

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
---	---	--

Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>THE BABCOCK AND WILCOX COMPANY THRIFT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>06/18/2010</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>06/18/2010</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>06/18/2010</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>BABCOCK AND WILCOX INVESTMENT COMPANY</u> <u>13024 BALLANTYNE CORPORATE PLACE</u> <u>SUITE 700</u> <u>CHARLOTTE, NC 28277</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>72-1172705</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>704-625-4900</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541330</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>72-1172705</u>	2c Plan Sponsor's telephone number <u>704-625-4900</u>	2d Business code (see instructions) <u>541330</u>	
2b Employer Identification Number (EIN) <u>72-1172705</u>					
2c Plan Sponsor's telephone number <u>704-625-4900</u>					
2d Business code (see instructions) <u>541330</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2015	ROCHELLE L. WALD
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor THRIFT PLAN COMMITTEE 13024 BALLANTYNE CORPORATE PLACE SUITE 700 CHARLOTTE, NC 28277	3b Administrator's EIN 72-1172705
	3c Administrator's telephone number 704-625-4900
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 9927
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year	6a(1) 6592
a(2) Total number of active participants at the end of the plan year	6a(2) 6025
b Retired or separated participants receiving benefits	6b 204
c Other retired or separated participants entitled to future benefits.....	6c 2965
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 9194
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 21
f Total. Add lines 6d and 6e	6f 9215
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 9153
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 203
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014		
A Name of plan THE BABCOCK AND WILCOX COMPANY THRIFT PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 BABCOCK AND WILCOX INVESTMENT COMPANY	D Employer Identification Number (EIN) 72-1172705	

Part I	Service Provider Information (see instructions)
---------------	--

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
THE VANGUARD GROUP, INC.

23-1945930

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
--

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 16 25 37 38 52	NONE	203654	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

HEWITT ENNIS KNUPP, INC.

36-3109431

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	94946	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	64	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DOGE & COX 94-1441976	10 BPS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2014 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>THE BABCOCK AND WILCOX COMPANY THRIFT PLAN</u>	B Three-digit plan number (PN) <u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BABCOCK AND WILCOX INVESTMENT COMPANY</u>	D Employer Identification Number (EIN) <u>72-1172705</u>

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD RETIREMENT SAVINGS TRUST I</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>23-2186884-021</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>199854543</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RET. 2010 TRUST II</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-6083954-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>5065561</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RET. 2015 TRUST II</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-6083984-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>44943850</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RET. 2020 TRUST II</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-6083982-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>30671989</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RET. 2025 TRUST II</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-6083980-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>56238458</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RET. 2030 TRUST II</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-6083978-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>21240895</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RET. 2035 TRUST II</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-6083976-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>31972170</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET. 2040 TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083974-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12398609
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET. 2045 TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083972-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 31008636
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET. 2050 TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083970-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14052977
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET. 2055 TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 27-6715091-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2676765
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET. 2060 TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 45-3799419-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 474228
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RET. INC. TRUST II**b** Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083967-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13487681
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
--	--	--

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014		
A Name of plan THE BABCOCK AND WILCOX COMPANY THRIFT PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 BABCOCK AND WILCOX INVESTMENT COMPANY	D Employer Identification Number (EIN) 72-1172705	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)		
	(2) Participant contributions.....	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common.....	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property).....	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans.....	1c(8)	12288178	12771815
	(9) Value of interest in common/collective trusts	1c(9)	226227727	464086362
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities.....	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	718354532	486806492
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	107705916	90499301
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1064576353	1054163970

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1064576353	1054163970
---	-----------	------------	------------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	23084580	
(B) Participants	2a(1)(B)	43224868	
(C) Others (including rollovers)	2a(1)(C)	7230944	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		73540392

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	505756	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		505756

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	1214421	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	12497172	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		13711593

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	20047398	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	21378490	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-1331092

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-10495218	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-10495218

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		9920442
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		39814998
c Other income.....	2c		55623
d Total income. Add all income amounts in column (b) and enter total.....	2d		125722494

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	135884335	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)	2391	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		135886726
f Corrective distributions (see instructions).....	2f		228
g Certain deemed distributions of participant loans (see instructions).....	2g		8021
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	278521	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		278521
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		136173496

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-10451002
l Transfers of assets:			
(1) To this plan.....	2l(1)		38619
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: LJ MOSBY, P.C.

(2) EIN: 84-1656069

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
4d			
e Was this plan covered by a fidelity bond?	X		15000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>		<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014					
A Name of plan THE BABCOCK AND WILCOX COMPANY THRIFT PLAN				B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 BABCOCK AND WILCOX INVESTMENT COMPANY				D Employer Identification Number (EIN) 72-1172705	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 23-2186884					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....				6a	
b Enter the amount contributed by the employer to the plan for this plan year.....				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.				Schedule R (Form 5500) 2014 v. 140124	

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Report of Independent Auditors

To the 401K Plans Committee and Participants of the Babcock & Wilcox Company Thrift Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Babcock & Wilcox Company Thrift Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013 and the related statements of changes in net assets available for benefits for the years ended December 31, 2014 and 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Vanguard Fiduciary Trust Company ("Vanguard" or the "trustee") the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee held the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from Vanguard as of December 31, 2014 and 2013 and for the years then ended that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matters

The Plan has elected to early adopt the accounting and disclosure provisions of Accounting Standards Update 2015-12, with retroactive application to 2013, as described by the last paragraph of Note 2 to the financial statements.

We were engaged for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedule of Assets Held at Year End as of December 31, 2014, which is the responsibility of Plan management, is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule.

Report on Form and Content In Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in dark ink, appearing to read "LJ Mosby, P.C.", is positioned above the date and location. The signature is fluid and cursive.

September 24, 2015
Houston, Texas

**THE BABCOCK & WILCOX COMPANY
THRIFT PLAN**

DECEMBER 31, 2014 and 2013

**EIN 72-1172705
Plan #002**

**THE BABCOCK & WILCOX COMPANY
THRIFT PLAN**

**FINANCIAL STATEMENTS
December 31, 2014 and 2013**

TABLE OF CONTENTS

	<u>Page(s)</u>
<u>Report of Independent Auditors</u>	1
<u>Financial Statements</u>	
Statement of Net Assets Available for Benefits at December 31, 2014 and 2013	3
Statement of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2014 and 2013	4
Notes to Financial Statements	5 – 11
Supplemental Schedule:	
Schedule of Assets (Held at End of Year), December 31, 2014*	12
*All other supplemental schedules have been omitted as they are not applicable.	

Report of Independent Auditors

To the 401K Plans Committee and Participants of the Babcock & Wilcox Company Thrift Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Babcock & Wilcox Company Thrift Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013 and the related statements of changes in net assets available for benefits for the years ended December 31, 2014 and 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Vanguard Fiduciary Trust Company ("Vanguard" or the "trustee") the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee held the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from Vanguard as of December 31, 2014 and 2013 and for the years then ended that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matters

The Plan has elected to early adopt the accounting and disclosure provisions of Accounting Standards Update 2015-12, with retroactive application to 2013, as described by the last paragraph of Note 2 to the financial statements.

We were engaged for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedule of Assets Held at Year End as of December 31, 2014, which is the responsibility of Plan management, is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule.

Report on Form and Content In Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



September 24, 2015
Houston, Texas

**THE BABCOCK & WILCOX COMPANY
THRIFT PLAN**

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2014	2013
Assets		
Investments:		
Participant-Directed Investments - At Fair Value	\$ 841,537,611	\$ 826,060,448
Participant-Directed Investments - At Contract Value	<u>199,854,544</u>	<u>226,227,727</u>
Total Investments	1,041,392,155	1,052,288,175
Receivables:		
Participant Contributions	1,672,360	-
Employer Contributions	963,884	-
Notes Receivable from Participants	<u>12,771,815</u>	<u>12,288,178</u>
Total Receivables	<u>15,408,059</u>	<u>12,288,178</u>
Total Assets	1,056,800,214	1,064,576,353
Liabilities	<u>-</u>	<u>-</u>
Net Assets Available for Benefits	<u><u>\$ 1,056,800,214</u></u>	<u><u>\$ 1,064,576,353</u></u>

The accompanying notes are an integral part of these financial statements.
See Independent Auditor's Report.

**THE BABCOCK & WILCOX COMPANY
THRIFT PLAN**

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31,	
	2014	2013
Additions to net assets attributed to :		
Investment income:		
Net Appreciation in Fair Value of Investments	\$ 33,630,861	\$ 146,580,527
Interest	4,278,269	4,370,100
Dividends	13,711,593	18,333,712
Interest on Participant Loans	505,756	518,830
Other Income	55,623	50,652
Net Investment Income	52,182,102	169,853,821
Contributions:		
Participants	44,897,228	45,751,164
Employer stock	13,724,155	13,489,645
Employer cash	10,324,309	9,333,755
Rollover	7,230,944	3,455,724
Total Contributions	76,176,636	72,030,288
Total Additions	128,358,738	241,884,109
Deductions from net assets attributed to:		
Benefits paid to participants or beneficiaries	135,894,975	84,382,061
Administrative Expenses	278,521	74,688
Total Deductions	136,173,496	84,456,749
Net Increase (Decrease) prior to transfer to/from other plan	(7,814,758)	157,427,360
Transfer from other plan	38,619	4,565
Transfer to other plan	-	(111,082)
Net Increase (Decrease)	(7,776,139)	157,320,843
Net assets available for benefits, beginning of year	1,064,576,353	907,255,510
Net assets available for benefits, end of year	\$ 1,056,800,214	\$ 1,064,576,353

The accompanying notes are an integral part of these financial statements.
See Independent Auditor's Report.

**THE BABCOCK & WILCOX COMPANY
THRIFT PLAN**

**NOTES TO FINANCIAL STATEMENTS
December 31, 2014**

NOTE 1 – DESCRIPTION OF PLAN

The following description of The Babcock & Wilcox Company Thrift Plan (the “Plan”) provides only general information. Participants should refer to the Summary Plan Description for more detailed information or to the official plan documents for complete information.

General – The Plan, established on June 18, 2010, is sponsored by Babcock and Wilcox Investment Company (the “Company”), a wholly owned subsidiary of The Babcock and Wilcox Company (“B&W”). The Company established the Plan for its workforce and engaged Vanguard as the trustee and recordkeeper for the Plan.

The Plan is a defined contribution plan administered by the B&W 401K Plans Committee (the “Committee”) as appointed by the Board of Directors of the Company. Recordkeeping and investment management of the funds (as selected by the Committee) is the responsibility of The Vanguard Group, Inc. (“Vanguard”). The Plan also offers investment in funds managed by Scout Investments, Inc., Diamond Hill Capital Management, T. Rowe Price, Wells Fargo Funds Management, Dodge & Cox and AMG Funds, LLC. Vanguard Fiduciary Trust Company (the “Trustee”), a wholly owned subsidiary of Vanguard, is the trustee of the trust that holds the assets of the Plan.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Eligibility – Substantially all employees of the Company and participating subsidiary and affiliated companies with the exceptions of non-resident alien employees who do not earn income in the United States and employees under certain collective bargaining agreements are eligible to participate in the plan on the first day of the month subsequent to hire. Employees covered by certain collective bargaining agreements are not eligible to receive matching employer contributions.

Contributions – A participant may elect to make contributions to the Plan in an amount ranging from 1% to 25% of the participant’s compensation up to a maximum amount established annually by the Internal Revenue Service (IRS). Participants 50 and older are allowed to make certain additional contributions above these normal limits. Contributions on a pre-tax or after-tax basis, up to the first 6% of a participant’s eligible compensation are considered basic contributions under the plan and any additional contributions up to 25% of eligible compensation are supplemental contributions. New employees are automatically enrolled in the Plan at the 3% employee contribution level with an option to elect out of contributing to the Plan at any time. Rollover contributions from other plans are accepted provided certain specified conditions are met.

Employer matching contributions are made in amounts equal to one-half of the participants’ basic contributions. Matching contributions may be made by the Employer in cash or in shares of B&W common stock which are held in the B&W Stock Fund. For the years ended December 31, 2014 and 2013, all employer matching contributions were made in shares of B&W common stock. Additionally, the Plan allows for certain employees of the Company to receive service-based Employer cash contributions without regard to whether they elect to make voluntary contributions to the Plan.

Participants’ Accounts – Each participant’s account is credited with the participant’s contribution and allocations of the Company’s contribution and investment gains, and charged with withdrawals, investment losses and administrative expenses. The benefits to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Participants in the Plan are entitled to transfer, in 1% increments and in unlimited number, subject to any restrictions set forth in the prospectus of the investment options, their accumulated participant and Employer contributions and related fund earnings to other investment options, subject to the following restrictions: (a) transfers to the B&W Stock Fund are restricted to Employer contributions plus gains and losses that were originally invested in the B&W Stock Fund and transferred out of that fund, and (b) participants cannot transfer into and out of the same fund effective on the same valuation date.

Vesting – All participants are 100% vested in participant contributions and rollover contributions made to the Plan. Participants vest in Company contributions and earnings at retirement, death, disability, involuntary termination for reasons other than cause or after three years of service regardless of years of participation in the Plan.

Notes Receivable from Participants – Participants may borrow from their vested accounts a minimum of \$1,000 up to a

maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loans are repaid over a period not to exceed five years with exceptions for the purchase of a primary residence. Participants may have only one loan outstanding at any one time.

The loans are secured by the balance in the participants' accounts and bear interest at a prevailing interest rate determined by the plan administrator. Principal and interest are paid ratably through payroll deductions.

Forfeitures – Forfeitures due to termination from the Plan before a participant is 100% vested are used to reduce future employer contributions or to defray reasonable Plan expenses. Unallocated forfeited nonvested accounts totaled \$768,796 at December 31, 2014. During the year ended December 31, 2014, \$9,158 and \$122,540 of forfeitures were used to offset employer contributions and plan administrative expenses, respectively.

Withdrawals and Distributions – Participants may elect in-service withdrawals of all or part of the value of their after-tax employee contributions, vested Employer contributions, rollover contributions into the Plan and any earnings on those funds. Withdrawals may subject the participant to certain suspension periods during which contributions may not be made. Withdrawals of pre-tax employee contributions may be requested on financial hardship or after attainment of age 59 ½.

Upon termination of service for any reason and including death, disability, or retirement, a participant may elect to receive the vested value of his or her account as a lump-sum distribution, to roll over the funds to an IRA or other qualified plan, or to receive annual installments over a period of up to 30 years depending on life expectancy rules. Partial distributions are allowed for participants once in every six-month period. Distributions are paid in cash except B&W common stock may be distributed in kind.

Plan Termination – Although it has not expressed any intent to do so, the Company has the right to amend, terminate or otherwise modify the Plan at any time, subject to the provisions of ERISA, solely at the discretion of the Board of Directors of the Company. In the event of plan termination, participants will immediately become 100% vested in their accounts.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The accompanying financial statements are prepared on the accrual basis of accounting.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Such estimates include those regarding fair value. Actual results could differ from those estimates and those differences could be material.

Risks and Uncertainties – The Plan provides for various investment options, including mutual funds, collective trust funds, and Company stock. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Investment Valuation and Income Recognition – The Plan's investments are stated at fair value. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan. The collective trust funds are stated at fair value as determined by the issuer of the collective trust funds based on the fair market value of the underlying investments. Collective trust funds with underlying investments in benefit-responsive investment contracts are valued at contract value because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The B&W Stock Fund is valued at its year-end unit closing price (comprised of year-end market price plus uninvested cash position).

The Plan presents in the Statement of Changes in Net Assets Available for Benefits the net appreciation in the fair value of its investments, which consists of the realized gain and losses upon the sale of investments and the unrealized appreciation of those investments.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Capital gain distributions are included in dividend income.

Management fees and operating expenses charged for investments in the mutual funds and collective trust funds are embedded

in their trading prices and are not separately reflected. Consequently, management fees and operating fees are reflected as a reduction of investment return for such investments within the line described as net appreciation in the fair value of investments.

Fully Benefit-Responsive Investment Contracts – As described in Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) *Reporting of Investment Contracts Held by Health and Welfare Benefit Plans and Defined-Contribution Pension Plans* (“ASC 962”), certain investment contracts held by a defined contribution plan are reported at contract value. Contract value is the relevant measurement attribute for the portion of the net assets available for benefits of a defined contribution plan attributed to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transaction under the terms of the plan. The participants in the Plan invest in these investment contracts indirectly through the Vanguard Retirement Savings Trust II Fund. The investments of the Vanguard Retirement Savings Trust II Fund are held in the Vanguard Retirement Savings Master Trust (the “VRST Master Trust”), a collective investment trust of stable value investment funds. Contract value for this fund represents contributions made to the fund, plus earnings, less Plan withdrawals and administrative expenses.

Contributions – Employee contributions and Employer contributions are remitted to the Trustee semi-monthly. Contributions receivable as of December 31 represent contributions withheld from employees and due from the employer that were not remitted to the Trustee until shortly after December 31. As of December 31, 2014 and 2013, contributions receivable were \$2,636,244 and \$0, respectively.

Notes Receivable from Participants – Notes receivable from participants are measured at their unpaid principal balance plus any accrued, but unpaid interest and are excluded from investments in the fair value tables in Note 3 as proscribed by Accounting Standards Update 2010-25. Delinquent notes receivable are reclassified as benefits paid based upon the terms of the Plan document. Loans bear interest at rates ranging from 4.25% to 9.50%.

Payment of Benefits – Benefits are recorded when paid and are based on the fair value of the respective funds at the effective date of the withdrawal. Benefits are paid in cash except that B&W common stock may be distributed in kind if elected by the participant.

Administration Fees and Investment Expenses – Administrative expenses of the Plan are paid by the Plan or the Plan Sponsor as provided in the Plan document. Administrative expenses reported in these statements reflect only those expenses paid by the Plan, and may include recordkeeping and other participant initiated transaction based fees.

Transfer of Plan Assets – Hourly employees of certain affiliated companies of B&W participate in other defined contribution plans. These plans are also managed by Vanguard and the assets are held by the Trustee.

Evaluation of Subsequent Events – The plan administrator has evaluated events through September 24, 2015, which is the date the financial statements were available to be issued, for their impact on amounts recorded and related to disclosures, and has incorporated the related effects as appropriate. See Note 9 for further information regarding subsequent events.

Recent Accounting Pronouncements – On July 31, 2015 the Financial Accounting Standards Board (the FASB) issued Accounting Standards Update (ASU) 2015-12 “Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962) and Health and Welfare Benefit Plans (Topic 965)” to simplify reporting for the financial statements of employee benefit plans. The ASU eliminates or reduces the scope of several financial statement disclosures required in financial statements and becomes effective for plan years beginning after December 15, 2015, with earlier application permitted. Among the simplifications included in the ASU are the elimination of fair value presentation of fully benefit-responsive investment contracts (using only contract value in the financial statements), elimination of separate disclosure of investments exceeding 5% of the net assets available for benefits, and elimination of the disaggregation of investments by nature, characteristics and risk, with presentation of fair value to be made only by investment type (such as mutual funds). The Plan has elected to early adopt the provisions of ASU 2015-12 in these financial statements, with retroactive presentation of comparative 2013 data.

NOTE 3 – FAIR VALUE MEASUREMENTS

FASB Accounting Standards Codification 820, *Fair Value Measurements and Disclosures* (“ASC 820”), defines fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. ASC 820 also expands the disclosure requirements around fair value and establishes a hierarchy for valuation inputs that emphasizes the use of observable inputs when measuring fair value. The

hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). Categorization of instruments within the fair level hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1	Inputs are based on unadjusted quoted prices for identical instruments traded in active markets.
Level 2	Inputs are based on unadjusted quoted prices for similar instruments in active markets or identical instruments in inactive markets and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the asset or liability.
Level 3	Inputs are generally unobservable and typically reflect estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are usually determined using model-based techniques that include option pricing models, discounted cash flow models and similar valuation techniques.

Following is a description of the primary valuation methodologies used to measure the fair value of each class of Plan assets.

Registered investment companies (mutual funds): Valued at the net asset value (“NAV”) of shares held by the plan as evidenced on national trading exchanges.

Company stock fund: Valued based on the last quoted price on the listed exchange.

Money market fund: Valued at the notional monetary amount held by the plan.

Common / collective trust funds: Valued at the NAV of units held by the fund on the day of valuation based upon the market value of the underlying investments. The fund has the ability to redeem its investment in the underlying fund at NAV per unit at the valuation date.

Stable value fund: Valued at contract value because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As this investment is carried at contract value, it has been excluded from the following tables in Note 3 as proscribed by ASU 2015-12.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Fair Value Measurements

The following table sets forth by level, within the fair value hierarchy, the Plan’s investments at fair value as of December 31, 2014:

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Registered investment companies	\$ 485,947,452	\$ 485,947,452	\$ -	\$ -
Company stock fund	90,499,301	90,499,301	-	-
Money market fund	859,041	859,041	-	-
Common / collective trust funds	264,231,817	264,231,817	-	-
	<u>\$ 841,537,611</u>	<u>\$ 841,537,611</u>	<u>\$ -</u>	<u>\$ -</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2013 (condensed to conform with 2014 presentation):

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Registered investment companies	\$ 718,075,000	\$ 718,075,000	\$ -	\$ -
Company stock fund	107,705,916	107,705,916	-	-
Money market fund	279,532	279,532	-	-
	<u>\$ 826,060,448</u>	<u>\$ 826,060,448</u>	<u>\$ -</u>	<u>\$ -</u>

There were no transfers of investments between Levels in 2014 and 2013. There were no Level 3 assets held by the Plan during the periods presented.

NOTE 4 – FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT

The Retirement Savings Trust II (the "Trust") contains fully benefit-responsive investment contracts as defined by the American Institute of Certified Public Accountants. The Trust provides for the collective investment of assets of tax-exempt pension and profit-sharing plans. The Trust invests solely in VRST Master Trust. The underlying investments of VRST Master Trust are primarily in a pool of investment contracts that are issued by insurance companies and commercial banks and in contracts that are backed by bond trusts. The issuers' ability to meet these obligations may be affected by economic developments in these respective companies and industries. Withdrawals may be made for the primary purposes of funding an authorized distribution, withdrawal, or loan disbursement by a participating pension or profit-sharing plan to an employee or beneficiary covered thereunder, or for the purpose of the participating plan making an employee-directed transfer to another investment election of the employee's interest in the plan. Certain plan-directed withdrawals may be subject to market value adjustments calculated in accordance with the provisions of the investment contracts or restricted by a holding period. Such events would include premature termination of the contracts, certain levels of sponsor layoffs, Plan termination or merger, changes to the Plan's prohibition on competing investment options, bankruptcy of the Plan sponsor that significantly affect the Plan's normal operations. No events are probable of occurring that might limit the ability of the Plan to transact at contract value. As of December 31, 2014 and 2013, the contract value of the plan's investment in the Trust was \$199,854,544 and \$226,227,727, respectively. Additional information regarding this investment can be found in the financial statements of the Vanguard Retirement Savings Trust II.

NOTE 5 – FINANCIAL INFORMATION CERTIFIED BY THE TRUSTEE (Unaudited)

Pursuant to the provisions of 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan's administrator elected that independent auditors not perform any auditing procedures with respect to the information certified by the Trustee, except for comparing such information to the related financial statements. All financial data included in the financial statements and supplemental schedule and their accompanying notes relating to investments, income from investments, and net appreciation in fair value of investments, and excluding interest on participant loans, was obtained from the information certified by the Trustee and is unaudited.

The following is a summary of the Plan's financial information and data certified by the Trustee as complete and accurate.

	<u>December 31,</u>	
	<u>2014</u>	<u>2013</u>
Investments, at fair value:		
Registered Investment Companies	\$ 485,947,452	\$ 718,075,000
The Babcock & Wilcox Company Common Stock	90,499,301	107,705,916
Money Market Fund	859,041	279,532
Target Date Trusts	264,231,817	-
Investments, at contract value:		
Stable Value Fund	199,854,544	226,227,727
Total Investments	<u>\$1,041,392,155</u>	<u>\$ 1,052,288,175</u>
Notes Receivable from Participants	\$ 12,771,815	\$ 12,288,178

	For the year ended December 31,	
	<u>2014</u>	<u>2013</u>
Investment Income:		
Interest	\$ 4,278,269	\$ 4,370,100
Dividends	13,711,593	18,333,712
Interest on participant loans	505,756	518,830
Net appreciation (depreciation) in fair value of investments	33,630,861	146,580,527
Total Investment Income	<u>\$ 52,126,479</u>	<u>\$ 169,803,169</u>

Supplemental schedule: All investment balances and information included in the schedule of assets held at year end.

Notes 3 and 4: All investment balances and investment information in the note, except for the classification of investments by level.

NOTE 6 – INCOME TAX STATUS

On February 21, 2012, the IRS issued a favorable determination letter stating that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been subsequently amended, however, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC, and therefore, that the Plan is qualified and the related trust is tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken uncertain tax positions that more-likely-than-not would not be sustained upon examination by the IRS. The Plan administrator has analyzed tax positions taken by the Plan and has concluded that, as of December 31, 2014, there are no uncertain tax positions taken, or expected to be taken, that would require recognition of a liability or that would require disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. However, currently no audits for any tax periods are in progress. The Plan administrator believes that the Plan is no longer subject to income tax examinations for years prior to December 31, 2011.

NOTE 7 – RELATED PARTY TRANSACTIONS

Participants in the Plan invest in shares of mutual funds managed by an affiliate of Vanguard Fiduciary Trust Company (“VFTC”). Participant accounts may also receive and hold shares of Company common stock. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules. Participant loans also qualify as exempt party-in-interest transactions. The Company also provides administrative services to the Plan and may pay certain administrative expenses of the Plan with no reimbursement from the Plan.

NOTE 8 – RECONCILIATION TO FORM 5500

The following reconciles certain balances and transactions in the financial statements to amounts reflected in Form 5500.

	<u>December 31,</u>
	<u>2014</u>
Net Assets Available for Benefits in Financial Statements	\$ 1,056,800,214
Participant Contributions Receivable	(1,672,360)
Employer Stock Contributions Receivable	(543,429)
Employer Cash Contributions Receivable	(420,455)
Net Assets Available for Benefits in Form 5500	<u>\$ 1,054,163,970</u>

Year Ended
December 31, 2014

Net Increase (Decrease) to Net Assets Available for Benefits Before Transfers in Financial Statements	\$ (7,814,758)
Participant Contributions Receivable	(1,672,360)
Employer Stock Contributions Receivable	(543,429)
Employer Cash Contributions Receivable	(420,455)
Net Increase (Decrease) to Net Assets Available for Benefits in Form 5500	\$ (10,451,002)

NOTE 9 – SUBSEQUENT EVENTS

On June 30, 2015, B&W completed the spin-off of its Power Generation business into an independent, publicly traded company named Babcock and Wilcox Enterprises (“BWE”). Effective May 20, 2015, the Board of Directors of the Company approved the transfer of the Plan’s interests and entitlements of the participants of BWE, other than any investment in the Plan’s B&W Stock Fund, totaling approximately \$405,729,115 to a defined contribution plan established by Babcock & Wilcox Power Generation Group, Inc. (the “BWE Plan”). Participants that held Company stock in their Plan accounts at June 30, 2015 received a dividend of two shares of BWE common stock for each share of Company stock held. The BWE stock dividend is held in participant accounts in the BWE Plan. Concurrent with the spin-off, B&W was renamed BWX Technologies, Inc., and the Plan was renamed to the BWXT Thrift Plan with no material changes to provisions.

Effective May 2015, per the discretion of the Company granted by the Plan, employer matching contributions will be made in cash instead of B&W common stock.

**THE BABCOCK & WILCOX COMPANY
THRIFT PLAN**

**EIN 72-1172705 – PLAN # 002
SUPPLEMENTAL SCHEDULE OF ASSETS HELD AT YEAR END
SCHEDULE H, LINE 4i
As of December 31, 2014**

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral,	(d) Cost	(e) Current Value
		Mutual Funds:		
*	Vanguard	Prime Money Market Fund		\$ 859,041
	Diamond Hill	Large Cap Fund; Class Y		50,508,805
	Dodge & Cox	International Stock Fund		2,577,180
	Scout	Core Plus Bond Fund; Institutional Class		1,346,787
	SouthernSun	U.S. Equity Fund; Institutional Shares		1,018,524
	T. Rowe Price	Institutional Large Cap Core Growth Fund		36,547,136
*	Vanguard	Extended Market Index Fund; Institutional Plus Shares		105,712,887
*	Vanguard	Institutional Index Fund		180,098,858
*	Vanguard	Total Bond Market Index Fund; Institutional Shares		54,396,483
*	Vanguard	Total International Stock Index Fund; Institutional Shares		30,290,822
	Wells Fargo	Advantage Discovery Fund; Institutional Class		23,449,970
		Company Stock Fund:		
*	B&W Stock Fund	Babcock and Wilcox Company Common Stock Fund		90,499,301
		Collective Trust Funds:		
*	Vanguard	Retirement Savings Trust II		199,854,544
*	Vanguard	Target Retirement 2010 Trust II		5,065,561
*	Vanguard	Target Retirement 2015 Trust II		44,943,850
*	Vanguard	Target Retirement 2020 Trust II		30,671,989
*	Vanguard	Target Retirement 2025 Trust II		56,238,458
*	Vanguard	Target Retirement 2030 Trust II		21,240,895
*	Vanguard	Target Retirement 2035 Trust II		31,972,170
*	Vanguard	Target Retirement 2040 Trust II		12,398,609
*	Vanguard	Target Retirement 2045 Trust II		31,008,636
*	Vanguard	Target Retirement 2050 Trust II		14,052,976
*	Vanguard	Target Retirement 2055 Trust II		2,676,764
*	Vanguard	Target Retirement 2060 Trust II		474,228
*	Vanguard	Target Retirement Income Trust II		13,487,681
		Notes Receivable from Participants:		
*	Notes Receivable	Interest Rates at 4.25 - 9.50%, with maturities through 2034		12,771,815
		Total		<u>\$ 1,054,163,970</u>

* Party in interest

- Cost information in not required for participant-directed investments and, therefore, is not included.

The above information has been certified by Vanguard Fiduciary Trust Company, the Trustee, as being complete and accurate.

See Independent Auditor's Report.

**THE BABCOCK & WILCOX COMPANY
THRIFT PLAN**

**EIN 72-1172705 – PLAN # 002
SUPPLEMENTAL SCHEDULE OF ASSETS HELD AT YEAR END
SCHEDULE H, LINE 4i
As of December 31, 2014**

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral,	(d) Cost	(e) Current Value
		Mutual Funds:		
*	Vanguard	Prime Money Market Fund		\$ 859,041
	Diamond Hill	Large Cap Fund; Class Y		50,508,805
	Dodge & Cox	International Stock Fund		2,577,180
	Scout	Core Plus Bond Fund; Institutional Class		1,346,787
	SouthernSun	U.S. Equity Fund; Institutional Shares		1,018,524
	T. Rowe Price	Institutional Large Cap Core Growth Fund		36,547,136
*	Vanguard	Extended Market Index Fund; Institutional Plus Shares		105,712,887
*	Vanguard	Institutional Index Fund		180,098,858
*	Vanguard	Total Bond Market Index Fund; Institutional Shares		54,396,483
*	Vanguard	Total International Stock Index Fund; Institutional Shares		30,290,822
	Wells Fargo	Advantage Discovery Fund; Institutional Class		23,449,970
		Company Stock Fund:		
*	B&W Stock Fund	Babcock and Wilcox Company Common Stock Fund		90,499,301
		Collective Trust Funds:		
*	Vanguard	Retirement Savings Trust II		199,854,544
*	Vanguard	Target Retirement 2010 Trust II		5,065,561
*	Vanguard	Target Retirement 2015 Trust II		44,943,850
*	Vanguard	Target Retirement 2020 Trust II		30,671,989
*	Vanguard	Target Retirement 2025 Trust II		56,238,458
*	Vanguard	Target Retirement 2030 Trust II		21,240,895
*	Vanguard	Target Retirement 2035 Trust II		31,972,170
*	Vanguard	Target Retirement 2040 Trust II		12,398,609
*	Vanguard	Target Retirement 2045 Trust II		31,008,636
*	Vanguard	Target Retirement 2050 Trust II		14,052,976
*	Vanguard	Target Retirement 2055 Trust II		2,676,764
*	Vanguard	Target Retirement 2060 Trust II		474,228
*	Vanguard	Target Retirement Income Trust II		13,487,681
		Notes Receivable from Participants:		
*	Notes Receivable	Interest Rates at 4.25 - 9.50%, with maturities through 2034		12,771,815
		Total		<u>\$ 1,054,163,970</u>

* Party in interest

- Cost information in not required for participant-directed investments and, therefore, is not included.

The above information has been certified by Vanguard Fiduciary Trust Company, the Trustee, as being complete and accurate.

See Independent Auditor's Report.