

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF AN UNDIVIDED PART OF ASSIGNOR'S INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bell Helicopter Textron Inc.		02/11/2009	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: 1			
Property Type	Number	Word Mark	
Registration Number:	3063307	V-22	
CORRESPONDENCE DATA			
Fax Number:	(949)567-6710		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	949-567-6700		
Email:	ipprosecution@orrick.com		
Correspondent Name:	Orrick Herrington & Sutcliffe LLP		
Address Line 1:	4 Park Plaza, Suite 1600		
Address Line 2:	IP Prosecution Department		
Address Line 4:	IRVINE, CALIFORNIA 92614-2558		
ATTORNEY DOCKET NUMBER:	18488.1/1		
NAME OF SUBMITTER:	Annie Chen		
Signature:	/annie chen/		
Date:	02/26/2009		

CH 3063307 \$40.00

Total Attachments: 3

source=V-22 Assignment - RI#page1.tif

source=V-22 Assignment - RI#page2.tif

source=V-22 Assignment - RI#page3.tif

ASSIGNMENT

WHEREAS, Bell Helicopter Textron Inc., a Delaware corporation (the "Company"), has jointly adopted, used and is using an undivided whole interest in the trademark, tradename, trade dress and other designation of origin described herein, along with the goodwill of business symbolized thereby, and is the joint owner of all right, title, and interest in and to the trademark, tradename, trade dress and other designations of origin described herein, including any common-law rights related to said trademark, tradename, trade dress or other designation of origin, 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 trademark, tradename, trade dress and other designation of origin, along with the goodwill of the business symbolized by and associated with such trademark, 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 present, 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 trademark, tradename listed in Exhibit A and any common-law rights relating to said trademark, tradename, trade dress or other 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 trademark, tradename, trade dress or other designations of origin; and (ii) the goodwill of the business symbolized by and associated with said trademark, tradename, trade dress or other designations of origin. With respect to the common law trademark, tradename, trade dress and any other common law designation of origin, the effective date of this assignment shall be the same date as the respective dates of first use of same.

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 and useful to secure fully the aforesaid rights, titles, and interests in and to said trademark listed in Exhibit A and any common law trademark, trade dress or other designation of origin related thereto 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 February 11, 2009.

Bell Helicopter Textron Inc.

By: 
Name: Arnold M. Friedman
Title: Vice President

Bell Helicopter Rhode Island Inc.

By: 
Name: Ann T. Willaman
Title: Assistant Secretary

Bell Helicopter 2/11/09 Assignment

Serial Number	Application No.	Date Filed	Registration No.	Country	Registration Date	Mark	Type of Mark	IC	OWNER
78580377		3/4/05	3,063,307	USA	2/28/06	V-22	Trademark	12	Bell Helicopter Textron/Boeing Management Company