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

July 12, 2000

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

05/10/2000 NTHAI1 00000188 1608449

## ASSIGNMENT AND ASSUMPTION

## OF TRADENAMES, TRADEMARKS AND COPYRIGHTS

For good and valuable consideration, the receipt of which is hereby acknowledged, Cohen Enterprises, LLC, an Arizona limited liability company ("Assignor"), hereby irrevocably sells, transfers, assigns and conveys to ZC Investments, 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 the Operating Agreement of ZC Investments, LLC.

IN WITNESS WHEREOF, the Assignor has executed this Assignment as of June 27, 1997.

ASSIGNOR:

COHEN ENTERPRISES, LLC, an Arizona limited liability company

By: JC Management, Inc., an Arizona corporation, Manager

Jerrold Cohen, President

STATE OF ARIZONA ) ss. COUNTY OF PIMA )

ACKNOWLEDGED before me this 27<sup>th</sup> day of June, 1997 by Jerrold Cohen, President of JC Management, Inc.

Notary Seal

N61

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.	ere ere ere en en en en ere ere ere ere
LOGO - CR	30	U.S.	1,406,432
LOGO - CR	16	U.S.	1,406,977
LOGO - CR	42	U.S.	1,402,149
LOGO - CR	9	U.S.	1,411,791
LOGO - CR	25		1,407,470
"THE POTENTIAL FOR A LIFE CHANGE" STUDY		U.S. U.S.	1,406,846
"CANYON RANCH IN THE BERKSHIRES"	44		TXU 264-310
У в из верходи на принада на прин	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

CANYON RANCH	MARK DEFINITION	CLASS	COUNTRY	REGISTRATION#
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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

**RECORDED: 07/17/2000**