

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, National Association, as agent		01/17/2014	National Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Horizon Hobby, Inc.
Street Address:	4105 Fieldstone Road
City:	Champaign
State/Country:	ILLINOIS
Postal Code:	61822
Entity Type:	CORPORATION: DELAWARE

Name:	HOBBYSHOPNOW, INC.
Street Address:	4105 Fieldstone Road
City:	Champaign
State/Country:	ILLINOIS
Postal Code:	61822
Entity Type:	CORPORATION: ILLINOIS

PROPERTY NUMBERS Total: 82

Property Type	Number	Word Mark
Registration Number:	3103445	
Serial Number:	85384437	5IVE-T
Registration Number:	2973054	AEROBIRD CHALLENGER
Registration Number:	3966635	APPRENTICE
Serial Number:	85360702	AS3X
Registration Number:	2199877	ATHEARN
Registration Number:	3726133	BIND-N-FLY
Registration Number:	3342743	BLADE

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Serial Number:	85068845	CARBON Z
Registration Number:	3828309	DELTA-V
Registration Number:	3828310	DELTA V
Registration Number:	3040637	DSM
Serial Number:	85365064	DSM2
Serial Number:	85243691	DSMX
Serial Number:	85233522	DSM X
Registration Number:	3295527	DUALINK
Registration Number:	3334879	DYNAMITE
Registration Number:	1586915	DYNAMITE
Registration Number:	3068160	E-FLITE
Registration Number:	3929776	ELECTRIX RC
Registration Number:	3639006	EMBER
Registration Number:	3422369	ER
Registration Number:	3422366	ERACERS
Registration Number:	3696655	ETOMIC
Registration Number:	2948897	EVOLUTION
Registration Number:	2948896	EVOLUTION E
Registration Number:	3062349	FAST SERVE
Registration Number:	3097899	FEEL THE DIFFERENCE!
Registration Number:	2918080	FIREBIRD COMMANDER
Registration Number:	3436716	FIREBIRD PHANTOM
Registration Number:	3932461	FORCE
Registration Number:	3215449	FS ONE
Registration Number:	3422744	FUNTANA
Registration Number:	3174217	GENESIS
Registration Number:	2538343	HANGAR 9
Registration Number:	3551270	HANGER PACK
Serial Number:	85237987	HOBBIES FOR GOOD
Registration Number:	2526081	HOBBY ZONE
Registration Number:	2848727	HOBBYZONE
Registration Number:	3714520	HOBBYZONE
Serial Number:	85297492	HORIZON HOBBY
Serial Number:	85313158	HORIZON H O B B Y
Registration Number:	2746675	JR

	2746674	JR
Registration Number:	2994781	JUST FLY
Registration Number:	3481677	LOSI
Registration Number:	3209209	MACH
Registration Number:	3276176	MAYHEM
Registration Number:	3422363	MCHENRY
Registration Number:	3373563	MICRO-T
Registration Number:	2933007	MINI T
Registration Number:	2848725	O
Registration Number:	2968715	PARKZONE
Registration Number:	3143541	PLUG-N-PLAY
Registration Number:	3342622	PRO BOAT
Registration Number:	3422367	RACE ROLLER
Registration Number:	3193997	RACE SMART
Registration Number:	3693794	RADIAN
Registration Number:	3463647	REACTION
Registration Number:	2528546	READY TO ROLL
Registration Number:	3439714	RECOIL
Serial Number:	85282302	REVOLUTION
Registration Number:	3138084	ROUNDHOUSE
Registration Number:	4009689	RUCKUS
Serial Number:	85337177	SCIMITAR
Registration Number:	3290274	SEAGULL
Registration Number:	3588050	SENTRY
Registration Number:	3115280	SFG TECHNOLOGY
Registration Number:	3439715	SHOCKWAVE
Registration Number:	3952657	SIMPLIFLY
Registration Number:	3021979	SLO-V
Registration Number:	3755589	SMARTDIFF
Registration Number:	3486488	SPARC!
Registration Number:	3080770	SPEKTRUM
Registration Number:	2996001	SPORTWERKS
Registration Number:	1528416	TEAM LOSI
Registration Number:	2427470	THUNDER RAILS
Registration Number:	4009335	TLR

	3240750	TURMOIL
Registration Number:	1462800	ULTRACOTE
Registration Number:	3604150	VAPOR
Registration Number:	3832311	XCELORIN

CORRESPONDENCE DATA

Fax Number: 3125585700
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 312 558-6352
Email: lkonrath@winston.com
Correspondent Name: Laura Konrath
Address Line 1: 35 W Wacker Drive
Address Line 2: Winston & Strawn LLP, Suite 4200
Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	85452-13
NAME OF SUBMITTER:	Laura Konrath
Signature:	/Laura Konrath/
Date:	01/23/2014

Total Attachments: 5
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**TERMINATION AND RELEASE OF
SECURITY INTEREST IN TRADEMARKS**

This **TERMINATION AND RELEASE OF SECURITY INTERESTS IN TRADEMARKS** (this "Termination and Release") is granted as of January 17, 2014 by **JPMORGAN CHASE BANK, NATIONAL ASSOCIATION**, a national banking association, in its capacity as administrative agent (the "Agent"), in favor of **HORIZON HOBBY, INC.**, a Delaware corporation, and **HOBBYSHOPNOW, INC.**, an Illinois corporation (collectively, the "Companies").

WITNESSETH:

WHEREAS, the Companies are parties with the Agent to a Trademark Security Agreement dated as of August 12, 2011 (as amended, supplemented, extended, restated, or otherwise modified prior to the date hereof, the "Trademark Security Agreement") granting the Agent a security interest in and lien on certain Trademarks (as defined below);

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on August 15, 2011, on Reel 4604, Frame 726, against certain Trademarks identified on Schedule I hereto;

WHEREAS, the Companies have satisfied all of the obligations under the Security Agreement and has requested that the Agent terminate and release its security interests in and liens on the Trademarks as herein provided.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby agrees as follows:

1. Definitions.

(a) All capitalized terms used herein shall have the meaning ascribed to them in the Security Agreement defined in the Trademark Security Agreement, unless otherwise defined in this Termination and Release.

(b) The term "Trademark Collateral", as used herein, shall mean:

(i) all of Trademarks and Trademark Intellectual Property Licenses to which any Company is a party including those referred to on Schedule I hereto;

(ii) all renewals of the foregoing;

(iii) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark Intellectual Property License; and

(iv) all products and proceeds of the foregoing, including any claim by such Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or any Trademark licensed under any Intellectual Property License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Intellectual Property License.

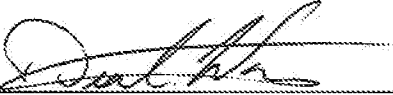
2. Release of Security Interest. The Agent hereby terminates, releases and discharges its liens on, security interests in, and all other rights in, to and under the Trademark Collateral, including but not limited to those Trademarks identified on Schedule I, and the Trademark Intellectual Property Licenses.

3. Reassignment. The Agent hereby reassigns, grants and conveys to the Companies, without any representation, recourse or undertaking by the Agent, all of the Agent's right, title and interest in and to the Trademark Collateral.

[Signature Immediately Follows]

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

JPMORGAN CHASE BANK, NATIONAL
ASSOCIATION, as Administrative Agent

By: 

Name: Dease Warrens

Title: VP

Signature Page to Termination and Release of Security Interest in Trademarks

SCHEDULE I**TRADEMARKS**

Title	Registration / Serial No.	Date Filed	Registration Date
(n/a)	3103445	2/9/2005	6/13/2006
5IVE-T	85384437		
Aerobird Challenger	2973054		7/19/2005
Apprentice	3966635	3/7/2008	5/24/2011
AS3X	85360702		
Athearn	2199877		10/27/1998
BIND-N-FLY	3726133	2/19/2008	12/15/2009
Blade	3342743	12/15/2006	11/27/2007
Carbon Z	85068845		
DELTA-V	3828309	11/17/2008	8/3/2010
DELTA _v	3828310		8/3/2010
DSM	3040637	8/9/2004	1/10/2006
DSM2	85365064		
DSMX	85243691	2/16/2011	
DSM X	85233522	2/3/2011	
DuaLink	3295527	3/14/2006	9/18/2007
Dynamite	3334879	5/25/2006	11/30/2007
Dynamite	1586915	11/10/1988	3/13/1990
E-flite	3068160	3/24/2005	3/14/2006
Electrix RC	3929776		3/8/2011
EMBER	3639006	11/17/2008	6/16/2009
ER	3422369	8/21/2007	5/6/2008
Eracers	3422366	8/21/2007	5/6/2008
ETOMIC	3696655	5/28/2008	10/13/2009
Evolution	2948897	7/26/2002	5/10/2005
Evolution E	2948896	7/26/2002	5/10/2005
Fast Serve	3062349	7/14/2004	2/28/2006
feel the difference!	3097899	6/1/2005	5/30/2006
Firebird Commander	2918080	2/24/2004	1/11/2005
Firebird Phantom	3436716	9/27/2006	5/27/2008
FORCE	3932461	2/2/2010	3/15/2011
FS One	3215449	4/11/2006	3/6/2007
Funtana	3422744		5/6/2008
Genesis	3174217	3/14/2006	11/21/2006
Hangar 9	2538343		2/12/2002
Hangar Pack	3551270		12/23/2008

Title	Registration / Serial No.	Date Filed	Registration Date
HOBBIES FOR GOOD	85237987	2/9/2011	
HobbyZone	2526081		1/1/2002
HobbyZone	2848727		6/1/2004
HOBBYZONE	3714520	3/5/2009	11/24/2009
Horizon Hobby	85297492	4/18/2011	
Horizon H O B B Y	85313158	5/5/2011	
JR	2746675		8/5/2003
JR	2746674		8/5/2003
just fly.	2994781		9/13/2005
Losi	3481677	5/3/2007	8/5/2008
Mach	3209209	5/16/2006	2/13/2007
Mayhem	3276176	3/18/2004	8/7/2007
McHenry	3422363	8/21/2007	5/6/2008
Micro-T	3373563	10/31/2006	1/22/2008
Mini T	2933007		3/15/2005
O	2848725		6/1/2004
ParkZone	2968715		7/12/2005
Plug-N-Play	3143541	3/30/2005	9/12/2006
Pro Boat	3342622	10/17/2006	11/27/2007
Race Roller	3422367	8/21/2007	5/6/2008
Race Smart	3193997	3/14/2006	1/2/2007
Radian	3693794		10/6/2009
Reaction	3463647	5/25/2007	7/8/2008
Ready To Roll	2528546		1/8/2002
Recoil	3439714	8/21/2007	6/3/2008
Revolution	85282302	3/31/2011	
Roundhouse	3138084	2/9/2005	9/5/2006
Ruckus	4009689	2/17/2011	
Scimitar	85337177	6/3/2011	
Seagull	3290274	8/31/2004	9/11/2007
Sentry	3588050	7/27/2007	3/10/2009
SFG Technology	3115280	1/5/2005	7/11/2006
ShockWave	3439715		6/3/2008
SimpliFly	3952657		4/26/2011
Slo-V	3021979		12/29/2005
SMARTDIFF	3755589		3/2/2010
Sparc!	3486488	7/18/2006	8/12/2008
Spektrum	3080770	10/1/2004	4/11/2006
Sportwerks	2996001		9/13/2005

Title	Registration / Serial No.	Date Filed	Registration Date
Team Losi	1528416		3/7/1989
Thunder Rails	2427470		2/6/2001
TLR	4009335	1/11/2011	
Turmoil	3240750	1/9/2006	5/8/2007
UltraCote	1462800		10/27/1987
Vapor	3604150		4/7/2009
Xcelorin	3832311	7/30/2007	8/10/2010

CHI 64339109v1

RECORDED: 01/23/2014

**TRADEMARK
REEL: 005198 FRAME: 0895**