

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. \_\_)\***

**ICF International, Inc.**

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(Name of Issuer)

**Common Stock, \$.001 par value**

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(Title of Class of Securities)

**44925C 10 3**

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(CUSIP Number)

**December 31, 2006**

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**1 NAMES OF REPORTING PERSONS:**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Joel R. Jacks

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)

(b)

**3 SEC USE ONLY:**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION:**

USA

**5 SOLE VOTING POWER:**

NUMBER OF SHARES 6,652

**6 SHARED VOTING POWER:**

BENEFICIALLY OWNED BY EACH 7,233,613

**7 SOLE DISPOSITIVE POWER:**

REPORTING PERSON 6,652

**8 SHARED DISPOSITIVE POWER:**

WITH

7,233,613

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

7,240,265

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):**

52.4%

**12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):**

IN

**1 NAMES OF REPORTING PERSONS:**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Peter M. Schulte

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)

(b)

**3 SEC USE ONLY:**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION:**

USA

**5 SOLE VOTING POWER:**

NUMBER OF SHARES 6,987

**6 SHARED VOTING POWER:**

BENEFICIALLY OWNED BY EACH 7,233,613

**7 SOLE DISPOSITIVE POWER:**

REPORTING PERSON 6,987

**8 SHARED DISPOSITIVE POWER:**

WITH

7,233,613

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

7,240,600

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):**

52.4%

**12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):**

IN

**1 NAMES OF REPORTING PERSONS:**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CM Equity Partners, L.P.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)

(b)

**3 SEC USE ONLY:**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION:**

USA

**5 SOLE VOTING POWER:**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**6 SHARED VOTING POWER:**

2,636,242

**7 SOLE DISPOSITIVE POWER:**

**8 SHARED DISPOSITIVE POWER:**

2,636,242

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

2,636,242

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):**

19.1%

**12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):**

PN

**1 NAMES OF REPORTING PERSONS:**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CMEP Co-Investment ICF, L.P.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)

(b)

**3 SEC USE ONLY:**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION:**

USA

**5 SOLE VOTING POWER:**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**6 SHARED VOTING POWER:**

3,131,586

**7 SOLE DISPOSITIVE POWER:**

**8 SHARED DISPOSITIVE POWER:**

3,131,586

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

3,131,586

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):**

22.7%

**12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):**

PN

1 NAMES OF REPORTING PERSONS:

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CM Equity Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)

(b)

3 SEC USE ONLY:

4 CITIZENSHIP OR PLACE OF ORGANIZATION:

USA

5 SOLE VOTING POWER:

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER:

1,339,603

7 SOLE DISPOSITIVE POWER:

8 SHARED DISPOSITIVE POWER:

1,339,603

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

1,339,603

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

9.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

**1 NAMES OF REPORTING PERSONS:**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CM Equity Partners II Co-Investors, L.P.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)

(b)

**3 SEC USE ONLY:**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION:**

USA

**5 SOLE VOTING POWER:**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**6 SHARED VOTING POWER:**

126,182

**7 SOLE DISPOSITIVE POWER:**

**8 SHARED DISPOSITIVE POWER:**

126,182

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

126,182

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):**

0.9%

**12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):**

PN

**1 NAMES OF REPORTING PERSONS:**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CMLS GP, L.P.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)

(b)

**3 SEC USE ONLY:**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION:**

USA

**5 SOLE VOTING POWER:**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**6 SHARED VOTING POWER:**

5,767,828

**7 SOLE DISPOSITIVE POWER:**

**8 SHARED DISPOSITIVE POWER:**

5,767,828

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

5,767,828

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):**

41.7%

**12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):**

PN

**1 NAMES OF REPORTING PERSONS:**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CMLS General Partner, LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)

(b)

**3 SEC USE ONLY:**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION:**

USA

**5 SOLE VOTING POWER:**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**6 SHARED VOTING POWER:**

5,767,828

**7 SOLE DISPOSITIVE POWER:**

**8 SHARED DISPOSITIVE POWER:**

5,767,828

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

5,767,828

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):**

41.7%

**12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):**

PN

**1 NAMES OF REPORTING PERSONS:**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Lynx II GP, L.P.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)

(b)

**3 SEC USE ONLY:**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION:**

USA

**5 SOLE VOTING POWER:**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**6 SHARED VOTING POWER:**

1,339,603

**7 SOLE DISPOSITIVE POWER:**

**8 SHARED DISPOSITIVE POWER:**

1,339,603

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

1,339,603

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):**

9.7%

**12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):**

PN

**1 NAMES OF REPORTING PERSONS:**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

LPE II, LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)

(b)

**3 SEC USE ONLY:**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION:**

USA

**5 SOLE VOTING POWER:**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**6 SHARED VOTING POWER:**

1,339,603

**7 SOLE DISPOSITIVE POWER:**

**8 SHARED DISPOSITIVE POWER:**

1,339,603

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

1,339,603

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):**

9.7%

**12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):**

PN

**1 NAMES OF REPORTING PERSONS:**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

LPE II Co-Investors, LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)

(b)

**3 SEC USE ONLY:**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION:**

USA

**5 SOLE VOTING POWER:**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**6 SHARED VOTING POWER:**

126,182

**7 SOLE DISPOSITIVE POWER:**

**8 SHARED DISPOSITIVE POWER:**

126,182

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

126,182

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):**

0.9%

**12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):**

PN

**Item 1. (a) Name of Issuer**

ICF International, Inc.

**(b) Address of Issuer's Principal Executive Offices**

9300 Lee Highway  
Fairfax, Virginia 22031

**Item 2. (a) Name of Person Filing**

This Schedule 13G is filed on behalf of each the following persons pursuant to Rule 13d-1(k) promulgated by the Securities and Exchange Commission pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"):

Joel R. Jacks ("Jacks"),

Peter M. Schulte ("Schulte"),

CM Equity Partners, L.P.,

CMEP Co-Investment ICF, L.P.,

CM Equity Partners II, L.P.,

CM Equity Partners II Co-Investors, L.P.,

CMLS GP, L.P.,

CMLS General Partner, LLC,

Lynx II GP, L.P.,

LPE II, LLC and

LPE II Co-Investors, LLC.

(collectively, the "Reporting Persons").

The Reporting Persons may be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Exchange Act. The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described in this statement. Jacks and Schulte expressly disclaim beneficial ownership of securities not held directly except to the extent of their respective pecuniary interests therein.

**(b) Address of Principal Business Office or, if none, Residence**

The business address of each Reporting Person is 900 Third Avenue, 33<sup>rd</sup> Floor, New York, NY 10022.

**(c) Citizenship**

Each of Jacks and Schulte is a citizen of a United States. Each of CM Equity Partners, L.P., CMEP Co-Investment ICF, L.P., CM Equity Partners II, L.P., CM Equity Partners II Co-Investors, L.P., CMLS GP,

L.P. and Lynx II GP, L.P. is a Delaware limited partnership. Each of CMLS General Partner, LLC, LPE II, LLC and LPE II Co-Investors, LLC is a Delaware limited liability company.

**(d) Title of Class of Securities**

Common Stock, \$0.001 par value per share ("Common Stock").

**(e) CUSIP Number**

44925C 10 3

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

NOT APPLICABLE

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

The responses of each of the Reporting Persons with respect to rows 5, 6, 7, 8, 9 and 11 of the cover pages to this Schedule 13G are incorporated herein by reference. The percent of the Common Stock shown as beneficially owned by each Reporting Person is based on the 13,819,096 shares of Common Stock outstanding on October 27, 2006 reported on Issuer's Form 10-Q for the quarterly period ended September 30, 2006.

Each of CM Equity Partners, L.P., CMEP Co-Investment ICF, L.P., CM Equity Partners II, L.P. and CM Equity Partners II Co-Investors, L.P. is the record holder of the shares of Common Stock set forth on this Schedule 13G as beneficially owned by them. CMLS GP, L.P. is the general partner of CM Equity Partners, L.P. and CMEP Co-Investment ICF, L.P. and may be deemed to be the beneficial owner of the shares beneficially owned by them, but is not the record holder of any shares of Common Stock. CMLS General Partner, LLC is the general partner of CMLS GP, L.P. and may be deemed to be the beneficial owner of the shares beneficially owned by it, but is not the record holder of any shares of Common Stock. Lynx II GP, L.P. is the general partner of CM Equity Partners II, L.P. and may be deemed to be the beneficial owner of the shares beneficially owned by it, but is not the record holder of any shares of Common Stock. LPE II, LLC is the general partner of Lynx II GP, L.P. and may be deemed to be the beneficial owner of the shares beneficially owned by it, but is not the record holder of any shares of Common Stock. Jacks and Schulte are

the managing members of CMLS General Partner, LLC, LPE II, LLC and LPE II Co-Investors, LLC and may be deemed to be the beneficial owner of the shares beneficially owned by them, but are the record holders and hold sole voting and dispositive power, as individuals, of only 6,652 shares of Common Stock and 6,987 shares of Common Stock, respectively.

**Item 5. Ownership of Five Percent or Less of a Class.**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2007

JOEL R. JACKS

By: /s/ Joel R. Jacks

Name: Joel. R. Jacks

PETER M. SCHULTE

By: /s/ Peter M. Schulte

Name: Peter M. Schulte

CM EQUITY PARTNERS, L.P.

By: CMLS GP, L.P.  
its general partner

By: CMLS General Partner, LC,  
its general partner

By: /s/ Peter M. Schulte

Peter M. Schulte,  
Managing Member

CMEP CO-INVESTMENT ICF, L.P.

By: CMLS GP, L.P.  
its general partner

By: CMLS General Partner, LLC,  
its general partner

By: /s/ Peter M. Schulte

Peter M. Schulte,  
Managing Member

CM EQUITY PARTNERS II, L.P.

By: LYNX II GP, L.P.  
its general partner

By: LPE II, LLC,  
its general partner

By: /s/ Peter M. Schulte

Peter M. Schulte,  
Managing Member

CM EQUITY PARTNERS II CO-INVESTORS, L.P.

By: LPE II CO-INVESTORS, LLC  
its general partner

By: /s/ Peter M. Schulte  
\_\_\_\_\_  
Peter M. Schulte,  
Managing Member

CMLS GP, L.P.

By: CMLS General Partner, LLC,  
its general partner

By: /s/ Peter M. Schulte  
\_\_\_\_\_  
Peter M. Schulte,  
Managing Member

CMLS GENERAL PARTNER, LLC

By: /s/ Peter M. Schulte  
\_\_\_\_\_  
Peter M. Schulte,  
Managing Member

LYNX II GP, L.P.

By: LPE II, LLC,  
its general partner

By: /s/ Peter M. Schulte  
\_\_\_\_\_  
Peter M. Schulte,  
Managing Member

LPE II, LLC

By: /s/ Peter M. Schulte  
\_\_\_\_\_  
Peter M. Schulte,  
Managing Member

LPE II CO-INVESTORS, LLC

By: /s/ Peter M. Schulte  
\_\_\_\_\_  
Peter M. Schulte,  
Managing Member

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Joint Filing Agreement
99.2	Joel R. Jacks Power of Attorney
99.3	Peter M. Schulte Power of Attorney
99.4	CM Equity Partners, L.P. Power of Attorney
99.5	CMEP Co-Investment ICF, L.P. Power of Attorney
99.6	CM Equity Partners II, L.P. Power of Attorney
99.7	CM Equity Partners II Co-Investors, L.P. Power of Attorney
99.8	CMLS GP, L.P. Power of Attorney
99.9	CMLS General Partner, LLC Power of Attorney
99.10	Lynx II GP, L.P. Power of Attorney
99.11	LPE II, LLC Power of Attorney
99.12	LPE II Co-Investors, LLC Power of Attorney

## JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities and Exchange Act of 1934, each of the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of stock of ICF International, Inc. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Dated: February 13, 2007

JOEL R. JACKS

By: /s/ Joel R. Jacks

Name: Joel. R. Jacks

PETER M. SCHULTE

By: /s/ Peter M. Schulte

Name: Peter M. Schulte

CM EQUITY PARTNERS, L.P.

By: CMLS GP, L.P.  
its general partner

By: CMLS General Partner, LLC,  
its general partner

By: /s/ Peter M. Schulte

Peter M. Schulte,  
Managing Member

CMEP CO-INVESTMENT ICF, L.P.

By: CMLS GP, L.P.  
its general partner

By: CMLS General Partner, LLC,  
its general partner

By: /s/ Peter M. Schulte

Peter M. Schulte,  
Managing Member

CM EQUITY PARTNERS II, L.P.

By: LYNX II GP, L.P.  
its general partner

By: LPE II, LLC,  
its general partner

By: /s/ Peter M. Schulte

Peter M. Schulte,  
Managing Member

CM EQUITY PARTNERS II CO-INVESTORS, L.P.

By: LPE II CO-INVESTORS, LLC  
its general partner

By: /s/ Peter M. Schulte  
\_\_\_\_\_  
Peter M. Schulte,  
Managing Member

CMLS GP, L.P.

By: CMLS General Partner, LLC,  
its general partner

By: /s/ Peter M. Schulte  
\_\_\_\_\_  
Peter M. Schulte,  
Managing Member

CMLS GENERAL PARTNER, LLC

By: /s/ Peter M. Schulte  
\_\_\_\_\_  
Peter M. Schulte,  
Managing Member

LYNX II GP, L.P.

By: LPE II, LLC,  
its general partner

By: /s/ Peter M. Schulte  
\_\_\_\_\_  
Peter M. Schulte,  
Managing Member

LPE II, LLC

By: /s/ Peter M. Schulte  
\_\_\_\_\_  
Peter M. Schulte,  
Managing Member

LPE II CO-INVESTORS, LLC

By: /s/ Peter M. Schulte  
\_\_\_\_\_  
Peter M. Schulte,  
Managing Member

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each and any of Peter M. Schulte and James J. Maiwurm, his true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities (until revoked in writing) to:

1. Sign any and all instruments, certificates and documents appropriate or required to be executed on behalf of the undersigned pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission (the "SEC"), and with any other entity when and if such is mandated by the Exchange Act or by the Bylaws of the National Association of Securities Dealers;

2. Prepare, execute, acknowledge, deliver and file a Form ID (including any amendments or authentications thereto) with respect to obtaining EDGAR codes, with the SEC;

3. Seek or obtain, as the representative of the undersigned and on behalf of the undersigned, information on transactions in ICF International, Inc.'s (the "Company") securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorneys-in-fact and the undersigned approves and ratifies any such release of information; and

4. Perform any and all other acts which in the discretion of such attorneys-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

1. This Power of Attorney authorizes, but does not require, such attorneys-in-fact to act in their discretion on information provided to such attorneys-in-fact without independent verification of such information;

2. Any documents prepared and/or executed by such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

3. Neither the Company nor such attorneys-in-fact assumes (a) any liability for responsibility to comply with the requirements of the Exchange Act for the undersigned, (b) any liability for any failure to comply with such requirements for the undersigned, or (c) any obligation or liability for profit disgorgement under Section 16(b) of the Exchange Act for the undersigned; and

4. This Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Sections 13 and 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, with full power of substitution and revocation, hereby ratifying all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of February 2007.

/s/ Joel R. Jacks

Name: Joel R. Jacks

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each and any of Joel R. Jacks and James J. Maiwurm, his true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities (until revoked in writing) to:

1. Sign any and all instruments, certificates and documents appropriate or required to be executed on behalf of the undersigned pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission (the "SEC"), and with any other entity when and if such is mandated by the Exchange Act or by the Bylaws of the National Association of Securities Dealers;

2. Prepare, execute, acknowledge, deliver and file a Form ID (including any amendments or authentications thereto) with respect to obtaining EDGAR codes, with the SEC;

3. Seek or obtain, as the representative of the undersigned and on behalf of the undersigned, information on transactions in ICF International, Inc.'s (the "Company") securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorneys-in-fact and the undersigned approves and ratifies any such release of information; and

4. Perform any and all other acts which in the discretion of such attorneys-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

1. This Power of Attorney authorizes, but does not require, such attorneys-in-fact to act in their discretion on information provided to such attorneys-in-fact without independent verification of such information;

2. Any documents prepared and/or executed by such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

3. Neither the Company nor such attorneys-in-fact assumes (a) any liability for responsibility to comply with the requirements of the Exchange Act for the undersigned, (b) any liability for any failure to comply with such requirements for the undersigned, or (c) any obligation or liability for profit disgorgement under Section 16(b) of the Exchange Act for the undersigned; and

4. This Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Sections 13 and 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, with full power of substitution and revocation, hereby ratifying all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of February 2007.

/s/ Peter M. Schulte

Name: Peter M. Schulte

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each and any of Joel R. Jacks, Peter M. Schulte and James J. Maiwurm, its true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him and in its name, place and stead, in any and all capacities (until revoked in writing) to:

1. Sign any and all instruments, certificates and documents appropriate or required to be executed on behalf of the undersigned pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission (the "SEC"), and with any other entity when and if such is mandated by the Exchange Act or by the Bylaws of the National Association of Securities Dealers;

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3. Seek or obtain, as the representative of the undersigned and on behalf of the undersigned, information on transactions in ICF International, Inc.'s (the "Company") securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorneys-in-fact and the undersigned approves and ratifies any such release of information; and

4. Perform any and all other acts which in the discretion of such attorneys-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

1. This Power of Attorney authorizes, but does not require, such attorneys-in-fact to act in their discretion on information provided to such attorneys-in-fact without independent verification of such information;

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This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of February 2007.

CM EQUITY PARTNERS, L.P.

By: CMLS GP, L.P.  
its general partner

By: CMLS General Partner, LLC,  
its general partner

By: /s/ Peter M. Schulte  
Peter M. Schulte,  
Managing Member

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each and any of Joel R. Jacks, Peter M. Schulte and James J. Maiwurm, its true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him and in its name, place and stead, in any and all capacities (until revoked in writing) to:

1. Sign any and all instruments, certificates and documents appropriate or required to be executed on behalf of the undersigned pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission (the "SEC"), and with any other entity when and if such is mandated by the Exchange Act or by the Bylaws of the National Association of Securities Dealers;

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4. Perform any and all other acts which in the discretion of such attorneys-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

1. This Power of Attorney authorizes, but does not require, such attorneys-in-fact to act in their discretion on information provided to such attorneys-in-fact without independent verification of such information;

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3. Neither the Company nor such attorneys-in-fact assumes (a) any liability for responsibility to comply with the requirements of the Exchange Act for the undersigned, (b) any liability for any failure to comply with such requirements for the undersigned, or (c) any obligation or liability for profit disgorgement under Section 16(b) of the Exchange Act for the undersigned; and

4. This Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Sections 13 and 16 of the Exchange Act.

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This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of February 2007.

CMEP CO-INVESTMENT ICF, L.P.

By: CMLS GP, L.P.  
its general partner

By: CMLS General Partner, LLC,  
its general partner

By: /s/ Peter M. Schulte  
Peter M. Schulte,  
Managing Member

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each and any of Joel R. Jacks, Peter M. Schulte and James J. Maiwurm, its true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him and in its name, place and stead, in any and all capacities (until revoked in writing) to:

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3. Seek or obtain, as the representative of the undersigned and on behalf of the undersigned, information on transactions in ICF International, Inc.'s (the "Company") securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorneys-in-fact and the undersigned approves and ratifies any such release of information; and

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of February 2007.

CM EQUITY PARTNERS II, L.P.

By: LYNX II GP, L.P.  
its general partner

By: LPE II, LLC,  
its general partner

By: /s/ Peter M. Schulte  
Peter M. Schulte,  
Managing Member

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each and any of Joel R. Jacks, Peter M. Schulte and James J. Maiwurm, its true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him and in its name, place and stead, in any and all capacities (until revoked in writing) to:

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This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of February 2007.

CM EQUITY PARTNERS II CO-INVESTORS, L.P.

By: LPE II CO-INVESTORS, LLC  
its general partner

By: /s/ Peter M. Schulte  
Peter M. Schulte,  
Managing Member

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each and any of Joel R. Jacks, Peter M. Schulte and James J. Maiwurm, its true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him and in its name, place and stead, in any and all capacities (until revoked in writing) to:

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3. Neither the Company nor such attorneys-in-fact assumes (a) any liability for responsibility to comply with the requirements of the Exchange Act for the undersigned, (b) any liability for any failure to comply with such requirements for the undersigned, or (c) any obligation or liability for profit disgorgement under Section 16(b) of the Exchange Act for the undersigned; and

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This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of February 2007.

CMLS GP, L.P.

By: CMLS General Partner, LLC,  
its general partner

By: /s/ Peter M. Schulte  
Peter M. Schulte,  
Managing Member

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each and any of Joel R. Jacks, Peter M. Schulte and James J. Maiwurm, its true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him and in its name, place and stead, in any and all capacities (until revoked in writing) to:

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This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of February 2007.

CMLS GENERAL PARTNER, LLC

By:           /s/ Peter M. Schulte            
Peter M. Schulte,  
Managing Member

**POWER OF ATTORNEY**

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of February 2007.

LYNX II GP, L.P.

By: LPE II, LLC,  
its general partner

By: /s/ Peter M. Schulte  
Peter M. Schulte,  
Managing Member

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each and any of Joel R. Jacks, Peter M. Schulte and James J. Maiwurm, its true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him and in its name, place and stead, in any and all capacities (until revoked in writing) to:

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This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of February 2007.

LPE II, LLC

By:           /s/ Peter M. Schulte            
Peter M. Schulte,  
Managing Member

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each and any of Joel R. Jacks, Peter M. Schulte and James J. Maiwurm, its true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him and in its name, place and stead, in any and all capacities (until revoked in writing) to:

1. Sign any and all instruments, certificates and documents appropriate or required to be executed on behalf of the undersigned pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission (the "SEC"), and with any other entity when and if such is mandated by the Exchange Act or by the Bylaws of the National Association of Securities Dealers;

2. Prepare, execute, acknowledge, deliver and file a Form ID (including any amendments or authentications thereto) with respect to obtaining EDGAR codes, with the SEC;

3. Seek or obtain, as the representative of the undersigned and on behalf of the undersigned, information on transactions in ICF International, Inc.'s (the "Company") securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorneys-in-fact and the undersigned approves and ratifies any such release of information; and

4. Perform any and all other acts which in the discretion of such attorneys-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

1. This Power of Attorney authorizes, but does not require, such attorneys-in-fact to act in their discretion on information provided to such attorneys-in-fact without independent verification of such information;

2. Any documents prepared and/or executed by such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

3. Neither the Company nor such attorneys-in-fact assumes (a) any liability for responsibility to comply with the requirements of the Exchange Act for the undersigned, (b) any liability for any failure to comply with such requirements for the undersigned, or (c) any obligation or liability for profit disgorgement under Section 16(b) of the Exchange Act for the undersigned; and

4. This Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Sections 13 and 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, with full power of substitution and revocation, hereby ratifying all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorneys-in-fact.

