

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SCHULTE PETER M</u> <hr/> (Last) (First) (Middle) 900 THIRD AVENUE, 33RD FLOOR <hr/> (Street) NEW YORK NY 10022-4775 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/27/2006	3. Issuer Name and Ticker or Trading Symbol <u>ICF International, Inc. [ ICFI ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,000,000	D <sup>(1)</sup>	
Common Stock	3,563,693	D <sup>(2)</sup>	
Common Stock	1,524,446	D <sup>(3)</sup>	
Common Stock	143,593	D <sup>(4)</sup>	
Common Stock	8,088,139	I <sup>(5)</sup>	See Footnote <sup>(5)</sup>
Common Stock	143,593	I <sup>(6)</sup>	See Footnote <sup>(6)</sup>
Common Stock	8,231,732	I <sup>(7)</sup>	See Footnote <sup>(7)</sup>
Common Stock	8,231,732	I <sup>(7)</sup>	See Footnote <sup>(7)</sup>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>SCHULTE PETER M</u> <hr/> (Last) (First) (Middle) 900 THIRD AVENUE, 33RD FLOOR <hr/> (Street) NEW YORK NY 10022-4775 <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>JACKS JOEL R</u> <hr/> (Last) (First) (Middle) 900 THIRD AVENUE, 33RD FLOOR <hr/> (Street) NEW YORK NY 10022-4775 <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>CM Equity Partners, L.P.</u>

(Last) (First) (Middle)

900 THIRD AVENUE, 33RD FLOOR

(Street)

NEW YORK NY 10022-4775

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[CMEP Co-Investment ICF, L.P.](#)

(Last) (First) (Middle)

900 THIRD AVENUE, 33RD FLOOR

(Street)

NEW YORK NY 10022-4775

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[CM Equity Partners II, L.P.](#)

(Last) (First) (Middle)

900 THIRD AVENUE, 33RD FLOOR

(Street)

NEW YORK NY 10022-4775

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[CM Equity Partners II Co-Investors, L.P.](#)

(Last) (First) (Middle)

900 THIRD AVENUE, 33RD FLOOR

(Street)

NEW YORK NY 10022-4775

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[CMLS GP, L.P.](#)

(Last) (First) (Middle)

900 THIRD AVENUE, 33RD FLOOR

(Street)

NEW YORK NY 10022-4775

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[CMLS General Partner, LLC](#)

(Last) (First) (Middle)

900 THIRD AVENUE, 33RD FLOOR

(Street)

NEW YORK NY 10022-4775

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[LPE II Co-Investors, LLC](#)

(Last) (First) (Middle)

900 THIRD AVENUE, 33RD FLOOR

(Street)	NEW YORK	NY	10022-4775
(City)		(State)	(Zip)

**Explanation of Responses:**

1. These shares are owned directly by CM Equity Partners, L.P.
2. These shares are owned directly by CMEP Co-Investment ICF, L.P.
3. These shares are owned directly by CM Equity Partners II, L.P.
4. These shares are owned directly by CM Equity Partners II Co-Investors, L.P.
5. CMLS General Partner, LLC is the general partner of CMLS GP, L.P., which is the general partner of CM Equity Partners, L.P., CMEP Co-Investment ICF, L.P. and CM Equity Partners II, L.P.
6. LPE II Co-Investors, LLC is the general partner of CM Equity Partners II Co-Investors, L.P.
7. Directors Peter M. Schulte and Joel R. Jacks are the managing members of CMLS General Partner, LLC and LPE II Co-Investors, LLC. Messrs. Schulte and Jacks disclaim beneficial ownership of the shares of the Issuer's common stock owned by 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. except to the extent of their respective pecuniary interests therein.

/s/ James J. Maiwurm,  
Attorney-in-Fact for Peter M. Schulte      09/27/2006

/s/ James J. Maiwurm,  
Attorney-in-Fact for Joel R. Jacks      09/27/2006

/s/ James J. Maiwurm,  
Attorney-in-Fact for CM Equity Partners, L.P.      09/27/2006

/s/ James J. Maiwurm,  
Attorney-in-Fact for CMEP Co-Investment ICF, L.P.      09/27/2006

/s/ James J. Maiwurm,  
Attorney-in-Fact for CM Equity Partners II, L.P.      09/27/2006

/s/ James J. Maiwurm,  
Attorney-in-Fact for CM Equity Partners II Co-Investors, L.P.      09/27/2006

/s/ James J. Maiwurm,  
Attorney-in-Fact for CMLS GP, L.P.      09/27/2006

/s/ James J. Maiwurm,  
Attorney-in-Fact for CMLS General Partner, LLC      09/27/2006

/s/ James J. Maiwurm,  
Attorney-in-Fact for LPE II Co-Investors, LLC      09/27/2006

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**

ICF INTERNATIONAL, INC.  
LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Sudhakar Kesavan, Alan Stewart, Terrance McGovern and James Maiwurm, each acting individually, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of ICF International, Inc., a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges or automated trading systems, and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's 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 the undersigned and approves and ratifies any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney-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, each such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by either such attorney-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 either of such attorneys-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; 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 Section 16 of the Exchange Act.

The undersigned hereby gives and grants each of 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, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited 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 each such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of September, 2006.

/s/ Peter M. Schulte  
-----  
Signature

Peter M. Schulte  
-----  
Print Name

ICF INTERNATIONAL, INC.  
LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of September, 2006.

/s/ Joel Jacks  
-----  
Signature  
  
Joel Jacks  
-----  
Print Name

ICF INTERNATIONAL, INC.  
LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS

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(1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of ICF International, Inc., a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges or automated trading systems, and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's 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 the undersigned and 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 26th day of September, 2006.

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

ICF INTERNATIONAL, INC.  
LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of September, 2006.

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  
-----





ICF INTERNATIONAL, INC.  
LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of September, 2006.

CM EQUITY PARTNERS II, L.P.  
By: CMLS GP, L.P.  
its general partner

By: CMLS General Partner, LLC,  
its general partner

By: /s/ Peter M. Schulte  
-----



ICF INTERNATIONAL, INC.  
LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of September, 2006.

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

ICF INTERNATIONAL, INC.  
LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS

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CMLS GP, L.P.

By: CMLS General Partner, LLC,  
its general partner

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

ICF INTERNATIONAL, INC.  
LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Sudhakar Kesavan, Alan Stewart, Terrance McGovern and James Maiwurm, each acting individually, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of ICF International, Inc., a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges or automated trading systems, and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's 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 the undersigned and approves and ratifies any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney-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, each such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by either such attorney-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 either of such attorneys-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; 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 Section 16 of the Exchange Act.

The undersigned hereby gives and grants each of 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, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited 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 each such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of September, 2006.

CMLS General Partner, LLC

By: /s/ Peter M. Schulte

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Peter M. Schulte, Managing Member

ICF INTERNATIONAL, INC.  
LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS

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(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 Section 16 of the Exchange Act.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of September, 2006.

LPE II Co-Investors, LLC

By: /s/ Peter M. Schulte

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Peter M. Schulte, Managing Member