

**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

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Bell Helicopter Rhode Island Inc.		11/01/2004	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: 12**

Property Type	Number	Word Mark
Registration Number:	1730943	209
Registration Number:	1810009	230
Registration Number:	2763185	AERONET
Registration Number:	2928806	AH-1Z
Registration Number:	2883983	BELL
Registration Number:	2727901	BELNET EXCHANGE
Registration Number:	2839441	COBRA
Registration Number:	2868866	HUEY
Registration Number:	2191403	LIVE
Registration Number:	1858144	TWINRANGER
Registration Number:	2908650	UH-1Y
Registration Number:	2167792	HUEY II

**CORRESPONDENCE DATA**

CH \$315.00 1730943

Fax Number: (858)509-4010  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (858) 509-4006  
Email: sdipdocket@pillsburywinthrop.com  
Correspondent Name: Pillsbury Winthrop LLP/Gabrielle Holley  
Address Line 1: 11682 El Camino Real  
Address Line 2: Suite 200  
Address Line 4: San Diego, CALIFORNIA 92130

NAME OF SUBMITTER:	Gabrielle A. Holley
Signature:	/GAHolley/
Date:	03/31/2005

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**

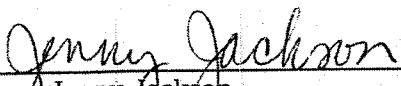
Bell Helicopter Rhode Island has assigned, and transferred, and by these presents, Bell Helicopter Rhode Island hereby does assign, transfer, and deliver to Innovations, its successors, assigns, and legal representatives the whole of any and whatever right, title, and interest Bell Helicopter may have 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 November 1, 2004.

**Bell Helicopter Rhode Island Inc.**

By:   
Name: Jenny Jackson  
Title: Vice President

**Textron Innovations Inc.**

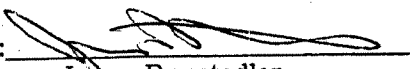
By:   
Name: James Runstadler  
Title: Vice President - Licensing

Exhibit A

**TRADEMARKS**

Bell 4-04 (U.S.)

Serial Number	Date Filed	Registration No.	Country	Registration Date	Mark	Type of Mark	IC	OWNER
74/213971	10/17/91	1730943	U.S.	11/10/92	209	TM	12	BHTI
74/107517	10/17/90	1810009	U.S.	12/7/93	230	TM	12	BHTI
76/127114	9/13/00	2763185	U.S.	9/16/03	AERONET	SM	42	BHTI
78/327346	11/13/03	2928806	U.S.	3/1/05	AH-1Z	TM	12	BHTI
76/552505	10/1/03	2883983	U.S.	11/14/04	BELL (Stylized)	TM	12, 35, 41	BHTI
76/283865	7/10/01	2727901	U.S.	6/17/03	BELLNET EXCHANGE	SM, TM	12, 35	BHTI
76/283864	9/10/01	2839441	U.S.	5/11/04	COBRA	TM	12	BHTI
76/532875	7/15/03	2868866	U.S.	8/3/04	HUEY	TM	12	BHTI
74/343128	12/24/92	2167792	U.S.	6/23/98	HUEY II	TM	12	BHTI
75/216980	12/23/96	2191403	U.S.	9/22/98	LIVE	TM	7	BHTI
74/259493	3/26/92	1858144	U.S.	10/11/94	TWINRANGER	TM	12	BHTI
78/327051	11/12/03	2908650	U.S.	12/7/04	UH-1Y	TM	12	BHTI