

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/24/2012		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VARSITY/INTROPA TOUR, INC.		08/24/2012	CORPORATION: TENNESSEE
VARSITY USA, INC.		08/24/2012	CORPORATION: TENNESSEE
VBI VENTURES, INC.		08/24/2012	CORPORATION: TENNESSEE
RECEIVING PARTY DATA			
Name:	VARSITY SPIRIT CORPORATION		
Street Address:	6745 Lenox Center Ct, Suite 300		
City:	Memphis		
State/Country:	TENNESSEE		
Postal Code:	38115-4300		
Entity Type:	CORPORATION: TENNESSEE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	1961935	WHERE TEAMS COME TRUE	
Registration Number:	1528887	CROWDLEADER	
Registration Number:	1761773	USA NATIONALS	
Registration Number:	1157285	USA UNITED SPIRIT ASSOCIATION	
Registration Number:	2814728	USA UNITED SPIRIT ASSOCIATION	
Registration Number:	1927869	INTROPA TOURS	
CORRESPONDENCE DATA			
Fax Number:	9015770812		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	901-577-8151		
Email:	trademarks@bakerdonelson.com		

OP \$165.00 1961935

Correspondent Name: Grady M. Garrison  
Address Line 1: 165 Madison Avenue, Suite 2000  
Address Line 4: Memphis, TENNESSEE 38103

ATTORNEY DOCKET NUMBER:	2783944-38MERGER
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NAME OF SUBMITTER:	Grady M. Garrison
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Signature:	/gmg/
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Date:	10/08/2012
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Total Attachments: 4  
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**STATE OF TENNESSEE**  
**Tre Hargett, Secretary of State**  
Division of Business Services  
William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

**VARSITY SPIRIT CORPORATION**  
STE 300  
6745 LENOX CENTER CT  
MEMPHIS, TN 38115-4300

August 24, 2012

**Control # 127723**

**Effective Date: 08/24/2012**

**Document Receipt**

Receipt #: 812746

Filing Fee: \$100.00

Payment-Check/MO - CFS, NASHVILLE, TN

\$100.00

**ACKNOWLEDGMENT OF MERGER**

**VARSITY/INTROPA TOURS, INC. (TENNESSEE) (Qualified Non-survivor)**

**VARSITY USA, INC. (TENNESSEE) (Qualified Non-survivor)**

**VBI VENTURES, INC. (TENNESSEE) (Qualified Non-survivor)**

**merged into VARSITY SPIRIT CORPORATION (TENNESSEE) (Qualified Survivor)**

This will acknowledge the filing of the attached Articles of Merger with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

Tre Hargett  
Secretary of State

Processed By: Cynthia Dunn

12  
**FILED**

ARTICLES OF MERGER  
of  
VARSITY/INTROPA TOURS, INC.,  
VARSITY USA, INC. and  
VBI VENTURES, INC.  
With and Into  
VARSITY SPIRIT CORPORATION  
(a Tennessee corporation)

Pursuant to the provisions of Section 48-21-107 of the Tennessee Business Corporation Act, as amended (the "Act"), VARSITY SPIRIT CORPORATION, a Tennessee corporation ("Parent" and "Surviving Corporation"), adopts the following Articles of Merger for the purpose of merging with and into Parent (the "Merger") each of the following wholly-owned subsidiaries of Parent ("Subsidiaries"):

**Varsity/Intropa Tours, Inc.**  
**Varsity USA, Inc.**  
**VBI Ventures, Inc.**

1. The Plan of Merger is attached hereto as Exhibit A and incorporated herein by reference. The Parent is the Surviving Corporation in the merger. The Parent and each of the Subsidiaries are Tennessee corporations.

2. The Plan of Merger was duly adopted by Parent's board of directors on May 16, 2012.

3. Pursuant to Section 48-21-105(c) of the Act, the approval of the shareholders of Parent is not required to merge the Subsidiaries with and into Parent.

4. Pursuant to Section 48-21-105(c) of the Act, neither the approval of the board of directors of the Subsidiaries nor the approval of the shareholders of Subsidiaries is required to merge Subsidiaries with and into Parent.

5. These Articles of Merger shall become effective upon filing with the office of the Secretary of State for the State of Tennessee.

IN WITNESS WHEREOF, Parent has caused these Articles of Merger to be executed on its behalf on August 21, 2012.

VARSITY SPIRIT CORPORATION

By: 

Jeffrey G. Webb, Chief Executive Officer

**EXHIBIT A****PLAN OF MERGER**

This Plan of Merger (this "Plan") is made on August 21, 2012, by the Board of Directors of Varsity Spirit Corporation, a Tennessee corporation ("Parent" and "Surviving Corporation"), in order to merge with and into Parent the following wholly-owned subsidiaries of Parent ("Subsidiaries"):

Varsity/Intropa Tours, Inc.  
Varsity USA, Inc.  
VBI Ventures, Inc.

**ARTICLE ONE  
RECITALS**

Parent and Subsidiaries desire to effect a statutory merger of each of the Subsidiaries with and into Parent in the manner set forth herein (the "Merger") as evidenced by the approval of the Board of Directors of Parent of the Merger and the terms hereof. Each of the constituent corporations is a Tennessee corporation.

**ARTICLE TWO  
MERGER PARTIES**

Section 2.1. Subsidiaries. The names of the wholly-owned Tennessee corporation subsidiaries proposing to merge with and into Parent are:

Varsity/Intropa Tours, Inc.  
Varsity USA, Inc.  
VBI Ventures, Inc.

Section 2.2. Parent. The name of the corporation with and into which Subsidiaries propose to merge is Varsity Spirit Corporation, a Tennessee corporation owning all the outstanding voting shares of each of the Subsidiaries.

**ARTICLE THREE  
TERMS, CONDITIONS AND  
EFFECTIVE DATE OF MERGER**

Section 3.1. General. Upon the Effective Date (as hereinafter defined), each of the Subsidiaries shall merge with and into Parent, which shall survive the Merger and continue to be a corporation governed by the laws of the State of Tennessee, and the separate existence of each of the Subsidiaries shall cease.

Section 3.2. Effective Date. The Merger shall become effective upon filing of the Articles of Merger to which this Plan is attached with the office of the Secretary of State for the State of Tennessee (the "Effective Date").

**ARTICLE FOUR  
TREATMENT OF SHARES OF SUBSIDIARIES IN MERGER**

Upon the Effective Date, all outstanding shares of common stock of each of the Subsidiaries shall automatically and by operation of law be canceled and any certificates evidencing ownership of such shares shall be void and of no effect.

**ARTICLE FIVE**

## CHARTER AND BYLAWS OF PARENT

The Charter and the Bylaws of Parent shall remain the Charter and the Bylaws of Parent following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

### ARTICLE SIX

#### APPROVAL OF MERGER AND TERMINATION

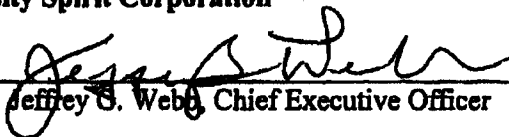
Section 6.1. Corporate Approval. This Plan has been fully and duly approved by the Board of Directors of Parent in accordance with the Tennessee Business Corporation Act.

Section 6.2. Termination. At any time prior to the Effective Date, this Plan may be abandoned by the Board of Directors of Parent. In the event of such abandonment, this Plan shall become void, and neither Parent's nor any of the Subsidiaries' shareholders, directors or officers shall be liable in respect to such abandonment.

IN WITNESS WHEREOF, this Plan is executed on behalf of Parent on the date first set forth above.

Varsity Spirit Corporation

By:

  
Jeffrey S. Webb, Chief Executive Officer