

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Bell Helicopter Rhode Island Inc.		02/15/2006	CORPORATION: DELAWARE

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

**PROPERTY NUMBERS Total: 16**

Property Type	Number	Word Mark
Serial Number:	78568923	429
Serial Number:	78700737	BELL
Serial Number:	78700758	BELL
Serial Number:	78700790	BELL
Serial Number:	78700818	BELL
Serial Number:	78700829	BELL
Serial Number:	78701645	BELL
Serial Number:	78701754	BELL
Serial Number:	78701766	BELL
Serial Number:	78701791	BELL
Serial Number:	78701808	BELL
Serial Number:	78701312	BELL HELICOPTER
Serial Number:	78701327	BELL HELICOPTER
Serial Number:	78701356	BELL HELICOPTER

**CH \$415.00 78568923**

Serial Number:	78701419	BELL HELICOPTER
Serial Number:	78701467	BELL HELICOPTER

**CORRESPONDENCE DATA**

Fax Number: (949)567-6710  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (213) 612-2299  
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

NAME OF SUBMITTER:	Angela Wendel
Signature:	/angela wendel/
Date:	10/12/2007

**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, tradenames, trade dress, and other designations of origin 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, tradenames, trade dress and other designations of origin described herein, including any applications filed, common-law rights related to said trademarks, tradenames, trade dress or other designations of origin, 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, trade dress and other designations of origin, 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

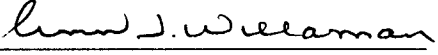
Bell Helicopter Rhode Island has assigned, and transferred, and by these presents, Bell Helicopter Rhode Island hereby does assign, transfer, and deliver to Innovations, its successors, assigns, and legal representatives the whole of any and whatever right, title, and interest Bell Helicopter Rhode Island may have in and to: (i) the trademarks, trademark applications, and tradenames listed in Exhibit A, common-law trademarks, trade dress and other designations of origin created or acquired by Bell Helicopter Rhode Island on or before December 31, 2005, and any common-law rights relating to said trademarks, tradenames, trade dress or designations of origin, 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, trademark applications, tradenames, trade dress or designations of origin; and (ii) the goodwill of the business symbolized by and associated with said trademarks, tradenames, trade dress or other designations of origin.

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 and useful to secure fully the aforesaid rights, titles, and interests in and to said trademarks, trademark applications, and tradenames listed in Exhibit A and common-law trademarks, trade dress or other designations of origin created or acquired by Bell Helicopter Rhode Island on or before December 31, 2005 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 February 15, 2006.

**Bell Helicopter Rhode Island Inc.**

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

**Textron Innovations Inc.**

By:   
Name: James P. Runstadler  
Title: Vice President - Licensing

**Exhibit A**

**TRADEMARKS**

Bell Helicopter 12-05 (US)

Serial Number	Filing Date	Registration Number	Country	Registration Date	Mark	Type of Mark	IC	Owner
78/568923	16-Feb-05		USA		429	TM	12 Int.	Bell Helicopter Textron Inc.
78/700737	25-Aug-05		USA		BELL	TM	14 Int.	Bell Helicopter Textron Inc.
78/700758	25-Aug-05		USA		BELL	TM	16 Int.	Bell Helicopter Textron Inc.
78/700790	25-Aug-05		USA		BELL	TM	18 Int.	Bell Helicopter Textron Inc.
78/700818	25-Aug-05		USA		BELL	TM	25 Int.	Bell Helicopter Textron Inc.
78/700829	25-Aug-05		USA		BELL	TM	28 Int.	Bell Helicopter Textron Inc.
78/701645	26-Aug-05		USA		BELL (Stylized)	TM	14 Int.	Bell Helicopter Textron Inc.
78/701754	26-Aug-05		USA		BELL (Stylized)	TM	16 Int.	Bell Helicopter Textron Inc.
78/701766	26-Aug-05		USA		BELL (Stylized)	TM	18 Int.	Bell Helicopter Textron Inc.
78/701791	26-Aug-05		USA		BELL (Stylized)	TM	25 Int.	Bell Helicopter Textron Inc.
78/701808	26-Aug-05		USA		BELL (Stylized)	TM	28 Int.	Bell Helicopter Textron Inc.

Bell Helicopter 12-05 (US)

Serial Number	Filing Date	Registration Number	Country	Registration Date	Mark	Type of Mark	IC	Owner
78/701312	26-Aug-05		USA		BELL HELICOPTER	TM	14 Int.	Bell Helicopter Textron Inc.
78/701327	26-Aug-05		USA		BELL HELICOPTER	TM	16 Int.	Bell Helicopter Textron Inc.
78/701356	26-Aug-05		USA		BELL HELICOPTER	TM	18 Int.	Bell Helicopter Textron Inc.
78/701419	26-Aug-05		USA		BELL HELICOPTER	TM	25 Int.	Bell Helicopter Textron Inc.
78/701467	26-Aug-05		USA		BELL HELICOPTER	TM	28 Int.	Bell Helicopter Textron Inc.