

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Babcock & Wilcox Nuclear Energy, Inc.	FORMERLY Babcock & Wilcox Nuclear Power Generation Group, Inc.	05/03/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	1455 Market Street, 5th Floor
Internal Address:	Mail Code: CA5-701-05-19
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94103
Entity Type:	a national banking association: UNITED STATES

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	77634702	B&W MPOWER
Serial Number:	85083602	GENERATION MPOWER
Serial Number:	85083906	GENERATION MPOWER
Serial Number:	85083612	MPOWER
Serial Number:	85083915	MPOWER

CORRESPONDENCE DATA

Fax Number: (704)350-7800
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (704) 350-7738
 Email: bsmith@winston.com
 Correspondent Name: Betty G. Smith
 Address Line 1: Winston & Strawn LLP, 214 N. Tryon St.
 Address Line 2: 22nd Floor

900172539

**TRADEMARK
 REEL: 004285 FRAME: 0443**

CH \$140.00 77634702

Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER: 3165.07057

NAME OF SUBMITTER: Betty G. Smith

Signature: /Betty G. Smith/

Date: 09/28/2010

Total Attachments: 3

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Pledge and Security dated as of May 3, 2010 (as amended, restated, supplemented or otherwise modified from time to time, the "Agreement") among the Grantor (as defined below), the other grantors party thereto and the Administrative Agent (as defined below) for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications on the attached Schedule to the Administrative Agent for the ratable benefit of the Secured Parties.

The Grantors and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in such trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

GRANTOR:

c/o Babcock & Wilcox Investment Company
800 Main Street
Lynchburg, Virginia 24504
Attention: Treasurer

BABCOCK & WILCOX NUCLEAR
ENERGY, INC. (f.k.a Babcock & Wilcox
Nuclear Power Generation Group, Inc.)

By: James C. Lewis
Name: James C. Lewis
Title: Authorized Signatory

Acknowledged and accepted:

ADMINISTRATIVE AGENT:

Bank of America, N.A.
Agency Management
1455 Market Street, 5th Floor
Mail Code: CA5-701-05-19
San Francisco, CA 94103

BANK OF AMERICA, N.A.,

By: _____
Name: _____
Title: _____

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GRANTOR:

c/o Babcock & Wilcox Investment Company
800 Main Street
Lynchburg, Virginia 24504
Attention: Treasurer

BABCOCK & WILCOX NUCLEAR
ENERGY, INC. (f.k.a Babcock & Wilcox
Nuclear Power Generation Group, Inc.)


By: _____
Name: _____
Title: _____

ADMINISTRATIVE AGENT:

Bank of America, N.A.
Agency Management
1455 Market Street, 5th Floor
Mail Code: CA5-701-05-19
San Francisco, CA 94103

Acknowledged and accepted:

BANK OF AMERICA, N.A.,

By: 
Name: Bridgett J. Manduk
Title: Assistant Vice President

Active U.S. Trademarks and Domain Names

CASE NO	SUB	STATUS	APP NO	FILE DATE	REG NO	REG DATE	OWNER
B&W mPower							
TM-757		Filed	77/634702	17-Dec-2008			Babcock & Wilcox Nuclear Energy, Inc.
Generation mPower							
TM-795		Filed	85/083602	13-Jul-2010			Babcock & Wilcox Nuclear Energy, Inc.
TM-795	1	Filed	85/083906	13-Jul-2010			Babcock & Wilcox Nuclear Energy, Inc.
mPower							
TM-796		Filed	85/083612	13-Jul-2010			Babcock & Wilcox Nuclear Energy, Inc.
TM-796	1	Filed	85/083915	13-Jul-2010			Babcock & Wilcox Nuclear Energy, Inc.
ABSORPTION PLUS (Hg)							
TM-750		Published	77/371049	14-Jan-2008			Babcock & Wilcox Power Generation Group, Inc.
TM-750	1	Filed	77/371146	14-Jan-2008			Babcock & Wilcox Power Generation Group, Inc.
AireJet							
TM-747		Registered	78/891260	24-May-2006	3535538	18-Nov-2008	Babcock & Wilcox Power Generation Group, Inc.
ASP (Word Mark)							
TM-465		Registered	74/649783	21-Mar-1995	2079738	15-Jul-1997	Babcock & Wilcox Power Generation Group, Inc.
ASSURED STOCK PROGRAM (Word Mark)							
TM-231		Registered	73624366	03-Oct-1986	1443711	16-Jun-1987	Babcock & Wilcox Power Generation Group, Inc.
TM-231	2	Registered	74/418432	28-Jun-1993	1846943	26-Jul-1994	Babcock & Wilcox Power Generation Group, Inc.
B&W & HERO ENGINE DESIGN							
TM-058		Registered	71/470170	12-May-1944	419052	05-Feb-1946	Babcock & Wilcox Power Generation Group, Inc.
TM-058	2	Registered	71/470169	12-May-1944	0415177	31-Jul-1945	Babcock & Wilcox Power Generation Group, Inc.
TM-058	3	Registered	71/491800	19-Nov-1945	0422229	09-Jul-1946	Babcock & Wilcox Power Generation Group, Inc.
B&W (Word Mark)							
TM-074		Registered	71/000828	08-Apr-1905	0044904	25-Jul-1905	Babcock & Wilcox Power Generation Group, Inc.
TM-074	2	Registered	71/470553	24-May-1944	0415862	21-Aug-1945	Babcock & Wilcox Power Generation Group, Inc.
TM-074	3	Registered	73/782064	21-Feb-1989	1570257	05-Dec-1989	Babcock & Wilcox Power Generation Group, Inc.
TM-074	4	Registered	73/782065	21-Feb-1989	1573977	26-Dec-1989	Babcock & Wilcox Power Generation Group, Inc.
TM-074	6	Registered	75/747600	30-Jun-1999	2350120	16-May-2000	Babcock & Wilcox Power Generation Group, Inc.

*McDermott Technology Inc. changed its name to Babcock & Wilcox Technology, Inc. April 20, 2010

Babcock & Wilcox Nuclear Power Generation Group, changed its name to Babcock & Wilcox Nuclear Energy, Inc. April 29, 2010

The Babcock & Wilcox Company changed its name to Babcock & Wilcox Power Generation Group, Inc. November 20, 2007