

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Trademark Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Kelly Touch, LLC		06/25/2013	LIMITED LIABILITY COMPANY: INDIANA
RECEIVING PARTY DATA			
Name:	PNC Bank, National Association, as Collateral Agent		
Street Address:	500 First Avenue		
City:	Pittsburgh		
State/Country:	PENNSYLVANIA		
Postal Code:	15219		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4278749	OWN IT!	
Registration Number:	4278748	OWN IT!	
CORRESPONDENCE DATA			
Fax Number:	7147558290		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	714-540-1235		
Email:	ipdocket@lw.com		
Correspondent Name:	Latham & Watkins LLP		
Address Line 1:	650 Town Center Drive, Suite 2000		
Address Line 4:	Costa Mesa, CALIFORNIA 92626		
ATTORNEY DOCKET NUMBER:	038507-0302		
NAME OF SUBMITTER:	Anna T Kwan		
Signature:	/atk/		

OP \$65.00 4278749

Date:

07/24/2013

Total Attachments: 24

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TRADEMARK SECURITY AGREEMENT

This Trademark Security Agreement (this "Trademark Security Agreement"), dated as of June 25, 2013 by Herff Jones, Inc., an Indiana corporation (the "Borrower") and each Guarantor listed on Schedule 1 hereto (collectively, the "Original Guarantors," together with the Borrower, the "Pledgors"), in favor of PNC Bank, National Association, in its capacity as Collateral Agent pursuant to the Credit Agreement dated as of June 25, 2013 (in such capacity, the "Collateral Agent").

WITNESSETH:

WHEREAS, the Pledgors are party to a Security Agreement of even date with the Credit Agreement (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgors are required to execute and deliver this Trademark Security Agreement.

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the ratable benefit of the Secured Parties, to enter into the Credit Agreement, the Pledgors hereby agree with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. As collateral security for the payment and performance in full of all the Secured Obligations, each Pledgor hereby pledges and grants to the Collateral Agent for the ratable benefit of the Secured Parties a lien on and security interest in and to all of the right, title and interest of such Pledgor in, to and under all the following Pledged Collateral of such Pledgor (collectively, the "Trademark Collateral"): all trademarks (including service marks), slogans, logos, certification marks, trade dress, uniform resource locations (URLs), domain names, corporate names, trade names, and other indicia of origin, whether registered or unregistered, all registrations and applications for the foregoing (whether statutory or common law and whether registered or applied for in the United States or any other country, multi-national registry, or any political subdivision thereof), including those listed on Schedule 2 attached hereto, together with any and all (i) extensions and renewals thereof, (ii) the goodwill of the business connected with the use of and symbolized by any of the foregoing, (iii) rights and privileges arising under applicable Legal Requirements with respect to any of the foregoing, (iv) rights to sue or otherwise recover for any past, present, or future infringements, dilutions, or other violations thereof, including any injury to the related goodwill, (v) proceeds, income, fees, royalties, damages, claims, and payments now and hereafter due or payable with respect thereto, including damages, claims and payments for any past, present or future infringements, dilutions, or other violations thereof, (v) other rights accruing thereunder or pertaining thereto throughout the world. Notwithstanding the foregoing, the Trademark Collateral shall not include any intent-to-use application for registration of a Trademark filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. § 1051 (each, an "Intent-to-Use Application"), prior to the filing of a "Statement of Use" pursuant to Section 1(d) of the Lanham Act or an "Amendment to Allege Use" pursuant to Section 1(c) of the Lanham Act with respect thereto, solely to the extent, if any, that, and solely during the period, if any, in which the grant

of a security interest therein would impair the validity or enforceability of any registration that issues from such Intent-to-Use Application under applicable federal law.

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement, and the Pledgors hereby acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

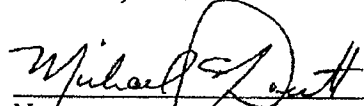
SECTION 4. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

SECTION 5. Governing Law. THIS TRADEMARK SECURITY AGREEMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAW OF THE STATE OF NEW YORK, WITHOUT REGARD TO CONFLICTS OF LAW PRINCIPLES THAT WOULD REQUIRE THE APPLICATION OF THE LAWS OF ANOTHER JURISDICTION.

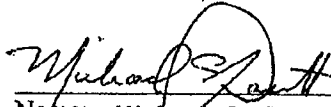
[Signature Page Follows]

IN WITNESS WHEREOF, each Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized offer as of the date first set forth above.

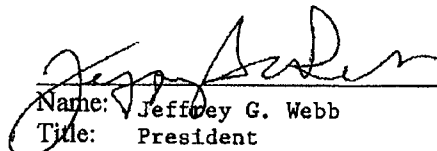
HERFF JONES, INC.

By: 
Name: Michael S. Parrett
Title: Senior Vice President -
Chief Financial Officer

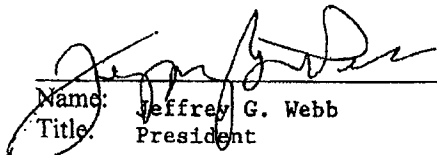
THE KELLY TOUCH, LLC

By: 
Name: Michael S. Parrett
Title: President

**VARSITY SPIRIT FASHIONS & SUPPLIES,
INC.**


By: 
Name: Jeffrey G. Webb
Title: President

VARSITY SPIRIT CORPORATION

By: 
Name: Jeffrey G. Webb
Title: President

(Signature Page to Trademark Security Agreement)

VARSITY BRANDS, INC.

By: 
Name: JEFFREY G WEBB
Title: CEO

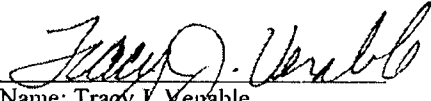
BSN SPORTS, INC.

By: *TM Babilla*
Name: *Terrence M. Babilla*
Title: *President, Chief Operating Officer,
General Counsel and Secretary*

(Signature Page to Trademark Security Agreement)

TRADEMARK
REEL: 005078 FRAME: 0007

PNC BANK, NATIONAL ASSOCIATION,
as Collateral Agent

By: 
Name: Tracy J. Yerable
Title: Senior Vice President

(Signature Page to Trademark Security Agreement)

TRADEMARK
REEL: 005078 FRAME: 0008

SCHEDULE 1
to
TRADEMARK SECURITY AGREEMENT

ORIGINAL GUARANTORS

NAME	ADDRESS
BSN SPORTS, Inc.	Delaware
Herff Jones, Inc.	Indiana
The Kelly Touch, LLC	Indiana
Varsity Spirit Fashions & Supplies, Inc.	Minnesota
Varsity Spirit Corporation	Tennessee
Varsity Brands, Inc.	Delaware

SCHEDULE 2
to
TRADEMARK SECURITY AGREEMENT



TRADEMARK REGISTRATIONS AND APPLICATIONS


Trademark/Image if any	Application Number Application Date	Registration Number Registration Date	Status	Owner
AIR RELEASE	85923822 5/6/2013	---	PENDING	BSN SPORTS, Inc.
AIR RELEASE	74466006 12/2/1993	1919079 9/12/1995	REGISTERED	BSN SPORTS, Inc.
ALUMAGOL	73356631 3/26/1982	1262511 12/27/1983	REGISTERED	BSN Sports, Inc.
AMPS	76495145 3/6/2003	2804580 1/13/2004	REGISTERED	BSN SPORTS, Inc.
BEST SUPPLY NETWORK IN SPORTS	85410426 8/30/2011	4319066 4/9/2013	REGISTERED	BSN SPORTS, Inc.
BRUTE FORCE	74513305 4/18/1994	1949588 1/16/1996	REGISTERED	BSN Sports, Inc.
BSN	76015737 4/3/2000	2473322 7/31/2001	REGISTERED	BSN Sports, Inc.
BSN SPORTS	85297791 4/18/2011	---	PENDING ITU*	BSN SPORTS, Inc.
BSN SPORTS FEEL THE STRENGTH 	85307900 4/28/2011	---	PENDING	BSN SPORTS, Inc.
BULLDOG	74432607 9/7/1993	1880726 2/28/1995	REGISTERED	BSN Sports, Inc.
C BLOC	76671845 1/26/2007	3358367 12/25/2007	REGISTERED	BSN SPORTS, Inc.
C CHAMPION BARBELL 	76494961 2/28/2003	3793364 5/25/2010	REGISTERED	BSN Sports, Inc.
CHAMPION BARBELL	76494960 2/28/2003	3795882 6/1/2010	REGISTERED	BSN Sports, Inc.
COLOR MY CLASS	74436294 9/16/1993	1845758 7/19/1994	REGISTERED	BSN Sports, Inc.
CURVEMASTER	72430346 8/11/1972	972790 11/13/1973	REGISTERED	BSN Sports, Inc.






* Do not file for pending ITU applications.

Trademark/Image if any	Application Number Application Date	Registration Number Registration Date	Status	Owner
				
Design Only 	85307904 4/28/2011	4324951 4/23/2013	REGISTERED	BSN SPORTS, Inc.
DIAL-A-DOWN	73715052 3/7/1988	1506171 9/27/1988	REGISTERED	BSN SPORTS, Inc.
DOMINATOR	74501138 3/15/1994	1880747 2/28/1995	REGISTERED	BSN SPORTS, Inc.
E SPORTSONLINE.COM 	75732811 6/17/1999	3779805 4/27/2010	REGISTERED	BSN Sports, Inc.
EKHO	85400547 8/17/2011	4163691 6/26/2012	REGISTERED	BSN SPORTS, Inc.
FLAG-A-TAG	72132662 11/24/1961	738205 9/25/1962	REGISTERED	BSN Sports, Inc.
FUNNETS	75927011 2/23/2000	2425244 1/30/2001	REGISTERED	BSN Sports, Inc.
GAMECRAFT	77103599 2/9/2007	3421465 5/6/2008	REGISTERED	BSN Sports, Inc.
GAMECRAFT	74682812 6/2/1995	1965771 4/2/1996	REGISTERED	BSN Sports, Inc.
GEAR 2000	74541115 6/22/1994	1931017 10/31/1995	REGISTERED	BSN SPORTS, Inc.
GLSPORTS	85203201 12/21/2010	4005721 8/2/201	REGISTERED	BSN SPORTS, Inc.
GOLD MEDAL	71445660 7/26/1941	394740 4/28/1942	REGISTERED	BSN Sports, Inc.
GSC	77493308 6/6/2008	3745796 2/9/2010	REGISTERED	BSN Sports, Inc.
HIT!RUN!SCORE! Hit!Run!Score!	85449500 10/18/2011	---	PENDING ITU*	BSN SPORTS, Inc.
INTIMIDATOR	74501141 3/15/1994	1930761 10/31/1995	REGISTERED	BSN SPORTS, Inc.
INVADER	74442177 9/30/1993	1887993 4/4/1995	REGISTERED	BSN SPORTS, Inc.
LEAGUE DIRECT	85562531 3/7/2012	---	PENDING	BSN SPORTS, Inc.

Trademark/Image if any	Application Number Application Date	Registration Number Registration Date	Status	Owner
				
MARK I 	76017561 4/4/2000	2447836 5/1/2001	REGISTERED	BSN Sports, Inc.
MARK I	76017560 4/4/2000	2431716 2/27/2001	REGISTERED	BSN Sports, Inc.
MARK I	77330822 11/15/2007	345380 6/24/2008	REGISTERED	BSN Sports, Inc.
MULTIFIT SYSTEM	75113872 6/4/1996	2052751 4/15/1997	REGISTERED	BSN Sports, Inc.
NEW ENGLAND CAMP AND RECREATION	74655732 4/4/1995	1998854 9/3/1996	REGISTERED	BSN Sports, Inc.
PILLO POLO	73352956 12/14/1981	1223595 1/11/1983	REGISTERED	BSN Sports, Inc.
PORT-A-PIT	76622900 12/2/2004	3105665 6/20/2006	REGISTERED	BSN Sports, Inc.
PORT-A-PIT	72210670 1/26/1965	800268 12/14/1965	REGISTERED	BSN Sports, Inc.
PRO DOWN	76629171 1/28/2005	3291343 9/11/2007	REGISTERED	BSN Sports, Inc.
PROBASE	73585209 2/28/1986	1410733 9/23/1986	REGISTERED	BSN Sports, Inc.
PRO-DOWN	74432160 9/7/1993	1909693 8/8/1995	REGISTERED	BSN Sports, Inc.
PRO-LOC	74600192 11/17/1994	2034235 1/28/1997	REGISTERED	BSN SPORTS, Inc.
QUICK-FENCE	74436290 9/16/1993	1847722 8/2/1994	REGISTERED	BSN Sports, Inc.
ROL-DRI	73047869 3/27/1975	1030600 1/20/1976	REGISTERED	BSN Sports, Inc.
ROLL-N-FOLD	75558703 9/22/1998	2299816 12/14/1999	REGISTERED	BSN Sports, Inc.
SCRAMBLER	74501139 3/15/1994	1880748 2/28/1995	REGISTERED	BSN SPORTS, Inc.
SECUR-A-STRAP	74476747 1/5/1994	1943179 12/19/1995	REGISTERED	BSN SPORTS, Inc.
SPORT SUPPLY GROUP, INC.	75701100 5/10/1999	2778839 11/4/2003	REGISTERED	BSN Sports, Inc.
SPORTS COOL	77929245 2/5/2010	4200445 9/4/2012	REGISTERED	BSN Sports, Inc.

Trademark/Image if any	Application Number Application Date	Registration Number Registration Date	Status	Owner
THE ATHLETIC CONNECTION	74293047 7/9/1992	1870846 12/27/1994	REGISTERED	BSN Sports, Inc.
THE HEART ADVENTURE	74513629 4/18/1994	2002107 9/24/1996	REGISTERED	BSN Sports, Inc.
TIDI-COURT	73078419 2/26/1976	1055596 1/4/1977	REGISTERED	BSN Sports, Inc.
TOMARK	77266620 8/28/2007	3426253 5/13/2008	REGISTERED	BSN Sports, Inc.
TOPPLEBALL	73352954 12/14/1981	1223594 1/11/1983	REGISTERED	BSN Sports, Inc.
U.S. GAMES	73352955 12/14/1981	1246494 7/26/1983	REGISTERED	BSN Sports, Inc.
ULTIMAT	74436295 9/16/1993	1934630 11/14/1995	REGISTERED	BSN Sports, Inc.
VOLLEY TRAINER	74168987 5/22/1991	1739140 12/8/1992	REGISTERED	BSN Sports, Inc.
VPI 	85564004 3/8/2012	4233416 10/30/2012	REGISTERED	BSN SPORTS, Inc.
WAFFLE	74433241 9/7/1993	1906667 7/18/1995	REGISTERED	BSN Sports, Inc.
X2AIR	76621189 11/18/2004	3092001 5/16/2006	REGISTERED	BSN SPORTS, Inc.
X-S.O.B. X-S.O.B.	77273400 9/6/2007	3430408 5/20/2008	REGISTERED	BSN SPORTS, Inc.
Z Z	76674186 3/16/2007	3358375 12/25/2007	REGISTERED	BSN SPORTS, Inc.
Z-COOL	76666245 9/18/2006	3292661 9/18/2007	REGISTERED	BSN SPORTS, Inc.
Z-COOL	76543608 9/10/2003	2977651 7/26/2005	REGISTERED	BSN SPORTS, Inc.
ACADEMIC EXPRESS 	77406225 2/26/2008	3716062 11/24/2009	REGISTERED	Herff Jones, Inc.
ACADEMICEXPRESS	77406223 2/26/2008	3673885 8/25/2009	REGISTERED	Herff Jones, Inc.
ASTRA-DYNALITE	73306631 4/20/1981	1233483 4/5/1983	REGISTERED	Herff Jones, Inc.

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ASTRALITE	73306661 4/20/1981	1229592 3/8/1983	REGISTERED	Herff Jones, Inc.
BALE	73074129 1/13/1976	1055521 1/4/1977	REGISTERED	Herff Jones, Inc.
BELIEVE IN U 	77061050 12/11/2006	3655147 7/14/2009	REGISTERED	Herff Jones, Inc.
BPA	73578767 1/21/1986	1407634 9/2/1986	REGISTERED	Herff Jones, Inc.
COLLEGIATE 	72328955 6/3/1969	903047 11/24/1970	REGISTERED	Herff Jones, Inc.
COLLEGIATE	72328954 6/3/1969	901233 10/20/1970	REGISTERED	Herff Jones, Inc.
COLLEGIATE APPAREL	76231145 3/27/2001	2524984 1/1/2002	REGISTERED	Herff Jones, Inc.
CREATING A CLIMATE OF ACHIEVEMENT	77806151 8/17/2009	---	PENDING	Herff Jones, Inc.
CRIMSON GOLD	78777356 12/20/2005	3399738 3/18/2008	REGISTERED	Herff Jones, Inc.
ECO-FRIENDLY FRAMING SUCCESS PROUDLY PURCHASES CERTIFIED WOOD FROM WELL- MANAGED FORESTS 	77600325 10/24/2008	3638503 6/16/2009	REGISTERED	Herff Jones, Inc.
EXPLORING WHERE & WHY	75291462 5/13/1997	2215368 12/29/1998	REGISTERED	Herff Jones, Inc.
EXTREME AURISTA	77737070 5/14/2009	3769190 3/30/2010	REGISTERED	Herff Jones, Inc.
EXTREME SILVER	78777449 12/20/2005	3255098 6/26/2007	REGISTERED	Herff Jones, Inc.
FIRST & FINEST IN ACHIEVEMENT FRAMING	76413848 5/24/2002	2700106 3/25/2003	REGISTERED	Herff Jones, Inc.
FRAMING SUCCESS 	76412644 5/22/2002	2677964 1/21/2003	REGISTERED	Herff Jones, Inc.
FRAMING SUCCESS	76395057 4/12/2002	2674961 1/14/2003	REGISTERED	Herff Jones, Inc.

Trademark/Image if any	Application Number Application Date	Registration Number Registration Date	Status	Owner
FRESHMAN RECORD	74084773 8/3/1990	1711594 9/1/1992	REGISTERED	Herff Jones, Inc.
FRESHMAN REGISTER	73340683 12/8/1981	1271361 3/20/1984	REGISTERED	Herff Jones, Inc.
GLOBEMASTER	72368495 8/19/1970	921551 10/5/1971	REGISTERED	Herff Jones, Inc.
GOLDNET	74388560 5/11/1993	1838081 5/31/1994	REGISTERED	Herff Jones, Inc.
HEIRLOOM	73514450 12/19/1984	1347809 7/9/1985	REGISTERED	Herff Jones, Inc.
HERFF JONES	74421390 8/6/1993	1837227 5/17/1994	REGISTERED	Herff Jones, Inc.
HERFF JONES	74429047 8/27/1993	1839684 6/14/1994	REGISTERED	Herff Jones, Inc.
HERFF JONES	74421389 8/6/1993	1837226 5/17/1994	REGISTERED	Herff Jones, Inc.
HERFF JONES	74421241 8/6/1993	1837393 5/24/1994	REGISTERED	Herff Jones, Inc.
HERFF JONES	73348546 2/3/1982	1247648 8/9/1983	REGISTERED	Herff Jones, Inc.
HJ 	74421380 8/6/1993	1833014 4/26/1994	REGISTERED**	Herff Jones, Inc.
HJ 	74429039 8/27/1993	1837133 5/17/1994	REGISTERED	Herff Jones, Inc.
HJ 	74421398 8/6/1993	1837362 5/24/1994	REGISTERED	Herff Jones, Inc.
HJ 	7442179 8/6/1993	1836766 5/17/1993	REGISTERED	Herff Jones, Inc.
HJ 	74421177 8/6/1993	1837089 5/17/1994	REGISTERED	Herff Jones, Inc.
HJ	73338631 11/23/1981	1222531 1/4/1983	REGISTERED	Herff Jones, Inc.
HJ ULT	73335556 11/4/1981	1268584 2/28/1984	REGISTERED	Herff Jones, Inc.
IMAGEIN	77548438 8/15/2008	3678703 9/8/2009	REGISTERED	Herff Jones, Inc.

** Ten (10) year renewal filed 5/26/2004 will expire 5/26/2014.




Trademark/Image if any	Application Number Application Date	Registration Number Registration Date	Status	Owner
INTELLIGLOBE	77889846 12/9/2009	3898052 12/28/2010	REGISTERED	Herff Jones, Inc.
LOGOART	77352738 12/14/2007	3569091 2/3/2009	REGISTERED	Herff Jones, Inc.
LOGOART	74726961 9/11/1995	1991419 8/6/1996	REGISTERED	Herff Jones, Inc.
NEW STUDENT RECORD	75860778 11/30/1999	2467293 7/10/2001	REGISTERED	Herff Jones, Inc.
OUR YEAR	75812121 9/30/1999	2456822 6/5/2001	REGISTERED	Herff Jones, Inc.
REPLOGLE	72368493 8/19/1970	915902 7/6/1971	REGISTERED	Herff Jones, Inc.
SCAN GLOBE	78207919 1/28/2003	2846814 5/25/2004	REGISTERED	Herff Jones, Inc.
STITCH	85455491 10/25/2011	---	PENDING ITU*	Herff Jones, Inc.
STRAIGHT UP GET HOME SAFELY 	77062705 12/12/2006	3855301 10/5/2010	REGISTERED	Herff Jones, Inc.
STRATALOGICA	77768343 6/25/2009	3776233 4/13/2010	REGISTERED	Herff Jones, Inc.
TEAM TIME	76599089 6/24/2004	2912608 12/21/2004	REGISTERED	Herff Jones, Inc.
TEAM TIME	76514932 5/16/2003	2933763 3/15/2005	REGISTERED	Herff Jones, Inc.
THE EXTREME COLLECTION	77963367 3/19/2010	4060746 11/22/2011	REGISTERED	Herff Jones, Inc.
THE RECORD PROGRAMS	78134112 6/7/2002	2732157 7/1/2003	REGISTERED	Herff Jones, Inc.
THIN MAN	78709271 9/8/2005	3482176 8/5/2008	REGISTERED	Herff Jones, Inc.
ULTRIUM	73042841 1/27/1975	1033810 2/17/1976	REGISTERED	Herff Jones, Inc.
WE SPEAK YEARBOOK	77751610 6/3/2009	3728342 12/22/2009	REGISTERED	Herff Jones, Inc.
WE SPEAK YEARBOOK	77751609 6/3/2009	3728341 12/22/2009	REGISTERED	Herff Jones, Inc.
WHERE ACHIEVEMENT IS RECOGNIZED	76003054 3/17/2000	2425319 1/30/2001	REGISTERED	Herff Jones, Inc.
WONDER GLOBE	78092568 11/9/2001	2745099 7/29/2003	REGISTERED	Herff Jones, Inc.
YOUR PARTNER IN SUCCESS	78819300 2/21/2006	3187282 12/19/2006	REGISTERED	Herff Jones, Inc.

Trademark/Image if any	Application Number Application Date	Registration Number Registration Date	Status	Owner
YOUR SUCCESS DESERVES THE BEST	75574885 10/22/1998	2400755 10/31/2000	REGISTERED	Herff Jones, Inc.
OWN IT! 	85621107 5/9/2012	4278749 1/22/2013	REGISTERED	The Kelly Touch, LLC
OWN IT!	85621066 5/9/2012	4278748 1/22/2013	REGISTERED	The Kelly Touch, LLC
VARSITY	77324887 11/8/2007	3928856 3/8/2011	REGISTERED	Varsity Brands, Inc.
VARSITY WIRED	77111676 2/20/2007	3371683 1/22/2008	REGISTERED	Varsity Brands, Inc.
ACTION WEAVE	76345500 11/27/2001	2733181 7/1/2003	REGISTERED	Varsity Spirit Fashions & Supplies, Inc.
JUNIOR VARSITY SPIRIT FASHIONS	73799998 5/15/1989	1575830 1/2/1990	REGISTERED	Varsity Spirit Fashions & Supplies, Inc.
MOTIONFLEX	76345397 11/27/2001	2728021 6/17/2003	REGISTERED	Varsity Spirit Fashions & Supplies, Inc.
VARSITY SPIRIT FASHIONS	74130827 4/2/1990	1680452 3/24/1992	REGISTERED	Varsity Spirit Fashions & Supplies, Inc.
A ATHLETIC CHAMPIONSHIPS 	78714694 9/16/2005	3132871 8/22/2006	REGISTERED	Varsity Spirit Corporation
A ATHLETIC CHAMPIONSHIPS 	78714720 9/16/2005	3341344 11/20/2007	REGISTERED	Varsity Spirit Corporation
AACCA	77408728 2/28/2008	3488540 8/19/2008	REGISTERED	Varsity Spirit Corporation
ALL STAR CHALLENGE	77569775 9/15/2008	3626221 5/26/2009	REGISTERED	Varsity Spirit Corporation
AMERICAN ASSOCIATION CHEERLEADING COACHES & ADMINISTRATORS AACCA 	73697774 11/27/1987	1671395 1/7/1992	REGISTERED	Varsity Spirit Corporation
AMERICAN CHEER POWER 	77001139 9/17/2006	3273355 8/7/2007	REGISTERED	Varsity Spirit Corporation
AMERICAN CHEER POWER NATIONALS	77001122 9/17/2006	3232282 4/24/2007	REGISTERED	Varsity Spirit Corporation






Trademark/Image if any	Application Number Application Date	Registration Number Registration Date	Status	Owner
AMERICAN CHEERLEADER	85704273 8/15/2012	---	PENDING ITU*	Varsity Spirit Corporation
AMERICAN CHEERLEADERS ASSOCIATION ACA 	75472238 4/22/1998	2358346 6/13/2000	REGISTERED	Varsity Spirit Corporation
C THE CHEERLEADING WORLDS 	77269829 8/31/2007	3444342 6/10/2008	REGISTERED	Varsity Spirit Corporation
CDT	76380649 3/11/2002	2845679 5/25/2004	REGISTERED	Varsity Spirit Corporation
CDT 	76380648 3/11/2002	2845678 5/25/2004	REGISTERED	Varsity Spirit Corporation
CHEER POWER	78319304 10/27/2003	2891439 10/5/2004	REGISTERED	Varsity Spirit Corporation
CHEER POWER	75463246 4/6/1998	2432547 3/6/2001	REGISTERED	Varsity Spirit Corporation
CHEERLEADER	72307310 9/13/1968	911544 4/27/1971	REGISTERED	Varsity Spirit Corporation
CHEERLEADER & DANZTEAM	74721083 8/25/1995	2056750 4/29/1997	REGISTERED	Varsity Spirit Corporation
CHEERLEADING IS MY SPORT	85148644 10/8/2010	---	PENDING ITU*	Varsity Spirit Corporation
CHEERLEBRITY	85975305 12/7/2010	4007673 8/2/2011	REGISTERED	Varsity Spirit Corporation
CHEEROBICS	73511931 12/4/1984	1341584 6/11/1985	REGISTERED	Varsity Spirit Corporation
CHEERSPORT	85857550 2/22/2013	---	PENDING	Varsity Spirit Corporation
CHEERSPORT	75340160 8/13/1997	2245095 5/11/1999	REGISTERED	Varsity Spirit Corporation
COLLEGE CHEERLEADING & DANCE TEAM NATIONAL CHAMPIONSHIP	75701614 5/10/1999	2290755 11/2/1999	REGISTERED	Varsity Spirit Corporation
CROSS CHEER	85484896 12/1/2011	---	PENDING ITU*	Varsity Spirit Corporation
CROWDLEADER	73740973 7/15/1988	1528887 3/7/1989	REGISTERED	Varsity Spirit Corporation
D THE DANCE WORLDS	77263072 8/23/2007	3494984 9/2/2008	REGISTERED	Varsity Spirit Corporation


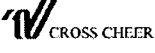


Trademark/Image if any	Application Number Application Date	Registration Number Registration Date	Status	Owner
				
ENCORE	85199865 12/16/2010	4081222 1/3/2012	REGISTERED	Varsity Spirit Corporation
FLASH APPS	85668079 7/3/2012	---	PENDING ITU*	Varsity Spirit Corporation
FLIP FEST	85212700 1/7/2011	4009251 8/9/2011	REGISTERED***	Varsity Spirit Corporation
FLIP FEST	78801405 1/27/2006	3357595 12/18/2007	REGISTERED	Varsity Spirit Corporation
FLIP FEST	78801381 1/27/2006	3203152 1/23/2007	REGISTERED	Varsity Spirit Corporation
FLY-AWAY	74721085 8/25/1995	2038322 2/18/1997	REGISTERED	Varsity Spirit Corporation
IASF INTERNATIONAL ALL STAR FEDERATION 	77975571 9/27/2006	3455148 6/24/2008	REGISTERED	Varsity Spirit Corporation
IASF INTERNATIONAL ALL STAR FEDERATION 	77008394 9/27/2006	3509143 9/30/2008	REGISTERED	Varsity Spirit Corporation
INTERNATIONAL ALL LEVELS CHAMPIONSHIP 	77977914 2/18/2008	3710510 11/10/2009	REGISTERED	Varsity Spirit Corporation
INTERNATIONAL ALL LEVELS CHAMPIONSHIP 	77399343 2/18/2008	3781722 4/27/2010	REGISTERED	Varsity Spirit Corporation
INTROPA TOURS	74579326 9/28/1994	1927869 10/17/1995	REGISTERED	Varsity Spirit Corporation
JUNIOR VARSITY SPIRIT FASHIONS	73799998 5/15/1989	1575830 1/2/1990	REGISTERED	Varsity Spirit Corporation
MASTERS OF THE MAT	78463162 8/6/2004	3335937 11/13/2007	REGISTERED	Varsity Spirit Corporation
MYVARSITY	85941860 5/24/2013	---	PENDING	Varsity Spirit Corporation

*** AOU due 1/23/2013 not filed. Will expire after grace period 7/23/2013.

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NASCC	77401414 2/20/2008	3484815 8/12/2008	REGISTERED	Varsity Spirit Corporation
NATIONAL ALL STAR CHEERLEADING CHAMPIONSHIP	75701586 5/10/1999	2436010 3/13/2001	REGISTERED	Varsity Spirit Corporation
NATIONAL CHEERLEADERS ASSOCIATION	76334201 11/5/2001	2829037 4/6/2004	REGISTERED	Varsity Spirit Corporation
NATIONAL CHEERLEADERS ASSOCIATION	76342433 11/26/2001	2793707 12/16/2003	REGISTERED	Varsity Spirit Corporation
NATIONAL CHEERLEADERS ASSOCIATION 	73103803 10/20/1976	1132169 4/1/1980	REGISTERED	Varsity Spirit Corporation
NATIONAL DANCE ALLIANCE	75761103 7/28/1999	2520826 12/18/2001	REGISTERED	Varsity Spirit Corporation
NATIONAL DANCE TEAM CHAMPIONSHIP	74295078 7/17/1992	1776825 6/15/1993	REGISTERED	Varsity Spirit Corporation
NATIONAL HIGH SCHOOL CHEERLEADING CHAMPIONSHIP	77875484 11/18/2009	3799507 6/8/2010	REGISTERED	Varsity Spirit Corporation
NATIONAL HIGH SCHOOL CHEERLEADING CHAMPIONSHIP 	73796011 4/26/1989	1576926 1/9/1990	REGISTERED	Varsity Spirit Corporation
NATIONAL SCHOOL SPIRIT DAY	77768863 6/26/2009	3720382 12/1/2009	REGISTERED	Varsity Spirit Corporation
NCA	85150261 10/12/2010	3970580 5/31/2011	REGISTERED	Varsity Spirit Corporation
NCA	74721084 8/25/1995	2036638 2/11/1997	REGISTERED	Varsity Spirit Corporation
NDA	75761104 7/26/1999	2520827 1/18/2001	REGISTERED	Varsity Spirit Corporation
NDA NATIONAL DANCE ALLIANCE 	76343598 11/30/2001	2878268 8/31/2004	REGISTERED	Varsity Spirit Corporation
NDTC	77401387 2/20/2008	3484813 8/12/2008	REGISTERED	Varsity Spirit Corporation
NHSCC	77401408 2/20/2008	3484814 8/12/2008	REGISTERED	Varsity Spirit Corporation


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ONE UP	85814060 1/2/2013	---	PENDING	Varsity Spirit Corporation
OZONE 	78976613 12/10/2004	3478328 7/29/2008	REGISTERED	Varsity Spirit Corporation
POWER DANCE	78457013 7/26/2004	3058778 2/14/2006	REGISTERED	Varsity Spirit Corporation
PREMIER ATHLETICS	78753572 11/14/2005	3192456 1/2/2007	REGISTERED	Varsity Spirit Corporation
SPIRIT OF AMERICA	75832205 10/26/1999	2383307 9/5/2000	REGISTERED	Varsity Spirit Corporation
SPIRIT SPORTS	85217915 1/14/2011	4009573 8/9/2011	REGISTERED	Varsity Spirit Corporation
SPIRIT STICK	74720988 8/25/1995	1995465 8/20/1996	REGISTERED	Varsity Spirit Corporation
SPIRIT XPRESS	77510009 6/27/2008	3564581 1/20/2009	REGISTERED	Varsity Spirit Corporation
STAR ZONE	85548046 2/21/2012	---	PENDING ITU*	Varsity Spirit Corporation
THE ALL STAR WORLDS	77643182 1/5/209	3822711 7/20/2010	REGISTERED	Varsity Spirit Corporation
THE AMERICAN NATIONAL CHEER & DANCE CHAMPIONSHIPS 	77589592 10/9/2008	3653809 7/14/2009	REGISTERED	Varsity Spirit Corporation
THE CHEERLEADING WORLDS	76977618 10/3/2003	2999331 9/20/2005	REGISTERED	Varsity Spirit Corporation
THE CHEERLEADING WORLDS	76548644 10/3/2003	3418800 4/29/2008	REGISTERED	Varsity Spirit Corporation
THE GROOVE EXPERIENCE	85904381 4/15/2013	---	PENDING	Varsity Spirit Corporation
THE ORIGINAL CHEERLEADER SUPPLY COMPANYSINCE 1948	74720386 8/25/1995	2018501 11/19/1996	REGISTERED	Varsity Spirit Corporation
THE SUMMIT	85619096 5/8/2012	---	PENDING ITU*	Varsity Spirit Corporation
THE WORK IS WORTH IT	85674159 7/11/2012	4293501 2/19/2013	REGISTERED	Varsity Spirit Corporation
TRIPLE CROWN	85891614 4/1/2013	---	PENDING ITU*	Varsity Spirit Corporation
TRIPLE CROWN OF CHEERLEADING	85891638 4/1/2013	---	PENDING ITU*	Varsity Spirit Corporation

Trademark/Image if any	Application Number Application Date	Registration Number Registration Date	Status	Owner
U.S. ALL STAR FEDERATION USASF 	78323016 11/4/2003	2979490 7/26/2005	REGISTERED	Varsity Spirit Corporation
U.S. CHEERLEADING OPEN 	77244077 8/1/2007	3655288 7/14/2009	REGISTERED	Varsity Spirit Corporation
U.S. OPEN CHEERLEADING AND DANCE TEAM CHAMPIONSHIP	85421151 9/13/2011	4263247 12/25/2012	REGISTERED	Varsity Spirit Corporation
U.S. OPEN CHEERLEADING & DANCE TEAM CHAMPIONSHIP	75832206 10/26/1999	2458791 6/5/2001	REGISTERED	Varsity Spirit Corporation
UCA 	77517139 7/8/2008	3567653 1/27/2009	REGISTERED	Varsity Spirit Corporation
UCA	75701587 5/10/1999	2341059 4/11/2000	REGISTERED	Varsity Spirit Corporation
UDA 	77839221 10/1/2009	3771514 4/6/2010	REGISTERED	Varsity Spirit Corporation
UDA	77029297 10/25/2006	3254626 6/26/2007	REGISTERED	Varsity Spirit Corporation
UNIVERSAL CHEERLEADERS ASSOCIATION	77848503 10/14/2009	3799150 6/8/2010	REGISTERED	Varsity Spirit Corporation
UNIVERSAL DANCE ASSOCIATION	77830086 9/18/2009	3767416 3/30/2010	REGISTERED	Varsity Spirit Corporation
UNIVERSAL DANCE ASSOCIATION 	73772749 1/3/1989	1563866 10/31/1989	REGISTERED	Varsity Spirit Corporation
USA NATIONALS	74274726 5/12/1992	1761773 3/30/1993	REGISTERED	Varsity Spirit Corporation
USA UNITED SPIRIT ASSOCIATION	76495523 3/7/2003	2814728 2/17/2004	REGISTERED	Varsity Spirit Corporation
V 	77732910 5/8/2009	---	PENDING ITU*	Varsity Spirit Corporation
V	77978934 6/13/2008	3782739 4/27/2010	REGISTERED	Varsity Spirit Corporation

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V 	77500610 6/17/2008	3842122 8/31/2010	REGISTERED	Varsity Spirit Corporation
V CROSS CHEER 	85491506 12/9/2011	---	PENDING ITU*	Varsity Spirit Corporation
V VARSITY 	75704039 5/13/1999	2357303 6/13/2000	REGISTERED	Varsity Spirit Corporation
V VARSITY SHOP 	85016110 4/16/2010	---	PENDING ITU*	Varsity Spirit Corporation
V VARSITY SHOP 	85976194 4/16/2010	4110341 3/6/2012	REGISTERED	Varsity Spirit Corporation
VIROC	78795974 1/20/2006	3331926 11/6/2007	REGISTERED	Varsity Spirit Corporation
VARSITY	85435503 9/29/2011	---	PENDING ITU*	Varsity Spirit Corporation
VARSITY	85883582 3/22/2013	---	PENDING ITU*	Varsity Spirit Corporation
VARSITY	85295219 4/14/2011	---	PENDING ITU*	Varsity Spirit Corporation
VARSITY	77801079 8/10/2009	---	PENDING ITU*	Varsity Spirit Corporation
VARSITY VARSITY	77978935 6/17/2008	3782740 4/27/2010	REGISTERED	Varsity Spirit Corporation
VARSITY	75798082 9/14/1999	2526564 1/8/2002	REGISTERED	Varsity Spirit Corporation
VARSITY	75983628 9/1/1999	3436493 5/27/2008	REGISTERED	Varsity Spirit Corporation
VARSITY	75976147 6/8/1993	2082554 7/22/1997	REGISTERED	Varsity Spirit Corporation
VARSITY	75791751 9/1/1999	3696209 10/13/2009	REGISTERED	Varsity Spirit Corporation
VARSITY	74069327 6/15/1990	1812198 12/21/1993	REGISTERED	Varsity Spirit Corporation

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VARSITY VARSITY	72321158 3/7/1969	879543 10/28/1969	REGISTERED	Varsity Spirit Corporation
VARSITY ALL STAR	85402157 8/19/2011	4258636 12/11/2012	REGISTERED	Varsity Spirit Corporation
VARSITY ALL STAR	85074898 6/30/2010	---	PENDING	Varsity Spirit Corporation
VARSITY ALL STAR FASHION VARSITY all star fashion	85281511 3/30/2011	---	PENDING ITU*	Varsity Spirit Corporation
VARSITY BLUES	85405117 8/23/2011	---	PENDING ITU*	Varsity Spirit Corporation
VARSITY CHOREOGRAPHY	78758325 11/21/2005	3320692 10/23/2007	REGISTERED	Varsity Spirit Corporation
VARSITY COLORS	85405112 8/23/2011	---	PENDING ITU*	Varsity Spirit Corporation
VARSITY COUTURE	85817591 1/8/2013	---	PENDING ITU*	Varsity Spirit Corporation
VARSITY CROSS CHEER	85484899 12/1/2011	---	PENDING ITU*	Varsity Spirit Corporation
VARSITY DANCE	85698025 8/8/2012	---	PENDING ITU*	Varsity Spirit Corporation
VARSITY GOLD	85405119 8/23/2011	---	PENDING ITU*	Varsity Spirit Corporation
VARSITY ID	85285208 4/4/2011	4203121 9/4/2012	REGISTERED	Varsity Spirit Corporation
VARSITY ID VARSITY ID	85285219 4/4/2011	4203122 9/4/2012	REGISTERED	Varsity Spirit Corporation
VARSITY LAST PASS	85493057 12/12/2011	4314148 4/2/2013	REGISTERED	Varsity Spirit Corporation
VARSITY PIN DOTS	85454309 10/24/2011	---	PENDING ITU*	Varsity Spirit Corporation
VARSITY PIN TRADING	85110222 8/18/2010	---	PENDING ITU* SUSPENDED	Varsity Spirit Corporation
VARSITY PRO SHOP	85337479 6/3/2011	---	PENDING ITU*	Varsity Spirit Corporation
VARSITY SOUL	85732050 9/18/2012	---	PENDING ITU*	Varsity Spirit Corporation
VARSITY SPIRIT CORPORATION	74231166 12/13/1991	1796645 10/5/1993	REGISTERED	Varsity Spirit Corporation

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VARSITY SPIRIT FASHIONS	74130827 4/2/1990	1680452 3/24/1992	REGISTERED	Varsity Spirit Corporation
VARSITY SPORT	75216343 12/20/1996	2293083 11/16/1999	REGISTERED	Varsity Spirit Corporation
VARSITY TV	77980010 11/24/2008	3858342 10/5/2010	REGISTERED	Varsity Spirit Corporation
VARSITY TV	77620494 11/24/2008	3920302 2/15/2011	REGISTERED	Varsity Spirit Corporation
VARSITY UNIVERSITY	78767393 12/6/2005	3797635 6/1/2010	REGISTERED	Varsity Spirit Corporation
VARSITY WE ARE ALL STAR	85524075 1/24/2012	---	PENDING ITU*	Varsity Spirit Corporation
VARSITY.COM	75984008 9/1/1999	3418764 4/29/2008	REGISTERED	Varsity Spirit Corporation
VARSITY.COM	75791750 9/1/1999	3689696 9/29/2009	REGISTERED	Varsity Spirit Corporation
VARSITY'S TRIPLE CROWN	85891645 4/1/2013	---	PENDING ITU*	Varsity Spirit Corporation
VINTAGE VARSITY	85405127 8/23/2011	---	PENDING ITU*	Varsity Spirit Corporation
WE ARE CHEERLEADING	78981074 4/27/2006	3645099 6/23/2009	REGISTERED	Varsity Spirit Corporation
WE ARE CHEERLEADING	78877359 5/5/2006	3617640 5/5/2009	REGISTERED	Varsity Spirit Corporation
WE ARE CHEERLEADING	78870783 4/27/2006	3804925 6/15/2010	REGISTERED	Varsity Spirit Corporation
WESTCOAST CHAMPIONSHIP 	75851168 11/17/1999	2548877 3/19/2002	REGISTERED	Varsity Spirit Corporation
WHERE TEAMS COME TRUE	74658311 3/22/1995	1961935 3/12/1996	REGISTERED	Varsity Spirit Corporation
WORLD CHEERLEADING CHAMPIONSHIP 	75980208 9/30/1998	2489351 9/11/1001	REGISTERED	Varsity Spirit Corporation
WORLD CUP OF CHEERLEADING	77374339 1/17/2008	4179621 7/24/2012	REGISTERED	Varsity Spirit Corporation
WORLD SCHOOL CHEERLEADING CHAMPIONSHIPS 	85540825 2/13/2012	4217321 10/2/2012	REGISTERED	Varsity Spirit Corporation

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WORLD SERIES OF CHEERLEADING	85913339 4/24/2013	---	PENDING ITU*	Varsity Spirit Corporation
WORLD SPIRIT FEDERATION	78566447 2/14/2005	3076217 4/4/2006	REGISTERED	Varsity Spirit Corporation
WORLD UNIVERSITY CHEERLEADING CHAMPIONSHIPS 	85851247 2/15/2013	---	PENDING	Varsity Spirit Corporation
YOU BE THE CHEER JUDGE	78947877 8/8/2006	3255973 6/26/2007	REGISTERED	Varsity Spirit Corporation