

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Execution Date
Foster Wheeler USA Corporation	09/24/2004

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association
Street Address:	Sixth and Marquette
Internal Address:	Corporate Trust, MAC N9303-120
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55479

PROPERTY NUMBERS Total: 22

Property Type	Number
Patent Number:	5950417
Patent Number:	4634500
Patent Number:	4636334
Patent Number:	4638765
Patent Number:	4686027
Patent Number:	4726109
Patent Number:	4780298
Patent Number:	4782096
Patent Number:	4784069
Patent Number:	4929339
Patent Number:	4955323
Patent Number:	4960358
Patent Number:	4968407
Patent Number:	4994169

PATENT

500008056

REEL: 015190 FRAME: 0350

CH \$880.00 5950417

Patent Number:	4999030
Patent Number:	5417811
Patent Number:	5947674
Patent Number:	6029956
Patent Number:	6085929
Patent Number:	6751852
PCT Number:	US0389589
Patent Number:	4888130

CORRESPONDENCE DATA

Fax Number: (212)822-5423

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 1212-530-5423

Email: jnici@milbank.com

Correspondent Name: Milbank, Tweed, Hadley & McCloy LLP

Address Line 1: One Chase Manhattan Plaza

Address Line 2: Attn: Janis Nici/Rm. 4680

Address Line 4: New York, NEW YORK 10005-1413

NAME OF SUBMITTER:

Janis Nici

Total Attachments: 14

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT (as amended, amended and restated, supplemented or otherwise modified from time to time, the "**IP Security Agreement**") dated September 24, 2004, is made by the Persons listed on the signature page hereof (the "**Grantor**", collectively the "**Grantors**") in favor of Wells Fargo Bank, National Association, not in its individual capacity but solely as trustee (the "**Trustee**") for the Secured Parties (as defined in the New Indenture referred to below).

WHEREAS, Foster Wheeler LLC, a Delaware limited liability company, and the Guarantors party thereto have entered into an Indenture dated as of September 24, 2004 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "**New Indenture**") with the Trustee. Terms defined in the New Indenture or the Security Agreement referred to below and not otherwise defined herein are used herein as defined in the New Indenture or the Security Agreement.

WHEREAS, pursuant to the New Indenture, the Grantors and certain other Persons have executed and delivered that certain Security Agreement dated as of September 24, 2004 made by the Grantors and such other Persons to the Trustee (as amended, amended and restated, supplemented or otherwise modified from time to time, the "**Security Agreement**").

WHEREAS, under the terms of the Security Agreement, the Grantors have granted a security interest in the Collateral (as defined in Section 1 below) of the Grantors to the Trustee for the benefit of the Secured Parties and have agreed as a condition thereof to execute this IP Security Agreement for recording with the U.S. Patent and Trademark Office and the United States Copyright Office.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each of the Grantors hereby agrees as follows:

SECTION 1. *Confirmation of Grant of Security.* Each of the Grantors hereby grants to the Trustee for the benefit of the Secured Parties a security interest in and to all of such Grantor's right, title and interest in and to the following (the "**Collateral**"):

(i) The United States patents and patent applications set forth in Schedule A hereto, together with all reissues, divisions, continuations, continuations-in-part, extensions and reexaminations thereof, and all rights therein provided by international treaties or conventions (the "**Patents**");

(ii) The United States trademark and service mark registrations and applications set forth in Schedule B hereto (the "**Trademarks**");

(iii) The United States copyright registrations and applications set forth in Schedule C hereto (the "**Copyrights**");

(iv) any and all claims for damages for past, present and future infringement, misappropriation or breach with respect to the Patents, Trademarks and Copyrights, with the right, but not the obligation, to sue for and collect, or otherwise recover, such damages; and

(v) any and all proceeds of the foregoing.

SECTION 2. *Intercreditor Agreement.* The parties acknowledge that, notwithstanding anything to the contrary contained in this Agreement, the rights granted to the Trustee hereunder and under the Security Agreement in the Collateral are subject and subordinate to the rights of Bank of America, N.A., as Collateral Agent (the "**Collateral Agent**"), pursuant to the terms of that certain Intercreditor Agreement (the "**Intercreditor Agreement**") dated on or about the date hereof by and between the Trustee and the Collateral Agent and that any exercise by the Trustee of any of its discretions, powers, rights and remedies hereunder are subject to the provisions of such Intercreditor Agreement, it being understood that nothing herein shall be deemed to limit in any way the discretions, powers, rights and remedies of the Trustee as against the Grantors.

SECTION 3. *Security for Obligations.* The security interests in the Collateral granted by the Grantors under this IP Security Agreement secure the payment of all Secured Obligations (as defined in the Security Agreement) of the Grantors now or hereafter existing, whether direct or indirect, absolute or contingent, and whether for principal, reimbursement obligations, interest, premiums, penalties, fees, indemnifications, contract causes of action, costs, expenses or otherwise.

SECTION 4. *Recordation.* Each of the Grantors hereby authorizes and requests that the Register of Copyrights and the Commissioner of Patents and Trademarks record this IP Security Agreement.

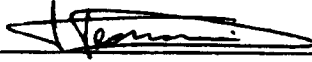
SECTION 5. *Execution in Counterparts.* This IP Security Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

SECTION 6. *Grants, Rights and Remedies.* This IP Security Agreement has been entered into in conjunction with the provisions of the Security Agreement. Each of the Grantors does hereby acknowledge and confirm that the grant of the security interests hereunder to, and the rights and remedies of, the Trustee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

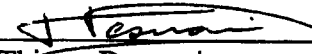
SECTION 7. *Governing Law.* This IP Security Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

IN WITNESS WHEREOF, each of the Grantors has caused this IP Security Agreement to be duly executed and delivered by its respective officer thereunto duly authorized as of the date first above written.

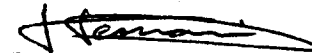
FOSTER WHEELER LLC

By 
Name: Thierry Desmaris
Title: Vice President & Treasurer

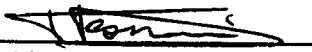
FOSTER WHEELER ENERGY CORPORATION

By 
Name: Thierry Desmaris
Title: Treasurer

FOSTER WHEELER USA CORPORATION

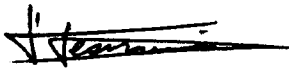
By 
Name: Thierry Desmaris
Title: Treasurer

FOSTER WHEELER NORTH AMERICA CORP.

By 
Name: Thierry Desmaris
Title: Treasurer

Address for Notices:
Perryville Corporate Park
Clinton, New Jersey 00809-4000

FOSTER WHEELER DEVELOPMENT
CORPORATION

By _____

Name: Thierry Desmaris
Title: Treasurer

Address for Notices:
Perryville Corporate Park
Clinton, New Jersey 00809-4000

ACKNOWLEDGMENT OF GRANTORS

STATE OF New Jersey)
COUNTY OF Hunterdon) SS.

On this 30th day of August, 2004, before me personally appeared Thierry Desmaris, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of the Grantors, who being by me duly sworn did depose and say that he is an authorized officer of each company, that the said instrument was signed on behalf of each company as authorized by its Board of Directors or Managers and that he acknowledged said instrument to be the free act and deed of said company, effective as of the day and year first set forth above.

Patricia Landsperger
Notary Public {seal}

My commission expires: 8/15/2008

PATRICIA A. LANDSPERGER
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires 8-15-2008

ACCEPTED AND ACKNOWLEDGED BY:

WELLS FARGO BANK, NATIONAL ASSOCIATION,
not in its individual capacity but solely as Trustee

By: 
Name: **Jane Y. Schweiger**
Duly Authorized Signatory

REDACTED

(country code key)

**Schedule A to the
IP Security Agreement**

**UNITED STATES PATENTS, TRADEMARKS AND
TRADE NAMES, COPYRIGHTS AND LICENSES**

Patents and Patent Applications

See Attached

REDACTED

(foreign patents)

Schedule A - Patents

P5271	SE	209225	FOSTER WHEELER USA CORP
P5260	SE	209285	FOSTER WHEELER USA CORP
P5285	SE	236037	FOSTER WHEELER USA CORP
P5618	SG	61211	FOSTER WHEELER USA CORP
P5648	SG	72448	FOSTER WHEELER USA CORP
P5668	SG	84317	FOSTER WHEELER USA CORP
P5669	SG	87397	Foster Wheeler USA Corporation dba FW USA FIRED HEATERS
P5618	TM	545	FOSTER WHEELER USA CORP
P5668	TM	3564	FOSTER WHEELER USA CORP
P5648	TR	200001817B	FOSTER WHEELER USA CORP
P5460	TW	080427	Foster Wheeler Energy Corporation
P5451	TW	084176	Foster Wheeler Energy Corporation
P5668	TW	NI-178556	FOSTER WHEELER USA CORP
P5683	TW	NI-186403	Foster Wheeler USA Corporation dba FW USA FIRED HEATERS
P5345	US	5095854	Foster Wheeler Development Corp
P5375	US	5203284	Foster Wheeler Development Corp
P5467	US	5645620	Foster Wheeler Development Corp
P5458	US	5670040	Foster Wheeler Development Corp
P5449	US	5723045	Foster Wheeler Development Corp
P5459	US	5772708	Foster Wheeler Development Corp
P5270	US	4685205	Foster Wheeler Development Corp.
P5293	US	4802445	Foster Wheeler Development Corp.
P5315	US	4955190	Foster Wheeler Development Corp.
P5414	US	5375408	Foster Wheeler Development Corp.
P5433	US	5469699	Foster Wheeler Development Corp.
P5452	US	5570739	Foster Wheeler Development Corp.
	US	5571423	Foster Wheeler Development Corp.
	US	5571424	Foster Wheeler Development Corp.
P5246	US	4597774	Foster Wheeler Energy Corporation
P5248	US	4598670	Foster Wheeler Energy Corporation
P5251	US	4604972	Foster Wheeler Energy Corporation
P5252	US	4606209	Foster Wheeler Energy Corporation
P5253	US	4607690	Foster Wheeler Energy Corporation
P5257	US	4615715	Foster Wheeler Energy Corporation
P5259	US	4621724	Foster Wheeler Energy Corporation
P5264	US	4641774	Foster Wheeler Energy Corporation
P5266	US	4654943	Foster Wheeler Energy Corporation
P5268	US	4665864	Foster Wheeler Energy Corporation
P5269	US	4682567	Foster Wheeler Energy Corporation
P5272	US	4695444	Foster Wheeler Energy Corporation
P5274	US	4712938	Foster Wheeler Energy Corporation
P5275	US	4713098	Foster Wheeler Energy Corporation
P5277	US	4717082	Foster Wheeler Energy Corporation
P5282	US	4773339	Foster Wheeler Energy Corporation
P5289	US	4796543	Foster Wheeler Energy Corporation
P5290	US	4796690	Foster Wheeler Energy Corporation
P5291	US	4798321	Foster Wheeler Energy Corporation
P5292	US	4798928	Foster Wheeler Energy Corporation
P5294	US	4809623	Foster Wheeler Energy Corporation

PATENT

REEL: 015190 FRAME: 0361

Schedule A - Patents

P5295	US	4809625	Foster Wheeler Energy Corporation
P5296	US	4829912	Foster Wheeler Energy Corporation
P5302	US	4896717	Foster Wheeler Energy Corporation
P5303	US	4904286	Foster Wheeler Energy Corporation
P5306	US	4915061	Foster Wheeler Energy Corporation
P5307	US	4920924	Foster Wheeler Energy Corporation
P5309	US	4936770	Foster Wheeler Energy Corporation
P5310	US	4944250	Foster Wheeler Energy Corporation
P5311	US	4947804	Foster Wheeler Energy Corporation
P5320	US	4961761	Foster Wheeler Energy Corporation
P5321	US	4966471	Foster Wheeler Energy Corporation
P5323	US	4981169	Foster Wheeler Energy Corporation
P5327	US	5000462	Foster Wheeler Energy Corporation
P5328	US	5005529	Foster Wheeler Energy Corporation
P5330	US	5014901	Foster Wheeler Energy Corporation
P5331	US	5020734	Foster Wheeler Energy Corporation
P5333	US	5040492	Foster Wheeler Energy Corporation
P5334	US	5047220	Foster Wheeler Energy Corporation
P5340	US	5069171	Foster Wheeler Energy Corporation
P5341	US	5071057	Foster Wheeler Energy Corporation
P5342	US	5072696	Foster Wheeler Energy Corporation
P5344	US	5094191	Foster Wheeler Energy Corporation
P5351	US	5107776	Foster Wheeler Energy Corporation
P5357	US	5133943	Foster Wheeler Energy Corporation
P5358	US	5138128	Foster Wheeler Energy Corporation
	US	5140950	Foster Wheeler Energy Corporation
	US	5141708	Foster Wheeler Energy Corporation
P5365	US	5167932	Foster Wheeler Energy Corporation
P5368	US	5181481	Foster Wheeler Energy Corporation
P5352	US	5184671	Foster Wheeler Energy Corporation
P5377	US	5215017	Foster Wheeler Energy Corporation
P5380	US	5218932	Foster Wheeler Energy Corporation
P5381	US	5226936	Foster Wheeler Energy Corporation
P5382	US	5237963	Foster Wheeler Energy Corporation
P5384	US	5242662	Foster Wheeler Energy Corporation
P5385	US	5247991	Foster Wheeler Energy Corporation
P5388	US	5269263	Foster Wheeler Energy Corporation
P5391	US	5286188	Foster Wheeler Energy Corporation
P5392	US	5296206	Foster Wheeler Energy Corporation
P5394	US	5299532	Foster Wheeler Energy Corporation
P5396	US	5314008	Foster Wheeler Energy Corporation
P5397	US	5325796	Foster Wheeler Energy Corporation
P5401	US	5339774	Foster Wheeler Energy Corporation
P5402	US	5340275	Foster Wheeler Energy Corporation
P5406	US	5347937	Foster Wheeler Energy Corporation
P5407	US	5347953	Foster Wheeler Energy Corporation
P5410	US	5355725	Foster Wheeler Energy Corporation
P5412	US	5366255	Foster Wheeler Energy Corporation
P5413	US	5372791	Foster Wheeler Energy Corporation
P5417	US	5392736	Foster Wheeler Energy Corporation
P5418	US	5395596	Foster Wheeler Energy Corporation
P5406	US	5408943	Foster Wheeler Energy Corporation

PATENT

REEL: 015190 FRAME: 0362

Schedule A - Patents

P5442	US	5425331	Foster Wheeler Energy Corporation
P5425	US	5441000	Foster Wheeler Energy Corporation
P5418	US	5443022	Foster Wheeler Energy Corporation
P5429	US	5462718	Foster Wheeler Energy Corporation
P5430	US	5463968	Foster Wheeler Energy Corporation
P5432	US	5469698	Foster Wheeler Energy Corporation
	US	5489202	Foster Wheeler Energy Corporation
P5448	US	5500195	Foster Wheeler Energy Corporation
	US	5537941	Foster Wheeler Energy Corporation
P5460	US	5540275	Foster Wheeler Energy Corporation
P5429	US	5553557	Foster Wheeler Energy Corporation
P5451	US	5553571	Foster Wheeler Energy Corporation
P5445	US	5560322	Foster Wheeler Energy Corporation
P5472	US	5567228	Foster Wheeler Energy Corporation
P5455	US	5570645	Foster Wheeler Energy Corporation
P5466	US	5582515	Foster Wheeler Energy Corporation
P5473	US	5597541	Foster Wheeler Energy Corporation
P5470	US	5667149	Foster Wheeler Energy Corporation
P5471	US	5678499	Foster Wheeler Energy Corporation
P5465	US	5682828	Foster Wheeler Energy Corporation
P5447	US	5735682	Foster Wheeler Energy Corporation
P5616	US	5765488	Foster Wheeler Energy Corporation
P5446	US	6245300	Foster Wheeler Energy Corporation
P3021	US	6430914	Foster Wheeler Energy Corporation
P3022	US	6475267	Foster Wheeler Energy Corporation
P3024	US	6607079	Foster Wheeler Energy Corporation
P3029	US	6675747	Foster Wheeler Energy Corporation
	US	20030185718	Foster Wheeler Energy Corporation
	US	20040120872	Foster Wheeler Energy Corporation
	US	20040134644	Foster Wheeler Energy Corporation
P5507	US	6145450	Foster Wheeler LLC (formerly Foster Wheeler Corporation)
P5505	US	6148743	Foster Wheeler LLC (formerly Foster Wheeler Corporation)
P5669	US	6178926	Foster Wheeler LLC (formerly Foster Wheeler Corporation)
P5505	US	6192811	Foster Wheeler LLC (formerly Foster Wheeler Corporation)
P5668	US	6223925	Foster Wheeler LLC (formerly Foster Wheeler Corporation)
P5661	US	6244330	Foster Wheeler LLC (formerly Foster Wheeler Corporation)
P3018	US	6260491	Foster Wheeler LLC (formerly Foster Wheeler Corporation)
P3019	US	6305330	Foster Wheeler LLC (formerly Foster Wheeler Corporation)
P5667	US	6652714	Foster Wheeler LLC (formerly Foster Wheeler Corporation)
P5488	US	5678497	Foster Wheeler North America Corp. (formerly known as Foster Wheeler Energy International, Inc.)

Schedule A - Patents

P5623	US	5711350	Foster Wheeler North America Corp. (formerly known as Foster Wheeler Energy International, Inc.)
P5510	US	5713311	Foster Wheeler North America Corp. (formerly known as Foster Wheeler Energy International, Inc.)
P5518	US	5727480	Foster Wheeler North America Corp. (formerly known as Foster Wheeler Energy International, Inc.)
P5504	US	5738021	Foster Wheeler North America Corp. (formerly known as Foster Wheeler Energy International, Inc.)
P5494	US	5771844	Foster Wheeler North America Corp. (formerly known as Foster Wheeler Energy International, Inc.)
P5487	US	5809912	Foster Wheeler North America Corp. (formerly known as Foster Wheeler Energy International, Inc.)
P5653	US	5950417	Foster Wheeler North America Corp. (formerly known as Foster Wheeler Energy International, Inc.)
P5260	US	4634500	FOSTER WHEELER USA CORP
P5262	US	4636334	FOSTER WHEELER USA CORP
P5263	US	4638765	FOSTER WHEELER USA CORP
P5271	US	4686027	FOSTER WHEELER USA CORP
P5278	US	4726109	FOSTER WHEELER USA CORP
P5285	US	4780298	FOSTER WHEELER USA CORP
P5287	US	4782096	FOSTER WHEELER USA CORP
P5288	US	4784069	FOSTER WHEELER USA CORP
P5300	US	4888130	FOSTER WHEELER USA CORP
P5308	US	4929339	FOSTER WHEELER USA CORP
P5547	US	4955323	FOSTER WHEELER USA CORP
P5319	US	4960358	FOSTER WHEELER USA CORP
P5322	US	4968407	FOSTER WHEELER USA CORP
P5324	US	4994169	FOSTER WHEELER USA CORP
P5325	US	4999030	FOSTER WHEELER USA CORP
P5423	US	5417811	FOSTER WHEELER USA CORP
P5618	US	5947674	FOSTER WHEELER USA CORP
P5650	US	6029956	FOSTER WHEELER USA CORP
P5648	US	6085929	FOSTER WHEELER USA CORP
P5685	US	6751852	FOSTER WHEELER USA CORP
	US	20030089589	FOSTER WHEELER USA CORP
P5490	US	5746143	Joel Vatsky
P5490	US	6120281	Joel Vatsky
P5319	VE	51459	FOSTER WHEELER USA CORP
P5471	VN	1521	Foster Wheeler Energy Corporation

PATENT

REEL: 015190 FRAME: 0364

REDACTED

(trademarks)