

04-11-2000

Form PTO-1594
1-31-92



ET

U.S. Department of Commerce
Patent and Trademark Office

101314070

To the Honorable Commissioner of Patent and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):

COHEN ENTERPRISES, LLC,
an Arizona limited liability company

2. Name and address of receiving party(ies):

Name: ZC INVESTMENTS, LLC
an Arizona limited liability company

Additional name(s) of conveying party(ies) attached? Yes No

Internal Address: 8600 East Rockcliff Road
Tucson, Arizona 85750

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Street Address: Same

City: _____ State: _____ Zip: _____

Additional name(s) & address(es) attached? Yes No

Execution Date: June 27, 1997

4. A. Application number(s):

Additional numbers attached? Yes No

B. Registration No(s).

Registration No. 1,598,938, registered 5/29/90
for the mark "CANYON RANCH" in Class 39

Docket No. 2395-SM-23

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

Name: C. Robert von Hellens

Internal Address: 2141 East Highland Avenue, Suite 155
Phoenix, Arizona 85016

Street Address: Same

6. Total number of applications and registrations involved:

One

7. Total Fee (37 CFR 3.41) \$40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 03-0088
(Charge deposit account if any deficiencies in enclosed fee)

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

C. Robert von Hellens
Name of Person Signing

Signature

March 8, 2000
Date

Total number of pages including cover sheet, attachments, and document: 5

04/11/2000 DNGUYEN 00000043 1598938

01 FC:481

40.00 DP

TRADEMARK
REEL: 002047 FRAME: 0053

ASSIGNMENT AND ASSUMPTION

OF TRADENAMES, TRADEMARKS AND COPYRIGHTS

For good and valuable consideration, the receipt of which is hereby acknowledged, Canyon Ranch, Inc., an Arizona corporation, ("Assignor") hereby irrevocably sells, transfers, assigns and conveys to Cohen Enterprises, LLC, an Arizona limited liability company ("Assignee") all of Assignor's right, title and interest in and to the tradenames, trademarks and copyrights described on the attached Exhibit A, together with all of the goodwill arising out of or relating to such tradenames, trademarks and copyrights.

This Assignment is made pursuant to that certain Agreement to Purchase Tradenames, Trademarks and Copyrights executed as of January 4, 1997 by the Assignor and the Assignee.

IN WITNESS WHEREOF, the Assignor has executed this Assignment as of May 6, 1997.

ASSIGNOR:

CANYON RANCH, INC., an Arizona corporation

By: *Melvin Zuckerman*
Melvin Zuckerman, Chairman

STATE OF ARIZONA)
) ss.
COUNTY OF PIMA)

ACKNOWLEDGED before me this 6th day of May, 1997 by Melvin Zuckerman, Chairman of Canyon Ranch, Inc.

Shirley M. Welch
Notary Public

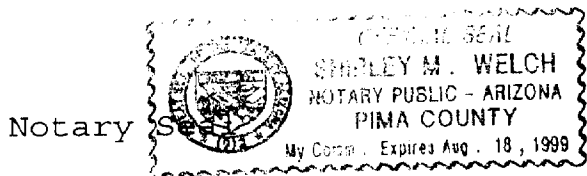


EXHIBIT A

| MARK DEFINITION | CLASS | COUNTRY | REGISTRATION # |
|--|--------|------------|-----------------|
| CANYON RANCH MENUS AND RECIPES | | U.S. | TX 1-538-500 |
| CANYON RANCH FITNESS IS FUN - MINI-MAXI POWER | | U.S. | PA 224-557 |
| CANYON RANCH FITNESS IS FUN - STRETCH AND FLEX | | U.S. | PA 224-556 |
| LOGO - CR | 41, 42 | U.S. | 1,322,598 |
| "THE SPA FOR ALL REASONS" | 42 | U.S. | 1,339,667 |
| CANYON RANCH | 41, 42 | U.S. | 1,350,012 |
| "LIFE-SHARE" | 36 | U.S. | 1,434,192 |
| CANYON RANCH | 5 | U.S. | 1,411,031 |
| CANYON RANCH | 30 | U.S. | 1,422,145 |
| CANYON RANCH | 16 | U.S. | 1,402,143 |
| CANYON RANCH | 9 | U.S. | 1,404,734 |
| CANYON RANCH | 42 | U.S. | 1,409,026 |
| CANYON RANCH | 25 | U.S. | 1,594,300 |
| CANYON RANCH | 25 | CANADA | 406,088-669,991 |
| LOGO - CR | 5 | U.S. | 1,406,432 |
| LOGO - CR | 30 | U.S. | 1,406,977 |
| LOGO - CR | 16 | U.S. | 1,402,149 |
| LOGO - CR | 42 | U.S. | 1,411,791 |
| LOGO - CR | 9 | U.S. | 1,407,470 |
| LOGO - CR | 25 | U.S. | 1,406,846 |
| "THE POTENTIAL FOR A LIFE CHANGE" STUDY | | U.S. | TXU 264-310 |
| "CANYON RANCH IN THE BERKSHIRES" | 41 | STATE - MA | 42,691 |
| "CANYON RANCH IN THE BERKSHIRES" | 42 | STATE - MA | 42,692 |
| CANYON RANCH | 39 | U.S. | 1,598,938 |
| LOGO - CR | 39 | U.S. | 1,590,188 |
| CANYON RANCH | 3 | U.S. | 1,635,213 |
| LOGO - CR | 3 | U.S. | 1,572,753 |
| CANYON RANCH | 35, 42 | U.S. | 1,608,449 |
| LOGO - CR | 35, 42 | U.S. | 1,621,552 |
| CANYON RANCH | 18 | U.S. | 1,560,924 |
| LOGO - SAGUARO AND TREE | 3 | U.S. | 1,641,007 |
| "CANYON RANCH IN THE BERKSHIRES" | 41, 42 | U.S. | 1,642,345 |
| "SPECIAL PERSONAL ADVENTURE" | 41, 42 | U.S. | 1,649,756 |
| CANYON RANCH | 36, 37 | U.S. | 1,989,399 |
| CANYON RANCH | 35 | MEXICO | 446,797 |
| CANYON RANCH | 41 | MEXICO | 446,798 |
| CANYON RANCH | 42 | MEXICO | 446,799 |
| "RESORT TO HEALTH" | 35, 42 | U.S. | 1,941,460 |
| "LIFE ENHANCEMENT CENTER" | 41, 42 | U.S. | 2,066,095 |
| "LIFE ENHANCEMENT PROGRAM" | 41, 42 | U.S. | 2,066,096 |
| "ELDERCAMP" | 41, 42 | U.S. | 1,896,562 |
| CANYON RANCH & LOGO | 25 | INDONESIA | 403,385 |
| CANYON RANCH & LOGO | 41 | INDONESIA | 364,845 |
| CANYON RANCH & LOGO | 42 | INDONESIA | 359,979 |
| CANYON RANCH | 41 | HONG KONG | 11238/97 |
| CANYON RANCH | 42 | HONG KONG | 10690/98 |
| CANYON RANCH | 41 | SINGAPORE | |
| CANYON RANCH | 42 | SINGAPORE | |
| CANYON RANCH | 35 | SINGAPORE | |
| CANYON RANCH | 41 | TAIWAN | 00087158 |
| CANYON RANCH | 42 | TAIWAN | 00087982 |
| CANYON RANCH | 35 | TAIWAN | 00097353 |

| MARK DEFINITION | CLASS | COUNTRY | REGISTRATION # |
|-----------------|-------|------------------------|----------------|
| CANYON RANCH | 41 | CHINA | 1,031,527 |
| CANYON RANCH | 42 | CHINA | 1,019,895 |
| CANYON RANCH | 35 | CHINA | 1,049,764 |
| CANYON RANCH | 41 | THAILAND | |
| CANYON RANCH | 42 | THAILAND | |
| CANYON RANCH | 25 | AUSTRALIA | A591256 |
| CANYON RANCH | 35 | AUSTRALIA | A591257 |
| CANYON RANCH | 41 | AUSTRALIA | A591258 |
| CANYON RANCH | 42 | AUSTRALIA | A591259 |
| CANYON RANCH | 25 | NEW ZEALAND | 223246 |
| CANYON RANCH | 35 | NEW ZEALAND | 223247 |
| CANYON RANCH | 41 | NEW ZEALAND | 223248 |
| CANYON RANCH | 42 | NEW ZEALAND | 223249 |
| CANYON RANCH | 29 | FRANCE | 92443387 |
| CANYON RANCH | 30 | FRANCE | 92443387 |
| CANYON RANCH | 35 | FRANCE | 92443387 |
| CANYON RANCH | 41 | FRANCE | 92443387 |
| CANYON RANCH | 42 | FRANCE | 92443387 |
| CANYON RANCH | 25 | ITALY | 636262 |
| CANYON RANCH | 29 | ITALY | 636262 |
| CANYON RANCH | 30 | ITALY | 636262 |
| CANYON RANCH | 35 | ITALY | 636262 |
| CANYON RANCH | 41 | ITALY | 636262 |
| CANYON RANCH | 42 | ITALY | 636262 |
| CANYON RANCH | 25 | PORTUGAL | 288467 |
| CANYON RANCH | 35 | PORTUGAL | 288468 |
| CANYON RANCH | 41 | PORTUGAL | 288469 |
| CANYON RANCH | 42 | PORTUGAL | 288470 |
| CANYON RANCH | 35 | SPAIN | 1733768 |
| CANYON RANCH | 41 | SPAIN | 1733769 |
| CANYON RANCH | 42 | SPAIN | 1733770 |
| CANYON RANCH | 35 | GERMANY | 2-100-609 |
| CANYON RANCH | 41 | GERMANY | 2-100-609 |
| CANYON RANCH | 42 | GERMANY | 2-100-609 |
| CANYON RANCH | 25 | SWITZERLAND | 402873 |
| CANYON RANCH | 29 | SWITZERLAND | 402873 |
| CANYON RANCH | 30 | SWITZERLAND | 402873 |
| CANYON RANCH | 35 | SWITZERLAND | 410126 |
| CANYON RANCH | 41 | SWITZERLAND | 410126 |
| CANYON RANCH | 42 | SWITZERLAND | 410126 |
| CANYON RANCH | 41 | UNITED KINGDOM | 1517740 |
| CANYON RANCH | 42 | UNITED KINGDOM | 1517741 |
| CANYON RANCH | 25 | BENELUX | 593884 |
| CANYON RANCH | 35 | BENELUX | 593884 |
| CANYON RANCH | 41 | BENELUX | 593884 |
| CANYON RANCH | 42 | BENELUX | 593884 |
| CANYON RANCH | 25 | CTM EUROPEAN COMMUNITY | |
| CANYON RANCH | 35 | CTM EUROPEAN COMMUNITY | |
| CANYON RANCH | 41 | CTM EUROPEAN COMMUNITY | |
| CANYON RANCH | 42 | CTM EUROPEAN COMMUNITY | |
| CANYON RANCH | 25 | JAPAN | 3034507 |
| CANYON RANCH | 42 | JAPAN | 3136500 |

| MARK DEFINITION | CLASS | COUNTRY | REGISTRATION # |
|-------------------------------------|----------------|-------------|----------------|
| LOGO - CR | 16 | JAPAN | 3067774 |
| LOGO - CR | 25 | JAPAN | 3089470 |
| LOGO - CR | 29 | JAPAN | 3070688 |
| LOGO - CR | 42 | JAPAN | 3070689 |
| CANYON RANCH | 35 | ISRAEL | 106,092 |
| CANYON RANCH | 41 | ISRAEL | 106,093 |
| CANYON RANCH | 42 | ISRAEL | 106,094 |
| CANYON RANCH | 35 | PHILIPPINES | |
| CANYON RANCH | 41 | PHILIPPINES | |
| CANYON RANCH | 42 | PHILIPPINES | |
| CANYON RANCH | 35 (LOCAL 112) | SOUTH KOREA | 44,938 |
| CANYON RANCH | 41 (LOCAL 112) | SOUTH KOREA | 44,938 |
| CANYON RANCH | 42 (LOCAL 112) | SOUTH KOREA | 44,938 |
| SHE MUST HAVE BEEN TO CANYON RANCH | 41, 42 | U.S. | 2,107,300 |
| HE MUST HAVE BEEN TO CANYON RANCH | 41, 42 | U.S. | 2,107,322 |
| THEY MUST HAVE BEEN TO CANYON RANCH | 41, 42 | U.S. | 2,107,301 |