

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM447320

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ICF Resources, LLC		05/17/2017	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	PNC Bank, National Association		
Street Address:	500 First Avenue, 4th Floor		
Internal Address:	Commercial Lending Services/DCC (P7-PFSC-04-L)		
City:	Pittsburgh		
State/Country:	PENNSYLVANIA		
Postal Code:	15219		
Entity Type:	National Banking Association: UNKNOWN		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	3956394	BEACON	
Registration Number:	3866872	BEACON HOME ENERGY ADVISOR	
Registration Number:	4203920	BUILDING ENERGY ANALYSIS CONSOLE	
Registration Number:	3626516	CITYTECH	
Registration Number:	3714158	CITYTECH	
Registration Number:	3451546	GAS MARKET MODEL	
Registration Number:	2959175	GEMS	
Registration Number:	3463303	GMM	
Registration Number:	2459391	IPM	
CORRESPONDENCE DATA			
Fax Number:	3012302891		
<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>			
Phone:	3012550558		
Email:	NMANNING@SHULMANROGERS.COM		
Correspondent Name:	NANCY MANNING		
Address Line 1:	12505 Park Potomac Avenue, 6th Floor		
Address Line 4:	Potomac, MARYLAND 20854		

OP \$240.00 3956394

NAME OF SUBMITTER:	Nancy Manning
SIGNATURE:	/s/Nancy Manning
DATE SIGNED:	10/16/2017
Total Attachments: 16 source=Assignment of IP Security Interest (PNC) - Guarantors - 05-17-2017#page1.tif source=Assignment of IP Security Interest (PNC) - Guarantors - 05-17-2017#page2.tif source=Assignment of IP Security Interest (PNC) - Guarantors - 05-17-2017#page3.tif source=Assignment of IP Security Interest (PNC) - Guarantors - 05-17-2017#page4.tif source=Assignment of IP Security Interest (PNC) - Guarantors - 05-17-2017#page5.tif source=Assignment of IP Security Interest (PNC) - Guarantors - 05-17-2017#page6.tif source=Assignment of IP Security Interest (PNC) - Guarantors - 05-17-2017#page7.tif source=Assignment of IP Security Interest (PNC) - Guarantors - 05-17-2017#page8.tif source=Assignment of IP Security Interest (PNC) - Guarantors - 05-17-2017#page9.tif source=Assignment of IP Security Interest (PNC) - Guarantors - 05-17-2017#page10.tif source=Assignment of IP Security Interest (PNC) - Guarantors - 05-17-2017#page11.tif source=Assignment of IP Security Interest (PNC) - Guarantors - 05-17-2017#page12.tif source=Assignment of IP Security Interest (PNC) - Guarantors - 05-17-2017#page13.tif source=Assignment of IP Security Interest (PNC) - Guarantors - 05-17-2017#page14.tif source=Assignment of IP Security Interest (PNC) - Guarantors - 05-17-2017#page15.tif source=Assignment of IP Security Interest (PNC) - Guarantors - 05-17-2017#page16.tif	

EXECUTION VERSION

ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY INTEREST
(GUARANTORS)

ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY INTEREST, dated as of May 17, 2017 (this "Assignment"), made by the Guarantor signatories hereto, and each other "Guarantor" party from time to time to the hereinafter defined Guaranty Agreement (collectively, the "Guarantors") in favor of PNC BANK, NATIONAL ASSOCIATION ("PNC Bank"), acting in the capacity as administrative agent for the hereinafter defined Lenders ("Administrative Agent").

WITNESSETH:

WHEREAS, pursuant to that certain Fifth Amended and Restated Business Loan and Security Agreement dated as of the date hereof (as the same may be modified, amended or restated from time to time, the "Loan Agreement"), by and among (a) ICF International, Inc., a Delaware corporation, ICF Consulting Group, Inc., a Delaware corporation, and each other "Borrower" party thereto from time to time (collectively, the "Borrowers"), (b) the Administrative Agent, and (c) PNC Bank, acting in its capacity as the Swing Line Lender and as a Lender, and each other "Lender" party thereto from time to time (the "Lenders"), the Borrowers obtained certain loans and other financial accommodations from the Lenders (collectively, the "Credit Facility");

WHEREAS, pursuant to that certain Continuing Guaranty of Payment dated as of the date hereof (as the same may be modified, amended or restated from time to time, the "Guaranty Agreement"), made by the Guarantors in favor of the Administrative Agent for the benefit of the Lenders, the Guarantors guaranteed the payment and performance of all debts, liabilities and obligations of the Borrowers set forth in or contemplated by the Loan Agreement (collectively, the "Guaranteed Obligations");

WHEREAS, the payment and performance of the Guaranteed Obligations is secured by, among other things, certain collateral described in that certain Intellectual Property Security Agreement dated the date hereof (as the same may be modified, amended or restated from time to time, the "IP Security Agreement"); and

WHEREAS, to further evidence and perfect the Administrative Agent's lien on the Collateral (as defined in the IP Security Agreement), the Guarantors have agreed to execute and deliver this Assignment to the Administrative Agent.

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

I. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Loan Agreement, Guaranty Agreement or IP Security Agreement (as applicable).

II. GRANT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY. To secured the Guaranteed Obligations, the Guarantors hereby assign and transfer to the Administrative Agent and hereby grants to the Administrative Agent, for the ratable benefit of the Lenders, a continuing security interest in all of each Guarantor's right, title and interest in, to and under all patents, patent applications, trademarks, trademark applications, copyrights, copyright applications, trade names, trade secrets and licenses owned or utilized by such Guarantor (collectively, the "Intellectual Property Collateral"), including the patents, patent applications, trademarks, trademark applications, copyrights, copyright applications,

trade names, trade secrets and licenses set forth on Schedule A attached to this Assignment. It is expressly understood and agreed that the foregoing grant and conveyance of a security interest in the Intellectual Property Collateral is in addition to or confirmation of (and not replacement of) the grant and conveyance of a security interest in the Intellectual Property Collateral which was previously made pursuant to or in accordance with the Existing Loan Agreement and the IP Security Agreement; that the liens created by such prior grant and conveyance of a security interest in the Intellectual Property Collateral remain in full force and effect; and that the grant of and conveyance of a security interest in the Intellectual Property Collateral pursuant hereto shall be supplemental to such prior grant and conveyance. The parties hereto agree that this Assignment is given as a continuation, modification and extension of the IP Security Agreement and shall not constitute a novation thereof.

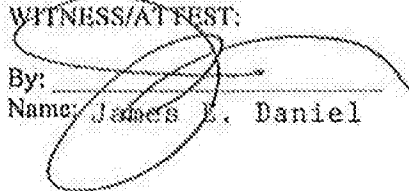
III. SECURITY AGREEMENT. The Guarantors hereby acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Intellectual Property Collateral made and granted hereby are more fully set forth in the IP Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[Remainder Of Page Intentionally Left Blank]

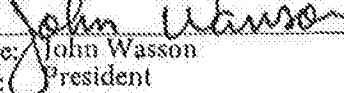
IN WITNESS WHEREOF, the each of the Guarantors has caused this Assignment to be executed and delivered by its duly authorized officer as of the date first set forth above.

GUARANTORS:

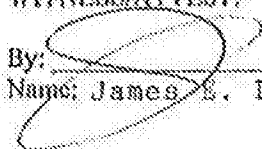
WITNESS/ATTEST:

By: 
Name: James E. Daniel

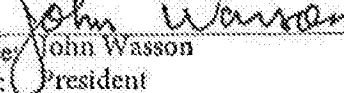
ICF RESOURCES, LLC

By:  (SEAL)
Name: John Wasson
Title: President

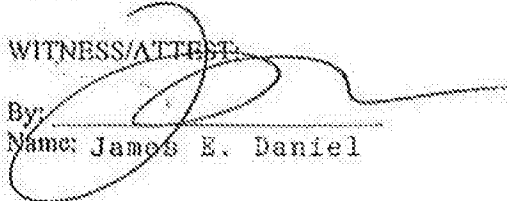
WITNESS/ATTEST:

By: 
Name: James E. Daniel

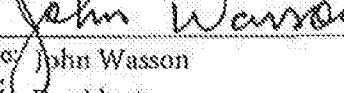
ICF INCORPORATED, LLC

By:  (SEAL)
Name: John Wasson
Title: President

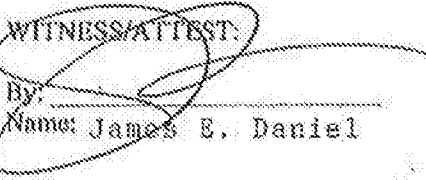
WITNESS/ATTEST:

By: 
Name: James E. Daniel

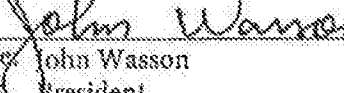
ICF JONES & STOKES, INC.

By:  (SEAL)
Name: John Wasson
Title: President

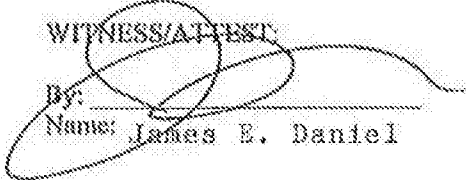
WITNESS/ATTEST:

By: 
Name: James E. Daniel

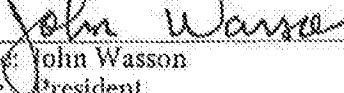
ICF MACRO, INC.

By:  (SEAL)
Name: John Wasson
Title: President

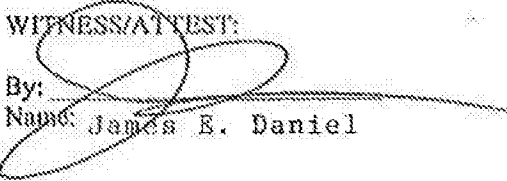
WITNESS/ATTEST:

By: 
Name: James E. Daniel

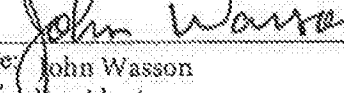
OLSON + CO., INC.

By:  (SEAL)
Name: John Wasson
Title: President

WITNESS/ATTEST:

By: 
Name: James E. Daniel

ICF Z-TECH, INC.

By:  (SEAL)
Name: John Wasson
Title: President

[Signature Pages to the Assignment of Intellectual Property Security Interest (Guarantors)]

Schedule A

GUARANTOR

INTELLECTUAL
PROPERTY

REGISTRATION
NUMBER (OR
APPLICATION
SERIAL NUMBER)

REGISTRATION
(OR FILING DATE)

GUARANTOR TRADEMARKS

Trademark List by Trademark

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Registration Number	Registration Date	Publication Number	Publication Date	Status	Next Renewal
-----------	-------------	---------	---------	-----------	--------------------	---------------------	-------------------	--------------------	------------------	--------	--------------

BEACON	73149,36,1	United States of America	OKD		77/550,692	3,956,394	10-May-2011	22-Feb-2011		Registered	10-May-2021
--------	------------	--------------------------	-----	--	------------	-----------	-------------	-------------	--	------------	-------------

Owner: ICF Resources, LLC
 Client: ICF International, Inc.

Attorneys: JCP, LR
 Client Ref:

Agent:
 Classes: 35 Int

Agent Ref:

Goods: 35 Int
 Consulting services in the field of energy efficiency and energy use management through the analysis, assessment and evaluation of energy consumption demands and costs in buildings

Trademark List by Trademark

Trademark	Case Number	Country	Sat/Case	Application Number	Publication Number	Registration Number	Status
			Case Type	Filing Date	Publication Date	Registration Date	Next Renewal
BEACON HOME ENERGY ADVISOR	73149.351	United States of America	ORD	08-Mar-2010	10-Aug-2010	26-Oct-2010	Registered Next Renewal
				77955296		3866872	
Owner: ICF Resources, LLC							
Client: ICF International, Inc.							
Agent:							
Classes: 42 Int.							
Goods: 42 Int.							
Providing a web site featuring temporary use of non-downloadable software allowing web site users to upload building physical description data and energy consumption data for analysis and calculation of baseline energy consumption and calculation of energy savings, and the preparation of a recommendations report thereon							
BUILDING ENERGY ANALYSIS	73149.341	United States of America	ORD	13-Mar-2012		04-Sep-2012	Registered
CONSOLE							04-Sep-2022
Owner: ICF Resources, LLC							
Client: ICF International, Inc.							
Agent:							
Classes: 35 Int.							
Goods: 35 Int.							
Consulting services in the field of energy efficiency and energy use management through the analysis, assessment and evaluation of energy consumption							

Trademark List by Trademark

Trademark	Case Number	Country	Sub/Case	Application Number	Publication Number	Registration Number	Status
			Case Type	Filing Date	Publication Date	Registration Date	Next Renewal
CITYTECH	73149-321	United States of America	ORD	77592440	10-Mar-2009	26-May-2009	Registered 26-May-2019
	Owner: ICF Resources, LLC						Attorneys: JCP, LR
	Client: ICF International, Inc.						Client Ref:
	Agent:						Agent Ref:
	Classes: 42 Int.						
	Goods: 42 Int.						information technology consulting services, namely, consulting, design, and computer programming in the areas of Enterprise Content Management, Enterprise Portals, Services Oriented Architecture and Mobile Applications
CITYTECH & Design	73149-301	United States of America	ORD	77592311	08-Sep-2009	24-Nov-2009	Registered 24-Nov-2019
	Owner: ICF Resources, LLC						Attorneys: JCP, LR
	Client: ICF International, Inc.						Client Ref:
	Agent:						Agent Ref:
	Classes: 42 Int.						
	Goods: 42 Int.						Information technology consulting services, namely, consulting, design, and computer programming in the areas of Enterprise Content Management, Enterprise Portals, Services Oriented Architecture and Mobile Applications.

Trademark List by Trademark

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
-----------	-------------	---------	---------	-----------	--------------------	-------------	--------------------	------------------	---------------------	-------------------	--------	--------------

COMMENTWORKS	73149-28.1	United States of America	ORD	ORD	78725061	03-Oct-2005	27-Jun-2006		3218951	13-Mar-2007	Registered	13-Mar-2027
--------------	------------	--------------------------	-----	-----	----------	-------------	-------------	--	---------	-------------	------------	-------------

Owner: ICF Incorporated LLC
 Client: ICF International, Inc.

Agent:
 Classes: 09 Int

Goods: 09 Int Computer software for use by organizations to collect, share, analyze, and track public comments submitted in response to proposed regulations, environmental impact statements, or other initiatives through the use of web, database, and text management tools which enable the user to receive comments and answers to questions submitted through a web site; to post the comments and answers by issue or topic; to draft, edit, as well as approve categorize comments and answers by issue or topic; to report on comments and answers, issues, or the status of key milestones in the process.

COMMENTWORKS	73149-29.1	United States of America	ORD	ORD	78616367	25-Oct-2004	27-Dec-2005		31669873	21-Mar-2006	Registered	21-Mar-2026
--------------	------------	--------------------------	-----	-----	----------	-------------	-------------	--	----------	-------------	------------	-------------

Owner: ICF Incorporated LLC
 Client: ICF International, Inc.

Agent:
 Classes: 35 Int, 42 Int

Trademark List by Trademark

Case Number	Sub-Case	Application Number	Publication Number	Registration Number	Status
Country	Case Type	Filing Date	Publication Date	Registration Date	Next Renewal

Goods: 35 Int.

Business consulting services for others related to web-based software tools for collecting, sharing, analyzing, and tracking comments and answers to questions submitted in response to proposed regulations, environmental impact statements, or other initiatives, including analysis of issues raised in the comments/answers; business management consulting in re-engineering business processes for processing and analyzing public comments, and surveys.

42 Int.

Consulting on related regulatory issues, namely, reviewing standards and practices to assure compliance with administrative laws, requirements and regulations in a wide variety of fields; scanning and converting comments into a suitable electronic format, namely document data transfer and physical conversion services from one media to another; application service provider (ASP), namely, hosting computer software applications featuring software for use by organizations to collect, share, analyze, and track public comments submitted in response to proposed regulations, environmental impact statements, or other initiatives through the use of web, database, and text management tools which enable the user to receive comments and answers to questions submitted through a web site, to post the comments/answers and other relevant documents to the web site, to categorize comments/answers by issue or topic, to draft, edit, as well as approve comment summaries and responses and to report on comments/answers, issues, or the status of key milestones in the process; technical support services, namely, troubleshooting of computer hardware and software problems.

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Publication Base	Registration Number	Status
					Filing Date		Registration Date	Next Renewal
GAS MARKET MODEL	73149-43.1	United States of America	ORD		777/109,794	16-Feb-2007	3451,346	Registered 17-Jun-2018
	Owner: ICF Resources, LLC Client: ICF International, Inc. Agent:							
	Classes: 35 Int., 36 Int., 39 Int., 45 Int. Goods: 35 Int. Consultation services for others featuring market analysis of demand and cost-price analysis in the natural gas industry. 36 Int. Financial consultation services for others in the natural gas industry. 39 Int. Transportation, storage, and natural gas supplying consultation services for others in the natural gas industry. 45 Int. Licensing of computer software for the modeling and comprehensive assessment of the natural gas industry, including analysis of supply, demand, transportation, storage, and market integration of natural gas.							
GERMS	73149-42.1	United States of America	ORD		765/74,281	08-Feb-2004	2,959,175	Registered 07-Jun-2015
	Owner: ICF Resources, LLC Client: ICF International, Inc. Agent:							
	Classes: 09 Int. Goods: 09 Int. Computer software featuring a suite of analytical software tools for identifying greenhouse gas emissions by source and technology, for establishing greenhouse gas emissions baseline, for quantifying greenhouse gas emission impacts based on technology/process investments, for quantifying and evaluating greenhouse gas emissions reductions, reduction credits, costs and economics, and for producing reports thereon.							
	Attorney: ICF, LR Client Ref: Agent Ref:							

Trademark List by Trademark

Trademark	Case Number	Country	SubCase	Application Number	Publication Number	Registration Number	Status
			Case Type	Filing Date	Publication Date	Registration Date	Next Renewal
GMM	73149401	United States of America	GRD	77109828 16-Feb-2007	08-Jan-2008	3463303 08-Mar-2008	Registered 08-Jun-2018
	<p>Owner: ICF Resources, LLC Agent: ICF International, Inc.</p> <p>Attorneys: JCF, LR Client Ref:</p> <p>Agent Ref:</p> <p>Classes: 35 Int., 36 Int., 39 Int., 45 Int.</p>						
	<p>Goods: 35 Int. Consultation services for others featuring market analysis of demand and cost-price analysis in the natural gas industry.</p> <p>36 Int. Financial consultation services for others in the natural gas industry.</p> <p>39 Int. Transportation, storage, and natural gas supplying consultation services for others in the natural gas industry.</p> <p>45 Int. Licensing of computer software for the modeling and comprehensive assessment of the natural gas industry, including analysis of supply, demand, transportation, storage, and market integration of natural gas.</p>						

Thursday, May 4, 2017

Trademark List by Trademark

Page 8

Case Number	Country	SubCase	Application Number	Publication Number	Registration Number	Status
Country	Case Type	Filing Date	Publication Date	Registration Date	Next Renewal	

HEALTHFINDER	73149.38.1	Canada	ORD	1099164	11-Apr-2001	09-Oct-2002	TMAA585072	11-Jul-2002	Registered	11-Jul-2018
--------------	------------	--------	-----	---------	-------------	-------------	------------	-------------	------------	-------------

Owner: ICF Macro, Inc.
 Client: ICF International, Inc.
 Agent: PINLAYSON & SINGLEHURST
 Classes: 42 Int.
 Goods: 42 Int. Computer services, namely, providing database in the health field for referrals to health information and health sources; providing health information.

IPM	73149.9.1	United States of America	ORD	75883523	30-Dec-1999	20-Mar-2001	2459391	12-Jan-2001	Registered	12-Jan-2021
-----	-----------	--------------------------	-----	----------	-------------	-------------	---------	-------------	------------	-------------

Owner: ICF Resources, LLC
 Client: ICF International, Inc.
 Agent:
 Classes: 42 Int.
 Goods: 42 Int. Consulting services for others in the power utility industry for the assessment and forecast of the market price for power, including analysis of unit operational constraints, fuel price, and inter-regional power trading.

MACRO INTERNATIONAL INC.	73149.7.1	United States of America	ORD	75842388	25-Aug-1998	27-Jul-1999	2287775	19-Oct-1999	Registered	19-Oct-2019
--------------------------	-----------	--------------------------	-----	----------	-------------	-------------	---------	-------------	------------	-------------

Owner: ICF Macro, Inc.
 Client: ICF International, Inc.
 Attorney: JCP, LR.
 Client Ref:

Agent:

Classes: 35 Int.

Goods: 35 Int.

Business management and consulting services for government and business.

Agent Ref:

GUARANTOR COPYWRITES

Owner	Title	Registration No.	Reg. Date
ICE Resources, Inc.	ICE Integrated Planning Model (IPM)	TX0002792543	11/17/2001
ICE Resources, Inc.	Integrated Planning Model version 8.0	TX0002911335	11/17/2001
ICE Resources, Inc.	Copyright Assignment V345SD836: WPM4 & 3 aka Wholesale power market model version 4.3	TX0003930187	11/17/2001
ICE Resources, Inc.	Copyright Assignment V345SD876: WPM4 1.0 aka Wholesale integrated power model version 1.0	TX0003945313	11/17/2001
ICE Resources, Inc.	Suk Power Outlook: The West	TX0003972954	1/26/2001
ICE Resources, Inc.	Suk Power Outlook: The Northeast	TX0001010924	7/24/2001
ICE Resources, Inc.	Suk Power Outlook: National Summary	TX0001049513	7/24/2001
ICE Resources, Inc.	Suk Power Outlook: The Southeast	TX0001049515	7/24/2001
ICE Resources, Inc.	European Wholesale power outlook Vol 1, Italy, Austria, Switzerland and Greece	TX0001049517	7/24/2001
ICE Resources, Inc.	Suk Power Outlook: The Midwest	TX0001049519	7/24/2001

TRADEMARK

REEL: 006182 FRAME: 0196

RECORDED: 10/16/2017