

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM348272

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BWXT mPower, Inc.		06/30/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	555 California Street, 4th Floor		
Internal Address:	Mail Code: CA5-705-04-09		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94104		
Entity Type:	a national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Serial Number:	86551191	MPOWER-60	
Serial Number:	86551201	MPOWER-60	
Serial Number:	86278560	MPOWER AMERICA	
Serial Number:	86278524	MPOWER AMERICA	
Serial Number:	86551137	MPOWER-50	
Serial Number:	86551161	MPOWER-50	
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:	2068279-2003		
NAME OF SUBMITTER:	Betty G. Smith		
SIGNATURE:	/Betty G. Smith/		

OP \$165.00 86551191

DATE SIGNED:	07/16/2015
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Total Attachments: 4

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

DATED: June 30, 2015

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Pledge and Security Agreement dated as of June 30, 2015 (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.

GRANTOR:

BWXT mPower, Inc.
11525 N. Community House Road, Suite 500
Charlotte, NC 28277

Jurisdiction of Organization: Delaware

Very truly yours,

BWXT MPOWER, INC.

By: 

Name: David S. Black

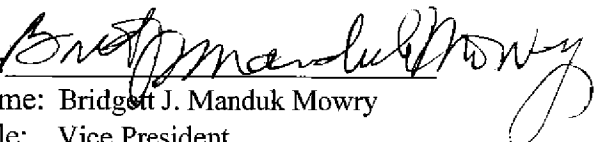
Title: Treasurer

ADMINISTRATIVE AGENT:

Bank of America, N.A.
Agency Management
555 California Street, 4th Floor
Mail Code: CA5-705-04-09
San Francisco, CA 94104

Acknowledged and accepted:

BANK OF AMERICA, N.A.

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

SCHEDULE 1

TRADEMARKS

Trademark Name	App No	File Date	Reg No	Reg Date	Owner
MPOWER-60	86551191	5-Mar-2015			BWXT mPower, Inc.
MPOWER-60	86551201	6-Mar-2015			BWXT mPower, Inc.
mPOWER America - DESIGN	86/278560	12-May-2014			BWXT mPower, Inc.
mPOWER America - WORDS	86/278524	12-May-2014			BWXT mPower, Inc.
MPOWER-50	86/551137	3-Mar-2015			BWXT mPower, Inc.
MPOWER-50	86/551161	3-Mar-2015			BWXT mPower, Inc.