

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.		04/24/2007	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: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78808959	XWORX	
CORRESPONDENCE DATA			
Fax Number:	(949)567-6710		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	213-629-2020		
Email:	ipprosecution@orrick.com		
Correspondent Name:	Christopher J. Chaudoir		
Address Line 1:	4 Park Plaza, Suite 1600		
Address Line 2:	IP Prosecution Department		
Address Line 4:	Irvine, CALIFORNIA 92614-2558		
ATTORNEY DOCKET NUMBER:	18667.6008		
NAME OF SUBMITTER:	Angela Wendel		
Signature:	/angela wendel/		
Date:	05/09/2007		

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Total Attachments: 5

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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:

3. 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 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 relating to said trademarks, rights to obtain renewals and all other legal protections pertaining thereto, and the right to recover for past infringements of, or liabilities for, any of the rights relating to any of such trademarks; and (ii) the goodwill of the business symbolized by and associated with the trademarks listed in Exhibit A.

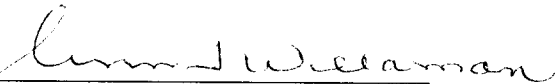
4. FURTHER ASSURANCES

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 and useful 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.

(Remainder of page intentionally left blank.)

IN WITNESS WHEREOF, the parties have caused this ASSIGNMENT to be duly executed and delivered as of April 24, 2007.

Bell Helicopter Rhode Island Inc.

By: 

Name: Ann T. Willaman

Title: Vice President and Secretary

Textron Innovations Inc.

By: 

Name: James Runstadler

Title: Vice President - Licensing

Exhibit A

TRADEMARKS

Serial Number	Filing Date	Registration Number	Country	Registration Date	Mark	Type of Mark	IC	Owner
1124839	19-Jul-06	1124839	Australia	3-Jan-07	XWORX	TM		Bell Helicopter Textron Inc.
828581231	25-Jul-06		Brazil		XWORX	TM		Bell Helicopter Textron Inc.
828581258	25-Jul-06		Brazil		XWORX	TM		Bell Helicopter Textron Inc.
1311897	4-Aug-06		Canada		XWORX	TM		Bell Helicopter Textron Inc.
5217741	24-Jul-06		CTM		XWORX	TM		Bell Helicopter Textron Inc.
300687835	26-Jul-06		HK		XWORX	TM		Bell Helicopter Textron Inc.
1472606	24-Jul-06		India		XWORX	TM		Bell Helicopter Textron Inc.
192022	23-Jul-06		Israel		XWORX	TM		Bell Helicopter Textron Inc.
192021	23-Jul-06		Israel		XWORX	TM		Bell Helicopter Textron Inc.
2006-69625	26-Jul-06		Japan		XWORX	TM		Bell Helicopter Textron Inc.
41-2006-0018707	24-Jul-06		Korea		XWORX	TM		Bell Helicopter Textron Inc.

Bell Helicopter 042407

795439	19-Jul-06	951229	Mexico	30-Aug-06	XWORX	TM	Bell Helicopter Textron Inc.
795440	19-Jul-06	951230	Mexico	30-Aug-06	XWORX	TM	Bell Helicopter Textron Inc.
95038673	27-Jul-06		Taiwan		XWORX	TM	Bell Helicopter Textron Inc.
95038672	27-Jul-06		Taiwan		XWORX	TM	Bell Helicopter Textron Inc.
78/808959	7-Feb-06		US		XWORX	TM	Bell Helicopter Textron Inc.