TETRA TECH INC
Form 10-Q
May 02, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 30, 2008

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, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company 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 April 28, 2008, 58,846,440 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)

	March 30, 2008 (Unaudited)	September 30, 2007
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 28,020	$ 76,741
Accounts receivable net	470,434	437,315
Prepaid expenses and other current assets	30,765	28,496
Income taxes receivable	9,725	
Deferred income taxes	1,532	
Current assets of discontinued operation	300	304
Total current assets	540,776	542,856
PROPERTY AND EQUIPMENT:		
Land and buildings	6,705	6,630
Equipment, furniture and fixtures	106,395	100,391
Leasehold improvements	11,685	10,738
Total	124,785	117,759
Accumulated depreciation and amortization	(65,517)	(63,382)
PROPERTY AND EQUIPMENT NET	59,268	54,377
DEFERRED INCOME TAXES	8,615	12,342
INCOME TAXES RECEIVABLE	17,844	33,800
GOODWILL	204,784	180,952
INTANGIBLE ASSETS NET	14,275	5,166
OTHER ASSETS	14,506	15,576
NON-CURRENT ASSETS OF DISCONTINUED OPERATION	2,418	2,418
TOTAL ASSETS	$ 862,486	$ 847,487
LIABILITIES AND STOCKHOLDERS EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 143,709	$ 154,560
Accrued compensation	72,497	78,029
Billings in excess of costs on uncompleted contracts	78,384	55,172
Deferred income taxes		13,035
Income taxes payable		1,576
Current portion of long-term obligations	3,731	3,304
Other liabilities	44,317	42,805
Total current liabilities	342,638	348,481

LONG-TERM OBLIGATIONS		64,744		81,080
OTHER LONG-TERM LIABILITIES		3,522		2,223
COMMITMENTS AND CONTINGENCIES				
STOCKHOLDERS EQUITY:				
Preferred stock authorized, 2,000 shares of $0.01 par value; no shares issued and outstanding as of March 30, 2008 and September 30, 2007				
Common stock authorized, 85,000 shares of $0.01 par value; issued and outstanding, 58,806 and 58,387 shares as of March 30, 2008 and September 30, 2007, respectively		588		584
Additional paid-in capital		289,351		280,022
Accumulated other comprehensive loss		(64)		(37)
Retained earnings		161,707		135,134
TOTAL STOCKHOLDERS EQUITY		451,582		415,703
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$	862,486	$	847,487

See accompanying Notes to Condensed Consolidated Financial Statements.

Tetra Tech, Inc.

Condensed Consolidated Statements of Income

(unaudited in thousands, except per share data)

	Three Months Ended March 30, 2008	Three Months Ended April 1, 2007	Six Months Ended March 30, 2008	Six Months Ended April 1, 2007
Revenue	$ 461,386	$ 346,019	$ 931,773	$ 715,172
Subcontractor costs	(174,035)	(109,760)	(367,261)	(234,042)
Revenue, net of subcontractor costs	287,351	236,259	564,512	481,130
Other contract costs	(229,583)	(191,112)	(450,495)	(391,564)
Gross profit	57,768	45,147	114,017	89,566
Selling, general and administrative expenses	(32,939)	(26,769)	(66,477)	(49,823)
Income from operations	24,829	18,378	47,540	39,743
Interest expense net	(1,456)	(495)	(2,116)	(1,244)
Loss on retirement of debt				(4,226)
Income from continuing operations before income tax expense	23,373	17,883	45,424	34,273
Income tax expense	(9,700)	(7,500)	(18,851)	(14,464)
Income from continuing operations	13,673	10,383	26,573	19,809
Income from discontinued operation, net of tax		26		26
Net income	$ 13,673	$ 10,409	$ 26,573	$ 19,835
Basic earnings per share:				
Income from continuing operations	$ 0.23	$ 0.18	$ 0.45	$ 0.34
Income from discontinued operation, net of tax				
Net income	$ 0.23	$ 0.18	$ 0.45	$ 0.34
Diluted earnings per share:				
Income from continuing operations	$ 0.23	$ 0.18	$ 0.45	$ 0.34
Income from discontinued operation, net of tax				
Net income	$ 0.23	$ 0.18	$ 0.45	$ 0.34
Weighted average common shares outstanding:				
Basic	58,601	57,838	58,412	57,773
Diluted	59,084	58,323	59,079	58,270

See accompanying Notes to Condensed Consolidated Financial Statements.

Tetra Tech, Inc.

Condensed Consolidated Statements of Cash Flows

(unaudited in thousands)

	Six Months Ended	
	March 30, 2008	**April 1, 2007**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 26,573	$ 19,835
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	8,374	6,211
Stock-based compensation	3,923	2,566
Excess tax benefits from stock-based compensation	(266)	(139)
Deferred income taxes	8,345	5,083
Write-off of unamortized debt financing costs		1,069
Provision for losses on contracts and related receivables	4,579	410
Gain on sale of discontinued operation		(44)
Gain on disposal of property and equipment	(1,182)	(192)
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	(583)	(2,923)
Prepaid expenses and other assets	(1,688)	(1,545)
Accounts payable	(19,143)	(6,949)
Accrued compensation	(9,659)	(8,792)
Billings in excess of costs on uncompleted contracts	20,577	2,579
Other liabilities	1,923	(8,362)
Income taxes receivable/payable	(15,483)	(4,905)
Net cash provided by operating activities	26,290	3,902
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(10,221)	(4,635)
Payments for business acquisitions, net of cash acquired	(53,951)	(4,124)
Proceeds from sale of discontinued operations	1,005	1,890
Proceeds from sale of property and equipment	1,721	253
Net cash used in investing activities	(61,446)	(6,616)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payments on long-term obligations	(31,275)	(98,158)
Proceeds from borrowings under long-term obligations	15,000	57,000
Payment of deferred financing fees		(1,032)
Excess tax benefits from stock-based compensation	266	139
Net proceeds from issuance of common stock	2,444	1,976
Net cash used in financing activities	(13,565)	(40,075)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(48,721)	(42,789)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	76,741	65,353
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 28,020	$ 22,564
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest	$ 2,445	$ 4,398
Income taxes, net of refunds received	$ 21,330	$ 14,279

See accompanying Notes to Condensed Consolidated Financial Statements.

TETRA TECH, INC.

Notes To Condensed Consolidated Financial Statements

1. Basis of Presentation

The accompanying condensed consolidated balance sheet as of March 30, 2008, the condensed consolidated statements of income for the three and six months ended March 30, 2008 and April 1, 2007, and the condensed consolidated statements of cash flows for the six months ended March 30, 2008 and April 1, 2007 of Tetra Tech, Inc. (we, us or our) 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 balance sheet as of September 30, 2007 has been derived from the audited financial statements at that date but does not include all the information and footnotes required by U.S. generally accepted accounting principles (GAAP) for complete financial statements.

The condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2007. Certain prior year amounts have been reclassified to conform to the current year presentation. The results of operations for the three and six months ended March 30, 2008 are not necessarily indicative of the results to be expected for the fiscal year ending September 28, 2008.

2. Accounts Receivable Net

Net accounts receivable consisted of the following:

	March 30, 2008	September 30, 2007
	(in thousands)	
Billed	$ 257,093	$ 243,525
Unbilled	221,778	202,790
Contract retentions	11,716	11,127
Total accounts receivable gross	490,587	457,442
Allowance for doubtful accounts	(20,153)	(20,127)
Total accounts receivable net	$ 470,434	$ 437,315
Billings in excess of costs on uncompleted contracts	$ 78,384	$ 55,172

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 period end date. Substantially all unbilled receivables as of March 30, 2008 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. As of March 30, 2008, our billings in excess of costs on uncompleted contracts increased $23.2 million due primarily to large advance payments from commercial clients on environmental remediation and alternative energy projects.

Billed accounts receivable related to federal government contracts were $117.9 million and $95.5 million as of March 30, 2008 and September 30, 2007, respectively. The federal government unbilled receivables, net of progress payments, were $55.1 million and $88.5 million as of March 30, 2008 and September 30, 2007, respectively. Other than the federal government, no single client accounted for more than 10% of our accounts receivable as of March 30, 2008 and September 30, 2007.

3. Business Combinations, Goodwill and Intangibles

In the third quarter of fiscal 2007, we acquired (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 (collectively, The Delaney Group or DGI), which provides 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. The purchase price consisted of cash payments of approximately $32.5 million. In addition, the former shareholders will receive, over a four-year period from the acquisition date, guaranteed deferred cash payments in the aggregate amount of $9.0 million and contingent earn-out payments up to an aggregate maximum of $12.0 million upon achievement of certain financial objectives. DGI is part of our resource management segment.

In fiscal 2007, we acquired the following small companies or their assets to enhance our service offerings and expand our geographic presence:

Acquired Companies/Assets	Type of Purchase	Segment	Services
Gore Engineering, Inc. (GORE)	Stock	Resource Management	Geotechnical engineering
Murphy Engineering Group, LLC (MEG)	Asset	Infrastructure	Land development and engineering
Northern Ecological Associates, Inc. (NEA)	Stock	Resource Management	Ecological
Soil Testing Engineers, Inc. (STE)	Asset	Resource Management	Geotechnical engineering
Vector Colorado, LLC (VCL)	Asset	Resource Management	Mining consulting
Vector Nevada, LLC (VNL)	Asset	Resource Management	Mining consulting

The total purchase price for these small acquisitions consisted of the initial cash payments of approximately $8.1 million and, over a three or four-year period from their respective acquisition dates, guaranteed deferred cash payments and/or contingent earn-out payments upon achievement of certain financial objectives.

On October 1, 2007, we acquired all of the outstanding shares of capital stock of ARD, Inc. (ARD), which provides applied research, planning, design and implementation services focused on a range of water, energy, environmental and institutional issues. ARD manages large, complex international development projects for its clients, predominantly the U.S. Agency for International Development (USAID). This acquisition continues our international expansion as it increases our professional workforce in new geographic areas and technical specialties around the world. ARD is part of our resource management segment. The purchase price consisted of $41.5 million in cash payments, which were paid during the first half of fiscal 2008. The following table summarizes the estimated fair values of the assets acquired and liabilities assumed as of the date of acquisition.

	Amount (in thousands)
Current assets	$ 31,846
Property and equipment	195
Goodwill	17,905
Intangible and other assets	8,110
Current liabilities	(16,528)
Net assets acquired	$ 41,528

No pro forma information is presented for the second quarter and first half of fiscal 2008 as the ARD acquisition closed on the first day of our fiscal year. The table below presents summarized unaudited consolidated pro forma operating results, assuming we had purchased ARD at the beginning of fiscal 2007:

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	Pro Forma	
	Three Months Ended April 1, 2007	Six Months Ended April 1, 2007
	(in thousands, except per share data)	
Revenue	$ 373,334	$ 765,637
Revenue, net of subcontractor costs	253,148	514,868
Income from operations	19,289	41,383
Net income	10,539	20,013
Earnings per share:		
Basic	$ 0.18	$ 0.35
Diluted	$ 0.18	$ 0.34
Weighted average shares outstanding:		
Basic	57,838	57,773
Diluted	58,323	58,270

In the second quarter of fiscal 2008, we acquired certain assets of two civil engineering firms, Daylor Consulting Group, Inc. (Daylor) and WJA P.L.L.C. (WJA). These acquisitions, which were integrated into our infrastructure segment, offer complementary technical expertise and enable us to enhance our infrastructure service offerings. We also acquired all of the outstanding shares of capital stock of INCA Engineers, Inc. (INCA). INCA provides consulting and civil/mechanical engineering services for water infrastructure and transportation projects, including locks, levees and dams projects for the U.S. Army Corps of Engineers (USACE). INCA is part of our resource management segment. The total initial purchase price for these three acquisitions consisted of approximately $10 million in cash. In addition, the sellers have certain earn-out rights that will allow them to receive additional cash payments over a three-year period upon achievement of certain financial objectives.

All of the above acquisitions were accounted for as business combinations. Accordingly, the purchase prices were allocated to the assets acquired and liabilities assumed based on their fair values. The purchase price allocations for fiscal 2008 acquisitions, except for ARD, are preliminary and subject to adjustments based upon the valuation and final determination of the net assets acquired. None of the fiscal 2007 and 2008 acquisitions, except for ARD, were considered material, individually or in the aggregate, as they did not have a material impact on our financial position, results of operations or cash flows for the respective reporting periods and, as such, no pro forma results are presented.

In the first half of fiscal 2008, we recorded $17.9 million, $3.8 million and $0.6 million of goodwill on our condensed consolidated balance sheet as of March 30, 2008 for the ARD, INCA and WJA acquisitions, respectively. These amounts resulted from the excess of the purchase price for each of these individual acquisitions over the fair value of their net tangible and identifiable intangible assets acquired. In addition, we adjusted goodwill for purchase price allocation adjustments related to certain fiscal 2007 acquisitions, and a payment of $1.5 million related to an Internal Revenue Code Section 338(h)(10) election under which the stock purchase was treated as an asset purchase for tax purposes. The changes in the carrying value of goodwill by segment for the six months ended March 30, 2008 were as follows:

	September 30, 2007	Goodwill Addition	Goodwill Adjustments	March 30, 2008
		(in thousands)		
Resource management	$ 106,883	$ 21,691	$ 2,118	$ 130,692

Infrastructure		74,069		639		(616)		74,092
Total	$	180,952	$	22,330	$	1,502	$	204,784

The gross amount and accumulated amortization of our acquired identifiable intangible assets with finite useful lives as of March 30, 2008 and September 30, 2007, included in intangible assets net on the condensed consolidated balance sheets, were as follows:

	March 30, 2008		September 30, 2007	
	Gross Amount	Accumulated Amortization	Gross Amount	Accumulated Amortization
	(in thousands)			
Non-compete agreements	$ 1,084	$ (195)	$ 506	$ (65)
Customer relations	3,527	(370)	976	(108)
Backlog	18,473	(8,244)	10,017	(6,160)
Total	$ 23,084	$ (8,809)	$ 11,499	$ (6,333)

For the six months ended March 30, 2008, $0.6 million, $2.6 million and $8.5 million were assigned to non-compete agreements, customer relations and backlog, respectively. These amounts were related to the preliminary purchase price allocations for ARD, INCA, WJA and Daylor, and, to a lesser extent, adjustments for certain fiscal 2007 acquisitions. For the three months ended March 30, 2008 and April 1, 2007, amortization expense for acquired identifiable intangible assets with finite useful lives was $1.1 million and $0.4 million, respectively. For the six months ended March 30, 2008 and April 1, 2007, the amortization expense was $2.5 million and $0.8 million, respectively. Estimated amortization expense for the remainder of fiscal 2008 and the succeeding years is as follows:

	Amount (in thousands)
2008	$ 2,768
2009	4,719
2010	3,396
2011	2,700
2012	521
2013	140
2014	31

4. Discontinued Operation

In fiscal 2006, we sold Vertex Engineering Services, Inc. (VES) and, accordingly, this operating unit was accounted for as a discontinued operation in the condensed consolidated financial statements for all reporting periods. For both the three and six months ended April 1, 2007, we reported a gain from discontinued operation, net of tax, of approximately $26,000.

5. Debt

In December 2006, we retired our senior secured notes and paid off the remaining principal balance of $72.9 million. In connection with this early 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. In accordance with Statement of Financial Accounting Standards (SFAS) No. 145, *Rescission of Financial Accounting Standards Board* (*FASB*) *Statements Nos. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections,* we reported a $4.2 million loss on retirement of debt as part of our income from operations in the first quarter of fiscal 2007.

6. Stockholders Equity and Stock Compensation Plans

We account for stock-based compensation in accordance with SFAS No. 123 *(revised 2004)*, *Share-Based Payment* (SFAS 123R). 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. For the three and six months ended March 30, 2008, stock-based compensation expense was $2.2 million and $3.9 million, compared to $1.5 million and $2.6 million for the same periods last year, respectively. These amounts are primarily included in selling, general and administrative (SG&A) expenses in our condensed consolidated statements of income. Stock-based compensation expense for the three and six months ended March 30, 2008 may not be indicative of the total expense to be expected for fiscal year 2008.

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. Potential common shares include 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		Six Months Ended	
	March 30, 2008	April 1, 2007	March 30, 2008	April 1, 2007
	(in thousands, except per share data)			
Numerator:				
Income from continuing operations	$ 13,673	$ 10,383	$ 26,573	$ 19,809
Income from discontinued operation		26		26
Net income	$ 13,673	$ 10,409	$ 26,573	$ 19,835
Denominator for basic earnings per share	58,601	57,838	58,412	57,773
Denominator for diluted earnings per share:				
Denominator for basic earnings per share	58,601	57,838	58,412	57,773
Potential common shares stock options	483	485	667	497
Denominator for diluted earnings per share	59,084	58,323	59,079	58,270
Basic earnings per share:				
Income from continuing operations	$ 0.23	$ 0.18	$ 0.45	$ 0.34
Income from discontinued operation				
Net income	$ 0.23	$ 0.18	$ 0.45	$ 0.34
Diluted earnings per share:				
Income from continuing operations	$ 0.23	$ 0.18	$ 0.45	$ 0.34
Income from discontinued operation				
Net income	$ 0.23	$ 0.18	$ 0.45	$ 0.34

For the three and six months ended March 30, 2008, 3.5 million and 4.0 million common stock options were anti-dilutive, compared to 4.1 million options for the same periods last year. These options were excluded from the calculation of dilutive potential common shares because the strike prices were above the average market prices for the reporting periods.

8. Income Taxes

In June 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes - an Interpretation of FASB Statement No. 109, Accounting for Income Taxes* (FIN 48). Under FIN 48, we may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. FIN 48 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and disclosure requirements for uncertain tax positions.

We adopted the provisions of FIN 48 on October 1, 2007 and did not record any cumulative effect adjustment to retained earnings as a result of this adoption. The amount of unrecognized tax benefits at October 1, 2007 was $32.1 million, of which $15.4 million would impact our effective tax rate if recognized. The amount of unrecognized tax benefits as of March 30, 2008 was $36.0 million, of which $15.4 million would impact our effective tax rate if recognized. We recognize potential interest and penalties related to unrecognized tax benefits in income tax expense. The amount of interest income accrued as of October 1, 2007 was $8.4 million. The amount of interest income accrued as of March 30, 2008 was $9.1 million and is included in the non-current income taxes receivable.

While the adoption of FIN 48 did not have a cumulative effect on retained earnings, we recorded certain reclassifications that affected the presentation on our condensed consolidated balance sheet as of March 30, 2008. We recorded a reclassification from deferred tax liability to non-current income taxes payable to reflect the amount of expected tax payments related to temporary differences. Our net deferred tax asset balances reflect the expected future net tax deductions. While unrelated to the adoption of FIN 48, the increase in our current income taxes receivable reflects estimated tax payments in excess of our current provision.

We are currently under examination by the Internal Revenue Service (IRS) for fiscal years 1997 through 2004 and the California Franchise Tax Board (FTB) for fiscal years 2001 through 2003 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 revenue recognition for income tax purposes for some of our businesses. In 2002, we filed amended tax returns for fiscal years 1997 through 2000 to claim 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 pending completion of the IRS examination. The estimated realizable refunds have been classified as non-current income taxes receivable on our condensed 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. In October 2007, we received an Audit Issue Presentation Sheet (AIPS) from the FTB related to fiscal 2001 through 2003. We have protested the position in the AIPS. Management believes that it is reasonably possible we will reach a resolution of the issues for fiscal years 1997 through 2001 under appeal with the IRS in the next twelve months. If the resolution is favorable, the change in unrecognized tax benefits could be significant and we could receive a significant cash refund. However, if the resolution is unfavorable, there may be a material adverse effect on our financial results as a result of an increase in income tax expense, but no material impact on our cash flow in future periods. At this time, an estimate of the outcome cannot be reliably made. With a few exceptions, we are no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations for fiscal years before 1997.

9. Reportable Segments

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, strategic environmental resource planning and alternative energy. 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 for utility and telecommunication infrastructure projects.

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. Throughout fiscal 2007 and to date, we consolidated some of our reporting units under common management structure, information systems 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.

Management evaluates the performance of these reportable segments based upon their respective income from operations before the effect of amortization expense related to acquisitions. We account 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. All inter-company balances and transactions are eliminated in consolidation.

The following tables set forth summarized financial information concerning our reportable segments:

Reportable Segments:

	Resource Management	Infrastructure	Communications	Total
		(in thousands)		
Three months ended March 30, 2008:				
Revenue	$ 365,160	$ 102,765	$ 15,509	$ 483,434
Revenue, net of subcontractor costs	191,609	85,597	10,145	287,351
Gross profit	39,991	15,999	1,778	57,768
Segment income from operations	18,663	7,857	701	27,221
Depreciation expense	1,831	581	436	2,848
Segment assets	683,180	117,084	31,641	831,905
Three months ended April 1, 2007:				
Revenue	$ 247,803	$ 98,966	$ 13,824	$ 360,593
Revenue, net of subcontractor costs	146,258	81,226	8,775	236,259
Gross profit	28,496	15,225	1,426	45,147
Segment income from operations	11,991	5,834	184	18,009
Depreciation expense	979	549	297	1,825
Segment assets	502,627	93,505	26,013	622,145
Six months ended March 30, 2008:				
Revenue	$ 733,707	$ 199,228	$ 34,893	$ 967,828
Revenue, net of subcontractor costs	374,159	166,504	23,849	564,512
Gross profit	77,782	31,716	4,519	114,017
Segment income from operations	35,905	14,288	2,086	52,279
Depreciation expense	3,478	1,132	720	5,330
Segment assets	683,180	117,084	31,641	831,905
Six months ended April 1, 2007:				
Revenue	$ 514,671	$ 197,255	$ 29,353	$ 741,279
Revenue, net of subcontractor costs	300,128	163,015	17,987	481,130
Gross profit	55,967	30,418	3,181	89,566
Segment income from operations	24,011	11,837	733	36,581
Depreciation expense	1,986	1,079	595	3,660
Segment assets	502,627	93,505	26,013	622,145

Reconciliations:

	Three Months Ended				Six Months Ended			
	March 30, 2008		April 1, 2007		March 30, 2008		April 1, 2007	
	(in thousands)							
Revenue								
Revenue from reportable segments	$	483,434	$	360,593	$	967,828	$	741,279
Elimination of inter-segment revenue		(22,048)		(14,574)		(36,055)		(26,107)
Total consolidated revenue	$	461,386	$	346,019	$	931,773	$	715,172
Income from operations								
Segment income from operations	$	27,221	$	18,009	$	52,279	$	36,581
Other income (expense) (1)		(1,268)		813		(2,263)		3,946
Amortization of intangibles		(1,124)		(444)		(2,476)		(784)
Total consolidated income from operations	$	24,829	$	18,378	$	47,540	$	39,743

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(1) Other income (expense) includes corporate costs not allocable to the segments. The three and six months ended April 1, 2007 included $1.8 million and $5.7 million reversals of accrued litigation liabilities, respectively.

	March 30, 2008	April 1, 2007
	(in thousands)	
Segment assets		
Total assets of reportable segments	$831,905	$622,145
Other assets not allocated to reportable segments and eliminations	30,581	44,356
Total assets	$862,486	$666,501

10. Major Clients

For the three and six months ended March 30, 2008, we generated 14.5% and 14.4% of our revenue from the USACE, a component of the U.S. Department of Defense (DoD), compared to 13.2% and 11.2% for the same periods last year, respectively. For the three and six months ended March 30, 2008, we generated 13.7% and 14.3% of our revenue from the U.S. Air Force, also a component of the DoD, compared to 13.1% and 13.8% for the same periods last year, respectively. Our resource management and infrastructure segments generated revenue from all client sectors. Our communications segment reported revenue only from state and local government and commercial clients.

The following table presents revenue by client sector:

Three Months Ended		Six Months Ended	
March 30, 2008	April 1, 2007	March 30, 2008	April 1, 2007
(in thousands)			

Client Sector								
Federal government	$	252,908	$	176,972	$	517,112	$	382,196
State and local government		66,800		59,620		149,368		116,566
Commercial		138,109		107,274		259,740		212,598
International (1)		3,569		2,153		5,553		3,812
Total	$	461,386	$	346,019	$	931,773	$	715,172

(1) Includes revenue generated from our international clients. Revenue related to projects performed in foreign countries for U.S. government clients was reported as part of our federal government client sector.

11. Comprehensive Income

We include two components in 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 our reporting currency.

For the three and six months ended March 30, 2008, comprehensive income was $13.6 million and $26.5 million, respectively. For the three and six months ended April 1, 2007, comprehensive income was $10.4 million and $19.8 million, respectively. We recorded an insignificant net translation loss for both the three and six months ended March 30, 2008 and April 1, 2007, respectively.

12. Commitments and Contingencies

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. While management does not believe that the resolution of these claims will have a material adverse effect on our financial position, results of operations or cash flows, management acknowledges the uncertainty surrounding the ultimate resolution of these matters.

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. On April 11, 2008, the court entered a Judgment and Order of Dismissal in this matter, and the plaintiff has 60 days to appeal this judgment. Management believes that this lawsuit is without merit and no litigation liabilities have been recorded.

In May 2003, Innovative Technologies Corporation (ITC) filed a lawsuit in Montgomery County, Ohio against Advanced Management Technology, Inc. (AMT) and other defendants for misappropriation of trade secrets, among other claims. In June 2004, we purchased all of the outstanding shares of AMT. As part of the purchase agreement, the former owners of AMT agreed to indemnify us for all costs and damages related to this lawsuit. In December 2007, the case went to trial, and the jury awarded $5.8 million in compensatory damages against AMT. In addition, in January 2008, the jury awarded $17.0 million in punitive damages against AMT plus unquantified legal fees. Based on these awards, AMT s aggregate potential liability is approximately $23.8 million plus the unquantified legal fees. The court entered the above judgments in January 2008. No amounts have been paid to date; however, we have posted a $1.0 million bond as required by the court. Based on our review of this case, including analysis by our legal counsel, we do not believe that it is probable that the judgments will be sustained. We believe that the judgments against AMT could be set aside, reversed, or remanded for a new trial based on the merits of AMT s post-trial motions, which were filed in February 2008. However, should AMT not prevail on the underlying merits of the case, we believe, and have argued in post-trial motions, that the award amounts do not conform to the evidence and that the jury verdicts are not consistent with the court s instructions as a matter of law. If an appeal is necessary, it will be made to the second district court of appeals in Ohio. We believe that the reasonably possible range of exposure is from $0 to approximately $25 million. As we do not believe a loss is probable, no liability has been recorded as of March 30, 2008. Further, we believe the former owners of AMT have the ability and intent to fully indemnify us for any and all costs and damages related to this lawsuit.

A domestic real estate investment trust (the REIT) that owns and rents apartments has informed us that it intends to file suit against us, alleging that employees at one of our operating divisions in Colorado participated in a scheme to defraud the REIT in connection with contracts for environmental clean-up work between us and the REIT. To date, no lawsuit has been filed; however, the REIT has indicated that it intends to file fraud and other claims against us and may seek as much as $30 million in damages. We are in the early stages of the investigation. However, based on the information gathered to date and on the advice of legal counsel, we believe we have defenses and potential counter-claims to the allegations raised by the REIT, and we intend to defend ourselves vigorously if a suit is filed. Given the limited facts available to us at this time, it is not possible to accurately predict the ultimate resolution of this matter.

13. Recent Accounting Pronouncements

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. In February 2008, the FASB issued Staff Position No. FAS 157-2, *Effective Dates of FASB Statement No. 157*, which defers the effective date of SFAS 157 for all nonrecurring fair value measurements of nonfinancial assets and liabilities until fiscal years beginning after November 15, 2008. We are currently evaluating the impact SFAS 157 may have on our financial statements and disclosures.

In February 2007, the FASB issued Statement No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115* (SFAS 159). SFAS 159 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. We will implement the new standard effective in fiscal 2009. We are currently evaluating whether we will elect the fair value measurement principles for certain assets and liabilities.

In December 2007, the FASB issued Statement No. 141 (revised 2007), *Business Combinations* (SFAS 141R). SFAS 141R establishes the principles and requirements for how an acquirer: (i) recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree; (ii) recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase, and (iii) determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS 141R makes significant changes to existing accounting practices for acquisitions. SFAS 141R is to be applied prospectively to business combinations consummated on or after the beginning of the first annual reporting period on or after December 15, 2008. We will implement the new standard effective in fiscal 2010. We are currently evaluating the impact, if any, SFAS 141R will have on our future business combinations.

In December 2007, the FASB issued Statement No. 160, *Noncontrolling Interests in Consolidated Financial Statements an Amendment of ARB No. 51* (SFAS 160). SFAS 160 establishes accounting and reporting standards that require: (i) noncontrolling interests to be reported as a component of equity; (ii) changes in a parent s ownership interest while the parent retains its controlling interest to be accounted for as equity transactions, and (iii) any retained noncontrolling equity investment upon the deconsolidation of a subsidiary to be initially measured at fair value. We do not currently have any less than wholly-owned consolidated subsidiaries. SFAS 160 is to be applied prospectively at the beginning of the first annual reporting period on or after December 15, 2008. We will implement the new standard effective in fiscal 2010.

In December 2007, Emerging Issues Task Force (EITF) 07-01, Accounting for Collaborative Arrangements was issued to prescribe the accounting for collaborations. It requires certain transactions between collaborators to be recorded in the income statement on either a gross or net basis when certain characteristics exist in the collaboration relationship. EITF 07-01 is effective in fiscal 2010 for all of our collaborations. We are currently evaluating the impact, if any, EITF 07-01 will have on our financial statements.

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 s expressions are intended 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, construction and technical services focused on resource management and 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. Our solution may span the life cycle of a project, which includes research and development, applied science and technology, engineering design, program management, construction management, construction, 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 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 March 30, 2008, we had approximately 7,900 full-time equivalent employees worldwide, located primarily in North America.

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.

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	**Six Months Ended**

	March 30, 2008	April 1, 2007	March 30, 2008	April 1, 2007
Client Sector				
Federal government	46.6%	45.1%	46.2%	46.8%
State and local government	16.2	18.0	18.2	17.5
Commercial	36.1	36.2	34.8	35.0
International (1)	1.1	0.7	0.8	0.7
	100.0%	100.0%	100.0%	100.0%

(1) Includes revenue generated from our international clients. Revenue related to projects performed in foreign countries for U.S. government clients was reported as part of our federal government client sector.

We 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, strategic environmental resource planning and alternative energy. 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 for utility and telecommunication infrastructure projects.

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

	Three Months Ended		**Six Months Ended**	
	March 30, 2008	**April 1, 2007**	**March 30, 2008**	**April 1, 2007**
Reportable Segment				
Resource management	66.7%	61.9%	66.3%	62.4%
Infrastructure	29.8	34.4	29.5	33.9
Communications	3.5	3.7	4.2	3.7
	100.0%	100.0%	100.0%	100.0%

Our services are provided 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		**Six Months Ended**	
	March 30, 2008	**April 1, 2007**	**March 30, 2008**	**April 1, 2007**
Contract Type				
Fixed-price	33.8%	31.6%	35.3%	31.4%
Time-and-materials	43.5	43.2	42.6	45.7
Cost-plus	22.7	25.2	22.1	22.9
	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 and, under certain USAID programs, issue grants. Generally, these subcontractor costs and grants are passed through to our clients and, in accordance with industry practice and GAAP, are included in revenue. The grants are reported as part of our subcontractor costs on our condensed consolidated financial statements. 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 a 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 that are reported individually as separate 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 a large portion 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, finance, accounting, administration and information technology. In addition, we include stock-based compensation, depreciation of property and equipment, as well as amortization of identifiable intangible assets, in SG&A expenses. Most of these costs are unrelated to a specific client or project 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, the spending patterns of our commercial sector clients, and weather conditions;
- Budget constraints experienced by our federal as well as state and local government clients;
- Acquisitions or 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;
- Reductions in the prices of services offered by our competitors;
- Threatened or pending litigation;
- The impairment of our goodwill or identifiable intangible assets;
- 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 half of the fiscal year, primarily due to the Thanksgiving, Christmas and New Year s holidays. Many of our clients employees, as well as our own employees, take vacations during these holidays. Further, seasonal inclement weather conditions occasionally may cause some of our offices to close temporarily or hamper our project field work. These occurrences result 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 favorable weather conditions during spring and summer that result in higher billable hours. In addition, our revenue is typically higher in the fourth fiscal quarter due to the federal government s fiscal year-end spending.

ACQUISITIONS AND DIVESTITURES

Acquisitions. We continuously evaluate the marketplace for strategic acquisition opportunities. Due to our reputation, size, geographic presence and range of services, we have 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 and our results of operations. Generally, we proceed with an acquisition if we believe that it would 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 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 will likely contribute to purchase prices that result in the recognition of goodwill and other identifiable intangible assets.

In the third quarter of fiscal 2007, we acquired DGI, which provides planning, development and construction services for wind energy programs, BRAC projects, and water and wastewater treatment and conveyance facilities to its broad-based clients. This acquisition enables us to provide a wider range of service to our current and prospective wind energy clients, as DGI offers complementary capabilities and customer relationships. DGI is part of our resource management segment. In fiscal 2007, we also acquired VCL, VNL, STE, MEG, GORE and NEA. The purchase prices consisted of initial cash payments and, over a four-year period from their respective acquisition dates, guaranteed deferred cash payments, and/or contingent earn-out payments upon achievement of certain financial objectives. MEG has been integrated into our infrastructure segment, and the other acquisitions have been integrated into our resource management segment.

On October 1, 2007, we acquired ARD, which provides applied research, planning, design and implementation services focused on a range of water, energy, environmental and institutional challenges. ARD manages large, complex international development projects for its clients, predominantly USAID. This acquisition continues our international expansion, as it increases our professional workforce by approximately 730 employees in new geographic areas and technical specialties around the world. The purchase price consisted of $41.5 million in cash payments, which were paid during the first half of fiscal 2008. ARD is part of our resource management segment.

In the second quarter of fiscal 2008, we acquired certain assets of two civil engineering firms, Daylor and WJA. These acquisitions, which were integrated into our infrastructure segment, offer complimentary technical expertise and enable us to enhance our infrastructure service offerings. We also acquired all of the outstanding shares of capital stock of INCA, which provides consulting and civil/mechanical engineering services for water and transportation projects. INCA is part of our resource management segment.

None of the fiscal 2007 and 2008 acquisitions, except for ARD, were considered material, individually or in the aggregate, as they did not have a material impact on our financial position, results of operations or cash flows for the respective reporting periods.

Divestitures. To complement our acquisition strategy and our focus on internal growth, we regularly review and evaluate our existing operations to determine whether our business model should change through the divestiture of certain businesses. Accordingly, from time to time, we may continue to divest certain non-core businesses and reallocate our resources to businesses that better align with our long-term strategic direction. We had no divestitures in fiscal 2007 and or in the first half of fiscal 2008.

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. In the second quarter of fiscal 2008, we experienced overall revenue growth of 33.3% from acquisitive and organic revenue from all client sectors compared to the same quarter last year.

Federal Government. In the second quarter of fiscal 2008, our federal government business experienced strong revenue growth of 42.9% compared to the same quarter last year. Approximately half of this growth was driven by acquisitive revenue from our ARD acquisition and, to a lesser extent, our DGI and INCA acquisitions. The balance of this growth resulted primarily from the continuation of increased activity on our Iraq and domestic projects with the DoD. However, this growth was partially offset by reduced workload that resulted from the completion of certain large contracts with the U.S. Department of Energy (DOE) and the National Aeronautics and Space Administration (NASA). We anticipate that our federal government business will experience moderate growth in fiscal 2008 compared to fiscal 2007 due primarily to our increased work with USAID and increased BRAC spending. Due to the DoD s funding practices on projects in Iraq, it is difficult to forecast the continuation of our reconstruction and unexploded ordnance (UXO) projects. Consequently, our federal government business growth may be adversely impacted by a potential reduction in our Iraq project workloads.

State and Local Government. In the second quarter of fiscal 2008, our state and local government business grew 12.0% compared to the same quarter last year. This growth resulted primarily from the DGI and INCA acquisitions and, to a lesser extent, increased activity on water and civil infrastructure projects. This growth was partially offset by reduced activity and a funding delay on certain large projects with a few state and local government clients. Many states over the past two years experienced budget surpluses due to stable financial conditions, and voters in several states in 2006 approved infrastructure bond measures. Additional infrastructure bond measures are being considered for ballots in 2008 and 2010. However, due to the crisis in the housing industry, the resulting lower property and sales tax revenues, and general U.S. economic weakness, states overall are projecting slower growth in spending in fiscal 2008 compared to fiscal 2007. Despite this slow-down, many states still face major long-term infrastructure needs, including the maintenance, repair and upgrading of existing infrastructure and the need to build new facilities. Consequently, we anticipate that infrastructure projects will be initiated and funded during the remainder of 2008, and our state and local government business will experience modest growth in fiscal 2008.

Commercial. In the second quarter of fiscal 2008, our commercial business experienced growth of 28.7% from organic and, to a lesser extent, acquisitive revenue compared to the same quarter last year. This growth was driven largely by increased demand for our alternative energy services and, to a lesser extent, increased activity on environmental remediation and telecommunications infrastructure projects. We anticipate that our commercial business will experience moderate growth in fiscal 2008.

RESULTS OF OPERATIONS

Overall, our results for the second quarter of fiscal 2008 reflect a significant improvement as compared to the same quarter last year due to our focus on organic growth and the strategic pursuit of acquisitions that enhance our service offerings and expand our geographical presence. We continued to experience business growth from all client sectors and all reportable segments, particularly from international development projects associated with our ARD acquisition, reconstruction and UXO projects in Iraq, and alternative energy and civil infrastructure projects. Our contract costs did not increase to the same extent as our revenue growth, due largely to improved performance on our fixed-priced contracts. Our SG&A expenses increased as we incurred higher marketing and business development costs to drive our business growth. We also reported increased SG&A expenses related to our acquisitions. In addition, our SG&A expenses for the second quarter of fiscal 2007 benefited from a reversal of certain accrued litigation liabilities. Our interest expense also increased due to higher borrowings associated with our fiscal 2008 acquisitions compared to the same quarter last year.

Consolidated Results

	Three Months Ended				Six Months Ended			
	March 30, 2008	April 1, 2007	Change $	Change %	March 30, 2008	April 1, 2007	Change $	Change %
	($ in thousands)							
Revenue	$ 461,386	$ 346,019	$ 115,367	33.3%	$ 931,773	$ 715,172	$ 216,601	30.3%
Subcontractor costs	(174,035)	(109,760)	(64,275)	(58.6)	(367,261)	(234,042)	(133,219)	(56.9)
Revenue, net of subcontractor costs	287,351	236,259	51,092	21.6	564,512	481,130	83,382	17.3
Other contract costs	(229,583)	(191,112)	(38,471)	(20.1)	(450,495)	(391,564)	(58,931)	(15.1)
Gross profit	57,768	45,147	12,621	28.0	114,017	89,566	24,451	27.3
Selling, general and administrative expenses	(32,939)	(26,769)	(6,170)	(23.0)	(66,477)	(49,823)	(16,654)	(33.4)
Income from operations	24,829	18,378	6,451	35.1	47,540	39,743	7,797	19.6
Interest expense net	(1,456)	(495)	(961)	(194.1)	(2,116)	(1,244)	(872)	(70.1)
Loss on retirement of debt						(4,226)	4,226	100.0
Income from continuing operations before income tax expense	23,373	17,883	5,490	30.7	45,424	34,273	11,151	32.5
Income tax expense	(9,700)	(7,500)	(2,200)	(29.3)	(18,851)	(14,464)	(4,387)	(30.3)
Income from continuing operations	13,673	10,383	3,290	31.7	26,573	19,809	6,764	34.1
Income from discontinued operation, net of tax		26	(26)	(100.0)		26	(26)	(100.0)
Net income	$ 13,673	$ 10,409	$ 3,264	31.4%	$ 26,573	$ 19,835	$ 6,738	34.0%

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

	Three Months Ended		Six Months Ended	
	March 30, 2008	April 1, 2007	March 30, 2008	April 1, 2007
Revenue, net of subcontractor costs	100.0%	100.0%	100.0%	100.0%
Other contract costs	(79.9)	(80.9)	(79.8)	(81.4)
Gross profit	20.1	19.1	20.2	18.6
Selling, general and administrative expenses	(11.5)	(11.3)	(11.8)	(10.3)
Income from operations	8.6	7.8	8.4	8.3
Interest expense net	(0.5)	(0.2)	(0.4)	(0.3)
Loss on retirement of debt				(0.9)
Income from continuing operations before income tax expense	8.1	7.6	8.0	7.1
Income tax expense	(3.3)	(3.2)	(3.3)	(3.0)
Income from continuing operations	4.8	4.4	4.7	4.1
Income from discontinued operation, net of tax				
Net income	4.8%	4.4%	4.7%	4.1%

For the three and six months ended March 30, 2008, revenue increased $115.4 million, or 33.3%, and $216.6 million, or 30.3%, compared to the same periods last year, respectively. We experienced broad-based growth in all client sectors from organic and acquisitive revenue. Our federal government business continued to grow primarily as a result of the international development projects for USAID associated with our ARD acquisition, and increased workload on our Iraq and domestic projects for the DoD. This growth was partially offset by the completion of certain large contracts in fiscal 2007 with the DOE and NASA. Our state and local government business experienced organic and acquisitive growth due primarily to water and civil infrastructure projects. This growth was partially offset by reduced activity on a large construction management project and a funding delay on fiber-to-the-premises projects. Revenue growth from our commercial clients was driven primarily by work related to alternative energy, environmental remediation and telecommunications infrastructure services.

For the three and six months ended March 30, 2008, revenue, net of subcontractor costs, increased $51.1 million, or 21.6%, and $83.4 million, or 17.3%, compared to the same periods last year, respectively, for the reasons described above. The growth rate was lower than our revenue growth due to higher subcontracting requirements for certain federal government work, particularly our reconstruction and UXO projects in Iraq and our USAID projects. Further, our program management activities on federal 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 six months ended March 30, 2008, other contract costs increased $38.5 million, or 20.1%, and $58.9 million, or 15.1%, compared to the same periods last year, respectively. The increase resulted primarily from additional direct costs related to our revenue growth. For the three and six months ended March 30, 2008, as a percentage of revenue, net of subcontractor costs, other contract costs were 79.9% and 79.8%, compared to 80.9% and 81.4% for the same periods last year, respectively. The percentage decrease was largely driven by improved performance on our fixed-priced contracts.

For the three and six months ended March 30, 2008, gross profit increased $12.6 million, or 28.0%, and $24.5 million, or 27.3%, compared to the same periods last year, for the reasons described above. For the three and six months ended March 30, 2008, as a percentage of revenue, net of subcontractor costs, gross profit was 20.1% and 20.2%, compared to 19.1% and 18.6% for the same periods last year, respectively.

For the three and six months ended March 30, 2008, SG&A expenses increased $6.2 million, or 23.0%, and $16.7 million, or 33.4%, compared to the same periods last year, respectively. The increase resulted from the growth of our business and our investment in marketing and business development efforts. To a lesser extent, we recognized increased SG&A expenses related to our acquisitions, including intangible amortization costs, and additional stock-based compensation expense. For the three and six months ended April 1, 2007, our SG&A expenses were reduced by $1.8 million and $5.7 million as a result of reversals of certain accrued litigation liabilities. For the three and six months ended March 30, 2008, as a percentage of revenue, net of subcontractor costs, SG&A expenses were 11.5% and 11.8%, compared to 11.3% and 10.3% for the same periods last year, respectively.

For the three and six months ended March 30, 2008, net interest expense increased $1.0 million, or 194.1%, and $0.9 million, or 70.1%, compared to the same periods last year, respectively. The increase was driven by higher average borrowings and lower interest income generated from short-term investments of cash compared to the same periods last year. This increase was partially offset by lower average interest rates on our debt compared to the same periods last year.

In the first quarter of fiscal 2007, we elected to retire 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. We reported an aggregate charge of $4.2 million related to early retirement of debt as part of our income from continuing operations.

For the three and six months ended March 30, 2008, income tax expense increased $2.2 million, or 29.3%, and $4.4 million, or 30.3%, compared to the same periods last year, respectively, due to higher income. Our effective tax rates were 41.5% and 42.2% for the first half fiscal year of 2008 and 2007, respectively.

Additional Information by Reportable Segment

Resource Management

	Three Months Ended		Change		Six Months Ended		Change	
	March 30, 2008	April 1, 2007	$	%	March 30, 2008	April 1, 2007	$	%
	($ in thousands)							
Revenue, net of subcontractor costs	$ 191,609	$ 146,258	$ 45,351	31.0%	$ 374,159	$ 300,128	$ 74,031	24.7%
Other contract costs	(151,618)	(117,762)	(33,856)	(28.7)	(296,377)	(244,161)	(52,216)	(21.4)
Gross profit	$ 39,991	$ 28,496	$ 11,495	40.3%	$ 77,782	$ 55,967	$ 21,815	39.0%

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

	Three Months Ended		Six Months Ended	
	March 30, 2008	April 1, 2007	March 30, 2008	April 1, 2007
Revenue, net of subcontractor costs	100.0%	100.0%	100.0%	100.0%
Other contract costs	(79.1)	(80.5)	(79.2)	(81.4)
Gross profit	20.9%	19.5%	20.8%	18.6%

For the three and six months ended March 30, 2008, revenue, net of subcontractor costs, increased $45.4 million, or 31.0%, and $74.0 million, or 24.7%, compared to the same periods last year, respectively. Overall, our resource management segment experienced strong growth across all of its client sectors. In the federal government business, the growth was driven primarily by international development projects for USAID and, to a lesser extent, increased activity on Iraq and domestic projects for the DoD. This growth was partially offset by revenue decline with the DOE and the U.S. Environmental Protection Agency (EPA) that resulted from the completion of certain large contracts in fiscal 2007. Our state and local government business grew due to our fiscal 2007 acquisition of DGI and, to a lesser extent, increased activity related to remedial investigation and water quality assessment. This growth was partially offset by reduced workload on a large construction management project. Our commercial business experienced revenue growth due primarily to our acquisitions, increased demand for our alternative energy and environmental remediation services.

For the three and six months ended March 30, 2008, other contract costs increased $33.9 million, or 28.7%, and $52.2 million, or 21.4%, compared to the same periods last year, respectively. For the most part, on a percentage change basis, the cost increase tracked the increase in revenue, net of subcontractor costs, for the respective periods. For the six-month period, the increase was partially offset by gains associated with project equipment disposals upon the close-out of certain contracts. For the three and six months ended March 30, 2008, as a percentage of revenue, net of subcontractor costs, other contract costs were 79.1% and 79.2%, compared to 80.5% and 81.4% for the same periods last year, respectively. The percentage decrease was partially driven by improved performance on our fixed-price contracts.

For the three and six months ended March 30, 2008, gross profit increased $11.5 million, or 40.3%, and $21.8 million, or 39.0%, compared to the same periods last year for the reasons described above. For the three and six months ended March 30, 2008, as a percentage of revenue, net of subcontractor costs, gross profit was 20.9% and 20.8%, compared to 19.5% and 18.6% for the same periods last year, respectively.

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Infrastructure

	Three Months Ended				Six Months Ended			
	March 30, 2008	April 1, 2007	Change $	%	March 30, 2008	April 1, 2007	Change $	%
	($ in thousands)							
Revenue, net of subcontractor costs	$ 85,597	$ 81,226	$ 4,371	5.4%	$ 166,504	$ 163,015	$ 3,489	2.1%
Other contract costs	(69,598)	(66,001)	(3,597)	(5.4)	(134,788)	(132,597)	(2,191)	(1.7)
Gross profit	$ 15,999	$ 15,225	$ 774	5.1%	$ 31,716	$ 30,418	$ 1,298	4.3%

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

	Three Months Ended		Six Months Ended	
	March 30, 2008	April 1, 2007	March 30, 2008	April 1, 2007
Revenue, net of subcontractor costs	100.0%	100.0%	100.0%	100.0%
Other contract costs	(81.3)	(81.3)	(81.0)	(81.3)
Gross profit	18.7%	18.7%	19.0%	18.7%

For the three and six months ended March 30, 2008, revenue, net of subcontractor costs, increased $4.4 million, or 5.4%, and $3.5 million, or 2.1%, compared to the same periods last year, respectively. Our infrastructure segment experienced increased revenue from most client sectors, particularly from commercial clients on work related to civil infrastructure projects. The overall increase was partially offset by the completion of a large NASA project at the end of fiscal 2007.

For the three and six months ended March 30, 2008, other contract costs increased $3.6 million, or 5.4%, and $2.2 million, or 1.7%, compared to the same periods last year, respectively. The increase in costs for both periods corresponded to the increase in revenue, net of subcontractor costs, for the respective periods. For the three and six months ended March 30, 2008, as a percentage of revenue, net of subcontractor costs, other contract costs were relatively consistent at 81.3% and 81.0%, compared to 81.3% for both periods last year.

For the three and six months ended March 30, 2008, gross profit increased $0.8 million, or 5.1%, and $1.3 million, or 4.3%, compared to the same periods last year, respectively. For the three and six months ended March 30, 2008, as a percentage of revenue, net of subcontractor costs, gross profit was 18.7% and 19.0%, compared to 18.7% for both periods last year. The percentage increase was due primarily to the completion of the aforementioned NASA project, which had a relatively low gross profit margin.

Communications

	Three Months Ended				Six Months Ended			
	March 30, 2008	April 1, 2007	Change $	Change %	March 30, 2008	April 1, 2007	Change $	Change %
	($ in thousands)							
Revenue, net of subcontractor costs	$ 10,145	$ 8,775	$ 1,370	15.6%	$ 23,849	$ 17,987	$ 5,862	32.6%
Other contract costs	(8,367)	(7,349)	(1,018)	(13.8)	(19,330)	(14,806)	(4,524)	(30.6)
Gross profit	$ 1,778	$ 1,426	$ 352	24.7%	$ 4,519	$ 3,181	$ 1,338	42.1%

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

	Three Months Ended		Six Months Ended	
	March 30, 2008	April 1, 2007	March 30, 2008	April 1, 2007
Revenue, net of subcontractor costs	100.0%	100.0%	100.0%	100.0%
Other contract costs	(82.5)	(83.7)	(81.1)	(82.3)
Gross profit	17.5%	16.3%	18.9%	17.7%

For the three and six months ended March 30, 2008, revenue, net of subcontractor costs, increased $1.4 million, or 15.6%, and $5.9 million, or 32.6%, compared to the same periods last year, respectively. We experienced increased demand for our telecommunications services from commercial clients. This increase was partially offset by a funding delay on our large fiber-to-the-premises project.

For the three and six months ended March 30, 2008, other contract costs increased $1.0 million, or 13.8%, and $4.5 million, or 30.6%, compared to the same periods last year, respectively. For the most part, on a percentage change basis, the cost increase was consistent with the increase in revenue, net of subcontractor costs, for the respective periods. For the three and six months ended March 30, 2008, as a percentage of revenue, net of subcontractor costs, other contract costs were 82.5% and 81.1%, compared to 83.7% and 82.3% for the same periods last year, respectively. The improvement resulted from our focus on containing overhead costs through more cost-effective business support services.

For the three and six months ended March 30, 2008, gross profit increased $0.4 million, or 24.7%, and $1.3 million, or 42.1%, compared to the same periods last year, respectively. This increase was due primarily to business growth. For the three and six months ended March 30, 2008, as a percentage of revenue, net of subcontractor costs, gross profit was 17.5% and 18.9%, compared to 16.3% and 17.7% for the same periods last year, respectively. The percentage increase resulted from improvements in our contract execution and business support services.

Liquidity and Capital Resources

Capital Requirements. Our capital requirements are to fund working capital needs, capital expenditures, and debt services requirements, as well as to fund acquisitions. It is anticipated that operating cash flow, together with available borrowings under the credit agreement described below, will be sufficient to meet our requirements for the next twelve months.

Working Capital. As of March 30, 2008, our working capital was $198.1 million, an increase of $3.7 million from $194.4 million as of September 30, 2007, due primarily to our business growth. Cash and cash equivalents decreased to $28.0 million as of March 30, 2008, compared to $76.7 million as of September 30, 2007, due primarily to our acquisition activities this fiscal year.

Operating and Investing Activities. For the six months ended March 30, 2008, net cash of $26.3 million was provided by operating activities compared to $3.9 million in the same period last year. The increase resulted primarily from increased net income, advance payments on contract work and strong cash collections on trade receivables, partially offset by higher payments for income taxes and accounts payable related to subcontractor costs. For the six months ended March 30, 2008, our net cash used in investing activities was $61.4 million compared to $6.6 million in the same period last year. The increase resulted primarily from our acquisition activities this fiscal year.

Capital Expenditures. Our capital expenditures for the six months ended March 30, 2008 and April 1, 2007 were $10.2 million and $4.6 million, respectively. The capital expenditures were primarily for the replacement of obsolete equipment, new equipment required for project execution and, to a lesser extent, capital costs associated with the Enterprise Resource Planning (ERP) system.

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 financial letters of credit up to an aggregate sum of $50.0 million and standby letters of credit up to the full amount of the facility. 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 March 30, 2008, we had $55.0 million in outstanding borrowings under the Facility, and standby letters of credit under the Facility totaled $35.3 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 March 30, 2008, our consolidated leverage ratio was 0.90x, and our fixed charge coverage ratio was 2.39x. 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 March 30, 2008, we met all compliance requirements, and we expect to be in compliance over the next 12 months.

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

Tax Claims. We are currently under examination by the IRS for fiscal years 1997 through 2004 and the FTB for fiscal years 2001 through 2003 related to R&E Credits. In addition, during fiscal 2002, the IRS approved our request to change the accounting method for revenue recognition for income tax purposes for some of our businesses. In 2002, we filed amended tax returns for fiscal years 1997 through 2000 to claim 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 pending completion of the IRS examination. The estimated realizable refunds have been classified as non-current income taxes receivable on our condensed 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. In October 2007, we received an AIPS from the FTB related to fiscal 2001 through 2003. We have protested the position in the AIPS. 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 cash flow in future periods. However, if the resolution is favorable, the change in unrecognized tax benefits could be significant and we could receive a significant cash refund.

Critical Accounting Policies

Our critical accounting policies are disclosed in our Annual Report on Form 10-K for the fiscal year ended September 30, 2007. To date, there have been no material changes in our critical accounting policies as reported in our 2007 Annual Report on Form 10-K, except for the adoption of FIN 48.

New Accounting Pronouncements

For information regarding recent accounting pronouncements, see Note 13 to the Condensed Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report.

Financial Market Risks

We currently utilize no 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 1.0% to 2.25% per annum. Borrowings at the base rate have no designated term and may be repaid at anytime prior to the Facility s maturity date without penalty. Borrowings at a Eurodollar rate have a term of 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 Eurodollar rate with similar terms, not to exceed the maturity date of the

Facility. The Facility matures on March 30, 2012 or terminates earlier at our discretion upon payment in full of loans and other obligations.

We anticipate repaying $3.7 million of our outstanding indebtedness in the next 12 months, of which $2.2 million relates to the guaranteed earn-out payment associated with certain acquisitions and $1.5 million relates to other debt. Assuming we do repay the remaining $1.5 million ratably during the next 12 months and hold $55.0 million in borrowing under the Facility for the next 12 months, our annual interest expense would 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 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.

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 March 30, 2008, 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 second quarter of fiscal 2008 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. While management does not believe that the resolution of these claims will have a material adverse effect on our financial position, results of operations or cash flows, management acknowledges the uncertainty surrounding the ultimate resolution of these matters.

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 subject of the action, any proceeds from the exercise of those options or from any subsequent sale of the underlying stock and equitable relief. On April 11, 2008, the court entered a Judgment and Order of Dismissal in this matter, and the plaintiff has 60 days to appeal this judgment. Management believes that this lawsuit is without merit and no litigation liabilities have been recorded.

In May 2003, ITC filed a lawsuit in Montgomery County, Ohio against AMT and other defendants for misappropriation of trade secrets, among other claims. In June 2004, we purchased all of the outstanding shares of AMT. As part of the purchase agreement, the former owners of AMT agreed to indemnify us for all costs and damages related to this lawsuit. In December 2007, the case went to trial, and the jury awarded $5.8 million in compensatory damages against AMT. In addition, in January 2008, the jury awarded $17.0 million in punitive damages against AMT plus unquantified legal fees. Based on these awards, AMT s aggregate potential liability is approximately $23.8 million plus the unquantified legal fees. The court entered the above judgments in January 2008. No amounts have been paid to date; however, we have posted a $1.0 million bond as required by the court. Based on our review of this case, including analysis by our legal counsel, we do not believe that it is probable that the judgments will be sustained. We believe that the judgments against AMT could be set aside, reversed, or remanded for a new trial based on the merits of AMT s post-trial motions, which were filed in February 2008. However, should AMT not prevail on the underlying merits of the case, we believe, and have argued in post-trial motions, that the award amounts do not conform to the evidence and that the jury verdicts are not consistent with the court s instructions as a matter of law. If an appeal is necessary, it will be made to the second district court of appeals in Ohio. We believe that the reasonably possible range of exposure is from $0 to approximately $25 million. As we do not believe a loss is probable, no liability has been recorded as of March 30, 2008. Further, we believe the former owners of AMT have the ability and intent to fully indemnify us for any and all costs and damages related to this lawsuit.

A domestic real estate investment trust (the REIT) that owns and rents apartments has informed us that it intends to file suit against us, alleging that employees at one of our operating divisions in Colorado participated in a scheme to defraud the REIT in connection with contracts for environmental clean-up work between us and the REIT. To date, no lawsuit has been filed; however, the REIT has indicated that it intends to file fraud and other claims against us and may seek as much as $30 million in damages. We are in the early stages of the investigation. However, based on the information gathered to date and on the advice of legal counsel, we believe we have defenses and potential counter-claims to the allegations raised by the REIT, and we intend to defend ourselves vigorously if a suit is filed. Given the limited facts available to us at this time, it is not possible to accurately predict the ultimate resolution of this matter.

Item 1A. Risk Factors

Set forth below and elsewhere in this report and in other documents we file with the 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.

Our quarterly and annual revenue, expenses and operating results may fluctuate significantly

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, the spending patterns of our commercial sector clients, and weather conditions;
- 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;
- Reductions in the prices of services offered by our competitors;
- Threatened or pending litigation;
- The impairment of our goodwill or identifiable intangible assets;
- 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, result in net losses, and have a negative effect on the price of our stock.

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 second quarter of fiscal 2008, we derived approximately 62.8% 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 46.6% of our revenue, net of subcontractor costs, in the second quarter of fiscal 2008: 27.9% from the DoD, 8.1% from USAID, 4.9% from the EPA, 0.7% from the DOE, and 5.0% 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. These appropriations, and the timing of payment of appropriated amounts, may be influenced by a number of factors as noted below. 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, and the overall level of government expenditures;

- Curtailment of the use of government contracting firms;

- Delays associated with a lack of sufficient number of government staff to oversee contracts;

- 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 27.9% of our revenue, net of subcontractor costs, in the second quarter of fiscal 2008, as noted above. In the second quarter of fiscal 2008, we experienced an increase in revenue for project management reconstruction services in Iraq compared to the same period last year. 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 not be sustainable. For example, the DoD budget declined in the late 1980s and the early 1990s, resulting in DoD program delays and cancellations. Future levels of expenditures and authorizations for these programs may decrease, remain constant or shift to programs in areas where we do not currently provide services. As a result, a general decline in U.S. defense spending or a change in budgetary priorities could harm our operations and significantly reduce our future revenues.

A delay in the completion of the budget process of the U.S. government could delay procurement of our services and have an adverse effect on our future revenues

In years when the U.S. government does not complete its budget process before the end of its fiscal year on September 30th, government operations are typically funded by means of a continuing resolution that authorizes agencies of the U.S. government to continue to operate, but does not authorize new spending initiatives. When the U.S. government operates under a continuing resolution, government agencies may delay the procurement of services, which could reduce our future revenue.

As a government contractor, we are subject to a number of procurement laws, regulations and government audits; a violation of any such laws and regulations could result in sanctions, contract termination, forfeiture of profit, harm to our reputation or loss of our status as an eligible government contractor

We must comply with and are affected by federal, state, local and foreign laws and regulations relating to the formation, administration and performance of government contracts. For example, we must comply with the Federal Acquisition Regulations (FAR), the Truth in Negotiations Act, the Cost Accounting Standards (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 additional costs on our business operations. Although we take precautions to prevent and deter fraud, misconduct and non-compliance, we face the risk that our employees or outside partners may engage in misconduct, fraud or other improper activities. Government agencies such as the Defense Contract Audit Agency (DCAA), routinely audit and investigate government contractors. These government agencies review, and audit a government contractor s performance under its contracts and cost structure, and compliance with applicable laws, regulations and standards. In addition, during the course of its audits, the DCAA may question our incurred project costs, and if the DCAA believes we have accounted for such costs in a manner inconsistent with the requirements for the FAR or CAS, the DCAA auditor may recommend to our U.S. Government corporate administrative contracting officer to disallow such costs. Historically, we have not experienced significant disallowed costs as a result of governmental audits. However, we can provide no assurance that the DCAA or other government audits will not result in material disallowance for incurred costs in the future. Government contract violations could result in the imposition of civil and criminal penalties or sanctions, contract termination, forfeiture of profit and/or suspension of payment, any of which could make us lose our status as an eligible government contractor. We could also suffer serious harm to our reputation.

Because we depend on federal, state and local governments for a significant portion of our revenue, our inability to win or renew government contracts during regulated procurement processes could harm our operations and significantly reduce or eliminate our profits

Government contracts are awarded through a regulated procurement process. The federal government has increasingly relied upon multi-year contracts with pre-established terms and conditions, such as indefinite delivery/indefinite quantity (IDIQ) contracts, which generally require those contractors who have previously been awarded the IDIQ to engage in an additional competitive bidding process before a task order is issued. The increased competition, in turn, may require us to make sustained efforts to reduce costs in order to realize revenues and profits under government contracts. If we are not successful in reducing the amount of costs we incur, our profitability on government contracts will be negatively impacted. Moreover, even if we are qualified to work on a government contract, we may not be awarded the contract because of existing government policies designed to protect small businesses and underrepresented minority contractors. Our inability to win or renew government contracts during regulated procurement processes could harm our operations and significantly reduce or eliminate our profits.

Our government contracts may give the government the right to modify, delay, curtail or terminate our contracts at their convenience at any time prior to their completion and, if we do not replace these contracts, then we may suffer a decline in revenues

Government projects in which we participate as a contractor or subcontractor may extend for several years. Generally, government contracts include the right to modify, delay, curtail or terminate contracts and subcontracts at their convenience any time prior to their completion. Any decision by a government client to modify, delay, curtail or terminate our contracts at their convenience may result in a decline in revenues.

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.

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, 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.

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.

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 or eliminate our profits

To prepare financial statements in conformity with GAAP, 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;

- Valuation of stock-based compensation expense; and

- Accruals for estimated liabilities, including litigation and insurance reserves.

Our actual results could differ from those estimates, which may significantly reduce or eliminate 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 for the entire project. 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 materially from estimate, including reductions or reversal of previously recorded revenue and profit.

Our failure to win new contracts and renew existing contracts with private and public sector clients could adversely affect our profitability

Our business depends on our ability to win new contracts and renew existing contracts with private and public sector clients. Contract proposals and negotiations are complex and frequently involve a lengthy bidding and selection process, which are affected by a number of factors. These factors include 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.

These 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.

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 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 the IRS or other tax authority 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 the 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. We are also currently under examination by the FTB for fiscal years 2001 through 2003. In October 2007, we received an AIPS related to fiscal 2001 through 2003. We have protested the position in the AIPS. One major issue raised by the IRS and FTB relates to the R&E Credit 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 and/or the FTB 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 cash flow. 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 payments, as this is a temporary difference, there should be no material adverse impact on our financial results upon resolution of this issue.

If we do not successfully complete the implementation of our ERP system, our cash flows may be impaired and we may incur further costs to integrate or upgrade our systems; and sudden loss, disruption or unexpected costs to maintain our ERP system or other third-party software could significantly increase our operational expense and disrupt the management of our business operations

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 converted several of our large operating units to our ERP system, and we plan to complete the conversion process in fiscal 2009. 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.

In addition, we rely on third-party software vendors to provide long-term software maintenance support for our information systems. Software vendors may decide to discontinue further development, integration or long-term software maintenance support for our information systems, which may increase our operational expense as well as disrupt the management of our business operations.

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 March 30, 2008 was $1.5 billion. We include in backlog only those contracts for which funding has been provided and work authorization has 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.

If our goodwill or other intangible assets become impaired, then our profits may be significantly reduced

Because we have historically acquired a significant number of companies, goodwill and other intangible assets have represented a substantial portion of our assets. As of March 30, 2008, our goodwill was $204.8 million and other net intangible assets were $14.3 million. If any of our goodwill or other intangible assets were to become impaired, we would be required to write-off the impaired amount, which may significantly reduce our profit. Refer to the Notes to Condensed Consolidated Financial Statements in Item 1.

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

During the second quarter of fiscal 2008, we derived approximately 1.1% 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 routinely enter into subcontracts and occasionally, 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.

In conducting our business, we depend on other contractors and subcontractors. If these parties fail to satisfy their obligations to us or other parties, or if we are unable to maintain these relationships, our revenue, profitability and growth prospects could be adversely affected

We depend on contractors and subcontractors in conducting our business. There is a risk that we may have disputes with our subcontractors arising from, among other things, the quality and timeliness of work performed by the subcontractor, customer concerns about the subcontractor, or our failure to extend existing task orders or issue new task orders under a subcontract. In addition, if any of our subcontractors fail to deliver on a timely basis the agreed-upon supplies and/or perform the agreed-upon services, our ability to fulfill our obligations as a prime contractor may be jeopardized.

We also rely on relationships with other contractors when we act as their subcontractor or joint venture partner. 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. Our future revenue and growth prospects could be adversely affected if other contractors eliminate or reduce their subcontracts or joint venture relationships with us, or if a government agency terminates or reduces these other contractors programs, does not award them new contracts or refuses to pay under a contract.

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.

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 second quarter of fiscal 2008, we derived approximately 36.1% 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.

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 and shares of restricted stock, the value of which is dependent on the performance of our stock price.

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.

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 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 whereby 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 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 Securities and Exchange Commission regulations, and The NASDAQ Stock Market LLC rules, have created 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 continue 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.

We have only a limited ability to protect our intellectual property rights, and our failure to protect our intellectual property rights could adversely affect our competitive position

Our success depends, in part, upon our ability to protect our proprietary information and other intellectual property. We rely principally on trade secrets to protect much of our intellectual property where we do not believe that patent or copyright protection is appropriate or obtainable. However, trade secrets are difficult to protect. Although our employees are subject to confidentiality obligations, this protection may be inadequate to deter or to prevent misappropriation of our confidential information. In addition, we may be unable to detect unauthorized use of our intellectual property or otherwise take appropriate steps to enforce our rights. Failure to obtain or maintain trade secret protection would adversely affect our competitive business position. In addition, if we are unable to prevent third parties from infringing or misappropriating our trademarks or other proprietary information, our competitive position could be adversely affected.

Item 4. Submission of Matters to a Vote of Security Holders

On February 28, 2008, we held our annual meeting of stockholders for the following purposes:

(1) To elect seven members to our Board of Directors;

(2) To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal 2008; and

(3) To act upon such other matters as may properly come before the meeting or any adjournments or postponements thereof.

The votes cast in connection with such matters were as follows:

Election of Directors:

Name	For	Withheld
Dan L. Batrack	50,469,577	1,313,561
Hugh M. Grant	51,005,601	777,537

Patrick C. Haden	50,481,833	1,301,305
J. Christopher Lewis	50,484,006	1,299,043
Albert E. Smith	50,484,249	1,298,889
J. Kenneth Thompson	50,852,553	930,585
Richard H. Truly	51,011,649	771,489

Appointment of PricewaterhouseCoopers LLP:

For	Against	Abstain
51,189,729	567,981	25,427

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: May 2, 2008	TETRA TECH, INC.	
	By:	/s/ Dan L. Batrack Dan L. Batrack Chairman and Chief Executive Officer (Principal Executive Officer)
	By:	/s/ David W. King David W. King Chief Financial Officer and Treasurer (Principal Financial Officer)