

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			
Name	Formerly	Execution Date	Entity Type
Bell Helicopter Textron Inc.		11/03/2003	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bell Helicopter Rhode Island Inc.		
Street Address:	40 Westminster Street		
City:	Providence		
State/Country:	RHODE ISLAND		
Postal Code:	02903		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2747446	MASTER THE NIGHT	
Registration Number:	2808308	FLY SMART. FLY BELL.	
Registration Number:	2819289	BELL HELICOPTER A TEXTRON COMPANY	
Registration Number:	2782012	BNX	
CORRESPONDENCE DATA			
Fax Number:	(858)509-4010		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
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/		

TRADEMARK

900018504

REEL: 003015 FRAME: 0301

CH \$115.00 2747446

Date:

01/25/2005

Total Attachments: 3

source=Bell 03_BHTI to BHRI_US#page1.tif

source=Bell 03_BHTI to BHRI_US#page2.tif

source=Bell 03_BHTI to BHRI_US#page3.tif

ASSIGNMENT

WHEREAS, Bell Helicopter Textron Inc., a Delaware corporation (the "Company"), has adopted, used and is using the trademarks described herein, along with the goodwill of Company'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, Company 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 Bell Helicopter Rhode Island Inc., a Delaware corporation ("Bell Helicopter Rhode Island");

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;

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 COMPANY TO BELL HELICOPTER RHODE ISLAND

Company has assigned, and transferred, and by these presents, Company hereby does assign, transfer, and deliver to Bell Helicopter Rhode Island, its successors, assigns, and legal representatives the whole of any and whatever right, title, and interest Company 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 Company's business symbolized by and associated with the trademarks listed in Exhibit A.

2. FURTHER ASSURANCES

Company and Bell Helicopter Rhode Island 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 Bell Helicopter Rhode Island, its successors, assigns, and legal representatives.

IN WITNESS WHEREOF, the parties have caused this ASSIGNMENT to be duly executed and delivered as of November 3, 2003.

Bell Helicopter Textron Inc.

By: Ann T. Willaman

Name: Ann T. Willaman

Title: Assistant Secretary

Bell Helicopter Rhode Island Inc.

By: Jenny Jackson

Name: Jenny Jackson

Title: Vice President

Exhibit A

TRADEMARKS

File No.	Serial Number	Date Filed	Registration No.	Country	Registration Date	Mark	Type of Mark	IC	OWNER
M-305	78/176,661	10/21/02	2747446	US	8/5/03	Master The Night	SM	42	BHTI
M-309	76/496,604	3/12/03	2808308	US	1/27/04	FLY SMART. FLY BELL. BELL HELICOPTER A TEXTRON COMPANY	TM	12	BHTI
M-314	76/500237	3/24/03	2819289	US	3/2/04		TM	12	BHTI
M-308	78/190,735	12/3/02	2782012	US	11/11/03	BNX AND DESIGN	SM	35	BHTI

TRADEMARK

REEL: 003015 FRAME: 0305

RECORDED: 01/25/2005