

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|------------------------------|--------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | RELEASE BY SECURED PARTY |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|--|----------|----------------|------------------------|
| The Northwestern Mutual Life Insurance Company | | 07/28/2011 | CORPORATION: WISCONSIN |

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 |

| | |
|------------------------|--|
| Name: | Varsity Spirit Fashions and Supplies, Inc. |
| Street Address: | 2525 Horizon Lake Drive |
| City: | Memphis |
| State/Country: | TENNESSEE |
| Postal Code: | 38133 |
| Entity Type: | CORPORATION: MINNESOTA |

| | |
|------------------------|------------------------------------|
| Name: | Varsity USA, Inc. |
| Street Address: | 6745 Lenox Center Court, Suite 300 |
| City: | Memphis |
| State/Country: | TENNESSEE |
| Postal Code: | 38115 |
| Entity Type: | CORPORATION: TENNESSEE |

| | |
|------------------------|--------------------|
| Name: | NSG Corporation |
| Street Address: | 2010 Merritt Drive |
| City: | Garland |
| State/Country: | TEXAS |

900198460

TRADEMARK
 REEL: 004594 FRAME: 0765

CH \$2065.00 78714694

| | |
|--------------|-----------------------|
| Postal Code: | 75041 |
| Entity Type: | CORPORATION: DELAWARE |

| | |
|-----------------|---------------------------------|
| Name: | Varsity/Intropa Tours, Inc. |
| Street Address: | 5555 West Loop South, Suite 105 |
| City: | Bellaire |
| State/Country: | TEXAS |
| Postal Code: | 77401 |
| Entity Type: | CORPORATION: CALIFORNIA |

| | |
|-----------------|------------------------------|
| Name: | VBI Ventures, Inc. |
| Street Address: | 6745 Lenox Center, Suite 300 |
| City: | Memphis |
| State/Country: | TENNESSEE |
| Postal Code: | 38115 |
| Entity Type: | CORPORATION: TENNESSEE |

PROPERTY NUMBERS Total: 82

| Property Type | Number | Word Mark |
|----------------|----------|--|
| Serial Number: | 78714694 | A ATHLETIC CHAMPIONSHIPS |
| Serial Number: | 73697774 | AMERICAN ASSOCIATION CHEERLEADING COACHES & ADVISORS AACCA |
| Serial Number: | 75472238 | AMERICAN CHEERLEADERS ASSOCIATION ACA |
| Serial Number: | 75573110 | CHEERONLINE THE SPIRIT OF THE INTERNET |
| Serial Number: | 73581063 | C L A S S CREATING LEADERSHIP FOR AMERICAN SCHOOL SPIRIT |
| Serial Number: | 75301702 | CO.DANCE |
| Serial Number: | 75977925 | CO. DANCE |
| Serial Number: | 75701614 | COLLEGE CHEERLEADING & DANCE TEAM NATIONAL CHAMPIONSHIP |
| Serial Number: | 75361943 | D CO. DANCE |
| Serial Number: | 75978890 | D CO. DANCE |
| Serial Number: | 78801381 | FLIP FEST |
| Serial Number: | 78801405 | FLIP FEST |
| Serial Number: | 78956769 | IASF INTERNATIONAL ALL STAR FEDERATION |
| Serial Number: | 77008394 | IASF INTERNATIONAL ALL STAR FEDERATION |
| Serial Number: | 78500482 | ICSF |
| Serial Number: | 78463162 | MASTERS OF THE MAT |

| | | |
|----------------|----------|---|
| Serial Number: | 75701586 | NATIONAL ALL STAR CHEERLEADING CHAMPIONSHIP |
| Serial Number: | 74295078 | NATIONAL DANCE TEAM CHAMPIONSHIP |
| Serial Number: | 73796011 | NATIONAL HIGH SCHOOL CHEERLEADING CHAMPIONSHIP |
| Serial Number: | 78530533 | OZONE |
| Serial Number: | 78976613 | OZONE |
| Serial Number: | 78753572 | PREMIER ATHLETICS |
| Serial Number: | 75832205 | SPIRIT OF AMERICA |
| Serial Number: | 73758293 | STARLIGHT PRODUCTIONS |
| Serial Number: | 76593635 | THE ALL STAR WORLDS |
| Serial Number: | 76548644 | THE CHEERLEADING WORLDS |
| Serial Number: | 76977618 | THE CHEERLEADING WORLDS |
| Serial Number: | 73760932 | THE NATIONAL DANCE TEAM CHAMPIONSHIP |
| Serial Number: | 75701587 | UCA |
| Serial Number: | 77029297 | UDA |
| Serial Number: | 78767430 | UNIQUE SPIRIT |
| Serial Number: | 73775786 | UNIVERSAL CHEERLEADERS ASSOCIATION |
| Serial Number: | 73772749 | UNIVERSAL DANCE ASSOCIATION |
| Serial Number: | 78323016 | U.S. ALL STAR FEDERATION USASF |
| Serial Number: | 75832206 | U.S.OPEN CHEERLEADING & DANCE TEAM CHAMPIONSHIP |
| Serial Number: | 78802646 | USA CHEERLEADING FEDERATION USACF |
| Serial Number: | 78859687 | USA SPORT CHEERING FEDERATION |
| Serial Number: | 78500487 | USACSF |
| Serial Number: | 75704039 | V VARSITY |
| Serial Number: | 75791751 | VARSITY |
| Serial Number: | 75798082 | VARSITY |
| Serial Number: | 78758325 | VARSITY CHOREOGRAPHY |
| Serial Number: | 78767379 | VARSITY EDUCATION CENTER |
| Serial Number: | 78767411 | VARSITY EDUCATION STORE |
| Serial Number: | 74231166 | VARSITY SPIRIT CORPORATION |
| Serial Number: | 75216343 | VARSITY SPORT |
| Serial Number: | 78767393 | VARSITY UNIVERSITY |
| Serial Number: | 75791750 | VARSITY.COM |
| Serial Number: | 78795974 | V!ROC |
| Serial Number: | 78870783 | WE ARE CHEERLEADING |
| Serial Number: | 78877359 | WE ARE CHEERLEADING |

TRADEMARK

REEL: 004594 FRAME: 0767

| | | |
|----------------|----------|--|
| | 75851168 | WESTCOAST CHAMPIONSHIP |
| Serial Number: | 75980208 | WORLD CHEERLEADING CHAMPIONSHIP |
| Serial Number: | 76345500 | ACTIONWEAVE |
| Serial Number: | 73799998 | JUNIOR VARSITY SPIRIT FASHIONS |
| Serial Number: | 76345397 | MOTIONFLEX |
| Serial Number: | 75661807 | V VARSITY DANCE |
| Serial Number: | 74130827 | VARSITY SPIRIT FASHIONS |
| Serial Number: | 73740973 | CROWDLEADER |
| Serial Number: | 74274726 | USA NATIONALS |
| Serial Number: | 73233604 | USA UNITED SPIRIT ASSOCIATION |
| Serial Number: | 76495523 | USA UNITED SPIRIT ASSOCIATION |
| Serial Number: | 74658311 | WHERE TEAMS COME TRUE |
| Serial Number: | 76380648 | CDT |
| Serial Number: | 76380649 | CDT |
| Serial Number: | 72307310 | CHEERLEADER |
| Serial Number: | 74721083 | CHEERLEADER & DANZTEAM |
| Serial Number: | 73511931 | CHEEROBICS |
| Serial Number: | 74721085 | FLY-AWAY |
| Serial Number: | 73103803 | NATIONAL CHEERLEADERS ASSOCIATION |
| Serial Number: | 76334201 | NATIONAL CHEERLEADERS ASSOCIATION |
| Serial Number: | 76342433 | NATIONAL CHEERLEADERS ASSOCIATION |
| Serial Number: | 75761103 | NATIONAL DANCE ALLIANCE |
| Serial Number: | 74721084 | NCA |
| Serial Number: | 75761104 | NDA |
| Serial Number: | 76343598 | NDA NATIONAL DANCE ALLIANCE |
| Serial Number: | 76343881 | NDA NATIONAL DANCE ALLIANCE |
| Serial Number: | 74720988 | SPIRIT STICK |
| Serial Number: | 74720386 | THE ORIGINAL CHEERLEADER SUPPLY COMPANY SINCE 1948 |
| Serial Number: | 78255116 | PREMIER CHEERLEADING |
| Serial Number: | 78255123 | PREMIER GYMNASTICS |
| Serial Number: | 74579326 | INTROPA TOURS |

CORRESPONDENCE DATA

Fax Number: (317)231-7433

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

TRADEMARK
REEL: 004594 FRAME: 0768

Phone: 3172311313
Email: ofleming@btlaw.com
Correspondent Name: Olivia M. Fleming
Address Line 1: 11 South Meridian Street
Address Line 2: Barnes & Thornburg LLP
Address Line 4: Indianapolis, INDIANA 46204

ATTORNEY DOCKET NUMBER: 2799-165

NAME OF SUBMITTER: Olivia M. Fleming

Signature: /omf/

Date: 08/01/2011

Total Attachments: 10
source=REL1#page1.tif
source=REL1#page2.tif
source=REL1#page3.tif
source=REL1#page4.tif
source=REL1#page5.tif
source=REL1#page6.tif
source=REL1#page7.tif
source=REL1#page8.tif
source=REL1#page9.tif
source=REL1#page10.tif

RELEASE OF TRADEMARK COLLATERAL

THIS RELEASE OF TRADEMARK COLLATERAL (this "Release") is made as of July 28, 2011, by THE NORTHWESTERN MUTUAL LIFE INSURANCE COMPANY, as administrative agent (in such capacity as the "Administrative Agent"), the secured party under the Security Agreement referred to below.

WITNESSETH:

WHEREAS, Varsity Spirit Corporation, Varsity Spirit Fashions & Supplies, Inc., Varsity/Intropa Tours, Inc., Varsity USA, Inc., VBI Ventures, Inc., NSG Corporation (collectively, "Grantors") and certain other entities executed that Second Lien Security Agreement (Intellectual Property), dated as of February 22, 2007 (the "Security Agreement"), pursuant to which Grantors granted a security interest to the Administrative Agent in certain trademarks and other intellectual property of Grantors; and

WHEREAS, in connection with said Security Agreement, documentation was recorded with the United States Patent and Trademark Office at Reel 3498, Frame 0593, at Reel 3498, Frame 0532, at Reel 3498, Frame 0623, at Reel 3498, Frame 0653, at Reel 3498, Frame 0608, and at Reel 3498, Frame 0638 on March 13, 2007; and

WHEREAS, the Administrative Agent has agreed to release all its liens on the trademarks and trademark applications of Grantors identified on Exhibit A attached hereto and made a part hereof (the "Released Collateral"), and to reconvey any and all rights in the Released Collateral to the persons legally entitled thereto.

NOW, THEREFORE, in consideration of the promises and other good and valuable consideration, receipt of which is hereby acknowledged, the Administrative Agent hereby releases all its rights in and to the Released Collateral, reconveys to the persons legally entitled thereto all of the Administrative Agent's right, title and interest in and to the Released Collateral, all without warranty or representation of any kind.

IN WITNESS WHEREOF, the Administrative Agent has caused this Release to be duly executed on the date first above written.

THE NORTHWESTERN MUTUAL LIFE
INSURANCE COMPANY, as Administrative
Agent

By: RA Strait
Name: Richard A. Strait
Title: Its Authorized Representative





[Release of Trademark Collateral]






TRADEMARK
REEL: 004594 FRAME: 0771




EXHIBIT A






TRADEMARKS and TRADEMARK APPLICATIONS



VARSIY SPIRIT CORPORATION

| VARSIY SPIRIT CORPORATION Mark | Application No. Filing Date | Registration No. Registration Date |
|--|--------------------------------|---------------------------------------|
|  | 78/714,694 09/16/05 | 3,132,871 08/22/06 |
|  | 73/697,774 11/27/87 | 1,671,395 01/07/92 |
| AMERICAN CHEERLEADERS ASSOCIATION  | 75/472,238 04/22/98 | 2,358,346 06/13/00 |
| CHEERONLINE THE SPIRIT OF THE INTERNET | 75/573,110 10/16/98 | 2,384,733 09/12/00 |
| C L A S S CREATING LEADERSHIP FOR AMERICAN SCHOOL SPIRIT | 73/581,063 02/03/86 | 1,411,268 09/30/86 |
| CO. DANCE | 75/301,702 06/02/97 | 2,437,339 03/20/01 |
| CO. DANCE | 75/977,925 06/02/97 | 2,239,830 04/13/99 |
| COLLEGE CHEERLEADING & DANCE TEAM NATIONAL CHAMPIONSHIP | 75/701,614 05/10/99 | 2,290,755 11/02/99 |
|  | 75/361,943 09/23/97 | 2,448,058 05/01/01 |

| VARSITY SPIRIT CORPORATION Mark | Application No. Filing Date | Registration No. Registration Date |
|--|--|---|
|  co. dance | 75/978,890 09/23/97 | 2,315,033 02/01/00 |
| FLIP FEST | 78/801,381 01/27/06 | 3,203,152 01/23/07 |
| FLIP FEST | 78/801,405 01/27/06 | |
|  | 78/956,769 08/21/06 | |
|  | 77/008,394 09/27/06 | |
| ICSF | 78/500,482 10/15/04 | |
| MASTERS OF THE MAT | 78/463,162 08/06/04 | |
| NATIONAL ALL STAR CHEERLEADING CHAMPIONSHIP | 75/701,586 05/10/99 | 2,436,010 03/13/01 |
| NATIONAL DANCE TEAM CHAMPIONSHIP | 74/295,078 07/17/92 | 1,776,825 06/15/93 |
|  | 73/796,011 04/26/89 | 1,576,926 01/09/90 |
|  | 78/530,533 12/10/04 | |


| VARSITY SPIRIT CORPORATION Mark | Application No. Filing Date | Registration No. Registration Date |
|---|--|---|
|  | 78/976,613 12/10/04 | |
| PREMIER ATHLETICS | 78/753,572 11/14/05 | 3,192,456 01/02/07 |
| SPIRIT OF AMERICA | 75/832,205 10/26/99 | 2,383,307 09/05/00 |
|  | 73/758,293 10/17/88 | 1,551,348 08/08/89 |
| THE ALL STAR WORLDS | 76/593,635 05/24/04 | |
| THE CHEERLEADING WORLDS | 76/548,644 10/03/03 | |
| THE CHEERLEADING WORLDS | 76/977,618 10/03/03 | 2,999,331 09/20/05 |
| THE NATIONAL DANCE TEAM CHAMPIONSHIP | 73/760,932 10/31/88 | 1,545,915 06/27/89 |
| UCA | 75/701,587 05/10/99 | 2,341,059 04/11/00 |
| UDA | 77/029,297 10/25/06 | |
| UNIQUE SPIRIT | 78/767,430 12/06/05 | 3,154,104 10/10/06 |
|  | 73/775,786 01/23/89 | 1,590,201 04/03/90 |

| VARSIY SPIRIT CORPORATION Mark | Application No. Filing Date | Registration No. Registration Date |
|---|--------------------------------|---------------------------------------|
|  | 73/772,749 01/03/89 | 1,563,866 10/31/89 |
|  | 78/323,016 11/04/03 | 2,979,490 07/26/05 |
| U.S. OPEN CHEERLEADING & DANCE TEAM CHAMPIONSHIP | 75/832,206 10/26/99 | 2,458,791 06/05/01 |
|  | 78/802,646 01/30/06 | |
|  | 78/859,687 04/12/06 | |
| USACSF | 78/500,487 10/15/04 | |
|  | 75/704,039 05/13/99 | 2,357,303 06/13/00 |
| VARSITY | 75/791,751 09/01/99 | |
| VARSITY | 75/798,082 | 2,526,564 |


| Varsity Spirit Corporation Mark | Application No. Filing Date | Registration No. Registration Date |
|---|--------------------------------|---------------------------------------|
| | 09/14/99 | 01/08/02 |
| VARSITY CHOREOGRAPHY | 78/758,325 11/21/05 | |
| VARSITY EDUCATION CENTER | 78/767,379 12/06/05 | |
| VARSITY EDUCATION STORE | 78/767,411 12/06/05 | |
| VARSITY SPIRIT CORPORATION | 74/231,166 12/31/91 | 1,796,645 10/05/93 |
| VARSITY SPORT | 75/216,343 12/20/96 | 2,293,083 11/16/99 |
| VARSITY UNIVERSITY | 78/767,393 12/06/05 | |
| VARSITY.COM | 75/791,750 09/01/99 | |
| V!ROC | 78/795,974 01/20/06 | |
| WE ARE CHEERLEADING | 78/870,783 04/27/06 | |
| WE ARE CHEERLEADING | 78/877,359 05/05/06 | |
|  | 75/851,168 11/17/99 | 2,548,877 03/19/02 |
|  | 75/980,208 09/30/98 | 2,489,351 09/11/01 |

VARSITY SPIRIT FASHIONS AND SUPPLIES, INC.

| Varsity Spirit Fashions and Supplies, Inc. Mark | Application No. File Date | Registration No. Registration Date |
|--|------------------------------|---------------------------------------|
| ACTIONWEAVE | 76/345,500 11/27/01 | 2,733,181 07/01/03 |


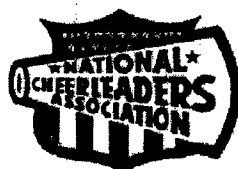

| Varsity Spirit Fashions and Supplies, Inc. Mark | Application No. File Date | Registration No. Registration Date |
|---|--------------------------------------|---|
| JUNIOR VARSITY SPIRIT FASHIONS | 73/799,998 05/15/89 | 1,575,830 01/02/90 |
| MOTIONFLEX | 76/345,397 11/27/01 | 2,728,021 06/17/03 |
|  | 75/661,807 03/17/99 | 2,374,734 08/08/00 |
| Varsity Spirit Fashions | 74/130,827 04/02/90 | 1,680,452 03/24/92 |



Varsity USA, Inc.

| Varsity USA, Inc. Mark | Application No. File Date | Registration No. Registration Date |
|---|--------------------------------------|---|
| CROWDLEADER | 73/740,973 07/15/88 | 1,528,887 03/07/89 |
| USA NATIONALS | 74/274,726 05/12/92 | 1,761,773 03/30/93 |
|  | 73/233,604 10/01/79 | 1,157,285 06/09/81 |
| USA UNITED SPIRIT ASSOCIATION | 76/495,523 03/07/03 | 2,814,728 02/17/04 |
| WHERE TEAMS COME TRUE | 74/658,311 03/22/95 | 1,961,935 03/12/96 |

NSG CORPORATION

| NSG CORPORATION Mark | Application No. File Date | Registration No. Registration Date |
|---------------------------------|--------------------------------------|---|
|---------------------------------|--------------------------------------|---|

| NSG CORPORATION Mark | Application No. File Date | Registration No. Registration Date |
|---|------------------------------|---------------------------------------|
|  | 76/380,648 03/11/02 | 2,845,678 05/25/04 |
| CDT | 76/380,649 03/11/02 | 2,845,679 05/25/04 |
| CHEERLEADER | 72/307,310 09/13/68 | 911,544 04/27/71 |
| CHEERLEADER & DANZTEAM | 74/721,083 08/25/95 | 2,056,750 04/29/97 |
| CHEEROBICS | 73/511,931 12/04/84 | 1,341,584 06/11/85 |
| FLY-AWAY | 74/721,085 08/25/95 | 2,038,322 02/18/97 |
|  | 73/103,803 10/20/76 | 1,132,169 04/01/80 |
|  | 76/334,201 11/05/01 | 2,829,037 04/06/04 |
| NATIONAL CHEERLEADERS ASSOCIATION | 76/342,433 11/26/01 | 2,793,707 12/16/03 |
| NATIONAL DANCE ALLIANCE | 75/761,103 07/28/99 | 2,520,826 12/18/01 |
| NCA | 74/721,084 08/25/95 | 2,036,638 02/11/97 |
| NDA | 75/761,104 07/26/99 | 2,520,827 12/18/01 |

| NSG CORPORATION Mark | Application No. File Date | Registration No. Registration Date |
|--|------------------------------|---------------------------------------|
|  NDA NATIONAL DANCE ALLIANCE | 76/343,598 11/30/01 | 2,878,268 08/31/04 |
|  NDA NATIONAL DANCE ALLIANCE | 76/343,881 11/30/01 | 2,878,269 08/31/04 |
| SPIRIT STICK | 74/720,988 08/25/95 | 1,995,465 08/20/96 |
| THE ORIGINAL CHEERLEADER SUPPLY COMPANY SINCE 1948 | 74/720,386 08/25/95 | 2,018,501 11/19/96 |

VBI VENTURES, INC.

| VBI VENTURES, INC. Mark | Application No. Filing Date | Registration No. Registration Date |
|----------------------------|--------------------------------|---------------------------------------|
| PREMIER CHEERLEADING | 78/255,116 05/28/03 | 2,832,123 04/13/04 |
| PREMIER GYMNASTICS | 78/255,123 05/28/03 | 2,832,124 04/13/04 |

VARSITY/INTROPA TOURS, INC.

| VARSITY/INTROPA TOURS, INC. Mark | Application No. Filing Date | Registration No. Registration Date |
|--|--------------------------------|---------------------------------------|
| INTROPA TOURS | 74/579,326 09/28/94 | 1,927,869 10/17/95 |

CH210235962.3