

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM513606

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Grant of Security Interest in United States Trademarks		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
VARSITY ATHLETIC BAND, LLC		03/08/2019	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Goldman Sachs Bank USA, as Agent		
<b>Street Address:</b>	200 West Street		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10282		
<b>Entity Type:</b>	Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 9</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	88181871	DIRECTOR'S SHOWCASE INTERNATIONAL	
<b>Registration Number:</b>	3429770	DSI	
<b>Serial Number:</b>	88132221	COMMAND CENTER	
<b>Serial Number:</b>	88132312	EVER-JAZZ	
<b>Serial Number:</b>	88132279	ELITE	
<b>Serial Number:</b>	88078248	MTX	
<b>Serial Number:</b>	88133082	SAMURAI	
<b>Serial Number:</b>	88133028	EXCALIBUR	
<b>Serial Number:</b>	88132042	AERATOR	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8009144240		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	8007130755		
<b>Email:</b>	james.murray@wolterskluwer.com		
<b>Correspondent Name:</b>	CT Corporation		
<b>Address Line 1:</b>	4400 Easton Commons Way		
<b>Address Line 2:</b>	Suite 125		
<b>Address Line 4:</b>	Columbus, OHIO 43219		

OP \$240.00 88181871

<b>NAME OF SUBMITTER:</b>	Robin Riley
<b>SIGNATURE:</b>	/Robin Riley/
<b>DATE SIGNED:</b>	03/11/2019
<b>Total Attachments: 8</b> source=Varsity Athletic - Grant of Security Interest in US Trademarks with Cover Page for Recording.docx#page1.tif source=Varsity Athletic - Grant of Security Interest in US Trademarks with Cover Page for Recording.docx#page2.tif source=Varsity Athletic - Grant of Security Interest in US Trademarks with Cover Page for Recording.docx#page3.tif source=Varsity Athletic - Grant of Security Interest in US Trademarks with Cover Page for Recording.docx#page4.tif source=Varsity Athletic - Grant of Security Interest in US Trademarks with Cover Page for Recording.docx#page5.tif source=Varsity Athletic - Grant of Security Interest in US Trademarks with Cover Page for Recording.docx#page6.tif source=Varsity Athletic - Grant of Security Interest in US Trademarks with Cover Page for Recording.docx#page7.tif source=Varsity Athletic - Grant of Security Interest in US Trademarks with Cover Page for Recording.docx#page8.tif	

RECORDATION FORM COVER SHEET  
**TRADEMARKS ONLY**

To the director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Varsity Athletic Band, LLC

- Individual(s)
- General Partnership
- Corporation
- Limited Liability Company
- Association
- Limited Partnership

Citizenship: DE

Execution Date(s): March 8, 2019

Additional names of conveying parties attached?  Yes  No

2. Name and address of receiving party(ies)

- Yes
- No

Additional names, addresses, or citizenship attached?

Name: Goldman Sachs Bank USA, as Agent

Internal Address:

Street Address: 200 West Street

City: New York

State: NY

Country: USA

Zip: 10282

- Association Citizenship:
- General Partnership Citizenship:
- Limited Partnership Citizenship:
- Corporation Citizenship:
- Other Citizenship: USA

If assignee is not domiciled in the United States, a domestic representative designation is attached.  Yes  No  
(Designations must be a separate document from assignment)

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other: **Grant of Security Interest in United States Trademarks**
- Merger
- Change of Name

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) See Attached Schedule 1

B. Trademark Registration No.(s) See Attached Schedule 1

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown)

5. Name address of party to whom correspondence concerning document should be mailed:

Name: Robin Riley

Internal Address: Otterbourg P.C.

Street Address: 230 Park Avenue

City: New York

State: NY

Zip: 10169

Phone Number: 212-905-3705

Fax Number:

Email Address: rriley@otterbourg.com

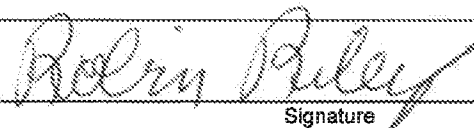
6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment information:

- a. Credit Card Last 4 Numbers Expiration Date
- b. Deposit Account Number Authorized User Name:

9. Signature: 

Signature

March 8, 2019

Date

Robin Riley  
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 8

Documents to be recorded (including cover sheet) should be faxed to (703) 305-6995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Varsity Athletic Band, LLC (the "Grantor"), hereby grants to GOLDMAN SACHS BANK USA, in its capacity as administrative and collateral agent (in such capacity, the "Grantee"), a continuing security interest in (a) all of the Grantor's right, title and interest in, to and under to the United States trademarks, tradenames, trade dress and service marks and all trademark registrations and trademark applications and recordings (the "Marks") set forth on Schedule A attached hereto, (b) all rights and privileges arising under applicable law with respect to the Grantor's use of any trademarks, tradenames, trade dress and service marks, (c) the goodwill of the business symbolized by each of the Marks, including, without limitation, all customer lists and other records relating to the distribution of products or services bearing the Marks, (d) all present and future license and distribution agreements (subject to the rights of the licensors therein) pertaining to the Marks, (e) all income, fees, royalties and other payments at any time due or payable with respect thereto, including, without limitation, payments under all licenses at any time entered into in connection therewith; (f) the right to sue for past, present and future infringements thereof, (g) all rights corresponding thereto, (h) any and all other proceeds of any of the foregoing, including, without limitation, all damages and payments or claims by any Grantor against third parties for past or future infringement of the Marks and (i) all causes of action arising prior to or after the date hereof for unfair competition regarding the Marks.

THIS GRANT (the "Grant") is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the ABL Pledge and Security Agreement by, among others, Hercules Achievement, Inc., a Delaware corporation, Herff Jones, LLC, an Indiana limited liability company, BSN Sports, LLC, a Delaware limited liability company, Varsity Spirit, LLC, a Tennessee limited liability company, Varsity Spirit Fashions & Supplies, LLC, a Minnesota limited liability company, Hercules Lone Star Assets LLC, a Delaware limited liability company and the Grantee, dated as of December 11, 2014 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

This Grant may be executed in any number of counterparts each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 8th day of March,  
2019.

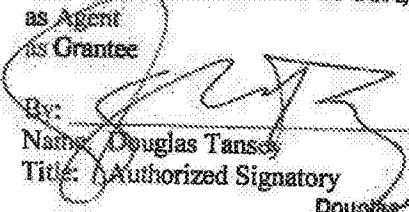
**VARSITY ATHLETIC BAND, LLC,**  
as Grantor

By: 

Name: Burton Brillhart

Title: Chief Legal Officer, General Counsel, Chief,  
Chief of Staff & Secretary

GOLDMAN SACHS BANK USA,  
as Agent  
as Grantee

By:   
Name: Douglas Tansley  
Title: Authorized Signatory

Douglas Tansley  
Authorized Signatory

*[Signature Page to Grant of Security Interest in United States Trademarks]*

**SCHEDULE A**

**Current and Pending Trademarks**

	<b>Title</b>	<b>Registration No. Registration Date</b>	<b>Grantor</b>
1.	Director's Showcase International	Serial Number: 88181871 Filing Date: 11/5/2018	Varsity Athletic Band, LLC
2.	DSI	3429770 5/15/2007	Varsity Athletic Band, LLC
3.	Command Center	Serial Number: 88132221 Filing Date: 9/26/2018	Varsity Athletic Band, LLC
4.	Ever-Jazz	Serial Number: 88132312 Filing Date: 9/26/2018	Varsity Athletic Band, LLC
5.	Elite	Serial Number: 88132279 Filing Date: 9/26/2018	Varsity Athletic Band, LLC
6.	MTX	Serial Number: 88078248 Filing Date: 8/14/2018	Varsity Athletic Band, LLC
7.	Samurai	Serial Number: 88133082 Filing Date: 9/26/2018	Varsity Athletic Band, LLC
8.	Excalibur	Serial Number: 88133028 Filing Date: 9/26/2018	Varsity Athletic Band, LLC
9.	Aerator	Serial Number: 88132042 Filing Date: 9/26/2018	Varsity Athletic Band, LLC

**Common Law Trademarks**

<b>Standard Character Mark</b>	<b>Design Mark</b>
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Director's Showcase International (Pending USPTO Application)	<b>Director's Showcase International</b>
DSI	
Crossover	
Viper	
MTX (Pending USPTO Application)	
Velocity	
Showstopper	
Star Lite 2	
Ever-Jazz (Pending USPTO Application)	
Majestic	
Elite ProRifles	



<p>Elite (Pending USPTO Application)</p>	
	
<p>Elite 5</p>	
<p>Arc 1</p>	
<p>Excalibur (Pending USPTO Application)</p>	
<p>Samurai (Pending USPTO Application)</p>	
<p>Command Center (Pending USPTO Application)</p>	
<p>Elite Military Signal</p>	
<p>All-American Mace</p>	
<p>Super Flex Drum Major</p>	
<p>Allure Collection</p>	

TRADEMARK

Exquisite Collection	<i>Exquisite</i> COLLECTION
Shimmer Collection	<i>Shimmer</i> COLLECTION
Swirl Collection	
Spotlight Collection	Spotlight COLLECTION
Vector Tunics	
Diamond Tunics	Diamond TUNICS
Scholastic Collection	
Geometry	
The Juliet Dress	<i>The Juliet</i> dress
Ever-Dri	EVER-DRI
Aerator (Pending USPTO Application)	