

NOTICE TO INTERESTED PERSONS

Synergy, Inc.¹ (the “Company”), on behalf of the certain former members (the “Applicants”)² of the Synergy, Inc. Operations Committee (the “SOC”),³ hereby notifies you that a written submission has been filed with the United States Department of Labor (the “Department”) seeking authorization, pursuant to class exemption 96-62 (“PTCE 96-62”), 61 FR 39988, July 31, 1996, as amended by 67 FR 44622, July 3, 2002, from the application of the prohibited transaction restrictions under section 406 of the Employee Retirement Security Act of 1974 (“ERISA”) and from the sanctions resulting from the application of section 4975 of the Internal Revenue Code of 1986 (the “Code”), as amended, to the proposed transaction (the “Proposed Transaction”) described below.

The submission has met the requirements for tentative authorization under PTCE 96-62.

If the Proposed Transaction is authorized by the Department, pursuant to PTCE 96-62, the restrictions of sections 406(a)(1)(A), (b)(1) and (b)(2) of ERISA and the sanctions resulting from the application of section 4975 of the Code, by reason of section 4975(c)(1)(A) through (E) of the Code, shall not apply to the proposed cash sale, by the Synergy, Inc. Profit Sharing Plan (the “Profit Sharing Plan”) to the Applicants, of all of the units (the “Units”) of Synergy Partners, LLC (the “LLC”), a legal entity which is wholly owned by the Profit Sharing Plan to hold investments in certain limited partnerships (the “Partnerships”).

The authorization is subject to the following conditions:

- The terms and conditions of the Proposed Transaction are at least as favorable to the Profit Sharing Plan as those obtainable in an arms-length transaction with an unrelated party.
- The Proposed Transaction is a one-time transaction for cash.
- As consideration on the date of the sale, the Profit Sharing Plan will receive a sale price reflecting (1) the fair market value of its interests in Winthrop Apartment Investors, L.P. (“WAI”) and Woodside Fund III, L.P. (“WF III”), as determined by Houlihan Valuation Advisors (“Houlihan”), a qualified, independent appraiser; and (2) the book value of its interests in Winthrop HVA, L.P. (“WHVA”) and Woodside Fund IV, L.P. (“WF IV”), to the extent the book value is greater than the fair market value of such interests, as determined by Houlihan.

¹ A transaction involving the purchase of 100 percent of the stock of Synergy, Inc. by ICF Consulting Group, Inc. was effective as of January 1, 2005.

² The Applicants, who are current and former officers and directors of the Company, who participated in the Profit Sharing Plan and who were members of the SOC, are as follows: Donald L. Zimmerman, Terrence R. Colvin, Wesley C. Pickard, Frederick H. Czerner, Monika E. Ruppert, and Joseph T. McNeer. Four of the Applicants, Dr. Colvin, Mr. Pickard, Ms. Ruppert and Mr. Zimmerman also serve as the trustees of a trust maintained in conjunction with the Profit Sharing Plan (the “Trustees”).

³ The SOC, prior to the acquisition of the Company by ICF Consulting Group, Inc., was devoted to the Company’s day-to-day operations, finances, business development/marketing and human resource-related matters.

GENERAL BACKGROUND

The Proposed Transaction will: (1) allow the Profit Sharing Plan to dispose of illiquid investments; (2) enable the Company to consummate the merger of the Profit Sharing Plan into the Synergy, Inc. 401(k) Plan (the “401(k) Plan”); (3) enable employee investment direction with respect to the proceeds from the Proposed Transaction; (4) accommodate daily valuations and transfers via a 24-hour telephone service and web-based system of the proceeds from the Proposed Transaction; and (5) permit distribution of all assets of the 401(k) Plan due to the termination of the 401(k) Plan.

The Company, which is a wholly-owned subsidiary of ICF Consulting Group, Inc. with an office at 1763 Columbia Road, N.W., Washington, D.C., is a professional service consulting firm. The Company consults on economic, computer and information technology issues. The Company established the Profit Sharing Plan on January 1, 1973 and established the Synergy Inc. Pension Plan (the “Money Purchase Plan”) on January 1, 1974. On September 23, 2002, the Money Purchase Plan was merged into the Profit Sharing Plan. On December 31, 2003, the Profit Sharing Plan had 136 participants and assets of \$11,765,015. On March 16, 2004, the Company merged the Profit Sharing Plan into the 401(k) Plan. However, in order to complete such merger, the Profit Sharing Plan must sell the Units of the LLC which holds interests in the Partnerships.

The Proposed Transaction will involve the sale of all of the LLC Units held by the Profit Sharing Plan to the Applicants.⁴ Specifically, the assets of the LLC include investments in WAI and WHVA, two real estate limited partnerships, and WF III and WF IV, two venture capital limited partnerships. Such investments, as held by the LLC, represent approximately 4% of the Profit Sharing Plan’s assets.

The Trustees first began investing in real estate partnerships in 1988, at the recommendation of a qualified financial advisor. The Trustees and the advisor believed that real estate, as an investment, was under-represented in the portfolio, and therefore, for the purposes of diversifying, the Trustees decided to add real estate as an investment component. In addition, through their expertise in economics and sophistication with respect to investment decisions,⁵ the Trustees invested a small portion of the Plan’s assets in WF III and IV. The Trustees did not seek venture capital fund investment per se, but as a result of more than a year’s worth of discussions about Woodside’s venture capital operations, including a thorough review of Woodside’s prospectus, portfolio of investments, and long-term growth potential, the Trustees invested in WF III and IV as

⁴ Because giving all 136 Profit Sharing Plan participants the opportunity to purchase the Units would require additional complicated legal work with respect to researching federal and state securities laws (for a minimum of 11 different states) and administrative burdens with respect to notifying each participant about the opportunity to purchase the assets, thus translating into significant added expenses, the offer to purchase the Units will be limited to the Applicants.

⁵ As a result of Mr. Pickard, Dr. Colvin, and Mr. Zimmerman’s experience in the field of economics and sophistication with respect to investments (i.e., Mr. Pickard, Dr. Colvin, and Mr. Zimmerman hold economic degrees from prestigious schools and were taught by Nobel Prize winning economics professors), the Trustees were considered “sophisticated investors.”

long-term investments. At all times, the Trustees acted prudently and entered into the investments taking into account the best interests of the plan participants.

DESCRIPTION OF THE INVESTMENTS IN THE PARTNERSHIPS

From time to time, the Partnerships have made allocations of net profits and income distributions to the Profit Sharing Plan. However, the Partnerships are generally not readily tradable. Below is a brief description of each Partnership investment currently held by the LLC for the Profit Sharing Plan:

WAI was formed for the purpose of owning, renovating, operating and managing residential apartment complexes in Texas and Georgia. On April 30, 1992, the Profit Sharing Plan purchased a 0.60% Partnership interest in WAI for \$150,000. During its ownership of such interest, the Profit Sharing Plan has received total income of \$199,368, which has been allocated to the accounts of participants on a pro rata basis, and it has incurred total expenses of \$0. Therefore, the Profit Sharing Plan's adjusted cost with respect to its investment in WAI is \$0 and its profit is \$49,368. As of July 30, 2004, Houlihan, a qualified, independent appraiser, placed the fair market value of the Profit Sharing Plan's interest in WAI at \$60,000. Thus, the Applicants propose to purchase the interest in WAI for its fair market value. To the extent there are any material changes in the value of the Partnership interest at the time of sale, the Applicants will make appropriate adjustments to the sale price.

WHVA was formed for the purpose of operating a hotel in Martha's Vineyard. In 1991, the Profit Sharing Plan purchased a 0.1645% interest in WHVA for \$50,000. During its ownership of WHVA, the Profit Sharing Plan has received total income of \$26,377, which has been allocated to the accounts of participants on a pro rata basis, and it has incurred total expenses of \$0. Therefore, the Profit Sharing Plan's adjusted cost with respect to its investment in WHVA is \$23,623, which is also the book value of such Partnership interest. As of July 30, 2004, Houlihan, a qualified, independent appraiser, placed the fair market value of the Profit Sharing Plan's interest in WHVA at \$20,000. Because the book value of the Partnership interest is \$3,623 greater than its fair market value, the Applicants will purchase the WHVA interest for its book value to the extent there are no material changes in the fair market value of such investment at the time of the sale.

WF III and WF IV were both formed as Venture Capital Limited Partnerships for the purposes of investing in "Development Stage" companies that are listed at "Fair Value," as prepared by their partners.

From December 1993 until December 2002, the Profit Sharing Plan contributed \$200,000 to WF III. During its ownership of the Partnership interest in WF III, the Profit Sharing Plan has received distributions of \$227,107, which have been allocated to the accounts of participants on a pro rata basis, and it has incurred total expenses of \$0. Based upon the foregoing, currently, the Profit Sharing Plan's adjusted cost with respect to its investment in WF III is \$0 and its profit is \$27,107. As of July 30, 2004, Houlihan placed the fair market value of the Profit Sharing Plan's interest in WF III at \$43,000. Thus, the

Applicants propose to purchase the interest in WF III for its fair market value. To the extent there are any material changes in the value of the Partnership interest at the time of sale, the Applicants will make appropriate adjustments to the sale price.

From November 1998 until January 2005, the Profit Sharing Plan contributed \$437,500 to WF IV. During its ownership of the Partnership interest in WF IV, the Profit Sharing Plan has received distributions of \$49,513, which have been allocated to the accounts of participants on a pro rata basis, and it has incurred total expenses of \$0. Based upon the foregoing, the Profit Sharing Plan's adjusted cost with respect to its investment in WF IV is \$387,987 and its book value is \$231,967. As of July 30, 2004, Houlihan placed the fair market value of the Profit Sharing Plan's interest in WF IV at \$184,000. To the extent there are no material changes in the fair market value of the Partnership interest on the date of the sale, the Applicants will purchase the Profit Sharing Plan's interest in WF IV for its book value price of \$231,967, which is \$47,967 greater than its fair market value.

Although each Partnership agreement sets forth transfer restrictions, the Applicants have negotiated with the General Partner/Managing Partner of each entity and have received waivers of these transfer restrictions. To avoid the problem of selling fractional interests in the Partnerships to the Applicants, the Profit Sharing Plan created the LLC as a separate legal entity to hold such interests. Once the interests are transferred from the Profit Sharing Plan to the LLC, they will be sold as "LLC Units" to the Applicants for an aggregate sale price reflecting (1) the fair market value of the Profit Sharing Plan's interests in WAI and WF III, as determined by Houlihan; and (2) the book value of the Profit Sharing Plan's interests in WHVA and WF IV, to the extent the book value is greater than the fair market value of such interests, as determined by Houlihan.

PTCE-96-62 SUBMISSION REQUIREMENTS

The Profit Sharing Plan will incur no fees, commissions or other costs in connection with the sale. Thus, it is represented that the Proposed Transaction will pose little, if any, risk of abuse or loss to the participants and beneficiaries of the Profit Sharing Plan. Afterwards, the LLC will continue to operate as an entity owned by the Applicants.

The Applicants have identified as substantially similar to the Proposed Transaction, the following individual exemptions granted by the Department within the past 120 months and the following transaction which received final authorization from the Department under PTCE 96-62 within the past 60 months:

- Prohibited Transaction Exemptions (PTEs) --

PTE 99-18; State Bankshares, Inc. 401(k) Profit Sharing Plan, 64 FR 24423 (May 6, 1999).

PTE 99-48; Information Systems Development, Inc. Employees Profit Sharing Plan, 64 FR 70748 (December 17, 1999)

PTE 2000-04; TMI Systems Design Corporation 401(k) Profit Sharing Plan, 65 FR 4854 (February 1, 2000)

- Final Authorization 2004-12E; E-00356; Profit Sharing Plan and Trust for Employees of Georgia Crown Distributing Company (June 25, 2004)

As a person who may be affected by the Proposed Transaction, you have the right to comment. Written comments should be addressed to:

Office of Exemption Determinations
Employee Benefits Security Administration
U.S. Department of Labor
200 Constitution Avenue, N.W.
Room N-5649
Washington, D.C. 20210
Attention: Submission No. E-00430

Comments may also be submitted by facsimile to 202/219-0204 or by E-mail to Ansari.Arjumand@dol.gov.

The comment period will close on March 20, 2005. Final authorization of the Proposed Transaction will not occur until the Department reviews all comments received in response to this Notice.