all of the payment and performance obligations under the contract with the client. We have a bonding facility but, as is typically the case, the issuance of bonds under that facility is at the surety s sole discretion. Moreover, due to events that can negatively affect the insurance and bonding markets, bonding may be more difficult to obtain or may only be available at significant additional cost. There can be no assurance that bonds will continue to be available to us on reasonable terms. Our inability to obtain adequate bonding and, as a result, to bid on new work could have a material adverse effect on our future revenues and business prospects.

We may be precluded from providing certain services due to conflict of interest issues

Many of our clients are concerned about potential or actual conflicts of interest in retaining management consultants. Federal government agencies have formal policies against continuing or awarding contracts that would create actual or potential conflicts of interest with other activities of a contractor. These policies, among other things, may prevent us from bidding for or performing government contracts resulting from or relating to certain work we have

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performed. In addition, services performed for a commercial or government client may create a conflict of interest that precludes or limits our ability to obtain work from other public or private organizations. We have, on occasion, declined to bid on projects due to the conflict of interest issues.

Compliance with changing regulation of corporate governance and public disclosure will result in additional expenses

Changing laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002, new SEC regulations, and The NASDAQ Stock Market LLC rules, are creating additional disclosure and other compliance requirements for us. We are committed to maintaining high standards of corporate governance and public disclosure. As a result, we intend to invest appropriate resources to comply with evolving standards, and this investment may result in increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

Force majeure events, including natural disasters and terrorists actions could negatively impact the economies in which we operate or disrupt our operations, which may affect our financial condition, results of operations or cash flows

Force majeure events, including natural disasters, such as Hurricane Katrina that affected the Gulf Coast in August 2005, and terrorist attacks, such as those that occurred in New York and Washington D.C. on September 11, 2001, could negatively impact the economies in which we operate by causing the closure of offices, interrupting active client projects and forcing the relocation of employees. Further, despite our implementation of network security measures, our servers are vulnerable to computer viruses, break-ins and similar disruptions from unauthorized tampering with our computer systems. We typically remain obligated to perform our services after a terrorist action or natural disaster unless the contract contains a force majeure clause that relieves us of our contractual obligations in such an extraordinary event. If we are not able to react quickly to force majeure, our operations may be affected significantly, which would have a negative impact on our financial condition, results of operations or cash flows.

Item 6. Exhibits

The following documents are filed as Exhibits to this Report:

31.1	Chief Executive Officer Certification pursuant to Rule 13a-14(a)/15d-14(a)
31.2	Chief Financial Officer Certification pursuant to Rule 13a-14(a)/15d-14(a)
32.1	Certification of Chief Executive Officer pursuant to Section 1350
32.2	Certification of Chief Financial Officer pursuant to Section 1350

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.

Dated: August 2, 2007	TETRA TECH, INC.	
	By:	/s/ Dan L. Batrack Dan L. Batrack Chief Executive Officer and Chief Operating Officer (Principal Executive Officer)
	By:	/s/ David W. King David W. King Chief Financial Officer and Treasurer (Principal Financial Officer)