

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM305218

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.		04/07/2014	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:	86063880	B&W MPOWER	
Serial Number:	86064044	GENERATION MPOWER	
Serial Number:	86064217	MPOWER	
Serial Number:	86064133	GENERATION MPOWER	
Serial Number:	86064279	MPOWER	
CORRESPONDENCE DATA			
Fax Number:	7043738822		
<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:	(704) 373-4640		
Email:	bsmith@mcguirewoods.com		
Correspondent Name:	Betty G. Smith, Senior Paralegal		
Address Line 1:	McGuireWoods LLP, 201 N. Tryon Street		
Address Line 2:	Suite 3000		
Address Line 4:	Charlotte, NORTH CAROLINA 28202		
ATTORNEY DOCKET NUMBER:	4452178-0557		
NAME OF SUBMITTER:	Betty G. Smith		
SIGNATURE:	/Betty G. Smith/		

OP \$140.00 86063880

DATE SIGNED:	05/21/2014
Total Attachments: 2 source=Notice of Grant of Security Interest in Trademarks-Babcock & Wilcox Nuclear Energy, Inc#page1.tif source=Notice of Grant of Security Interest in Trademarks-Babcock & Wilcox Nuclear Energy, Inc#page2.tif	

**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

Dated: April 7, 2014

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Pledge and Security Agreement dated as of June 8, 2012 (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 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 Schedule 1 to the Administrative Agent for the ratable benefit of the Secured Parties.

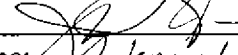
The Grantors and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in such trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of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

Very truly yours,

GRANTOR:

Babcock & Wilcox Nuclear Energy, Inc.
11525 N. Community House Road
Suite 600
Charlotte, NC 28277

BABCOCK & WILCOX NUCLEAR
ENERGY, INC.

By: 
Name: Jenny L. Apker
Title: Vice President & Treasurer

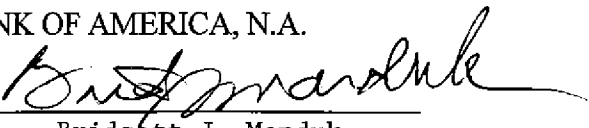
Jurisdiction of Organization: Delaware

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: Bridgett J. Manduk
Title: Vice President

SCHEDULE 1

TRADEMARKS

OWNER	TRADEMARK	REGISTRATION NO./ SERIAL NO.	FILE DATE
Babcock & Wilcox Nuclear Energy, Inc.	B&W mPower	86/063880	09/13/2013
Babcock & Wilcox Nuclear Energy, Inc.	Generation mPower	86/064044	09/13/2013
Babcock & Wilcox Nuclear Energy, Inc.	mPower	86/064217	09/13/2013
Babcock & Wilcox Nuclear Energy, Inc.	Generation mPower	86/064133	09/13/2013
Babcock & Wilcox Nuclear Energy, Inc.	mPower	86/064279	09/13/2013