

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
Peak Body Systems, Inc.		03/02/2009	CORPORATION: COLORADO
RECEIVING PARTY DATA			
Name:	Peak Pilates, LLC		
Street Address:	5555 Central Avenue, Suite 200		
City:	Boulder		
State/Country:	COLORADO		
Postal Code:	80301		
Entity Type:	LIMITED LIABILITY COMPANY: COLORADO		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3589155	MVE	
CORRESPONDENCE DATA			
Fax Number:	(310)860-0363		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(310) 248-3830		
Email:	kgatien@kmwlaw.com, jlafever@kmwlaw.com		
Correspondent Name:	Konrad K. Gatien		
Address Line 1:	9720 Wilshire Boulevard		
Address Line 2:	Penthouse		
Address Line 4:	Beverly Hills, CALIFORNIA 90212		
ATTORNEY DOCKET NUMBER:	10433-00002 MVE ASSIGN		
NAME OF SUBMITTER:	Konrad K. Gatien		
Signature:	/kkg/		
Date:	06/10/2009		

CH \$40.00 3589155

Total Attachments: 12

source=Assignment - Schedule C#page1.tif
source=Assignment - Schedule C#page2.tif
source=Assignment - Schedule C#page3.tif
source=Assignment - Schedule C#page4.tif
source=Assignment - Schedule C#page5.tif
source=Assignment - Schedule C#page6.tif
source=Assignment - Schedule C#page7.tif
source=Assignment - Schedule C#page8.tif
source=Assignment - Schedule C#page9.tif
source=Assignment - Schedule C#page10.tif
source=Assignment - Schedule C#page11.tif
source=Assignment - Schedule C#page12.tif

Exhibit C

Assignment of Trademark Rights and Goodwill

This Assignment of Trademark Rights and Goodwill (this "Trademark Assignment") is made and effective as of March 2, 2009, by and between Peak Body Systems, Inc., a Colorado corporation ("Assignor"), and Peak Pilates LLC, a Colorado limited liability company ("Assignee").

WHEREAS, Assignor and Assignee are parties to that certain Bill of Sale and Assignment and Assumption, dated as of the date hereof (the "Assignment Agreement"), in which this Trademark Assignment is incorporated by reference and pursuant to which Assignor has agreed, subject to the conditions and in accordance with the terms therein, to sell, convey, transfer, assign and deliver to Assignee all of Assignor's right, title and interest in and to certain intellectual property, including all patent, copyright, trademark and other intellectual property rights therein together with the business associated therewith.

WHEREAS, Assignor represents and warrants that Assignor is the owner of the trademarks and the associated trademark registrations and applications set forth that are listed on Schedule C1 hereto (the "Trademark Portfolio"); and

WHEREAS, Assignee desires to acquire all of Assignor's title, right, interest, benefits and privileges to the Trademark Portfolio and all goodwill of the business associated with the Trademark Portfolio.

NOW, THEREFORE, in consideration of the foregoing recitals, which are incorporated herein by this reference, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

1. Assignment. Assignor hereby irrevocably and without reservation:

1.1 assigns, sells, transfers and conveys to Assignee all right, title and interest of any nature whatsoever in and to the Trademark Portfolio, any and all goodwill of the business associated with such Trademark Portfolio; and

1.2 transfers, conveys and assigns unto Assignee the entire right, title and interest in and to any and all causes of action and rights of recovery for past, present and future infringement of the Trademark Portfolio herein assigned.

2. Governing Law. This Trademark Assignment shall be governed by the laws of the United States and the State of California, without reference to conflict of laws principles. If any provision of this Trademark Assignment is held by a court of competent jurisdiction to be unenforceable, then such provision shall be eliminated, limited or modified to the extent required by applicable law and this Trademark

Assignment, as so modified or limited, shall remain enforceable in accordance with its terms. For the avoidance of doubt, no such modification or limitation shall be deemed to modify any other provision of this Trademark Assignment or render this Trademark Assignment invalid or unenforceable in its entirety.

3. Conflict with Assignment Agreement. This Trademark Assignment is made pursuant to and is subject to the Assignment Agreement. Nothing contained in this Trademark Assignment shall be deemed to supersede or modify any of the obligations, agreements, covenants or warranties of Assignor or Assignee contained in the Assignment Agreement. In the event that any provision of this Trademark Assignment be constructed to conflict with a provision in the Assignment Agreement, the provision in the Assignment Agreement shall be deemed to be controlling.

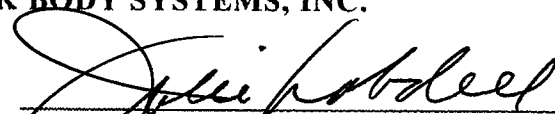
4. Waiver; Amendments. Any failure to enforce any provision of the Trademark Assignment shall not constitute a waiver thereof or of any other provision. This Trademark Assignment may not be amended, nor any obligation waived, except by a writing signed by both parties; nor shall any obligation herein be waived except in a writing signed by the person charged with making such waiver.

[Signature Page Follows]

IN WITNESS WHEREOF, Assignor has caused this Trademark Assignment to be duly executed and delivered as of the date set forth above.

PEAK BODY SYSTEMS, INC.

By:


Julie Lobdell
Chief Executive Officer

CERTIFICATION

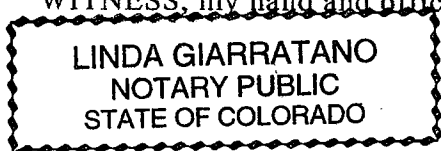
State of Colorado)

County of Boulder)

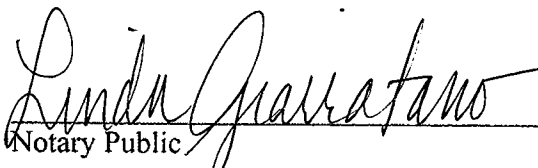
) ss.

On this 2nd day of March, 2009 before me the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Julie Lobdell, who is personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on such instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS, my hand and official seal.



My Commission Expires 06/03/2010


Notary Public

SCHEDULE C1

ACTIVE MARKS BY COUNTRY

COUNTRY	MARK	CLASSES	STATUS (pending or registered)
U.S.	The Power Circle	28	Registered
U.S.	Total Workout System	28	Registered
U.S.	Peak Pilates	9 and 41	Registered
U.S.	PeakPilates	28	Registered
U.S.	Peak Pilatesystem	9, 28, 41 and 42	Registered
U.S.	MVE	9, 16, 28 and 41	Pending
Australia	Peak Pilates	9, 16, 28 and 41	Pending
Australia	MVE	9, 16, 28 and 41	Registered
China	Peak Pilates	9	Pending
China	Peak Pilates	16	Pending
China	Peak Pilates	28	Pending
China	Peak Pilates	41	Pending
European Community	Peak Pilates	9, 16, 28 and 41	Registered
European Community	MVE	9, 16, 28 and 41	Registered
Japan	Peak Pilates (in Katakana)	9, 16, 28 and 41	Registered
Japan	Peak Pilates	9 and 16	Registered
Japan	Peak Pilates	28 and 41	Registered
Taiwan	Peak Pilates	9, 16, 28 and 41	Pending

Mark: **THE POWER CIRCLE**

Serial No.: 76/113,360

Reg. No.: 2,606,696

Filing Date: August 21, 2000

Issue Date: August 13, 2002

Renewal Date: August 13, 2012

Our File No.: 5209-5

Classes: 28

IC 028. exercise device in the nature of a circular spring tension band with upholstered handles designed namely for isometric exercises, general body conditioning and flexibility training; and manually operated exercise equipment in the nature of a circular spring tension band with upholstered handles designed, namely, for isometric exercises, general body conditioning and flexibility training.

Section 8 and 15 declaration filed on September 25, 2007. Declaration accepted and acknowledged October 10, 2007.

Mark: TOTAL WORKOUT SYSTEM

Serial No.: 76/113,359

Reg. No.: 2,516,918

Filing Date: August 21, 2000

Issue Date: December 11, 2001

Renewal Date: December 11, 2011

Our File No.: 5209-11

Classes: 28

IC 028. exercise machine in the nature of a wood and metal apparatus with spring tension designed namely for use in exercises, general body conditioning and flexibility training; and manually operated exercise equipment in the nature of a wood and metal apparatus with spring tension designed for use in physical therapy, general body conditioning and flexibility training.

Section 8 and 15 declaration filed on September 26, 2007. Declaration accepted and acknowledged October 8, 2007.

Mark: PEAK PILATES

Serial No.: 78/073,196

Reg. No.: 2,917,892

Filing Date: July 10, 2001

Issue Date: January 11, 2005

Section 8 & 15 due: January 11, 2011

Renewal Date: January 11, 2015

Our File No.: 5209-3

Classes: 9 and 41

IC 009. Prerecorded video tapes relating to training and instructional techniques relating to exercising, physical therapy, general body conditioning and flexibility training.

IC 041. Educational services, namely, training seminars and instruction through courses, programs and workshops relating to exercising, physical therapy, general body conditioning and flexibility training.

Classes 40 and 42 were deleted from original application.

Mark: PEAKPILATES

Serial No.: 78/384,139

Reg. No.: 2,997,341

Filing Date: March 15, 2004

Issue Date: Sept. 20, 2005

Section 8 & 15 due: Sept. 20, 2011

Renewal Date: Sept. 20, 2015

Our File No.: 5209-3-1

Classes: 28

IC 028. Exercise equipment and accessories, namely exercise platforms, personal exercise mats, exercise barrels, exercise chairs, exercise resistance hoops, exercise bars, exercise sandbags, foot exercisers, exercise machines, exercise equipment in the nature of a wood and metal apparatus with spring tension designed for use in physical therapy, general body conditioning and flexibility training, and parts and accessories therefor

Mark: **PEAK PILATESYSTEM**

Serial No.: 78/338,787

Reg. No.: 3,040,063

Filing Date: December 10, 2003

Issue Date: January 10, 2006

Section 8 & 15 due: January 10, 2012

Renewal Date: January 10, 2016

Our File No.: 5209-4

Classes: 9, 28 (formerly 40), 41 and 42

IC 009. Prerecorded video tapes relating to training and instructional techniques relating to exercising, physical therapy, general body conditioning and flexibility training.

IC 010. Pilates exercise machines for use in physical therapy.

IC 028. Pilates exercise machines, namely exercise machines for general body conditioning

IC 041. Educational services, namely, training seminars and instruction through courses, programs and workshops relating to exercising, physical therapy, general body conditioning and flexibility training.

IC 042. Design, engineering and development of new products relating to exercise equipment for others.

INTERNATIONAL TRADEMARK REGISTRATIONS

Mark **MVE**

Country: Australia

Serial No.: 1217596

Reg. No.: 1217596

Filing Date: January 2, 2008

Reg. Date: January 2, 2008

Exp. Date: January 2, 2018

Our File No.: 5209-21-AU

Classes: 9, 16, 28 and 41

IC 009. Prerecorded audiotapes, videotapes, compact discs, DVDs, and computer software, all relating to training, instruction and equipment in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training;

IC 016: Printed matter, books, pamphlets, posters, flash cards, charts, catalogues, brochures, calendars, manuals, educational and instructional materials; all relating to training, instruction and equipment in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training;

IC 028. Exercise machines; exercise equipment; parts, fittings and accessories for any of the aforesaid goods;

IC 041. Educational services; training and instruction in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training; providing courses, programs, workshops and seminars in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training; exercise instruction, training and education; training in the use and operation of exercise equipment; providing educational, training and instructional information in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training using a computer network.

Registration issued on August 11, 2008.

Mark: **PEAK PILATES**

Country: European Community Trademark

Serial No.: 003669017

Reg. No.: 003669017

Filing Date: February 25, 2004

Reg. Date: April 29, 2005

Exp. Date: February 25, 2014

Our File No.: 5209-3-CTM

Classes: 9, 16, 28 and 41

IC 009. Prerecorded audiotapes; videotapes; compact discs; DVDs; computer software; all relating to training, instruction and equipment in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training.

IC 016. Printed matter; publications; books; pamphlets; posters; flash cards; charts; catalogues; brochures; calendars; manuals and instructional materials; all relating to training, instruction and equipment in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training.

IC 028. Exercise equipment; exercise machines; exercise platforms; personal exercise mats; parts, fittings and accessories for any of the aforesaid goods.

IC 041. Educational services; training and instruction in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training; providing courses, programs, workshops and seminars in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training; exercise instruction, training and education; training in the use and operation of exercise equipment; provision of exercise facilities; educational, training and instructional information in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training provided on-line from a computer database or the internet.

Covers the European Union member states, namely Austria, Belgium, Bulgaria, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, the Netherlands, Poland, Portugal, Romania, Slovenia, Slovakia, Sweden, Spain and the United Kingdom.

Mark: **MVE**

Country: European Community Trademark

Serial No.: 005437066

Reg. No. 005437066

Filing Date: November 3, 2006

Reg. Date: September 6, 2007

Exp. Date: November 3, 2016

Our File No.: 5209-21-CTM

Classes: 9, 16, 28, 41

IC 009. Prerecorded audiotapes; videotapes; compact discs; DVDs; computer software; all relating to training, instruction and equipment in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training.

IC 016. Printed matter; books; pamphlets; posters; flash cards; charts; brochures; calendars; manuals; educational and instructional materials; all relating to training, instruction and equipment in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training.

IC 028. Exercise machines; exercise equipment; parts, fittings and accessories for any of the aforesaid goods.

IC 041. Educational services; training and instruction in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training; providing courses, programs, workshops and seminars in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training; exercise instruction, training and education; training in the use and operation of exercise equipment; providing educational, training and instructional information in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training using a computer network

Mark Katakana representation of **PEAK PILATES**

Country: Japan

Serial No.: 2005-73647

Reg. No.: 4970673

Filing Date: August 8 2005

Reg. Date: July 14, 2006

Exp. Date: July 14, 2016

Our File No.: 5209-3-JP-2

Classes: 9, 16, 28, 41

IC 009. Audio and/or visual recorded media featuring exercise, physical therapy, fitness, body conditioning and flexibility training featuring PILATES method exercise; phonograph records, metronomes; electronic circuits and CD-ROMs recorded automatic performance programs for electronic musical instruments; exposed cinematographic films featuring PILATES method exercise, exposed slide films featuring PILATES method exercise, slide film mounts, recorded video discs and video tapes featuring PILATES method exercise; electronic publications featuring PILATES method exercise.

IC 016. Instruction manuals relating to exercise, physical therapy, fitness, body conditioning and flexibility training featuring PILATES method exercise; teaching materials (printed matter) relating to exercise, physical therapy, fitness, body conditioning and flexibility training (except apparatus) featuring PILATES method exercise other printed matter featuring PILATES method exercise.

IC 028. Exercise platforms featuring PILATES method exercise, personal exercise mats featuring PILATES method exercise, other sports equipment featuring PILATES method exercise.

IC 041. Educational and instruction services relating to arts, crafts, sports or general knowledge featuring PILATES method exercise; organization, management or arrangement of seminars featuring PILATES method exercise; providing sports facilities featuring PILATES method exercise, educational, training and instructional information in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training featuring PILATES method exercise.

Mark **PEAK PILATES**

Country: Japan

Serial No.: 2005-31186

Reg. No.: 5034764

Filing Date: April 8, 2005

Reg. Date: March 23, 2007

Exp. Date: March 23, 2017

Our File No.: 5209-3-JP-1

Classes: 9 and 16

IC 009. Computer software, other electronic machines, apparatus and their parts; audio and/or visual recorded media featuring Pilates method exercise, physical therapy, fitness, body conditioning and flexibility training, phonograph records, metronomes, electronic circuits and CD-ROMs recorded automatic, performance programs for electronic musical instruments; exposed cinematographic films featuring Pilates method exercise, exposed slide films featuring Pilates method exercise, slide film mounts, recorded video discs and video tapes featuring Pilates method exercise; electronic publications featuring Pilates method exercise.

IC 016: Stationery and study materials, instruction manuals relating to exercise featuring Pilates method, physical therapy, fitness, body conditioning and flexibility training, teaching materials relating to exercise featuring Pilates method, physical therapy, fitness, body conditioning and flexibility training (except apparatus), other printed matter featuring Pilates method exercise.

Mark **PEAK PILATES**

Country: Japan

Serial No.: 2004-81038

Reg. No.: 5034764

Filing Date: September 2, 2004

Reg. Date: August 3, 2007

Exp. Date: August 3, 2017

Our File No.: 5209-3-JP

Classes: 28 and 41

IC 028: Exercise platforms, personal exercise mats, other sports equipment

IC 041: Educational and instruction services relating to arts, crafts, sports or general knowledge, organization, management or arrangement of seminars, providing sports facilities, educational, training and instructional information in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training

PENDING U.S. TRADEMARK APPLICATIONS

Mark: **MVE**

Serial No.: 78/922476

Filing Date: July 5, 2006

Our File No.: 5209-21

Classes: 9, 16, 28, 41

IC 009: Prerecorded audiotapes, videotapes, compact discs, and DVDs, all relating to training, instruction and equipment in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training

IC 016: Printed matter, namely, books, pamphlets, posters, flash cards, charts, brochures, calendars, manuals, educational and instructional materials, all relating to training, instruction and equipment in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training

IC 028: Exercise machines; exercise equipment, namely, manually operated spring resistance apparatus

IC 041: Educational services, namely, providing training and instruction in the fields of exercise, physical therapy, fitness, sports training, body conditioning and flexibility training; providing courses, programs, workshops and seminars in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training; exercise instruction, training and education; training in the use and operation of exercise equipment; providing educational, training and instructional information in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training using a computer network

PENDING INTERNATIONAL TRADEMARK APPLICATIONS

Mark **PEAK PILATES**

Country: Australia

Serial No.: 1122627

Filing Date: July 7, 2006

Our File No.: 5209-3-AU

Classes: 9, 16, 28 and 41

IC 009. Prerecorded audiotapes; videotapes; compact discs; DVDs; computer software; all relating to training, instruction and equipment in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training.

IC 016. Printed matter; publications; books; pamphlets; posters; flash cards; charts; catalogues; brochures; calendars; manuals and instructional materials; all relating to training, instruction and equipment in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training.

IC 028. Exercise equipment; exercise machines; exercise platforms; personal exercise mats; parts, fittings and accessories for any of the aforesaid goods.

IC 041. Educational services; training and instruction in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training; providing courses, programs, workshops and seminars in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training; exercise instruction, training and education; training in the use and operation of exercise equipment; provision of exercise facilities; educational, training and instructional information in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training provided on-line from a computer database or the internet.

Mark **PEAK PILATES**

Country: China

Serial No.: 5976266

Filing Date: April 2, 2007

Our File No.: 5209-3-CN

Class: 9

IC 9. Prerecorded audiotapes, videotapes, compact discs, DVDs and computer software, all related to training, instruction and equipment in the fields of exercise, physical therapy, fitness, sports training, body conditioning and flexibility training.

Mark **PEAK PILATES**

Country: China

Serial No.: 5976265

Filing Date: April 2, 2007

Our File No.: 5209-3-CN-1

Class: 16

IC 16. Printed matter; publications, books, pamphlets, posters, flash cards, charts, catalogues, brochures, calendars, manuals, and instructional materials, all related to instruction, training, and equipment in the fields of exercise, physical therapy, fitness, sports training, body conditioning and flexibility training.

Mark **PEAK PILATES**

Country: China

Serial No.: 5976264

Filing Date: April 2, 2007

Our File No.: 5209-3-CN-2

Class: 28

IC 28. Body training and rehabilitation apparatus; machines for physical exercise, exercise platforms; springs, safety links, exercise bars, straps, handles, pads, cushions, supports and rollers.

Mark **PEAK PILATES**

Country: China

Serial No.: 5976263

Filing Date: April 2, 2007

Our File No.: 5209-3-CN-3

Class: 41

IC 41. Educational services; training and instruction in the fields of exercise, physical therapy, sports training, fitness, body conditioning and flexibility training; providing courses, programs, workshops and seminars in the fields of exercise, physical therapy, sports training, fitness, body conditioning and flexibility training; exercise instruction, training and education; training in the use and operation of exercise equipment; provision of exercise facilities; educational, training and instructional information in the fields of exercise, physical therapy, sports training, fitness, body conditioning and flexibility training provided on-line from a computer database or the Internet.

Mark **PEAK PILATES**

Country: Taiwan

Serial No.: 97005859

Filing Date: February 5, 2008

Our File No.: 5209-3-TW

Classes: 9, 16, 28 and 41

IC 009. Prerecorded audiotapes, videotapes, compact discs, DVD=s and computer software, all relating to training, instruction and equipment in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training

IC 016. Printed matter, publications, books, pamphlets, posters, flash cards, charts, catalogues, brochures, calendars, manuals, instructional manuals, study materials and teaching materials, all relating to training, instruction and equipment in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training

IC 028. Exercise equipment; exercise machines; exercise platforms

IC 041. Educational services; fitness training; physical education; providing workshops and seminars in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training; gymnasium; sports training camp; rental of exercise facilities (except vehicles); providing educational, training and instructional information in the fields of exercise, physical therapy, fitness, body conditioning and flexibility training using a computer network