

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
TCA Corporation		05/14/2008	CORPORATION: DELAWARE
Texas Cheerleading Associates, Inc.		05/14/2008	CORPORATION: TEXAS
Texas Cheerleading Association, Inc.		05/14/2008	CORPORATION: DELAWARE
Texas Cheerleading Association, Inc.		05/14/2008	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	Varsity Spirit Corporation
Street Address:	6745 Lenox Center Court, Suite 300
City:	Memphis
State/Country:	TENNESSEE
Postal Code:	38115
Entity Type:	CORPORATION: TENNESSEE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3273355	AMERICAN CHEER POWER
Registration Number:	3232282	AMERICAN CHEER POWER NATIONALS
Registration Number:	2891439	CHEER POWER
Registration Number:	2893631	CHEER POWER
Registration Number:	2432547	CHEER POWER
Registration Number:	3058778	POWER DANCE
Registration Number:	3255973	YOU BE THE CHEER JUDGE
Registration Number:	3163636	WORLD SERIES OF CHEERLEADING

CORRESPONDENCE DATA

OP \$215.00 3273355

Fax Number: (901)577-0814
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Email: trademarks@bakerdonelson.com
Correspondent Name: Grady Garrison
Address Line 1: 165 Madison Avenue, Suite 2000
Address Line 4: Memphis, TENNESSEE 38103

NAME OF SUBMITTER:	Grady M. Garrison
Signature:	/Grady M. Garrison/
Date:	07/01/2008

Total Attachments: 3
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TRADEMARK ASSIGNMENT

This Assignment of Trademarks ("**Assignment**") having an effective date, *nunc pro tunc*, as of January 8, 2008, is executed by Texas Cheerleading Association, Inc., a Texas corporation with an address of P.O. Box 8657 Bacliff, TX, 77518 ("**Assignor**") in favor of Varsity Spirit Corporation, a Tennessee corporation with an address of 6745 Lenox Center Court, Suite 300, Memphis, TN 38115 ("**Assignee**").

WHEREAS, Assignor is the owner of record of trademarks for which certain registrations have been issued by the United States Patent and Trademark Office as set forth in attached Exhibit A (the "**Trademarks**");

WHEREAS, pursuant to an Asset Purchase Agreement between the parties dated January 8, 2008, Assignor agreed to sell and did sell the Trademarks to Assignee;

WHEREAS, Assignor has at all times material hereto been a corporation duly incorporated and existing under the laws of Texas;

WHEREAS, Assignor; TCA Corporation, a Delaware corporation; Texas Cheerleading Associates, Inc., a Texas corporation; and Texas Cheerleading Association, Inc., a Delaware corporation, are one and the same entity; and

WHEREAS, the registrations issued by the U.S. Patent and Trademark Office for certain Trademarks contain erroneous information, as follows:

1. Registration number 2,893,631 for CHEER POWER erroneously lists TCA Corporation, a Delaware corporation, as the Registrant instead of Texas Cheerleading Association, a Texas corporation, the correct Registrant;
2. Registration number 3,255,973 for YOU BE THE CHEER JUDGE erroneously lists Texas Cheerleading Associates, Inc., a Texas corporation, as the Registrant instead of Texas Cheerleading Association, a Texas corporation, the correct Registrant;
3. Registration numbers 2,432,547 (CHEER POWER), 3,273,355 (AMERICAN CHEER POWER), 3,232,282 (AMERICAN CHEER POWER NATIONALS), and 2,891,439 (CHEER POWER) each erroneously lists Texas Cheerleading Association, Inc., a Delaware corporation, as the Registrant instead of Texas Cheerleading Association, a Texas corporation, the correct Registrant.

NOW, THEREFORE, for consideration previously provided and hereby acknowledged, Assignor hereby:

Assigns, transfers and conveys to Assignee, *nunc pro tunc*, as of January 8, 2008 the entire right, title and interest in and to the Trademarks together with the goodwill of the business symbolized thereby and the right to recover damages for past acts of infringement of the Trademarks.

IN WITNESS WHEREOF, Assignor hereby has caused its name to be signed by its duly authorized representative.

Texas Cheerleading Association, Inc.

By: *[Signature]*
Name: Regina Symons
Title: owner
Date: 5-14-08

STATE OF Texas
COUNTY OF Galveston

Before me, Mary L. Biondo, a Notary Public in and for the State and County aforesaid, personally appeared Regina Symons, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself (or herself) to be the owner of TCA, Inc., the within named bargainor, a corporation, and that he as such _____, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such _____.

WITNESS my hand and seal at office, on this the 13 day of May 2008, 2008.

[Signature]
Notary Public

My Commission Expires:

- 5-22-08

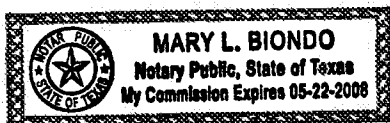


EXHIBIT A

Trademark	Reg. No.	Goods and Services
AMERICAN CHEER POWER	3,273,355	Educational services, namely, conducting instructional clinics, classes, workshops and camps in the field of cheerleading, gymnastics, drill team and pompom squads; arranging and conducting athletic competitions in the field of cheerleading, gymnastics, drill teams and pompom squads.
AMERICAN CHEER POWER NATIONALS	3,232,282	Educational services, namely, conducting instructional clinics, classes, workshops and camps in the field of cheerleading, gymnastics, drill teams and pompom squads; and arranging and conducting athletic competitions in the field of cheerleading, gymnastics, drill teams and pompom squads.
CHEER POWER	2,891,439	Clothing, namely, sweat suits, sweatshirts, shorts, T-shirts, skirts, pants, socks, leotards, sweaters, hats, shoes, sneakers, slippers, bodysuits, bandanas, swimwear, sandals, slippers, visors, boxer shorts, vests, tank tops, blouses, headbands; women's underwear and sportswear, namely, bras, panties; men's underwear and sportswear, namely, boxer shorts, briefs.
CHEER POWER	2,893,631	Jewelry, namely, charms.
CHEER POWER	2,432,547	Education services, namely, conducting instructional clinics, classes, workshops and camps in the field of cheerleading, gymnastics, drill teams and pompom squads and arranging and conducting athletic competitions in the field of cheerleading, gymnastics, drill teams and pompom squads.
POWER DANCE	3,058,778	Educational services, namely, conducting instructional clinics, classes, workshops, and camps in the field of cheerleading, gymnastics, dance, drill teams, and pom pom squads, and arranging and conducting athletic competitions in the field of cheerleading, gymnastics, dance, drill teams, and pom pom squads.
YOU BE THE CHEER JUDGE	3,255,973	Entertainment services, namely, judging cheerleading competitions by voting for competing cheerleading teams broadcast on a global network; providing recognition and incentives by way of awards to demonstrate excellence in the field of cheerleading; awarding prizes to participating judges.
WORLD SERIES OF CHEERLEADING	3,163,636	Educational services, namely, conducting instructional clinics, classes, workshops, and camps in the field of cheerleading, gymnastics, dance, drill teams, and pom pom squads, and arranging and conducting athletic competitions in the field of cheerleading, gymnastics, dance, drill teams, and pom pom squads.