



**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	3589342	USA CHEER
Registration Number:	3584951	USA FEDERATION FOR SPORT CHEERING

**CORRESPONDENCE DATA**

**Fax Number:** (214)200-0853

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

**Phone:** 214-651-5110

**Email:** ipdocketing@haynesboone.com

**Correspondent Name:** Leanne Stendell, Haynes and Boone, LLP

**Address Line 1:** 2323 Victory Ave , Suite 700

**Address Line 4:** Dallas, TEXAS 75219

**NAME OF SUBMITTER:** Leanne Stendell

**Signature:** /Leanne Stendell/

**Date:** 04/20/2011

**Total Attachments: 1**  
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**Fee calculated, according to the USPTO fee table**

Description	Fee code	Fee code amount	Quantity	Fee
Recording trademark assignment, agreement or other paper, first mark per document	8521	40.0	1	40.0
For second and subsequent marks in the same document	8522	25.0	1	25.0
<b>Total</b>				<b>\$65.00</b>

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04/20/2011 03:59 PM EDT

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 TO: PURVI J. PATEL COMPANY: 1 MAIN STREET

*Attachment!*

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1 07/21/2008  
 Stylesheet Version v1.1 900111754

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

**CONVEYING PARTY DATA**

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

**RECEIVING PARTY DATA**

Name:	Varsity Spirit Corporation
Street Address:	8746 Lenox Center Court
Internal Address:	Suite 300
City:	Memphis
State/Country:	TENNESSEE
Postal Code:	38133-8112
Entity Type:	CORPORATION: TENNESSEE

**PROPERTY NUMBERS Total: 20**

Property Type	Number	Word Mark
Registration Number:	2829037	NATIONAL CHEERLEADERS ASSOCIATION
Serial Number:	77412875	USA CHEER USA FEDERATION FOR SPORT CHEERING
Serial Number:	77412840	USA FEDERATION FOR SPORT CHEERING
Serial Number:	77412848	USA CHEER
Serial Number:	77412885	USA CHEER
Registration Number:	2846679	CDT
Registration Number:	2846678	CDT
Registration Number:	1341684	CHEEROBICS
Registration Number:	2006780	CHEERLEADER & DANZTEAM
Registration Number:	0811544	CHEERLEADER
Registration Number:	1895485	SPIRIT STICK
Registration Number:	2878289	NDA NATIONAL DANCE ALLIANCE

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Registration Number:	2520820	NATIONAL DANCE ALLIANCE
Registration Number:	2520827	NDA
Registration Number:	1132189	NATIONAL CHEERLEADERS ASSOCIATION
Registration Number:	2703707	NATIONAL CHEERLEADERS ASSOCIATION
Registration Number:	2030838	NGA
Registration Number:	2018501	THE ORIGINAL CHEERLEADER SUPPLY COMPANY SINCE 1948
Registration Number:	2038322	FLY-AWAY
Registration Number:	2878288	NDA NATIONAL DANCE ALLIANCE

**CORRESPONDENCE DATA**

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 Phone: 214-651-5917  
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 Correspondent Name: Purvi J. Patel  
 Address Line 1: 901 Main Street  
 Address Line 2: Suite 3100  
 Address Line 4: Dallas, TEXAS 75202-3789

ATTORNEY DOCKET NUMBER:	24681
NAME OF SUBMITTER:	Purvi J. Patel
Signature:	/Purvi J. Patel/
Date:	07/21/2008

Total Attachments: 9  
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Re: Request for Correction of Assignment Improperly Filed and Recorded  
Registrations at Issue:  
(1) Registration No. 3,589,342 for USA CHEER  
(2) Registration No. 3,584,951 for USA FEDERATION FOR SPORT CHEERING  
True and Correct Record Owner: USA Federation for Sport Cheering  
Our Refs.: 24561.90 and .91

Dear Sir or Madam:

This is USA Federation for Sport Cheering's request for correction of an improperly filed and recorded assignment with respect to USA Federation for Sport Cheering's Registration Nos. 3,589,342 and 3,584,951 pursuant to TMEP § 503.06(c).

USA Federation for Sport Cheering, a Texas non-profit corporation, has been and continues to be the owner of Registration Nos. 3,589,342 and 3,584,951 since the original applications were filed in 2008. However, on July 21, 2008, an improper assignment was recorded against these registrations, reflecting a merger between NSO Corporation and Varsity Spirit Corporation, neither of which ever owned the filings at issue.

Per TMEP § 503.06(c), USA Federation for Sport Cheering respectfully submits that the chain of title for Registration Nos. 3,589,342 and 3,584,951 should not be considered altered by the incorrect assignment and that Reel/Frame No. 3819/0473 be deleted from the records of Registration Nos. 3,589,342 and 3,584,951 so that USA Federation for Sport Cheering is reflected as the true and correct owner. Please charge any fees to Deposit Account No. 08-1394.

Declaration

The undersigned being hereby warned that willful false statements and the like are punishable by fine or imprisonment, or both, under 18 U.S.C. Section 1001, and that such willful false statements and the like may jeopardize the validity of this document, declares that USA Federation for Sport Cheering is the correct owner and Registrant of Registration Nos. 3,589,342 and 3,584,951, and that he/she is properly authorized to execute this document on behalf of USA Federation for Sport Cheering; and all statements made of his/her own knowledge are true and that all statements made on information and belief are believed to be true.

Signed: R Tisdale Date: 4-5-11

Printed Name: Robert Tisdale

Position: Varsity Trademark Administrator

If you have any questions, please contact USA Federation for Sport Cheering's counsel using the contact information below.

Jeanne Stendell  
Jeanne Stendell  
Haynes and Boone, LLP  
2323 Victory Ave., Suite 700  
Dallas, Texas 75219  
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TRADEMARK  
REEL: 004550 FRAME: 0974

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 21, 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.**

**A-1**

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EXECUTION COPY

PLAN OF MERGER

This Plan of Merger, dated as of January 21, 2008, is by and between NSG Corporation, a Delaware corporation ("NSG"), and Vacuity 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 in the manner prescribed by the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation upon the Effective Time shall continue in office until their terms of office expire and the officers of the surviving corporation shall continue in office until their terms of office expire and their respective qualifications of their respective successors or until their terms are otherwise terminated in accordance with the 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

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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 names 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 38135-8112, 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 constituent corporation.

**EIGHTH:** The undersigned hereby certifies that it may be sued with process in the State of Delaware in any such suit or proceeding of any character of the surviving corporation on any claim or cause of action or other matter that may be asserted against it in any such suit or proceeding in the State of Delaware, and that it hereby appoints the Secretary of the surviving corporation as its agent to accept service 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 38135-8112.

NY1218763

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: SI VP-CFO