

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM839346

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST IN TRADEMARKS recorded at Reel 7737 / Frame 0096		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PNC BANK, NATIONAL ASSOCIATION		09/12/2023	National Banking Association:
RECEIVING PARTY DATA			
Name:	ICF INTERNATIONAL, INC.		
Street Address:	1902 Reston Metro Plaza		
City:	Reston		
State/Country:	VIRGINIA		
Postal Code:	20190		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3641095	TALLY	
Registration Number:	5346921	ANTHROLYTICS	
Registration Number:	5418781	OLSON ANTHROLYTICS	
Registration Number:	5355703	THINK LIKE PEOPLE	
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>			
Phone:	3124564206		
Email:	rsiddiqui@sidley.com		
Correspondent Name:	Raza Siddiqui		
Address Line 1:	One South Dearborn		
Address Line 2:	Sidley Austin LLP		
Address Line 4:	Chicago, ILLINOIS 60603		
ATTORNEY DOCKET NUMBER:	071669-10100		
NAME OF SUBMITTER:	Raza Siddiqui		
SIGNATURE:	/razasiddiqui/		
DATE SIGNED:	09/14/2023		

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Total Attachments: 4

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

This RELEASE OF SECURITY INTEREST IN TRADEMARKS (this “**Release**”), is made effective as of September 12, 2023, by PNC BANK, NATIONAL ASSOCIATION, as Administrative Agent (the “**Administrative Agent**”), in favor of ICF INTERNATIONAL, INC., a Delaware corporation (“**ICFI**”), ICF CONSULTING GROUP, INC., a Delaware corporation (“**ICFC**”), ICF RESOURCES, L.L.C., a Delaware limited liability company (“**ICF Resources**”), ICF MACRO, INC., a Delaware corporation (“**ICF Macro**”), and ICF NEXT, INC., a Minnesota corporation (“**ICF Next**”, and together with ICFI, ICFC, ICF Resources, and ICF Macro, each a “**Grantor**”, and collectively, the “**Grantors**”).

WHEREAS, pursuant to that certain (i) Security Agreement, dated as of May 6, 2022 (as amended, supplemented, amended and restated or otherwise modified from time to time, the “**Security Agreement**”), by and among, *inter alia*, Grantors and Administrative Agent and (ii) that certain Trademark Security Agreement, dated as of May 6, 2022 (as amended, supplemented, amended and restated or otherwise modified from time to time, the “**TSA**”), by and among Grantors and Administrative Agent, Grantors mortgaged, pledged and hypothecated to the Administrative Agent, and granted to the Administrative Agent a security interest in, for its benefit and the benefit of each Secured Party, the Trademark Collateral, including the trademarks described on Schedule A hereto (the trademarks described on Schedule A hereto, collectively, the “**Released Trademarks**”);

WHEREAS, the TSA was recorded in the United States Patent and Trademark Office on May 30, 2022, at Reel 7737 / Frame 0096;

WHEREAS, the Released Trademarks have been sold in connection with that certain Asset Purchase Agreement, dated as of July 21, 2023 (the “**Purchase Agreement**”), by and among Experience & Engagement, LLC, a Delaware limited liability company, as buyer (“**Buyer**”), ICF Resources, ICF Next and ICF Next North America, Inc., an Ontario, Canada corporation and a wholly-owned subsidiary of ICF Next; and

WHEREAS, Administrative Agent wishes to release its security interest in the Released Trademarks and the Trademark Collateral associated with the Released Trademarks.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the Administrative Agent hereby agrees as follows:

1. **Definitions.** Unless otherwise defined herein or the context otherwise requires, terms used in this Release, including its preamble and recitals, have the meanings provided or provided by reference in the Security Agreement and TSA, as applicable.

2. **Release.** Administrative Agent, without warranty as to status of title or priority of the encumbrances being hereby released, hereby releases, discharges, terminates and cancels all right, title and interest it has or may have in each of the Released Trademarks and the Trademark Collateral associated with the Released Trademarks, including, without limitation, any security interest it may have in such Released Trademarks and the Trademark Collateral associated with the Released Trademarks. This Release shall not have any effect with respect to any Trademark Collateral other than the Released Trademarks and the Trademark Collateral associated with the Released Trademarks, and shall not affect the TSA or any rights, titles, interests and security interests granted thereby (all of which shall continue

in full force and effect), except as explicitly provided in this Release with respect to the Released Trademarks and the Trademark Collateral associated with the Released Trademarks.

3. Recordation. Administrative Agent authorizes the filing of this Release with the United States Patent and Trademark Office, at the sole expense of Grantors, to evidence and effectuate the release of the Released Trademarks and the Trademark Collateral associated with the Released Trademarks.

4. Choice of Law. This Release shall be governed by and construed in accordance with the internal Laws of the State of New York without regard to its conflict of laws principles.

[SIGNATURES ON FOLLOWING PAGE]

[SIGNATURE PAGE TO RELEASE OF SECURITY INTEREST IN TRADEMARKS]

IN WITNESS WHEREOF, the Administrative Agent has caused this Release of Security Interest in Trademarks to be executed by its duly authorized officer, as of the date first written above.

**PNC BANK, NATIONAL
ASSOCIATION,**
as Administrative Agent

By: 

Name: Eric H. Williams

Title: Senior Vice President

SCHEDULE A
TO
RELEASE OF SECURITY INTEREST IN TRADEMARKS

**LIST OF RELEASED
TRADEMARKS**

Grantor	Trademark	U.S. Serial No.	U.S. Registration No.
ICF International, Inc.	TALLY	77556220	3641095
ICF International, Inc.	ANTHROLYTICS	86909669	5346921
ICF International, Inc.	OLSON ANTHROLYTICS	86910566	5418781
ICF International, Inc.	Think Like People	86909660	5355703