TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Varsity Spirit Fashions and Supplies, Inc.		02/12/2004	CORPORATION: MINNESOTA

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: 5

Property Type	Number	Word Mark
Registration Number:	2733181	ACTIONWEAVE
Registration Number:	1575830	JUNIOR VARSITY SPIRIT FASHIONS
Registration Number:	2728021	MOTIONFLEX
Registration Number:	1680452	VARSITY SPIRIT FASHIONS
Registration Number:	2374734	V VARSITY DANCE

CH $140.00 2733181

CORRESPONDENCE DATA

Fax Number: (949)567-6710
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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: _____
Name: Jeffrey G Webb
Title: Pres.

VARSITY SPIRIT CORPORATION, a Tennessee corporation

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

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

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

VARSITY/INTROPA TOURS, INC., a Tennessee corporation

By: _____
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.

Attachment 2-4

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
VARSITY	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
VARSITY 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.
VARSITY 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
VARSITY.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
			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.	

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 s orts 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

Mark	*Filing Date*	*Serial No.*	*Registration Date*	*Registration No.*
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

Mark	*Filing Date*	*Serial No.*	*Registration Date*	*Registration No.*
CDT & Design	03/11/2002	76/380,648	N/A	N/A

NSS and NSG
FOREIGN TRADEMARKS

Country	*Trademark Application Information*
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

VARSITY 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
VARSITY 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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