

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 Power Generation Group, Inc.		06/08/2012	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: 7

Property Type	Number	Word Mark
Registration Number:	4117257	HEAT TRANSFER MANAGER
Serial Number:	85534432	MACT PAK
Serial Number:	85238965	OPTICAP
Registration Number:	4031634	POWER CLEAN
Serial Number:	85176484	SUNTRANZFORMER
Serial Number:	85099728	V-TEMP
Serial Number:	85570337	V-TEMP

CORRESPONDENCE DATA

Fax Number: 7043432300
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (704) 373-4640
 Email: bsmith@mcguirewoods.com

OP \$190.00 4117257

Correspondent Name: Betty G. Smith, Senior Paralegal
Address Line 1: McGuireWoods LLP, 201 N. Tryon St.
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/
Date:	06/27/2012

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 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:

20 S. Van Buren Ave.
Barberton, OH 44203-0351

BABCOCK & WILCOX POWER
GENERATION GROUP, INC.

By: 
Name: Dennis L. Adler
Title: Vice President & Treasurer

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: _____
Title: _____

Babcock & Wilcox
IP Notice

**TRADEMARK
REEL: 004809 FRAME: 0724**

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Pledge and Security 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 I 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:

20 S. Van Buren Ave.
Barberton, OH 44203-0351

BABCOCK & WILCOX 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. Menduk
Title: Assistant Vice President

Babcock & Wilcox
IP Notice

TRADEMARK
REEL: 004809 FRAME: 0725

SCHEDULE 1

TRADEMARKS

OWNER	TRADEMARK	REGISTRATION NO./ SERIAL NO.	FILE DATE
Babcock & Wilcox Power Generation Group, Inc.	Heat Transfer Manager	4117257 85/250679	2/24/2011
Babcock & Wilcox Power Generation Group, Inc.	MACT PAK	85/534432	2/6/2012
Babcock & Wilcox Power Generation Group, Inc.	OPTICAP	85/238965	2/10/2011
Babcock & Wilcox Power Generation Group, Inc.	Power Clean	4031634 85/250656	2/24/2011
Babcock & Wilcox Power Generation Group, Inc.	SunTranzFormer	85/176484	11/15/2010
Babcock & Wilcox Power Generation Group, Inc.	V-Temp	85/099728	8/4/2010
Babcock & Wilcox Power Generation Group, Inc.	V-Temp	85/570337	3/15/2012