

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
Wells Fargo Bank		07/28/2011	National Banking Association: UNITED STATES
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		

CH \$2065.00 78714694

900198478

TRADEMARK
REEL: 004600 FRAME: 0618

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: 004600 FRAME: 0620

	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: 004600 FRAME: 0621

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
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RELEASE OF TRADEMARK COLLATERAL

THIS RELEASE OF TRADEMARK COLLATERAL (this "Release") is made as of July [28], 2011, by WELLS FARGO BANK, NATIONAL ASSOCIATION, 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 certain Intellectual Property Security Agreement, 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 003498, Frame 0516, at Reel 003498, Frame 0853, at Reel 003498, Frame 0548, at Reel 003498, Frame 0563, at Reel 003498, Frame 0838, Reel 003498, Frame 0578 on March 13, 2007 and at Reel 003502, Frame 0666 on March 19, 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.





WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Administrative Agent






By: _____
Name:
Title:




EXHIBIT A

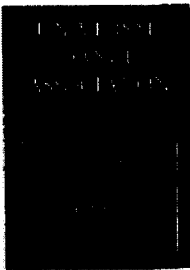


TRADEMARKS and TRADEMARK APPLICATIONS



VARSITY SPIRIT CORPORATION

VARSITY 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
	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
	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	3,357,595 12/18/07
	78/956,769 08/21/06	
	77/008,394 09/27/06	3,509,143 09/30/08
ICSF	78/500,482 10/15/04	
MASTERS OF THE MAT	78/463,162 08/06/04	3,335,937 11/13/07
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	3,478,328 07/29/2008
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	3,418,800 04/29/08
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	3,254,626 06/26/07
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

VARISITY 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	3,878,196 11/16/10
	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
VARISITY	75/791,751 09/01/99	3,696,209 10/13/09
VARISITY	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	3,320,692 10/23/2007
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	3,797,635 06/01/10
VARSITY.COM	75/791,750 09/01/99	3,689,696 09/29/09
V!ROC	78/795,974 01/20/06	3,331,926 11/06/07
WE ARE CHEERLEADING	78/870,783 04/27/06	3,804,925 06/15/10
WE ARE CHEERLEADING	78/877,359 05/05/06	3,617,640 05/05/09
	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


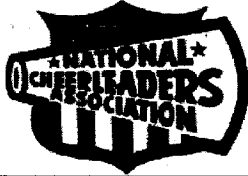

Varsity Spirit Fashions and Supplies, Inc. Mark	Application No. File Date	Registration No. Registration Date
ACTIONWEAVE	76/345,500 11/27/01	2,733,181 07/01/03
JUNIOR VARSITY SPIRIT FASHIONS	73/799,998 05/15/89	1,575,830 01/02/90
MOTIONFLEX	76/345,397 11/27/01	2,728,021 06/17/03
	75/661,807 03/17/99	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
	76/343,598 11/30/01	2,878,268 08/31/04
	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