

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/31/2008

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
NSG Corporation		01/31/2008	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Varsity Spirit Corporation
Street Address:	6745 Lenox Center Court
Internal Address:	Suite 300
City:	Memphis
State/Country:	TENNESSEE
Postal Code:	38133-8122
Entity Type:	CORPORATION: TENNESSEE

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Serial Number:	77601312	INTERNATIONAL CHEER UNION
Serial Number:	77601456	INTERNATIONAL CHEER UNION

**CORRESPONDENCE DATA**

Fax Number: (214)200-0853  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 214-651-5917  
 Email: patelp@haynesboone.com  
 Correspondent Name: Purvi J. Patel  
 Address Line 1: 2323 Victory Avenue  
 Address Line 2: Suite 700  
 Address Line 4: Dallas, TEXAS 75219

ATTORNEY DOCKET NUMBER:	24561.93, 24561.94
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**CH \$65.00 77601312**

NAME OF SUBMITTER:	Purvi J. Patel
Signature:	/Purvi J. Patel/
Date:	01/09/2009
<b>Total Attachments: 9</b> source=merger_Page_1#page1.tif source=merger_Page_2#page1.tif source=merger_Page_3#page1.tif source=merger_Page_4#page1.tif source=merger_Page_5#page1.tif source=merger_Page_6#page1.tif source=merger_Page_7#page1.tif source=merger_Page_8#page1.tif source=merger_Page_9#page1.tif	

EXECUTION COPY

ARTICLES OF MERGER  
OF  
NSG CORPORATION  
AND  
VARSITY SPIRIT CORPORATION

To the Secretary of State  
State of Tennessee

Pursuant to the provisions of the Tennessee Business Corporation Act (the "TBCA"), the domestic corporation and the foreign corporation herein named do hereby adopt the following Articles of Merger for the purpose of merging the foreign corporation with and into the domestic corporation.

FIRST: The names of the constituent corporations are NSG Corporation ("NSG"), which is a business corporation organized under the laws of the State of Delaware, and which is subject to the provisions of the General Corporation Law of the State of Delaware (the "DGCL"), and Varsity Spirit Corporation ("VSC"), which is a business corporation organized under the laws of the State of Tennessee, and is subject to the provisions of the TBCA.

SECOND: Attached hereto as Exhibit A and made a part hereof is the Plan of Merger for merging NSG with and into VSC, as approved by the Board of Directors of NSG by minutes of action by unanimous written consent without a meeting as of January 1, 2008 and by the Board of Directors of VSC by minutes of action by unanimous written consent without a meeting as of January 1, 2008.

THIRD: Varsity Brands, Inc., a Delaware corporation ("Varsity"), the sole stockholder of NSG, has approved the Plan of Merger by minutes of action by written consent without a meeting dated as of the date hereof in accordance with the provisions of Section 141(f) of the DGCL.

FOURTH: Varsity, the sole stockholder of VSC, has approved the Plan of Merger by minutes of action by written consent without a meeting dated as of the date hereof in accordance with the provisions of Section 48-18-202 of the TBCA.

FIFTH: The plan and performance of the terms of the Plan of Merger have been duly authorized by all action required under the laws of the State of Tennessee and by VSC's Amended and Restated Charter.

SIXTH: The plan and performance of the terms of the Plan of Merger have been duly authorized by all action required under the laws of the State of Delaware and by NSG's Charter.

SEVENTH: VSC will continue to exist as the surviving corporation under the name "Varsity Spirit Corporation" pursuant to the provisions of the TBCA, and will be governed by the laws of the State of Tennessee.

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EIGHTH: VSC will be responsible for the payment of all franchise taxes due on behalf of NSG (if any).

NINTH: The effective time and date of the merger herein provided for shall become effective in the State of Tennessee on January 31, 2008 at 12:15 a.m. EST.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the parties have executed these Articles of Merger as of the date first written above.

**NSG CORPORATION**

By: John M. Nichols  
Name: John Nichols  
Title: Sr. Vice President, Chief Financial Officer  
and Secretary/Treasurer

**VARSITY SPIRIT CORPORATION**

By: John M. Nichols  
Name: John Nichols  
Title: Sr. Vice President, Chief Financial Officer  
and Secretary/Treasurer

**EXHIBIT A**

Attached.

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A-1

PLAN OF MERGER

This Plan of Merger, dated as of January 2, 2008, is by and between NSG Corporation, a Delaware corporation ("NSG"), and Varsity Spirit Corporation, a Tennessee corporation ("VSC").

1. Pursuant to the provisions of the General Corporation Law of the State of Delaware (the "DGCL") and the Tennessee Business Corporation Act (the "TBCA"), NSG shall be merged with and into VSC, effective at 12:15 a.m. EST on the date hereof (the "Effective Time"), which shall be the surviving corporation upon the Effective Time and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as the surviving corporation under its present name. The surviving corporation shall be governed by the TBCA, which is the jurisdiction of its organization. The separate existence of NSG, which is sometimes hereinafter referred to as the "terminating corporation," shall cease upon the Effective Time in accordance with the provisions of the DGCL.
2. The Amended and Restated Charter of VSC as in force and effect upon the Effective Time in the jurisdiction of its organization shall be the charter of said surviving corporation and said charter shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the jurisdiction of its organization.
3. The By-laws of VSC as in force and effect upon the Effective Time will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.
4. The directors and officers in office of the surviving corporation upon the Effective Time shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.
5. Each issued share of the terminating corporation shall, upon the Effective Time, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the Effective Time shall continue to represent one issued share of the surviving corporation.
6. The Plan of Merger herein made and approved shall be submitted to the sole stockholder of the terminating corporation for its approval or rejection in the manner prescribed by the provisions of the DGCL and to the sole stockholder of the surviving corporation for its approval or rejection in the manner prescribed by the laws of the jurisdiction of its organization.
7. In the event that the Plan of Merger shall have been approved by the sole stockholder of the terminating corporation and the merger shall have been authorized by its duly adopted resolution in the manner prescribed by the provisions of the DGCL, and in the event that the Plan of Merger shall have been approved by the sole stockholder of the surviving corporation in compliance with the provisions of the laws of the jurisdiction of its organization, the

terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the States of Delaware and Tennessee, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger contemplated by Section 1 hereof.

*[Signature Page Follows]*



IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first written above.

**NSG CORPORATION**

By: John M. Nichols  
Name: John Nichols  
Title: Sr. Vice President, Chief Financial  
Officer and Secretary/Treasurer

**VARSITY SPIRIT CORPORATION**

By: John M. Nichols  
Name: John Nichols  
Title: Sr. Vice President, Chief Financial  
Officer and Secretary/Treasurer

EXECUTION COPY

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATION INTO  
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of each constituent corporation is Varsity Spirit Corporation, a Tennessee corporation, and NSG Corporation, a Delaware corporation.

**SECOND:** The Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

**THIRD:** The name of the surviving corporation is Varsity Spirit Corporation, a Tennessee corporation.

**FOURTH:** The Amended and Restated Charter of the surviving corporation shall be its Amended and Restated Charter.

**FIFTH:** The merger is to become effective on January 31, 2008.

**SIXTH:** The Plan of Merger is on file at 6745 Lenox Ctr. Ct., Ste. 300, Memphis TN 38133-8112, the place of business of the surviving corporation.

**SEVENTH:** A copy of the Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**EIGHTH:** The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 6745 Lenox Ctr. Ct., Ste. 300, Memphis TN 38133-8112.

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IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 2 day of January, A.D., 2008.

By: John M Nichols  
Authorized Officer

Name: John M Nichols  
Print or Type

Title: Sr VP-CFO