

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.		02/23/2011	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	
Registration Number:	3786279	WELCOME TO THE LEADING EDGE OF VERTICAL LIFT	
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		
NAME OF SUBMITTER:	Annie Chen		
Signature:	/annie chen/		
Date:	06/22/2011		

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Total Attachments: 5

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ASSIGNMENT

WHEREAS, Bell Helicopter Rhode Island Inc., a Delaware corporation (the "Company"), has adopted, used and is using the trademarks, tradenames, trade dress and other designations of origin described herein, along with the goodwill of Company'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 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, Company desires to transfer all of its right, title, and interest in and to such trademarks, tradenames, 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 COMPANY TO INNOVATIONS

Company has assigned, and transferred, and by these presents, Company hereby does assign, transfer, and deliver to Innovations, its successors, assigns, and legal representatives the whole of any and whatever right, title, and interest Company 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 Company on or before January 2, 2011, and any common-law rights relating to said trademarks, tradenames, 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 trademarks, trademark applications, tradenames, trade dress or other 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. The assignment of all common law trademarks, common law trade dress and other common law obligations of origin pursuant to this assignment shall be deemed effective as of the date of first use in commerce by Company. All other interests assigned pursuant to this assignment shall be effective as of the execution date of this assignment.

Notwithstanding anything to the contrary herein, Company retains the whole of any and whatever right, title and interest Company may have in and to: (i) the trademarks, trademark applications, trade dress, tradenames and other designations of origin listed in Exhibit B and any common-law rights relating to said trademarks, trade dress, tradenames and other designations of origin related thereto, including without limitation, any rights to obtain renewals and all other legal protections pertaining thereto, the right to recover for past infringement of, or liabilities for, any of the rights relating to any of such trademarks, trademark applications, tradenames, trade dress or other designations or 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

Company 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


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of origin created or acquired by Company on or before January 2, 2011 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 23, 2011.

Bell Helicopter Rhode Island Inc.

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

Textron Innovations Inc.

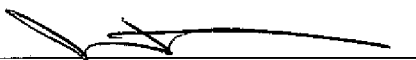
By: 
Name: James Runstadler
Title: Vice President - Licensing

Exhibit A

TRADEMARKS

2010 Bell TM Asgmt Schedule

Serial Number	Filing Date	Registration Number	Country	Registration Date	Mark	Type of Mark	Owner
78/849117	29-Mar-06	3786279	US	4-May-10	WELCOME TO THE LEADING EDGE OF VERTICAL LIFT	Trademark	Bell Helicopter Textron Inc.

Exhibit B

RETAINED INTERESTS