

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM399458

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT		
EFFECTIVE DATE:	11/30/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JACOB & SUNDSTROM, INC.		11/30/2009	Corporation: MARYLAND
RECEIVING PARTY DATA			
Name:	ICF CONSULTING GROUP, INC.		
Street Address:	9300 Lee Highway		
City:	Fairfax		
State/Country:	VIRGINIA		
Postal Code:	22031		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3016856	GROUPASSURE	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	cthompson@fredlaw.com		
Correspondent Name:	Courtney Thompson		
Address Line 1:	200 South 6th Street		
Address Line 4:	Minneapolis, MINNESOTA 55402		
NAME OF SUBMITTER:	Courtney Thompson		
SIGNATURE:	/Courtney Thompson/		
DATE SIGNED:	09/22/2016		
Total Attachments: 4			
source=Chain of Title GROUPASSURE#page1.tif			
source=Chain of Title GROUPASSURE#page2.tif			
source=Chain of Title GROUPASSURE#page3.tif			
source=Chain of Title GROUPASSURE#page4.tif			

OP \$40.00 3016856

STOCK PURCHASE AGREEMENT

THIS STOCK PURCHASE AGREEMENT, dated as of November 30, 2009 (this "Agreement"), is entered into by and among JACOB & SUNDSTROM, INC., a Maryland corporation ("Company"), WILLIAM C. JACOB, JR. ("Jacob"), R. KERRY SUNDSTROM ("Sundstrom"), and ICF CONSULTING GROUP, INC., a Delaware Corporation ("Buyer"), and ICF INTERNATIONAL, INC., a Delaware corporation ("Buyer Parent"). Jacob and Sundstrom are each referred to individually in this Agreement as a "Seller" and collectively as the "Sellers."

EXPLANATORY STATEMENTS

A. Sellers collectively own all of the issued and outstanding shares of capital stock (the "Shares") of the Company.

B. Sellers desire to sell to Buyer, and Buyer desires to purchase from Sellers, on the terms and subject to the conditions set forth in this Agreement, the Shares.

AGREEMENT

NOW, THEREFORE, in consideration of the premises and mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereto agree as follows:

ARTICLE II PURCHASE AND SALE; CLOSING

Section 2.1. *Purchase and Sale of Shares.* At the Closing, upon the terms and subject to the conditions set forth in this Agreement, Sellers shall sell, transfer, assign and convey to Buyer and Buyer shall purchase from Sellers, the Shares free and clear of all Liens or restrictions on transfer other than transfer restrictions imposed thereon by applicable securities Laws.

(d) Set forth on Schedule 3.15(d), is a complete list of all material licenses, sublicenses and other Contracts as to which the Company is a party and pursuant to which the Company or any other Person is authorized to use any Company Proprietary Right (excluding "end-user licenses") material to the business of the Company, and includes the identity of all parties thereto, a description of the nature and subject matter thereof, the applicable royalty and the term thereof.

IN WITNESS WHEREOF this Agreement has been duly executed and delivered by each Party as of the date first above written.

COMPANY: JACOB & SUNDSTROM, INC.

By: William C. Jacob, Jr.
Name: William C. Jacob, Jr.
Title: President

SELLERS:

William C. Jacob, Jr.
William C. Jacob, Jr.

R. Kerry Sundstrom
R. Kerry Sundstrom

BUYER: ICF CONSULTING GROUP, INC.

By: _____
Name: Alan Stewart
Title: Chief Financial Officer, Senior Vice
President and Secretary

BUYER PARENT: ICF INTERNATIONAL, INC.

By: _____
Name: Alan Stewart
Title: Chief Financial Officer, Senior Vice
President and Secretary

IN WITNESS WHEREOF this Agreement has been duly executed and delivered by each Party as of the date first above written.

COMPANY: JACOB & SUNDSTROM, INC.

By: _____
Name: _____
Title: _____

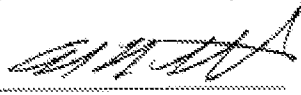
SELLERS:

William C. Jacob, Jr.


R. Kerry Sundstrom

BUYER:

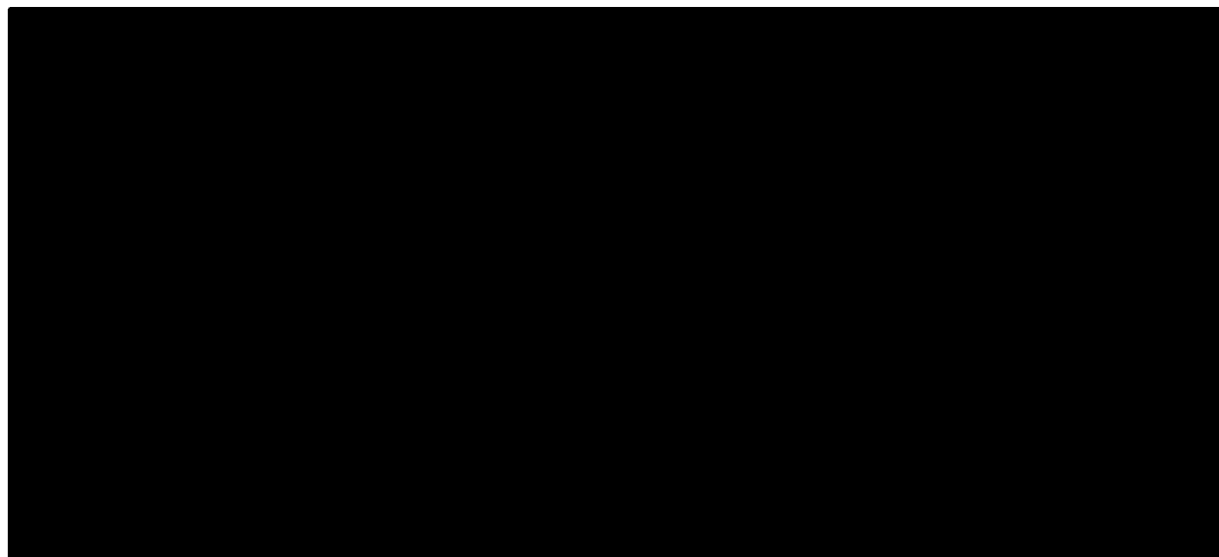
ICF CONSULTING GROUP, INC.

By: 
Name: Alan Stewart
Title: Chief Financial Officer, Senior Vice
President and Secretary

BUYER PARENT: ICF INTERNATIONAL, INC.

By: 
Name: Alan Stewart
Title: Chief Financial Officer, Senior Vice
President and Secretary

Schedule 3.15(c)
Intellectual Property



- d. GroupAssure
 - i. Registered: United States Patent and Trademark Office
 - ii. Reg. No.: 3,016,856
 - iii. Owner: Jacob & Sundstrom, Inc.

