

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Bell Helicopter Rhode Island Inc.		11/01/2002	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
<b>Name:</b>	Textron Innovations Inc.
<b>Street Address:</b>	40 Westminster Street
<b>City:</b>	Providence
<b>State/Country:</b>	RHODE ISLAND
<b>Postal Code:</b>	02903
<b>Entity Type:</b>	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Registration Number:	1691378	47
Registration Number:	1687773	204
Registration Number:	1613724	205
Registration Number:	1598482	206
Registration Number:	1690071	212
Registration Number:	1690070	214
Registration Number:	1687770	222
Registration Number:	2371267	407
Registration Number:	1687769	412
Registration Number:	2239345	427
Registration Number:	2390031	430
Registration Number:	2289234	609
Registration Number:	0937437	BELL
Registration Number:	2658216	BELL HELICOPTER 360 OWNERSHIP PROGRAM WE COVER YOU FROM EVERY ANGLE.

CH \$540.00 1691378

Registration Number:	2550464	BELLCOAT
Registration Number:	1552771	BH
Registration Number:	1626963	JETRANGER
Registration Number:	2611656	KINGCOBRA
Registration Number:	1084669	LONGRANGER
Registration Number:	1686388	ROTORBREEZE
Registration Number:	2549578	SUPERCOBRA

**CORRESPONDENCE DATA**

Fax Number: (858)509-4010  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 858 509 4006  
Email: sdipdocket@pillsburywinthrop.com  
Correspondent Name: Pillsbury Winthrop LLP/Gabrielle Holley  
Address Line 1: 11682 El Camino Real  
Address Line 2: Suite 200  
Address Line 4: San Diego, CALIFORNIA 92130

NAME OF SUBMITTER:	Gabrielle A. Holley
Signature:	/GAHolley/
Date:	01/25/2005

Total Attachments: 3  
source=Bell 02\_BHRI to TII\_US#page1.tif  
source=Bell 02\_BHRI to TII\_US#page2.tif  
source=Bell 02\_BHRI to TII\_US#page3.tif

**ASSIGNMENT**

WHEREAS, Bell Helicopter Rhode Island Inc., a Delaware corporation (hereinafter "Bell Rhode Island"), has adopted, used and is using the trademarks described herein, along with the goodwill of Bell Rhode Island's business symbolized thereby, and is the owner of all right, title, and interest in and to the trademarks described herein, including any and all United States, state or foreign registrations issued, applications filed, common-law rights related to said trademarks, rights to obtain renewals and all other legal protections pertaining thereto;

WHEREAS, Bell Rhode Island desires to transfer all of its right, title, and interest in and to such trademarks, along with the goodwill of the business symbolized by and associated with such trademarks, to Textron Innovations Inc., a Delaware corporation (hereinafter "TII");

WHEREAS, all transfers of intellectual property pursuant to this Assignment are intended to be transfers pursuant to Section 351 of the Internal Revenue Code of 1986, as amended (the "Code");

NOW, THEREFORE, to whom it may concern, be it known that for good and valuable consideration, the receipt of which is hereby mutually acknowledged:

1. THE ASSIGNMENT OF TRADEMARK RIGHTS AND THE ASSOCIATED GOODWILL BY BELL RHODE ISLAND TO TII

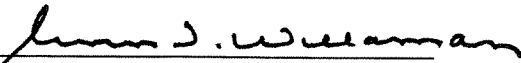
Bell Rhode Island has assigned, and transferred, and by these presents, Bell Rhode Island hereby does assign, transfer, and deliver to TII, its successors, assigns, and legal representatives the whole of any and whatever right, title, and interest Bell Rhode Island may have in and to: (i) the trademarks listed in Exhibit A, and any United States, state or foreign registrations of such trademarks, applications filed, common-law rights related to said trademarks, rights to obtain renewals and all other legal protections pertaining thereto; and (ii) the goodwill of Bell Rhode Island's business symbolized by and associated with the trademarks listed in Exhibit A.

2. FURTHER ASSURANCES

Bell Rhode Island and TII hereby further agree, each for itself and its successors, assigns, and legal representatives, to execute upon request any other lawful documents and likewise to perform any other lawful acts that are necessary to secure fully the aforesaid rights, titles, and interests in and to said trademarks listed in Exhibit A to TII, its successors, assigns, and legal representatives.

IN WITNESS WHEREOF, the parties have caused this ASSIGNMENT to be duly executed and delivered as of November 1, 2002.

**Bell Helicopter Rhode Island Inc.**

By:   
Name: Ann T. Willaman  
Title: Vice President and Secretary

**Textron Innovations Inc.**


By:   
Name: Julie G. Duffy  
Title: Vice President

Exhibit A

TRADEMARKS

Serial Number	Date Filed	Registration No.	Country	Registration Date	Mark	Type of Mark	IC	OWNER
74/112247	11/5/90	1691378	US	6/9/92	47	TM	12	BHTI
74/117852	11/26/90	1687773	US	5/19/92	204	TM	12	BHTI
73/838068	11/13/89	1613724	US	4/20/00	205	TM	12	BHTI
73/837897	11/13/89	1598482	US	9/26/00	206	TM	12	BHTI
74/119697	12/3/90	1690071	US	6/2/92	212	TM	12	BHTI
74/112235	11/5/90	1690070	US	6/2/92	214	TM	12	BHTI
74/112469	11/5/90	1687770	US	5/19/92	222	TM	12	BHTI
75/812,873	10/1/99	2,371,267	US	7/25/00	407	TM	12	BHTI
74/112161	11/5/90	1687769	US	5/19/92	412	TM	12	BHTI
75/202105	11/22/96	2,239,345	US	4/13/99	427	TM	12	BHTI
75/857,648	11/23/99	2,390,031	US	9/26/00	430	TM	12	BHTI
75/225,617	1/14/97	2,289,234	US	10/26/99	609	TM	12	BHTI
72/356156	4/6/70	937437	US	7/11/72	BELL	TM	12	BHTI
76/226,155	3/16/01	2658216	US	12/10/02	BELL HELICOPTER 360 DEGREE OWNERSHIP PROGRAM - WE COVER YOU FROM EVERY ANGLE	SM	36, 37, & 41	BHTI
75/686,386	4/19/99	2550464	US	3/19/02	BELICOAT	TM	12	BHTI
73/721966	4/12/88	1552771	US	8/22/89	bh and DESIGN	TM	12	BHTI
74/041371	3/23/90	1626963	US	12/11/90	JETRANGER	TM	12	BHTI
76/119,257	8/30/00	2611656	US	8/27/02	KINGCOBRA	TM	12	BHTI
73/118125	3/7/77	1084669	US	2/7/98	LONGRANGER	TM	12	BHTI
74/155483	4/9/91	1686388	US	5/12/92	ROTORBREEZE	TM	12	BHTI
76/162,691	11/9/00	2549578	US	3/19/02	SUPERCOBRA	TM	12	BHTI

TRADEMARK

REEL: 003015 FRAME: 0277

RECORDED: 01/25/2005