

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|-------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | SECURITY INTEREST |

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|-----------------------------|-----------------|-----------------------|------------------------|
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Varsity USA, Inc. | | 02/12/2004 | CORPORATION: TENNESSEE |

| | |
|-----------------------------|-----------------------------------|
| RECEIVING PARTY DATA | |
| Name: | Wells Fargo Bank |
| Street Address: | 333 South Grand Avenue, 9th Floor |
| City: | Los Angeles |
| State/Country: | CALIFORNIA |
| Postal Code: | 90071 |
| Entity Type: | A National Banking Association: |

| | | |
|----------------------------------|---------------|-------------------------------|
| PROPERTY NUMBERS Total: 4 | | |
| Property Type | Number | Word Mark |
| Registration Number: | 1528887 | CROWDLEADER |
| Registration Number: | 1761773 | USA NATIONALS |
| Registration Number: | 1157285 | USA UNITED SPIRIT ASSOCIATION |
| Registration Number: | 1961935 | WHERE TEAMS COME TRUE |

| | |
|--|-------------------------------------|
| CORRESPONDENCE DATA | |
| Fax Number: | (949)567-6710 |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | |
| Email: | ipprosecution@orrick.com |
| Correspondent Name: | Orrick, Herrington & Sutcliffe, LLP |
| Address Line 1: | 4 Park Plaza, Suite 1600 |
| Address Line 4: | Irvine, CALIFORNIA 92614-2558 |

| | |
|--------------------------------|---------------|
| ATTORNEY DOCKET NUMBER: | 1696.345 |
| NAME OF SUBMITTER: | Angela Wendel |

Total Attachments: 15
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GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of February 12, 2004, is executed by Varsity Brands, Inc., a Delaware corporation ("Varsity"), Varsity Spirit Corporation, a Tennessee corporation, Varsity Spirit Fashions & Supplies, Inc., a Minnesota corporation, Varsity/Intropa Tours, Inc., a Tennessee corporation and Varsity USA, Inc., a Tennessee corporation, National Sports & Spirit, Inc., a Delaware corporation, and NSG Corporation, a Delaware corporation (collectively, "Grantors"), in favor of Wells Fargo Bank, National Association, a national banking association, as Administrative Agent for the Lenders referenced below ("Administrative Agent").

A. Pursuant to that certain Amended and Restated Credit Agreement, dated concurrently herewith (as the same from time to time hereafter may be amended, modified, supplemented or restated, the "Credit Agreement"), by and among Varsity Brands, Inc. ("Varsity"), Wells Fargo Bank, National Association, as L/C Issuer, Swing Line Lender and Administrative Agent, Merrill Lynch Capital, as Syndication Agent, and each of the lenders party thereto from time to time, the Lenders have agreed to extend loans and other financial accommodations to VB for the purposes, and on the terms and subject to the conditions, set forth in the Credit Agreement (the "Credit Facility").

B. As a condition to the effectiveness of the Credit Agreement, Administrative Agent has required that each Grantor (other than Varsity) enter into that certain Amended and Restated Subsidiary Guaranty Agreement dated concurrently herewith in favor of Administrative Agent on behalf of the Lenders, guaranteeing the Obligations as defined in the Credit Agreement.

C. Each Grantor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").]

D. Each Grantor has entered into an Amended and Restated Security Agreement (Intellectual Property) dated as of the date hereof (the "IP Security Agreement") with Administrative Agent on behalf of the Lenders.

E. Pursuant to the IP Security Agreement, each Grantor has granted to Administrative Agent on behalf of the Lenders a security interest in all right, title and interest of such Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the IP Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, each Grantor does hereby further grant to the Administrative Agent on behalf of the Lenders a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Each Grantor does hereby further acknowledge and affirm that the rights and remedies of Administrative Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the IP Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Administrative Agent's address is:

Wells Fargo Bank, National Association
Wells Fargo Bank, National Association
333 S. Grand Avenue, 9th Floor
Los Angeles, California 90071
Attention: Alex Kim

IN WITNESS WHEREOF, each Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

VARSITY BRANDS, INC., a Delaware corporation

By: Jeffrey G Webb
Name: JEFFREY G Webb
Title: Pres.

VARSITY SPIRIT CORPORATION, a Tennessee corporation

By: Jeffrey G Webb
Name: Jeffrey G Webb
Title: Pres.

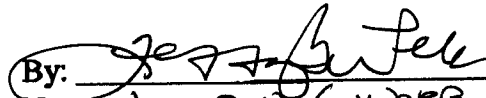
VARSITY SPIRIT FASHIONS & SUPPLIES, INC., a Minnesota corporation

By: Jeffrey G Webb
Name: Jeffrey G Webb
Title: Pres.

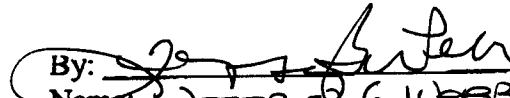
VARSITY/INTROPA TOURS, INC., a Tennessee corporation

By: Jeffrey G Webb
Name: JEFFREY G WEBB
Title: Pres.

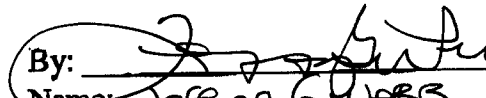
VARSITY USA, INC., a Tennessee corporation

By: 
Name: JEFFREY G WEBB
Title: Pres.

NATIONAL SPORTS & SPIRIT, INC., a Delaware corporation

By: 
Name: JEFFREY G WEBB
Title: Pres.

NSG CORPORATION, a Delaware corporation

By: 
Name: JEFFREY G WEBB
Title: Pres.

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST
TRADEMARK APPLICATIONS

TRADEMARKS AND TRADEMARK APPLICATIONS

VARSITY SPIRIT CORPORATION
UNITED STATES TRADEMARK REGISTRATIONS

| MARK | SERIAL NO. FILING DATE | REG. NO. REG. DATE. | GOODS/SERVICES (CLASS) | STATUS |
|--|--------------------------|-------------------------|---|------------------------------------|
| AMERICAN ASSOCIATION CHEERLEADING COACHES & ADVISORS AACCA and Design) | 73/697,774 11-27-87 | 1,671,395 01-07-92 | association services promoting the interests of cheerleading coaches and advisors (class 42). | Renewal Due 01-07-2012 |
| AMERICAN CHEERLEADERS ASSOCIATION ACA (and Design) | 75/472,238 04-21-1998 | 2,358,346 06-13-2000 | association services, namely, promoting scholastic cheerleading (class 42). | Affidavit of Use due 06-13-2006 |
| CHEERONLINE | 75/572,014 10-16-1998 | 2,283,397 10-05-1999 | on-line electronic magazine services focusing on cheerleading, accessible via global and non-global computer networks (class 16). | Affidavit of Use due 10-05-2005 |
| CHEERONLINE THE SPIRIT OF THE INTERNET | 75/573,110 10-16-1998 | 2,384,733 09-12-2000 | on-line electronic magazine services focusing on cheerleading, accessible via global and non-global computer networks (class 16). | Affidavit of Use Due 09-12-2006 |
| CLASS CREATING LEADERSHIP FOR AMERICAN HIGH SCHOOL SPIRIT | 73/581,063 02-03-86 | 1,411,268 09-30-86 | Instructional manuals, printed handout sheets, and worksheets for cheerleaders (class 16). | Renewal Due 09-30-2006 |
| CO.DANCE | 75/301,702 06-02-97 | 2,437,339 03-20-2001 | athletic wear, namely sports shirts, sports shorts, vests, tops, skirts, jumpers, warm-up suits, pants, sweaters, athletic shoes, sweatshirts, sweat bands, t-shirts, athletic shorts, sweatpants, tights, leotards, unitards, dresses and jackets in international (class 25). | Affidavit of Use Due 03-20-2007 |
| CO.DANCE | 75/977,925 06-02-1997 | 2,239,830 04-13-1999 | Conducting dance camps and competitions, providing instruction and demonstration services in the field of dance; providing instructional programs for dance teams, namely, instructional classes, seminars, lectures, demonstrations, workshops and dance team and instruction and training services in international (class 41). | Affidavit of Use due 04-13-2005 |
| CO.DANCE (and Design) | 75/361,943 09-23-97 | 2,448,058 05-01-2001 | athletic wear, namely, sports shirts, sports shorts, vests, tops, skirts, jumpers, sweaters, athletic shoes, sweat shirts, sweat bands, t-shirts, athletic shorts, sweat pants, tights, leotards, unitards, dresses and jackets (class 25). | Affidavit of Use due 05-01-2007 |
| CO.DANCE (and Design) | 75/978,890 09-23-1997 | 2,315,033 02-01-2000 | Conducting dance camps and competitions, providing instruction and demonstration services in the field of dance, providing instructional programs for dancers (class 41). | Affidavit of Use due 02-01-2006 |
| COLLEGE CHEERLEADING AND DANCE TEAM | 75/701,614 05-10-1999 | 2,290,755 11-02-1999 | Conducting cheerleading and dance team competitions for college students (class 41). | Affidavit of Use due 11-02-2005 |

| MARK | SERIAL NO. FILING DATE | REG. NO. REG. DATE . | GOODS/SERVICES (CLASS) | STATUS |
|---|--------------------------|-------------------------|---|------------------------------------|
| NATIONAL CHAMPIONSHIP | | | | |
| IACO INTERNATIONAL ASSOCIATION OF CHEERLEADING ORGANIZATIONS (and Design) | 75/765,864 08-02-1999 | 2,347,367 05-02-2000 | association services, namely, promoting cheerleading throughout the world (class 42). | Affidavit of Use due 05-02-2006 |
| NATIONAL ALL STAR CHEERLEADING CHAMPIONSHIP | 75/701,586 05-10-1999 | 2,436,010 03-13-2001 | conducting competitions for high school and junior high school cheerleaders (class 41). | Affidavit of Use due 03-13-2007 |
| NATIONAL DANCE TEAM CHAMPIONSHIP | 74/295,078 07-17-92 | 1,776,825 06-15-93 | Entertainment services, namely, conducting a national competition for high school and junior high school dance teams, drill teams and pom pon squads (class 41). | Renewal Due 06-15-2003 |
| NATIONAL HIGH SCHOOL CHEERLEADING CHAMPIONSHIP (and Design) | 73/796,011 04-26-89 | 1,576,926 01-09-90 | Conducting a national competition for high school and junior high school cheerleaders (class 41). | Renewal Due 01-09-2010 |
| SPIRIT OF AMERICA | 75/832,205 10-26-1999 | 2,383,307 09-05-2004 | conducting cheerleading and dance team competitions (class 41). | Affidavit of Use Due 09-05-2006 |
| STARLIGHT PRODUCTIONS | 758,293 10-17-1988 | 1,551,348 08-08-1989 | Entertainment services, namely, organizing and conducting performing arts and athletic competitions (class 41). The mark was assigned to Netherland Corporation, and Varsity Spirit purchased the assets of Netherland Corporation in 2000. | Renewal Due 08-08-2009 |
| THE NATIONAL DANCE TEAM CHAMPIONSHIP | 73/760,932 10-31-88 | 1,545,915 06-27-89 | Entertainment services, namely, conducting a national competition for high school and junior high school dance teams, drill teams and pom pon squads (class 41). | Renewal Due 06-27-2009 |
| UCA | 75/701,587 05-10-1999 | 2,341,059 04-11-2000 | providing cheerleading camps featuring workshops on chants, tumbling, dance routines, pom pons and related skills (class 41).. | Affidavit of Use due 04-11-2006 |
| U.S. CHEERLEADING OPEN | 75/225,883 01-15-97 | 2,352,806 05-23-2000 | Providing instruction and training in the fields of sports, cheerleading and dance; providing instructional programming and demonstration services for cheerleaders, pom pon squads, dance teams, mascots and other school groups; conducting cheerleading competitions (class 41). | Affidavit of Use due 05-23-2006 |
| U.S. OPEN CHEERLEADING AND DANCE TEAM CHAMPIONSHIP | 75/832,206 10-26-1999 | 2,458,791 06-05-2001 | conducting competitions for high school and junior high school cheerleaders (class 41). | Affidavit of Use due |
| UNIVERSAL CHEERLEADERS ASSOCIATION | 73/775,786 01-23-89 | 1,590,201 04-03-90 | providing camps, courses, classes and related programs for cheerleaders in cheers, chants, tumbling, dance routines, pom pons and related skills (class 41). | Renewal Due 04-03-2010 |
| UNIVERSAL DANCE ASSOCIATION (and Design) | 73/772,749 01-03-89 | 1,563,866 10-31-89 | educational services, namely, courses for the training and instruction of dance teams, drill teams and pom pon squads (class 41). | Renewal Due 10-31-2009 |

| MARK | SERIAL NO. FILING DATE | REG. NO. REG. DATE . | GOODS/SERVICES (CLASS) | STATUS |
|--|--------------------------|-------------------------|---|---|
| V VARSITY (and Design) | 75/704,039 05-13-1999 | 2,357,303 06-13-2000 | Cheerleader uniforms, drill team uniforms and pom pon squad uniforms (class 25). | Affidavit of Use due 06-13-2006 |
| VARSIITY | 75/798,082 09-13-1999 | 2,526,564 01-08-2002 | athletic shirts, athletic shorts, athletic tops, body suits, dresses, hats, jackets, jerseys, jumpers, leotards, pants, skirts, sweaters, sweat pants, sweat shirts, T-shirts, unitards, and warm-up suits sold to colleges, high schools and school-affiliated teams, clubs, groups and individuals by direct sales through sales representatives or employees of applicant, through mail order catalog services or through campus book stores or other retail outlets located at colleges and high schools; uniforms for cheerleaders, drill teams, pom pon squads, pep squads, mascots, bands and booster clubs; (class 25). | Affidavit of Use due 01-08-2008 |
| VARSIITY SPIRIT CORPORATION | 74/231,166 12-13-91 | 1,796,645 10-05-93 | Clothing; namely cheerleader and dance team uniforms with pompons, gloves, vests, tops, shirts, skirts, jumpers, warm-up suits, pants, sweaters, shoes, socks, sweatshirts, t-shirts, shorts, sweat pants, tights, leotards, unitards, dresses and jackets (class 25); conducting cheerleading, dance team and gymnastic training camps, clinics, seminars, workshops, competitions, championships and tournaments; performing cheerleading at bowl games; private gymnastics, cheerleader and dance team coaching (class 41). | Renewal Due 10-05-2003. The mark is not currently in use as a trademark. Renewal grace period ends 04-05-2004. |
| VARSIITY SPORT | 75/216,343 12-20-96 | 2,293,083 11-16-1999 | athletic wear, namely, sports shirts, sports shorts, gloves, vests, tops, skirts, jumpers, warm-up suits, pants, sweaters, athletic shoes, sweatshirts, t-shirts, athletic shorts, sweatpants, tights, leotards, unitards, dresses and jackets (class 25). | Affidavit of Use due 11-16-2005 |
| WEST COAST CHAMPIONSHIP (and Design) | 75/851,168 11-17-1999 | 2,548,877 03/19/2002 | conducting cheerleading and dance team competitions (class 41). | Affidavit of Use due 03-19-2008 |
| WORLD CHEERLEADING CHAMPIONSHIP (and Design) | 75/980,208 09-29-1998 | 2,489,351 09-11-2001 | Conducting cheerleading competitions and providing instruction and training in the fields of sports, cheerleading and dance; providing instructional programming and demonstration services for cheerleaders, pompon squads, dance teams, mascots and other school groups (class 41). | Affidavit of Use due 09-11-2008 |
| VARSIITY.COM | 75/791,750 09-01-1999 | | Cosmetics, namely, lipstick, lip liner, face powder, blush, mascara, eyeliner, eyebrow pencil, and eye shadow (Class 3) Pre-recorded videotapes and compact discs containing music (Class 9). Jewelry (Class 14) Magazines, books (Class 16) Bags, namely, school bags, tote bags, handbags, beach bags, duffel bags, all-purpose sports bags (Class 18) Home furnishings, namely, sofas, chairs, bedroom furniture; collectibles (Class 20) Video game tape cassettes; athletic equipment, namely, free weights, dumb bells, | Not Filed by Butler Snow. Application suspended as of 08-28-2000. Final Refusal Mailed 12-15-2003. Response Due 06-15-2004.. |

| MARK | SERIAL NO. FILING DATE | REG. NO. REG. DATE . | GOODS/SERVICES (CLASS) | STATUS |
|------|---------------------------------|-------------------------------|--|--------|
| | | | <p>exercise gear, balls, bats, helmets, cleats; toys; games, namely, board games, video games, puzzles (Class 28) Candy (Class 30) Live flowers, cut flowers, dried flowers, dried flower arrangements, live flower arrangements, live flower wreaths (Class 31) Online retail store services for the sale of cosmetics, pre-recorded videotapes and compact discs, software, school supplies, jewelry, magazines, books, school bags, tote bags, handbags, beach bags, duffel bags, all-purpose sports bags, home furnishings, collectibles, shoes, athletic uniforms, video game tape cassettes, athletic equipment, toys and games, candy, live flowers, cut flowers, dried flower arrangements, live flower arrangements and live flower wreaths (Class 35) Travel services; travel guide services (Class 39) Camps, namely, children's camps, cheerleading camps, and soccer camps (Class 41) Providing multiple user access to a global computer information network for the transfer and dissemination of a wide range of information with respect to topics of interest to teenage girls; providing information about goods and services via a computer network.</p> | |

The Company is the registered owner of the following Internet domain names with the respective jurisdiction.

| Domain Names | Jurisdiction |
|-----------------------------|---------------------|
| cheermagazine.com | Worldwide |
| onlinedancer.com | Worldwide |
| ucaonline.com | Worldwide |
| onlinecheerleader.com | Worldwide |
| udaonline.com | Worldwide |
| acacheerleading.com | Worldwide |
| varsitymagazine.com | Worldwide |
| codance.com | Worldwide |
| companydance.com | Worldwide |
| danceuda.com | Worldwide |
| varsityspirit.com | Worldwide |
| intropa.com | Worldwide |
| uca.com | Worldwide |
| usacheerleading.com | Worldwide |
| varsity.com | Worldwide |
| varsitysport.com | Worldwide |
| varsitytest.com | Worldwide |
| aacca.com | Worldwide |
| aacca.org | Worldwide |
| campstore.net | Worldwide |
| worldcheer.com | Worldwide |
| varsitymall.com | Worldwide |
| cheerleading.org | Worldwide |
| selectgear.com | Worldwide |
| sportbyriddell.com | Worldwide |
| usallstarfederation.com | Worldwide |
| usallstarfederation.org | Worldwide |
| usa-allstars.com | Worldwide |
| usassociationofallstars.com | Worldwide |
| usasf.net | Worldwide |

VARSITY SPIRIT CORPORATION
FOREIGN TRADEMARK REGISTRATIONS

| MARK | SERIAL NO. FILING DATE | REG. NO. REG. DATE | GOODS/SERVICES (CLASS) | STATUS |
|--|------------------------------|--------------------------|---|---------------------------|
| CHILE | | | | |
| UNIVERSAL CHEERLEADERS ASSOCIATION | 406082 02-18-1998 | 526,606 11-10-1998 | Providing camps, courses, classes and related programs for cheerleaders in cheers, chants, tumbling, dance routines, pom pons and related skills (class 41). | Renewal Due 11-10-2008 |
| UNIVERSAL DANCE ASSOCIATION (AND DESIGN) | 406083 02-18-1998 | 526,607 11-10-1998 | Educational services, namely, courses for the training and instruction of dance teams, drill teams and pom pon squads (class 41). | Renewal Due 11-10-1008 |
| EUROPEAN COMMUNITY | | | | |
| UCA | 2,627,974 03-22-2002 | | providing cheerleading camps featuring workshops on chants, tumbling, dance routines, pom pons and related skills (class 41). | Pending |
| JAPAN | | | | |
| VARSITY SPIRIT CORPORATION | 125,261/1992 06-15-92 | 3,330,894 07-11-97 | clothing, namely uniforms including gloves, vests, jackets, shirts, skirts, jumpers, training shirts and pants, pants, sweaters, socks, sweat shirts, sweat pants, t-shirts, shorts, tights, leotards, unitards, uniforms, shoes and sports shoes (class 25). | Renewal Due 07-11-2007 |
| VARSITY SPIRIT CORPORATION | 125,262/1992 06-15-92 | 3,102,284 11-30-95 | Educational and training services for cheerleaders and dance teams; planning, management and promotion of cheerleading and dance team competitions and exhibitions (class 41). | Renewal Due 07-11-2005 |

VARSITY USA, INC.
UNITED STATES TRADEMARK REGISTRATIONS

| MARK | SERIAL NO. FILING DATE | REG. NO. REG. DATE | GOODS/SERVICES (CLASS) | STATUS |
|---|------------------------------|-------------------------|--|---------------------------|
| CROWDLEADER | 73/740,973 07-15-88 | 1,528,887 03-07-89 | training of spirit leaders, cheerleaders, pom pon girls, mascots and rally groups (class 41). | Renewed Due 03-07-2009 |
| INTROPA TOURS | 74/579,326 09-28-1994 | 1,927,869 10-17-1995 | Arrangement and coordination of custom designed travel tours for groups, namely special interest tours, concert tours, sports tours and social event tours (Class 39). | Renewal Due 10-17-2005 |
| USA NATIONALS | 74/274,726 05-12-92 | 1,761,773 03-30-93 | Conducting entertainment exhibitions in the nature of spirit, dance and drill team competitions (class 41). | Renewed 03-30- 2013 |
| USA UNITED SPIRIT ASSOCIATION (Design) | 73/233,604 10-01-79 | 1,157,285 06-09-81 | manuals in the field of cheerleading; cheerleader training services (classes 16, 41). | Renewal Due 06-09-2011 |
| WHERE TEAMS COME TRUE | 74/658,311 03-22-95 | 1,961,935 03-12-96 | Educational and recreational services, namely conducting seminars, camps, and clinics to train spirit leaders, cheerleaders, pom pon girls, mascots, flag corps, rally groups, and advisors/coaches of the aforementioned on moves, stunts, cheers, dance routines, flag demonstrations, gymnastics, safety and leadership (class 41). | Renewal Due 03-12-2006 |

NSS and NSG
UNITED STATES TRADEMARKS

| <i>Mark</i> | <i>Filing Date</i> | <i>Serial No.</i> | <i>Registration Date</i> | <i>Registration No.</i> |
|--|--------------------|-------------------|--------------------------|-------------------------|
| NATIONAL DANCE ALLIANCE | 07/28/1999 | 75/761,103 | 12/18/2001 | 2,520,826 |
| NDA | 07/28/1999 | 75/761,104 | 12/18/2001 | 2,520,827 |
| NCA | 08/25/1995 | 74/721,084 | 02/11/1997 | 2,036,638 |
| NATIONAL CHEERLEADERS ASSOCIATION & Design | 10/20/1976 | 73/103,803 | 04/01/1980 | 1,132,169 |
| CHEERLEADER & DANZTEAM | 08/25/1995 | 74/721,083 | 04/29/1997 | 2,056,750 |
| CHEEROBICS | 12/04/1984 | 73/511,931 | 06/11/1985 | 1,341,584 |
| CHEEROBICS | 10/04/1985 | 73/561,661 | 06/03/1986 | 1,395,849 |
| FLY-AWAY | 08/25/1995 | 74/721,085 | 02/18/1997 | 2,038,322 |
| THE ORIGINAL CHEERLEADER SUPPLY COMPANY SINCE 1948 | 08/25/1995 | 74/720,386 | 11/19/1996 | 2,018,501 |
| SPIRIT STICK | 08/25/1995 | 74/720,988 | 08/20/1996 | 1,995,465 |
| CHEERLEADER | 09/13/1968 | 72/307,310 | 04/27/1971 | 911,544 |
| NATIONAL CHEERLEADERS ASSOCIATION | 11/26/2001 | 76/342,433 | N/A | N/A |
| NATIONAL CHEERLEADERS ASSOCIATION & Design | 11/05/2001 | 76/334,201 | N/A | N/A |
| NDA NATIONAL DANCE ALLIANCE & Design (Horizontal) | 11/30/2001 | 76/343,881 | N/A | N/A |
| NDA NATIONAL DANCE ALLIANCE & Design (Vertical) | 11/30/2001 | 76/343,598 | N/A | N/A |
| CDT | 03/11/2002 | 76/380,649 | N/A | N/A |

| <i>Mark</i> | <i>Filing Date</i> | <i>Serial No.</i> | <i>Registration Date</i> | <i>Registration No.</i> |
|--------------|--------------------|-------------------|--------------------------|-------------------------|
| CDT & Design | 03/11/2002 | 76/380,648 | N/A | N/A |

NSS and NSG
FOREIGN TRADEMARKS

| <i>Country</i> | <i>Trademark Application Information</i> |
|----------------|--|
| Japan | NATIONAL CHEERLEADERS ASSOCIATION & Design Application Number: 39701/1984 Filing Date: 04/19/1984 Registration Number: 2,702,303 Registration Date: 01/13/1995 |
| Japan | NDA NATIONAL DANCE ALLIANCE and Design (Vertical) Application Number: 2002-44974 Filing Date: 05/30/2002 Registration No.: 4,684,675 Registration Date: 06/20/2003 |
| Japan | NATIONAL CHEERLEADERS ASSOCIATION Application Number: 2002-084644 Filing Date: 10/04/2002 |
| Japan | NATIONAL CHEERLEADERS ASSOCIATION & Design Application Number: 2002-084638 Filing Date: 10/04/2002 |
| Japan | NDA NATIONAL DANCE ALLIANCE Application Number: 2002-084646 Filing Date: 10/04/2002 Registration Number: 4679576 Registration Date: 06/06/2003 |
| Germany | NCA Application Number: 39904723.9/41 Filing Date: 01/28/1999 Registration Number: 39904723 Registration Date: 10/15/1999 |
| CTM | NATIONAL CHEERLEADERS ASSOCIATION Application Number: 2,395,390 Filing Date: 10/01/2001 Registration No.: 2,395,390 Registration Date: 03/10/2003 |
| CTM | NCA Application Number: 2,395,440 Filing Date: 10/01/2001 Registration Number: 2,395,440 Registration Date: 10/15/2002 |
| CTM | NDA NATIONAL DANCE ALLIANCE and Design (Vertical) Application Number: 2,722,031 Filing Date: 05/30/2002 |

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

VARSIY SPIRIT FASHIONS AND SUPPLIES, INC.
UNITED STATES TRADEMARK REGISTRATIONS/PENDING APPLICATIONS

| MARK | SERIAL NO. FILING DATE | REG. NO. REG. DATE | GOODS/SERVICES (CLASS) | STATUS |
|------------------------------------|------------------------------|-------------------------|---|------------------------------------|
| ACTIONWEAVE | 76/345,500 11-27-2001 | 2,733,181 07-01-03 | clothing, namely, tops, skirts, midriffs and body suits (class 25). | Renewal 07-01-2009 |
| JUNIOR VARSITY SPIRIT FASHIONS | 73/799,998 05-15-89 | 1,575,830 01-02-90 | mail order catalogue services in the field of cheerleader uniforms for younger age groups (class 42). | Renewal Due 01-02-2010 |
| MOTIONFLEX | 76/345,397 11-26-2001 | 2,728,021 06-17-03 | clothing, namely, tops, skirts, midriffs and body suits (class 25). | Renewal 06-17-2009 |
| VARSIY SPIRIT FASHIONS | 74/130,827 04-02-90 | 1,680,452 03-24-92 | men and women's cheerleader and dance team clothing, namely, skirts, sweats, sweaters, tops, pants, shoes (class 25). | Renewal Due 03-24-2012 |
| V VARSITY DANCE (and Design) | 75/661,807 03-16-1999 | 2,374,734 08-08-2000 | pom pon squad, dance team and drill team uniforms, outfits and performance wear (class 25). | Affidavit of Use due 08-08-2006 |

Attachment 2-8

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