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 Rhode Island Inc.		04/16/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Textron Innovations Inc.
Street Address:	40 Westminster Street
City:	Providence
State/Country:	RHODE ISLAND
Postal Code:	02903
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Serial Number:	78150393	210
Serial Number:	78337233	BELL XWORX

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@pillsburylaw.com
Correspondent Name: Pillsbury Winthrop Shaw Pittman LLP/GAH
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:	04/28/2005

CH $65.00 78150393

Total Attachments: 3
source=BHRItoTII2005supUS_Page_01#page1.tif
source=BHRItoTII2005supUS_Page_02#page1.tif
source=BHRItoTII2005supUS_Page_03#page1.tif

ASSIGNMENT

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

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 BELL HELICOPTER RHODE ISLAND TO INNOVATIONS

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

2. FURTHER ASSURANCES

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

IN WITNESS WHEREOF, the parties have caused this ASSIGNMENT to be duly executed and delivered as of April 19, 2005.

Bell Helicopter Rhode Island Inc.

By: Jenny Jackson
Name: Jenny Jackson
Title: Vice President

Textron Innovations Inc.

By: _____
Name: James Runstadler
Title: Vice President - Licensing

Exhibit A

TRADEMARKS

(see attached)

Bell 4-05 (U.S.)

Mark	Our Ref. No.	Status	Appl. No.	Reg. No.	Country	Class	Filed	Registered
210	017058-0308311	Allowed	78/150393		U.S.	12 Int.	02-Aug-2002	
BELL XWORX	017058-0307176	Allowed	78/337233		U.S.	42 Int., 40 Int.	05-Dec-2003	

70079825v1