



5-2-01

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

101712809 TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Carl Goldberg Models, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State IL, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: 04/20/2001

2. Name and address of receiving party(ies)

Name: Horizon Hobby, Inc.

Internal

Address:

Street Address: 4105 Fieldstone Road

City: Champaign State: IL Zip: 61822

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

N/A

B. Trademark Registration No.(s) (1462800)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Roger Rhodes

Internal Address: Horizon Hobby, Inc.

attn: Roger Rhodes

Street Address: 4105 Fieldstone Road

City: Champaign State: IL Zip: 61822

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Larry Stephens, President

Name of Person Signing

Signature

4/26/01

Date

3

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

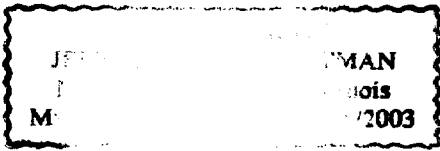
**TRADEMARK ASSIGNMENT**

FOR GOOD AND VALUABLE CONSIDERATION, the receipt of which is hereby acknowledged, Carl Goldberg Models, Inc., an Illinois corporation with a business address of 4734 West Chicago Avenue, Chicago, Illinois 60651, hereinafter "CGM," has sold, assigned, transferred and conveyed, and hereby does sell, assign, transfer and convey to Horizon Hobby, Inc., a Delaware corporation, with its principal place of business at 4105 Fieldstone Road, Champaign, Illinois 61822, all right, title and interest CGM has ever had in and to the trademarks:

<b>Mark</b>	<b>Registration Number</b>	<b>Serial Number</b>
ULTRACOTE	1462800	73651581
ULTRATRIM	-	-
ULTRASTRIPE	-	-
ULTRACOTE PLUS	-	-

together with any and all goodwill which is symbolized by said trademarks, including, but not limited to, registrations and pending applications for registration, common law rights in said trademarks, and any causes of action and damages for infringement, misappropriation, dilution or other injury or violation of such trademarks previously accrued or now accruing

CGM agrees to execute any further documents to effect the registration and assignment of said trademarks, applications and any registrations, and warrants that it possesses the right and authority to make, have effected and to hereby effect the representations, sale, assignments, transfer and conveyance herein.



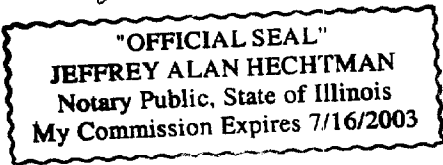
CARL GOLDBERG MODELS, INC.

By: Carl Lieberman  
Its President

Dated: March 20, 2001

SUBSCRIBED AND SWORN TO  
before me this 20<sup>th</sup> day of  
March, 2001.

Jeffrey A. Hechtman  
Notary Public



121298/2/9565.000

RECORDED: 05/02/2001

TRADEMARK  
REEL: 002293 FRAME: 0669