

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ZC Investments, LLC		07/01/2004	Limited Liability Company: ARIZONA

RECEIVING PARTY DATA

Name:	CR License, LLC
Street Address:	8600 E. Rockcliff Road
City:	Tucson
State/Country:	ARIZONA
Postal Code:	85750
Entity Type:	Limited Liability Company: ARIZONA

PROPERTY NUMBERS Total: 50

Property Type	Number	Word Mark
Registration Number:	1350012	CANYON RANCH
Registration Number:	1402143	CANYON RANCH
Registration Number:	1404734	CANYON RANCH
Registration Number:	1409026	CANYON RANCH
Registration Number:	1411031	CANYON RANCH
Registration Number:	1422145	CANYON RANCH
Registration Number:	1560924	CANYON RANCH
Registration Number:	1594300	CANYON RANCH
Registration Number:	1598938	CANYON RANCH
Registration Number:	1608449	CANYON RANCH
Registration Number:	1635213	CANYON RANCH
Registration Number:	1989399	CANYON RANCH
Registration Number:	2911009	CANYON RANCH
Registration Number:	1642345	CANYON RANCH IN THE BERKSHIRES

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Registration Number:	1402149	CR
Registration Number:	1406846	CR
Registration Number:	1406432	CR
Registration Number:	1406977	CR
Registration Number:	1407470	CR
Registration Number:	1411791	CR
Registration Number:	1572753	
Registration Number:	1590188	
Registration Number:	1621552	CR
Registration Number:	1322598	CR
Registration Number:	2648362	CANYON RANCH SPA CLUB
Registration Number:	1896562	ELDERCAMP
Registration Number:	2490613	HEALTHY FAMILIES IN BUSINESS
Registration Number:	2501894	HEALTHY FAMILIES IN BUSINESS
Registration Number:	2501895	HEALTHY FAMILIES IN BUSINESS
Registration Number:	2393127	HEALTHY LIVING CLUB
Registration Number:	2066095	LIFE ENHANCEMENT CENTER
Registration Number:	2066096	LIFE ENHANCEMENT PROGRAM
Registration Number:	1434192	LIFE-SHARE
Registration Number:	2384229	LIVING ESSENTIALS
Registration Number:	2458199	LIVING ESSENTIALS
Registration Number:	2458212	LIVING ESSENTIALS
Registration Number:	2702826	LIVING ESSENTIALS
Registration Number:	2487362	
Registration Number:	2522110	
Registration Number:	2324055	LOVE YOUR LEGS
Registration Number:	2523473	OPTIMAL LIVING
Registration Number:	2523474	OPTIMAL LIVING
Registration Number:	2528531	OPTIMAL LIVING
Registration Number:	1941460	RESORT TO HEALTH
Registration Number:	2893272	SPA CLUB
Registration Number:	2886425	SPA CLUB
Registration Number:	2895422	SPA CLUB
Registration Number:	2498670	SPA CLUB
Registration Number:	1649756	SPECIAL PERSONAL ADVENTURE

Registration Number:

1339667

THE SPA FOR ALL REASONS

CORRESPONDENCE DATA

Fax Number: (602)734-3750

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 602.262.5311

Email: TRADEMARKS@LRLAW.COM

Correspondent Name: Jennifer A. Van Kirk, Lewis and Roca LLP

Address Line 1: 40 N. Central Avenue, Suite 1900

Address Line 4: Phoenix, ARIZONA 85004

NAME OF SUBMITTER:

Jennifer A. Van Kirk

Signature:

/JENNIFER A. VAN KIRK/

Date:

04/20/2005

Total Attachments: 3

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EXHIBIT C -1

U.S. TRADEMARK ASSIGNMENT

This assignment is effective as of July 1, 2004, and is by and between ZC Investments, LLC, an Arizona limited liability company, doing business at 8600 E. Rockcliff Road, Tucson, Arizona, ("Assignor") and CR License, LLC an Arizona limited liability company, doing business at 8600 E. Rockcliff Road, Tucson, Arizona, ("Assignee").

WHEREAS, Assignee wishes to acquire whatever rights Assignor may possess in the trademarks listed below and the corresponding applications and registrations (the "Marks");

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged Assignor agrees to and hereby irrevocably assigns to Assignee any and all right, title and interest in the Marks, together with any goodwill symbolized by the Marks and the corresponding trademark applications and registrations set forth below.

Marks

Trademark	Registration/Serial No.
CANYON RANCH	1,350,012
CANYON RANCH	1,402,143
CANYON RANCH	1,404,734
CANYON RANCH	1,409,026
CANYON RANCH	1,411,031
CANYON RANCH	1,422,145
CANYON RANCH	1,560,924
CANYON RANCH	1,594,300
CANYON RANCH	1,598,938
CANYON RANCH	1,608,449
CANYON RANCH	1,635,213
CANYON RANCH	1,989,399
CANYON RANCH	78/332,459
CANYON RANCH IN THE BERKSHIRES	1,642,345
CR LOGO	1,402,149
CR LOGO	1,406,846
CR LOGO	1,406,432
CR LOGO	1,406,977
CR LOGO	1,407,470
CR LOGO	1,411,791
CR LOGO	1,572,753
CR LOGO	1,590,188

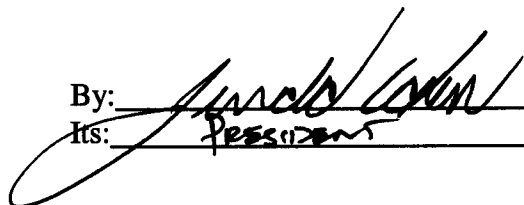
Trademark	Registration/Serial No.
CR LOGO	1,621,552
CR LOGO	1,322,598
CANYON RANCH SPA CLUB	2,648,362
ELDERCAMP	1,896,562
HEALTHY FAMILIES IN BUSINESS	2,490,613
HEALTHY FAMILIES IN BUSINESS	2,501,894
HEALTHY FAMILIES IN BUSINESS	2,501,895
HEALTHY LIVING CLUB	2,393,127
LIFE ENHANCEMENT CENTER	2,066,095
LIFE ENHANCEMENT PROGRAM	2,066,096
LIFE-SHARE	1,434,192
LIVING ESSENTIALS	2,384,229
LIVING ESSENTIALS	2,458,199
LIVING ESSENTIALS	2,458,212
LIVING ESSENTIALS	2,702,826
LIVING ESSENTIALS LOGO	2,487,362
LIVING ESSENTIALS LOGO	2,522,110
LOVE YOUR LEGS	2,324,055
OPTIMAL LIVING	2,523,473
OPTIMAL LIVING	2,523,474
OPTIMAL LIVING	2,528,531
RESORT TO HEALTH	1,941,460
SPA CLUB	78/244,693
SPA CLUB	78/244,695
SPA CLUB	78/244,699
SPA CLUB	2,498,670
SPECIAL PERSONAL ADVENTURE	1,649,756
THE SPA FOR ALL REASONS	1,339,667

[Signatures on following page]

IN WITNESS WHEREOF and intended to be legally bound by, the parties have hereunder set their hands, the day and year first written above.

ZC INVESTMENTS, LLC, an Arizona limited liability company

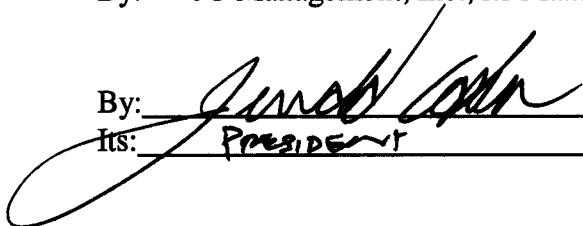
By: JC Management, Inc., Its Manager

By: 
Its: PRESIDENT

ASSIGNEE:

CR LICENSE, LLC, an Arizona limited liability company

By: JC Management, Inc., its Manager

By: 
Its: PRESIDENT