CERTIFICATE OF FIRST CLASS MAIL UNDER 37 CFR 1.8

Date of Deposit: 2/23/2005

I hereby certify that this paper or fee is being deposited with the United States Postal Service First Class Mail, postage prepaid, under 37 CFR 1.8 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, P.O. Box 1451, Alexandria Virginia 22313-1451.

J. Montgomery

J. Montgomery

(Typed or printed name of person mailing paper or fee)

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

VARSITY SPIRIT CORPORATION, Opposer	)	CONSOLIDATED Proceedings
v.	)	Opposition No. 91153079 (parent) 91154710
RUSSELL ASSET MANAGEMENT, INC., Applicant.	)	Application Serial No. 76/330,770

JOINT MOTION OF OPPOSERS VARSITY SPIRIT CORPORATION and VARSITY SPIRIT FASHIONS & SUPPLIES, INC.
and
APPLICANT RUSSELL ASSET MANAGEMENT, INC.

Box TTAB / NO FEE
Assistant Commissioner of Trademarks
P.O. Box 1451
Alexandria,Virginia 22313-1451

Dear Sir/Madam:

COME NOW Varsity Spirit Corporation and Varsity Spirit Fashion & Supplies, Inc. (the "Opposers"), and Russell Asset Management, Inc. (the "Applicant"), through their attorneys of record, to state that they have resolved the differences at issue in this proceeding and to request

the relief prayed for hereinbelow.

Opposers, as the owners of Registration Nos. 2,375,303 and 2,526,564 for the mark VARSITY and other registrations, instituted Opposition No. 91153079 on July 7, 2002 and Opposition No. 91154710 on November 4, 2002 (together, the "Oppositions") to oppose the application of Applicant for the mark VINTAGE VARSITY, which had been filed on October 29, 2001 and is now pending under Serial No. 76/330,770.

Applicant filed a counterclaim on November 19, 2002 in Opposition No. 91153079, and counterclaims on March 6, 2003 in Opposition No. 91154710, to request partial or complete cancellation of certain registrations of Opposers (together, the "Counterclaims").

By order mailed to the parties on June 23, 2003, this honorable Board consolidated these two opposition proceedings.

The parties have for months endeavored to settle their differences and to that end have informally stipulated to extensions of various deadlines, including the date for filing an answer by Opposers to the counterclaims of Applicant pending in Opposition No. 91154710, although contemplating the imminent settlement, they did not file stipulations as allowed by Trademark Rule 2.121(d).

This honorable Board entered default against Opposers on January 25, 2005, for failure to file their answer to the counterclaims pending in Opposition No. 91154710.

The parties hereby agree to settlement on the following terms, which are set forth in their entirety hereinbelow, and further request the Board to grant the relief requested in such terms to enable this settlement:

(a) The parties jointly request that the entry of default entered in Opposition No.

91154710 be set aside for good cause in that the parties have assiduously sought to resolve their differences and have now done so.

(b) Applicant, with the express consent of Opposers, requests abandonment of Applicant's application for the mark VINTAGE VARSITY pending under Serial No. 76/330,770.

(c) The parties jointly request dismissal without prejudice of Opposition Nos. 91153079 and 91154710.

(d) The parties jointly request dismissal without prejudice of the counterclaims filed herein by Applicant in Opposition Nos. 91153079 and 91154710.

The parties intend and agree that this settlement, the abandonment with consent, and the dismissals of Oppositions and Counterclaims are in settlement of disputed claims and are made without any (and are agreed by the parties not to evidence or effect any) admission of any fault, liability, facts tending to support a finding of fault or liability, or other matter. This Joint Motion constitutes the entire understanding and agreement between the parties and supersedes all previous understandings, agreements, communications and representations, whether written or oral, concerning the settlement and otherwise relating to the dispute.

WHEREFORE, the parties jointly move this honorable Board to set aside the default entered herein against Opposer and to dismiss without prejudice both Oppositions and all Counterclaims pending herein.

Respectfully submitted,

VARSITY SPIRIT CORPORATION and VARSITY FASHIONS & SUPPLIES, INC., OPPOSERS

By: Arlana Cohen by Grady M. Garrison with authority 2-23-05
Arlana Cohen
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GM. Garrison 2-23-05
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Facsimile: (901) 680-7201

RUSELL ASSET MANAGEMENT, INC., APPLICANT

By: 2-21-05
Nathan W. Johnson
Attorney for Applicant
BRADLEY ARANT ROSE & WHITE LLP
1819 Fifth Avenue North
Birmingham, Alabama 35203-2104
(205) 521-8369

MEMPHIS 158489v1

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been served via First Class Mail, postage prepaid, to Nathan W. Johnson, Bradley, Arant Rose And While, Llp, 1819 Fifth Avenue North, Birmingham, Alabama 35203-2104; And Arlana Cohen, Cowan Liebowitz & Latmman, P.C., 1133 Avenue Of The Americas, New York, New York, 10036-6799 on this the 23rd day of February, 2005.

James D. Montgomery

MEMPHIS 159074v1

TTAB

BUTLER, SNOW, O'MARA, STEVENS & CANNADA, PLLC

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J. Montgomery
(Typed or printed name of person mailing paper or fee)

J. Montgomery
(Signature of person mailing paper or fee)

February 23, 2005

Assistant Commissioner for Trademarks
Box TTAB-NO FEE
P.O. Box 1451
Arlington, Virginia 22313-1451

Re: Consolidated Proceeding Nos. 91153079 (parent) and 91154710
Application No. 76/330,770

Dear Sir:

The parties have settled the above proceedings and respectfully submit for consideration and approval the Joint Motion of Opposers Varsity Spirit Corporation and Varsity Spirit Fashions & Supplies, Inc. and Applicant Russell Asset Management, Inc. Should you have any questions, please do not hesitate to call the undersigned at (901) 680-7326.

03-01-2005
U.S. Patent & TMOfc/TM Mail Rcpt Dt. #66

Respectfully submitted,

G M. Garrison

Grady M. Garrison
Attorney for Applicant

Enclosure
cc: Nathan W. Johnson (w/encl.)
Arlana S. Cohen (w/encl.)