

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	CORRECTIVE ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Corrective Assignment to correct the Execution Date previously recorded on Reel 003074 Frame 0673. Assignor(s) hereby confirms the Execution Date of the Assignment is 04/19/2005..

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Bell Helicopter Rhode Island Inc.		04/19/2005	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: 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

<b>NAME OF SUBMITTER:</b>	Gabrielle Holley
<b>Signature:</b>	/GAHolley/

CH \$65.00 78150393

Date:

05/04/2005

**Total Attachments: 3**

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**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: James Runstadler  
Name: James Runstadler  
Title: Vice President - Licensing

**Exhibit A**

**TRADEMARKS**

(see attached)

Bell 4-05 (U.S.)

Mark	Our Ref. No.	Status	App. 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	