

10-11-2001

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

REC T 101871083

J.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): COHEN ENTERPRISES, LLC *09/20/01*

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other ARIZONA LIMITED LIABILITY COMPANY

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

2. Name and address of receiving party(ies)
 Name: ZC INVESTMENTS, LLC
 Internal Address:
 Address:
 Street Address: 8600 EAST ROCKCLIFF ROAD
 City: TUCSON State: AZ Zip: 85750

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other ARIZONA LIMITED LIABILITY COMPANY

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: JUNE 27, 1997

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
 SEE ATTACHED

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: JENNIFER A. VAN KIRK, ESQ.
 Internal Address: LEWIS AND ROCA LLP
 Street Address: 40 NORTH CENTRAL AVENUE
 City: PHOENIX State: AZ Zip: 85004

6. Total number of applications and registrations involved: 33

7. Total fee (37 CFR 3.41) \$840.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 12-1212
 (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.

JENNIFER A. VAN KIRK
 Name of Person Signing

Jennifer A. Van Kirk
 Signature

09/20/01
 Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

10/10/2001 6TOM11 00000035 121212 1322598

01 FC:481 40.00 CH
02 FC:482 000.00 CH

TRADEMARK REEL: 002381 FRAME: 0318

TRADEMARK	Registration No.
LOGO – CR	1,322,598
THE SPA FOR ALL REASONS	1,339,667
CANYON RANCH	1,350,012
LIFE-SHARE	1,434,192
CANYON RANCH	1,411,031
CANYON RANCH	1,422,145
CANYON RANCH	1,402,143
CANYON RANCH	1,404,734
CANYON RANCH	1,409,026
CANYON RANCH	1,594,300
LOGO – CR	1,406,432
LOGO – CR	1,406,977
LOGO – CR	1,402,149
LOGO – CR	1,411,791
LOGO – CR	1,407,470
LOGO – CR	1,406,846
CANYON RANCH	1,598,938
LOGO – CR	1,590,188
CANYON RANCH	1,635,213
LOGO – CR	1,572,753
CANYON RANCH	1,608,449
LOGO – CR	1,621,552
CANYON RANCH	1,560,924
LOGO – SAGUARO AND TREE	1,641,007
CANYON RANCH IN THE BERKSHIRES	1,642,345
CANYON RANCH	1,649,756
CANYON RANCH	1,989,399
RESORT TO HEALTH	1,941,460
LIFE ENHANCEMENT CENTER	2,066,095
LIFE ENHANCEMENT PROGRAM	2,066,096
SHE MUST HAVE BEEN TO CANYON RANCH	2,107,300
HE MUST HAVE BEEN TO CANYON RANCH	2,107,322
THEY MUST HAVE BEEN TO CANYON RANCH	2,107,301

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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.

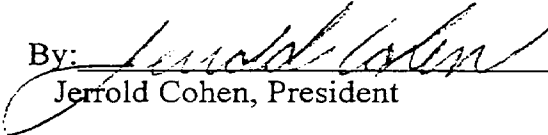
This Assignment is made pursuant to the Operating Agreement of ZC Investments, LLC.

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

ASSIGNOR:

COHEN ENTERPRISES, LLC, an Arizona
limited liability company

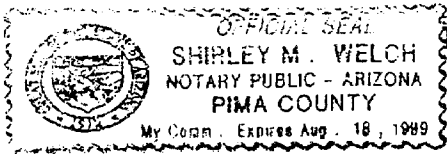
By: JC Management, Inc., an Arizona
corporation, Manager

By: 
Jerrold Cohen, President

STATE OF ARIZONA)
) ss.
COUNTY OF PIMA)

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

Notary Seal



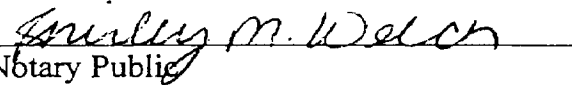

Notary Public

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