

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.		02/22/2007	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	The Northwestern Mutual Life Insurance Company, as Administrative Agent
Street Address:	720 East Wisconsin Avenue
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53202
Entity Type:	CORPORATION: WISCONSIN

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:	2374734	V VARSITY DANCE
Registration Number:	1680452	VARSITY SPIRIT FASHIONS

CORRESPONDENCE DATA

Fax Number: (213)612-2499
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 213-612-2020
 Email: lpartmann@orrick.com, rgalvan@orrick.com
 Correspondent Name: Ramon Galvan
 Address Line 1: 777 South Figueroa Street, Suite 3200
 Address Line 2: Orrick, Herrington & Sutcliffe LLP
 Address Line 4: Los Angeles, CALIFORNIA 90017-5855

CH \$140.00 2733181

ATTORNEY DOCKET NUMBER:	VARSIY/1640
NAME OF SUBMITTER:	Ramon Galvan
Signature:	/Ramon Galvan/
Date:	03/13/2007

Total Attachments: 13
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GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of February 22, 2007, 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, Varsity USA, Inc., a Tennessee corporation, VBI Ventures, Inc. (formerly known as International Logos, Inc.), a Tennessee corporation, National Sports & Spirit, Inc., a Delaware corporation, and NSG Corporation, a Delaware corporation (collectively, "Grantors"), in favor of The Northwestern Mutual Life Insurance Company, as Administrative Agent ("Administrative Agent") for the holders of the Notes (as defined below) (the "Lenders").

A. Varsity has entered into that certain Second Lien Term Loan 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, the initial Lenders and Administrative Agent, pursuant to which Varsity has agreed to issue promissory notes (collectively, the "Notes") to the initial Lenders.

B. As a condition to the effectiveness of the Credit Agreement and the initial Lenders' purchase of the Notes, Administrative Agent and the initial Lenders have required that each Grantor (other than Varsity) enter into that certain 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 a Second Lien Security Agreement (Intellectual Property) dated as of the date hereof with Administrative Agent on behalf of the Lenders (as the same from time to time hereafter may be amended, modified, supplemented or restated, the "IP Security Agreement").

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:

The Northwestern Mutual Life Insurance Company
720 East Wisconsin Avenue
Milwaukee, WI 53202
Attention: Securities Department

Notwithstanding anything herein to the contrary, the lien and security interest granted to the Administrative Agent pursuant to this Grant of Security Interest and the IP Security Agreement and the exercise of any right or remedy by the Administrative Agent under the IP Security Agreement are subject to the First Lien Intercreditor Agreement (as defined in the Credit Agreement), as the same may be amended, supplemented, modified or replaced from time to time. In the event of any conflict between the terms of the IP Security Agreement and the First Lien Intercreditor Agreement, the terms of the First Lien Intercreditor Agreement shall govern.

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: John M Nichols
Name: John M Nichols
Title: Sr VP-CFO

VARSITY SPIRIT CORPORATION, a
Tennessee corporation

By: John M Nichols
Name: John M Nichols
Title: Sr VP-CFO

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

By: John M Nichols
Name: John M Nichols
Title: Sr VP-CFO

VARSITY/INTROPA TOURS, INC.,
a Tennessee corporation

By: John M Nichols
Name: John M Nichols
Title: Sr VP-CFO

Grant of Security Interest - Trademarks

VARSITY USA, INC.,
a Tennessee corporation

By: John M Nichols
Name: John M Nichols
Title: Sr VP-CFO

VBI VENTURES, INC.
(formerly known as International Logos, Inc.),
a Tennessee corporation

By: John M Nichols
Name: John M Nichols
Title: Sr VP-CFO

NATIONAL SPORTS & SPIRIT, INC.,
a Delaware corporation

By: John M Nichols
Name: John M Nichols
Title: Sr VP-CFO

NSG CORPORATION,
a Delaware corporation

By: John M Nichols
Name: John M Nichols
Title: Sr VP-CFO




Grant of Security Interest - Trademarks





SCHEDULE 1-A AND 1-B TO GRANT OF SECURITY INTEREST





TRADEMARKS AND TRADEMARK APPLICATIONS






U.S. TRADEMARKS



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

VARSITY SPIRIT CORPORATION Mark	Application No. Filing Date	Registration No. Registration Date
 co. dance	75/361,943 09/23/97	2,448,058 05/01/01
 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


VARSITY SPIRIT CORPORATION Mark	Application No. Filing Date	Registration No. Registration Date
	73/796,011 04/26/89	1,576,926 01/09/90
	78/530,533 12/10/04	
	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	

VARSITY SPIRIT CORPORATION Mark	Application No. Filing Date	Registration No. Registration Date
	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
	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	

VARSIY SPIRIT CORPORATION Mark	Application No. Filing Date	Registration No. Registration Date
USACSF	78/500,487 10/15/04	
	75/704,039 05/13/99	2,357,303 06/13/00
VARSIY	75/791,751 09/01/99	
VARSIY	75/798,082 09/14/99	2,526,564 01/08/02
VARSIY CHOREOGRAPHY	78/758,325 11/21/05	
VARSIY EDUCATION CENTER	78/767,379 12/06/05	
VARSIY EDUCATION STORE	78/767,411 12/06/05	
VARSIY SPIRIT CORPORATION	74/231,166 12/31/91	1,796,645 10/05/93
VARSIY SPORT	75/216,343 12/20/96	2,293,083 11/16/99
VARSIY UNIVERSITY	78/767,393 12/06/05	
VARSIY.COM	75/791,750 09/01/99	
VIROC	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


Varsity Spirit Corporation Mark	Application No. Filing Date	Registration No. Registration Date
	75/980,208 09/30/98	2,489,351 09/11/01

Varsity Spirit Fashions and Supplies, Inc.


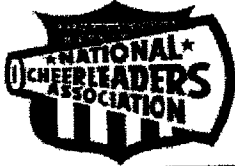

Varsity Spirit Fashions and Supplies, Inc. Mark	Application No. File Date	Registration No. Registration Date
ACTIONWEAVE	76/345,500 11/27/01	2,733,181 07/01/03
JUNIOR VARSITY SPIRIT FASHIONS	73/799,998 05/15/89	1,575,830 01/02/90
MOTIONFLEX	76/345,397 11/27/01	2,728,021 06/17/03
	75/661,807 03/17/99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

Varsity USA, Inc. Mark	Application No. File Date	Registration No. Registration Date
	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
	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

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

STATE TRADEMARKS

NSG CORPORATION

State	Mark	Registration No. Registration Date
Texas	STATE OF TEXAS CHEERLEADING AND DANCE CHAMPIONSHIP	57909 07/01/98