

## BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that SYMBIOTIC ENGINEERING, LLC, a Colorado limited liability company ("Seller"), pursuant to that certain Asset Purchase Agreement, dated as of September 4, 2012 (the "Purchase Agreement"), with ICF INCORPORATED, L.L.C., a Delaware limited liability company ("Buyer"), does hereby sell, transfer, convey, assign and deliver to Buyer, free and clear of all Encumbrances, all of the Transferred Assets. Capitalized terms not defined herein shall have the meanings given to such term in the Purchase Agreement.

TO HAVE AND TO HOLD said Transferred Assets unto Buyer, its successors and assigns, to and for Buyer's own use forever.

The Transferred Assets are being transferred to Buyer pursuant to the terms and conditions of the Purchase Agreement and all representations, warranties, covenants and indemnities contained in the Purchase Agreement are incorporated herein by reference and made a part of this Bill of Sale.

This Bill of Sale may be executed in one or more counterparts, including counterparts by facsimile or electronic (.pdf) signature, each of which shall be deemed an original, but all of which together shall constitute a single agreement.

Dated as of September 14, 2012.

**[Signature Page Follows]**

IN WITNESS WHEREOF, each of the parties has executed this Bill of Sale as of the date above.

SELLER:

BUYER:

SYMBIOTIC ENGINEERING, LLC

ICF INCORPORATED, LLC

By: Michael Whitaker  
Name: Michael Whitaker  
Title: Chief Operating Officer

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, each of the parties has executed this Bill of Sale as of the date above.

**SELLER:**

**SYMBIOTIC ENGINEERING, LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**BUYER:**

**ICF INCORPORATED, LLC**

By: John Wasson  
Name: JOHN WASSON  
Title: PRESIDENT