

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
The Meadows of Wickenburg		02/23/2006	LIMITED PARTNERSHIP: ARIZONA

RECEIVING PARTY DATA

Name:	The Meadows of Wickenburg, Inc.
Street Address:	1655 W. Tegner Street
City:	Wickenburg
State/Country:	ARIZONA
Postal Code:	85390
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2013513	THE MEADOWS
Registration Number:	2212272	THE MEADOWS
Registration Number:	2548583	INSTITUTE FOR TRAUMA AND ADDICTIVE DISORDERS
Registration Number:	2549218	ITAD
Registration Number:	2597681	MEADOWS INSTITUTE
Registration Number:	2597682	MEADOWS INSTITUTE
Registration Number:	2617515	SAGETIMES
Registration Number:	2617516	SAGETIMES
Registration Number:	2679966	THE MEADOWS INSTITUTE
Registration Number:	2688055	THE MEADOWS INSTITUTE
Registration Number:	2981057	THE MEADOWS MELLODY HOUSE

CORRESPONDENCE DATA

Fax Number: (214)758-1550

900046169

**TRADEMARK
 REEL: 003284 FRAME: 0654**

OP \$290.00 2013513

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

Phone: 2147581500
Email: estafford@pattonboggs.com
Correspondent Name: Darren W. Collins
Address Line 1: 2001 Ross Avenue; Suite 3000
Address Line 2: Patton Boggs LLP
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	011107.0228
NAME OF SUBMITTER:	Darren W. Collins
Signature:	/Darren W. Collins/
Date:	04/07/2006

Total Attachments: 6

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TRADEMARK ASSIGNMENT

This ASSIGNMENT is made as of February 23, 2006, from The Meadows of Wickenburg, L.P., an Arizona limited partnership ("*Assignor*"), to The Meadows of Wickenburg, Inc., a Delaware corporation ("*Assignee*"), under that certain Asset Purchase Agreement, dated September 16, 2005, by and among Assignee, MW Acquisition Corporation, a Delaware corporation ("*Parent*"), The Meadows of Wickenburg, Inc., a Delaware corporation, Meadows Holdings, L.P., an Arizona limited partnership, Assignor and those security holders signatory thereto (as supplemented, the "*Purchase Agreement*"). Each capitalized term used but not defined herein shall have the meaning assigned to such term in the Purchase Agreement.

WHEREAS, pursuant to the Purchase Agreement, Assignee and Parent are purchasing from Assignor, and Assignor is selling and transferring to Assignee, all right, title and interest in and to the Assets and all trademarks included therein or therefor, including without limitation the trademarks listed on Schedule A hereto, including all trademark applications and registrations, therefor worldwide, and all goodwill of the business pertaining thereto (hereinafter the "*Trademarks*").

WHEREAS, Assignor has transferred to Assignee all of that portion of Assignor's business to which the Trademarks pertain, and Assignor and Assignee wish for Assignee to acquire all of Assignor's right, title and interest of every kind, nature or description in and to the Trademarks, all rights of Assignor to use or register the Trademarks worldwide, to collect royalties for the licensing thereof, and all claims for infringement thereof in any jurisdiction worldwide (hereinafter "*All Rights in the Trademarks*").

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby sell, assign, set over and transfer to Assignee All Rights in the Trademarks, including the entire right, title and interest it may hold in and to the Trademarks, and all past, present and future registration and applications therefor. The rights of Assignee at common law and/or to the end of the term or terms of which any registration of the Trademarks may be granted or renewed are to be held and enjoyed by Assignee for Assignee's own use and enjoyment, and for the use and enjoyment of its successors, assigns and other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment and sale had not been made; including all claims for royalties for licensing of the Trademarks and damages by reason of past infringement(s) of the Trademarks, with the right to sue for and collect the same for its own use and benefit, for the use, benefit, and on behalf of its successors, assigns, and other representatives.

[Signature Page Follows]

In Witness Hereof, Assignor has executed this Assignment effective as of February 23, 2006.

ASSIGNOR:

THE MEADOWS OF WICKENBURG, L.P.

By: Meadows Investment Management, Inc.,
Its General Partner

By: 

Stephen Irwin
President

By: _____

Thomas B. Doolan
Vice President and Secretary

ASSIGNEE:

THE MEADOWS OF WICKENBURG, INC.

By: _____

Bowen S. Diehl, President


In Witness Hereof, Assignor has executed this Assignment effective as of February 23, 2006.

ASSIGNOR:

THE MEADOWS OF WICKENBURG, L.P.

By: Meadows Investment Management, Inc.,
Its General Partner

By: _____
Stephen Irwin
President

By:  _____
Thomas B. Doolan
Vice President and Secretary

ASSIGNEE:

THE MEADOWS OF WICKENBURG, INC.

By: _____
Bowen S. Diehl, President

IN WITNESS WHEREOF, Assignor has executed this Assignment effective as of February 23, 2006.

ASSIGNOR:

THE MEADOWS OF WICKENBURG, L.P.

By: Meadows Investment Management, Inc.,
Its General Partner

By: _____
Stephen Irwin
President

By: _____
Thomas B. Doolan
Vice President and Secretary

ASSIGNEE:

THE MEADOWS OF WICKENBURG, INC.

By: Bowen S. Diehl
Bowen S. Diehl, President

SCHEDULE A

**TRADEMARKS ASSIGNED FROM THE MEADOWS OF WICKENBURG, L.P.
TO THE MEADOWS OF WICKENBURG, INC.**

A. Trademarks registered with the United States Patent & Trademark Office.

Trademark Description	Application/ Registration Number	Country of Registration
"The Meadows"	2,013,513	U.S.A.
"The Meadows" & Design (Cactus/Sunset)	2,212,272	U.S.A.
"Institute for Trauma and Addictive Disorders"	2,548,583	U.S.A.
"ITAD"	2,549,218	U.S.A.
"Meadows Institute"	2,597,681	U.S.A.
"Meadows Institute"	2,597,682	U.S.A.
"Sagetimes"	2,617,515	U.S.A.
"Sagetimes"	2,617,516	U.S.A.
"The Meadows Institute" & Design (Cactus/Sunset)	2,679,966	U.S.A.
"The Meadows Institute" & Design (Cactus/Sunset)	2,688,055	U.S.A.
"The Meadows Mellody House"	2,981,057	U.S.A.

B. Trademarks registered with the Arizona Secretary of State by The Meadows of Wickenburg, Inc.

Trademark Description	Application/ Registration Number	State of Registration
"The Meadows"	39935	Arizona
"The Meadows"	44933	Arizona
"Institute for Trauma and Addictive Disorders"	44948	Arizona
"ITAD"	44980	Arizona
"Meadows Institute"	44994	Arizona
"Meadows Institute"	44993	Arizona
"Meadows Institute"	44962	Arizona
"Sagetimes"	44981	Arizona
"Sagetimes"	44982	Arizona
"Sagetimes"	44983	Arizona

Schedule A

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