

## PATENT ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT										
NATURE OF CONVEYANCE:	ASSIGNMENT										
CONVEYING PARTY DATA											
<table border="1"> <thead> <tr> <th>Name</th> <th>Execution Date</th> </tr> </thead> <tbody> <tr> <td>John W. Hereford</td> <td>01/01/2006</td> </tr> <tr> <td>Rescue Technolgy, Inc.</td> <td>01/01/2006</td> </tr> </tbody> </table>		Name	Execution Date	John W. Hereford	01/01/2006	Rescue Technolgy, Inc.	01/01/2006				
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Rescue Technolgy, Inc.	01/01/2006										
RECEIVING PARTY DATA											
<table border="1"> <tr> <td>Name:</td> <td>Backcountry Access, Inc.</td> </tr> <tr> <td>Street Address:</td> <td>2820 Wilderness Place, Unit H</td> </tr> <tr> <td>City:</td> <td>Boulder</td> </tr> <tr> <td>State/Country:</td> <td>COLORADO</td> </tr> <tr> <td>Postal Code:</td> <td>80301</td> </tr> </table>		Name:	Backcountry Access, Inc.	Street Address:	2820 Wilderness Place, Unit H	City:	Boulder	State/Country:	COLORADO	Postal Code:	80301
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PROPERTY NUMBERS Total: 2											
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Patent Number:</td> <td>6167249</td> </tr> <tr> <td>Patent Number:</td> <td>6484021</td> </tr> </tbody> </table>		Property Type	Number	Patent Number:	6167249	Patent Number:	6484021				
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CORRESPONDENCE DATA											
Fax Number: <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> Phone: 303.449.6210 Email: chris@kulishlaw.com Correspondent Name: Christopher J. Kulish Address Line 1: 1531 Norwood Avenue Address Line 4: Boulder, COLORADO 80304											
ATTORNEY DOCKET NUMBER:	47318.0001										
NAME OF SUBMITTER:	Christopher J. Kulish										
Total Attachments: 10 source=Asset Purchase Agreement Rescue Technology2#page1.tif source=Asset Purchase Agreement Rescue Technology2#page2.tif											

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## ASSET PURCHASE AGREEMENT

**THIS AGREEMENT**, effective this 1st day of January, 2006, by and among Rescue Technology, Inc., a Colorado corporation (hereinafter, the "Seller Corporation") and John W. Hereford, an individual (hereinafter, "Hereford" and collectively with the Seller Corporation, the "Sellers"), and Backcountry Access, Inc., a Colorado corporation (hereinafter, the "Purchaser").

### RECITALS

Whereas, Sellers desire to sell to Purchaser, and Purchaser desires to purchase from Sellers, certain assets owned by Sellers as more particularly set forth below.

### AGREEMENT

**IN CONSIDERATION** of the mutual promises and covenants contained herein, the receipt and sufficiency of which is hereby acknowledged as adequate consideration, the parties hereto agree as follows:

#### I. SALE OF ASSETS

SALE OF ASSETS: Sellers hereby sell, assign, transfer and deliver to Purchaser, and Purchaser hereby purchases and accepts from Sellers, certain assets owned by Sellers (hereinafter, the "Assets"), described as follows:

1.1

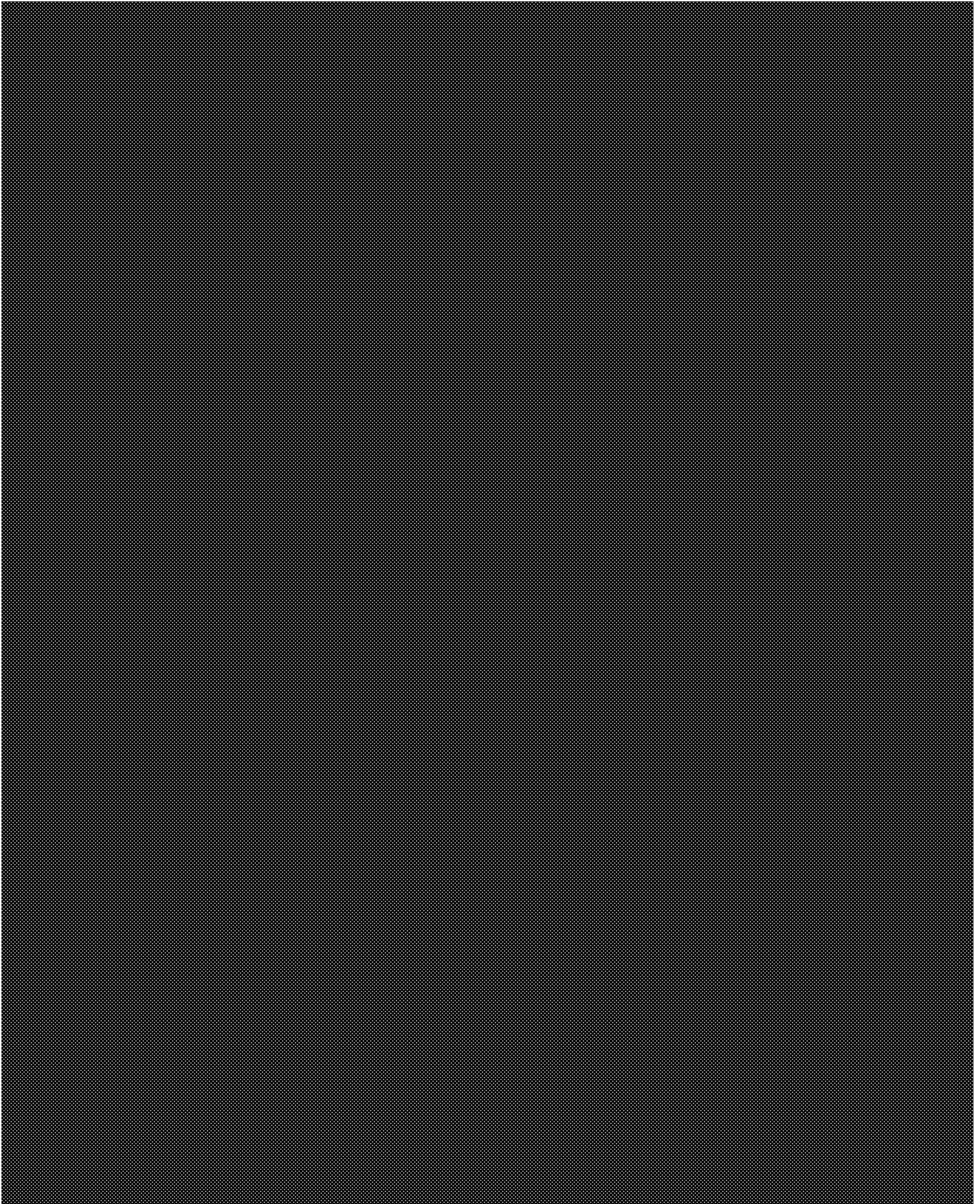
[REDACTED]

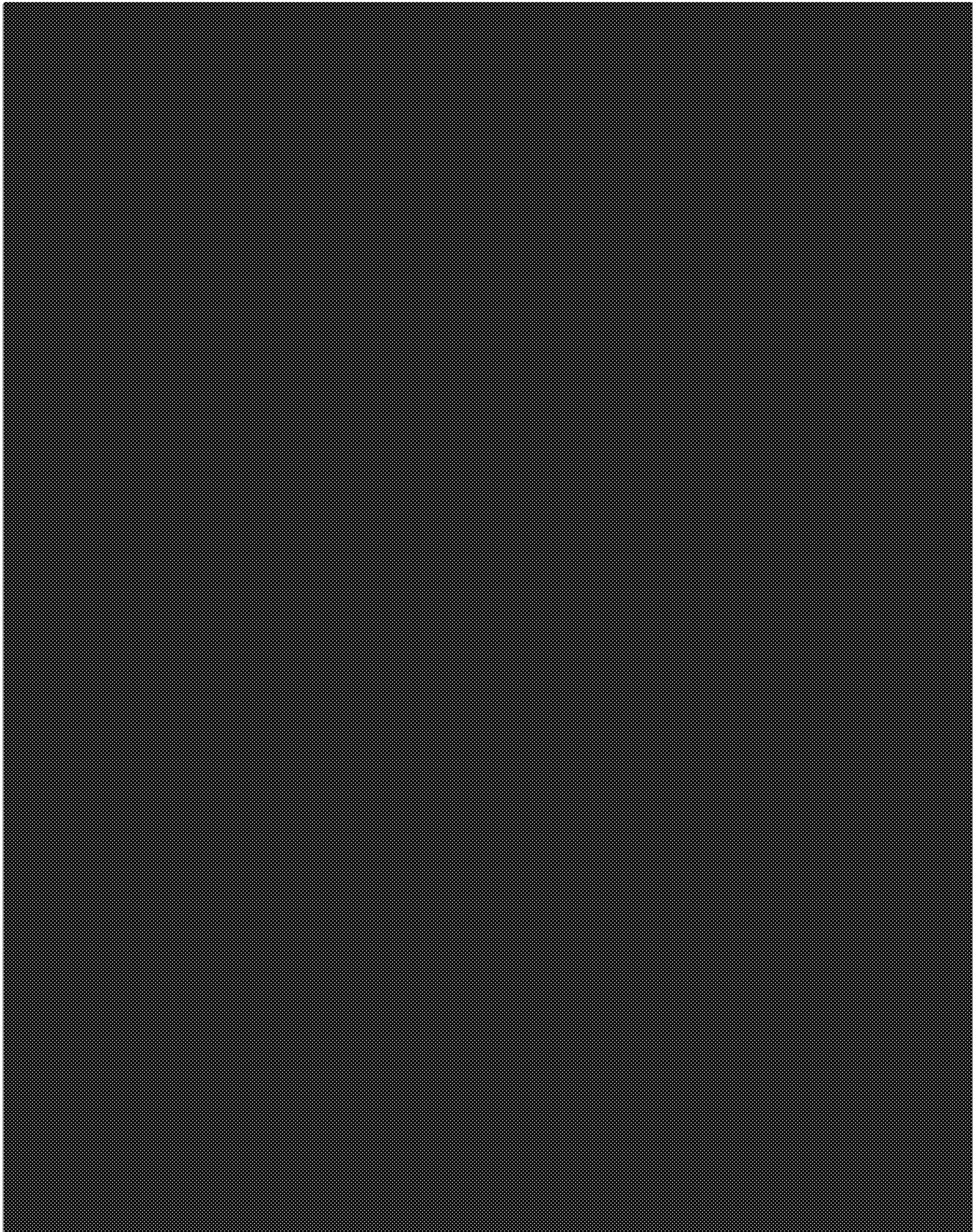
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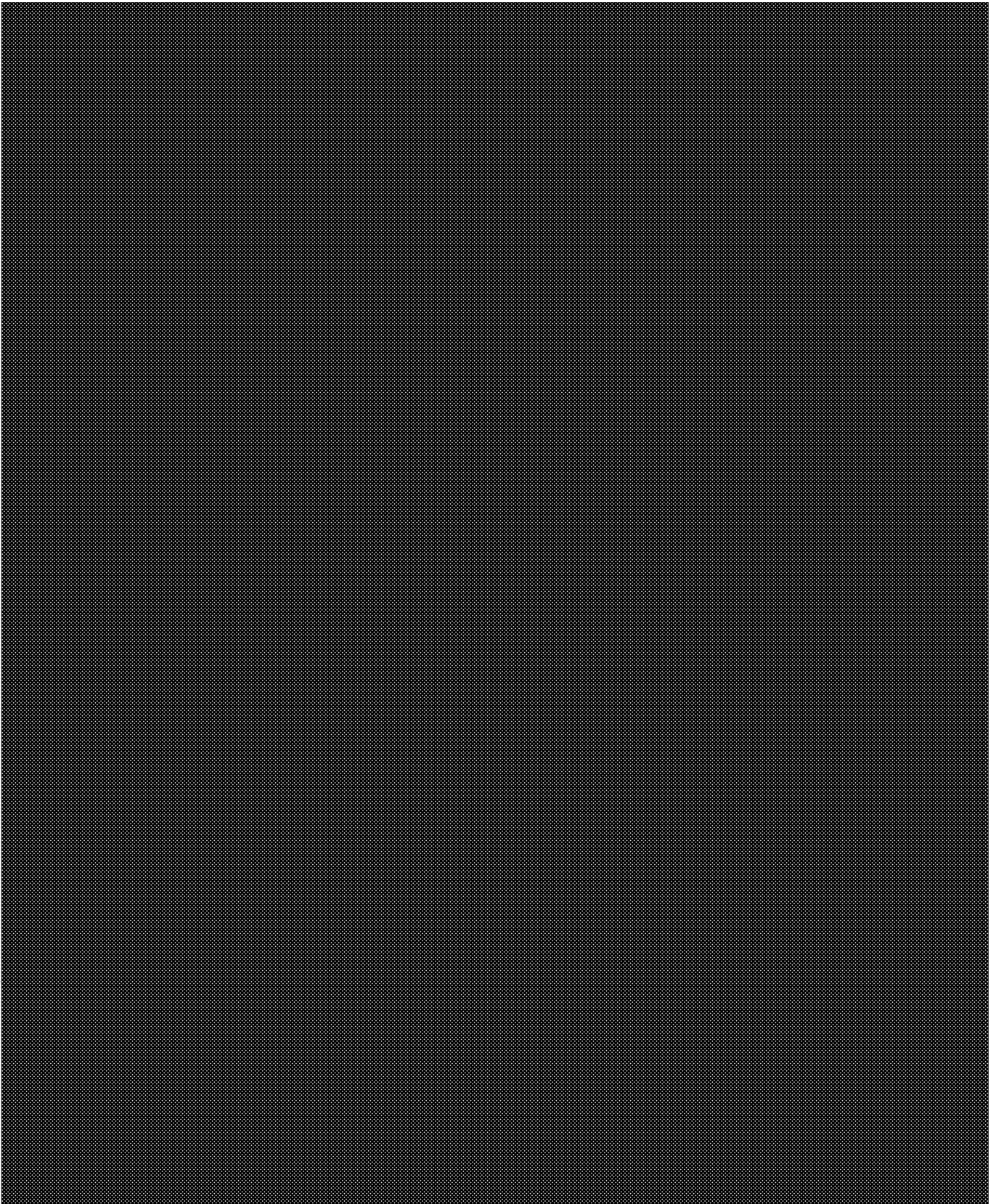
#### 1.2 INTANGIBLE PERSONAL PROPERTY.

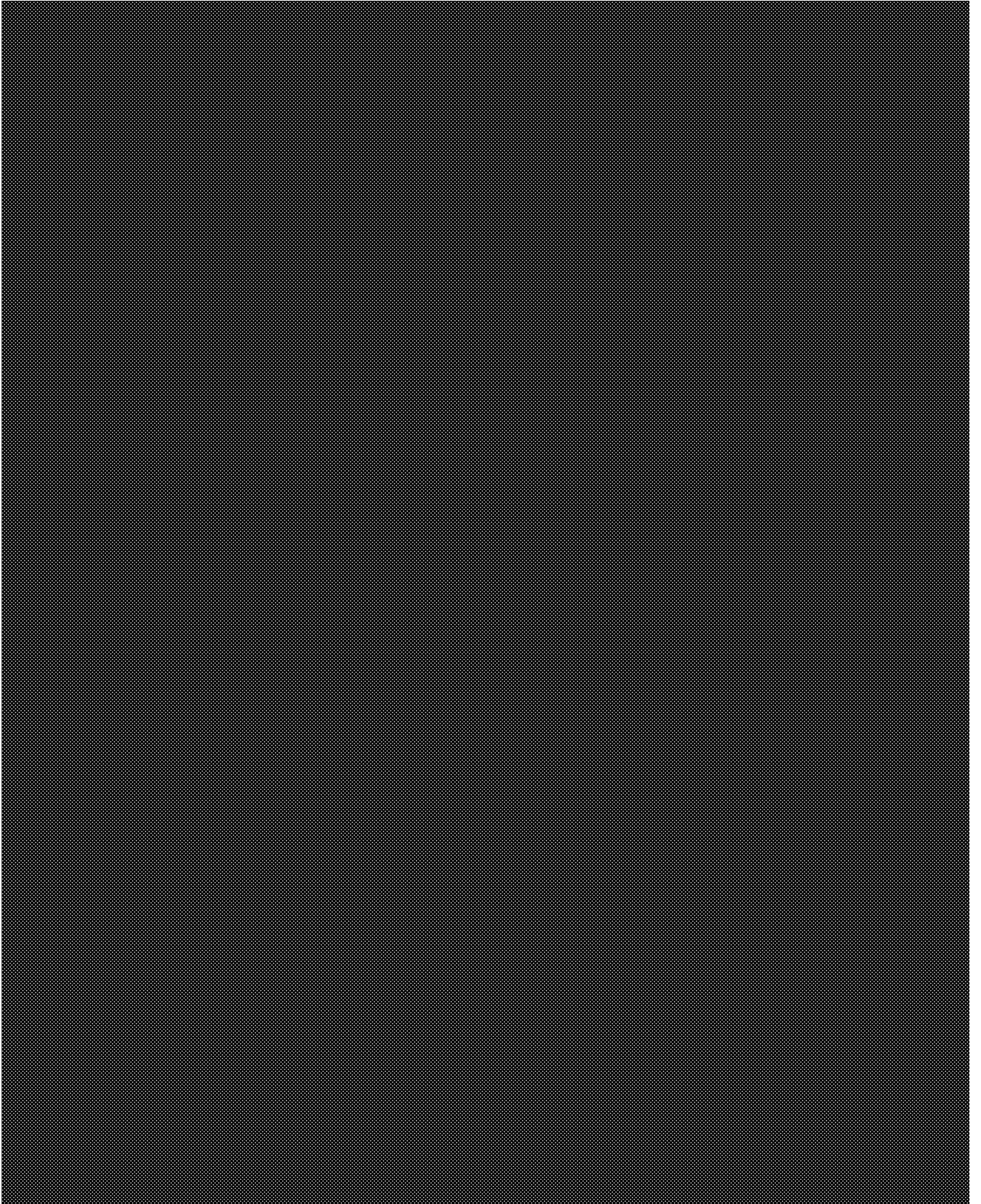
(a) All of Sellers' right, title and interest in and to the United States patents identified by patent numbers 6167249 and 6484021 B1, summaries of which are attached hereto as *Exhibit A* and including all associated good will. Sellers make no representation or warranty as to the validity or enforceability of such patents.

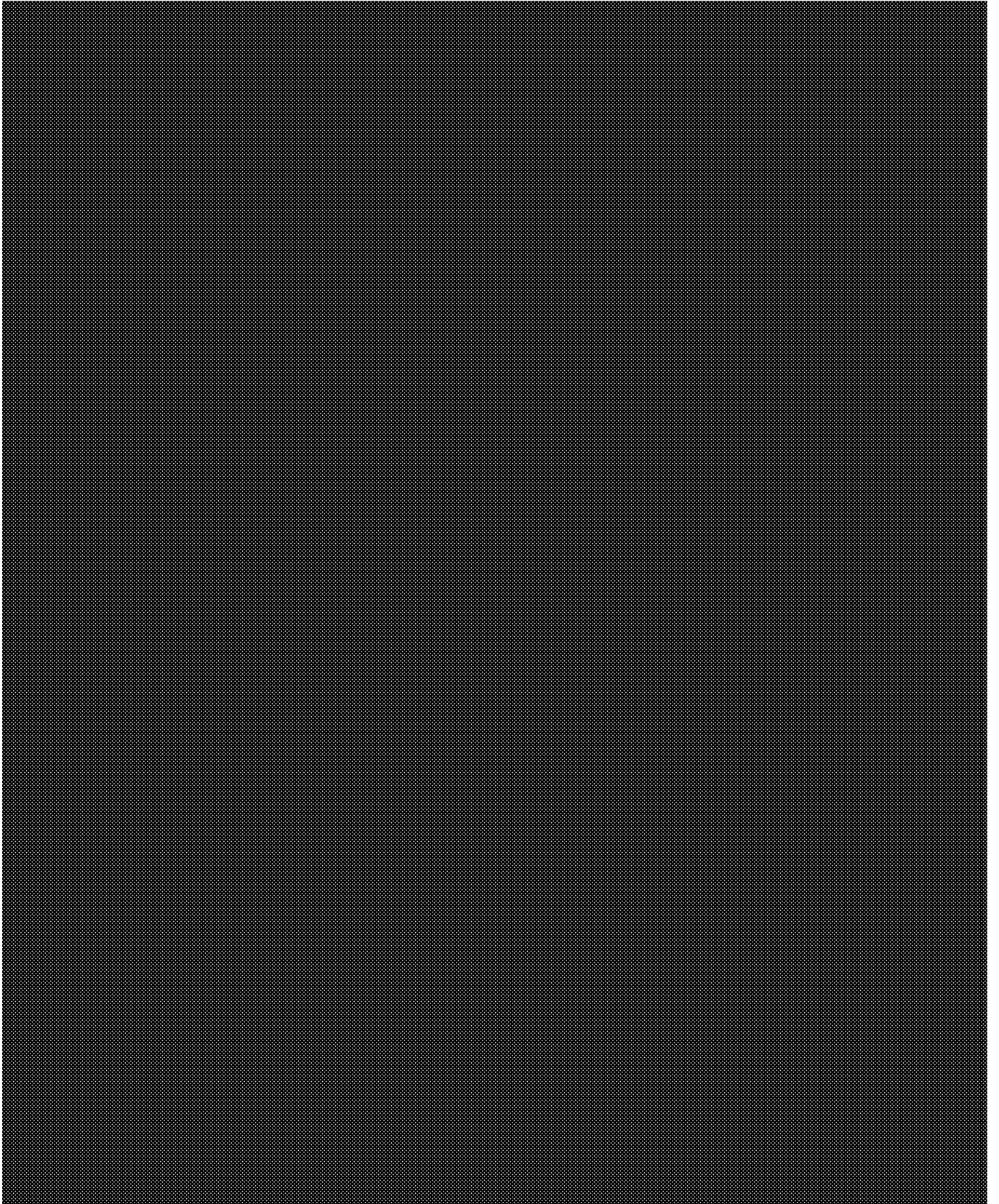
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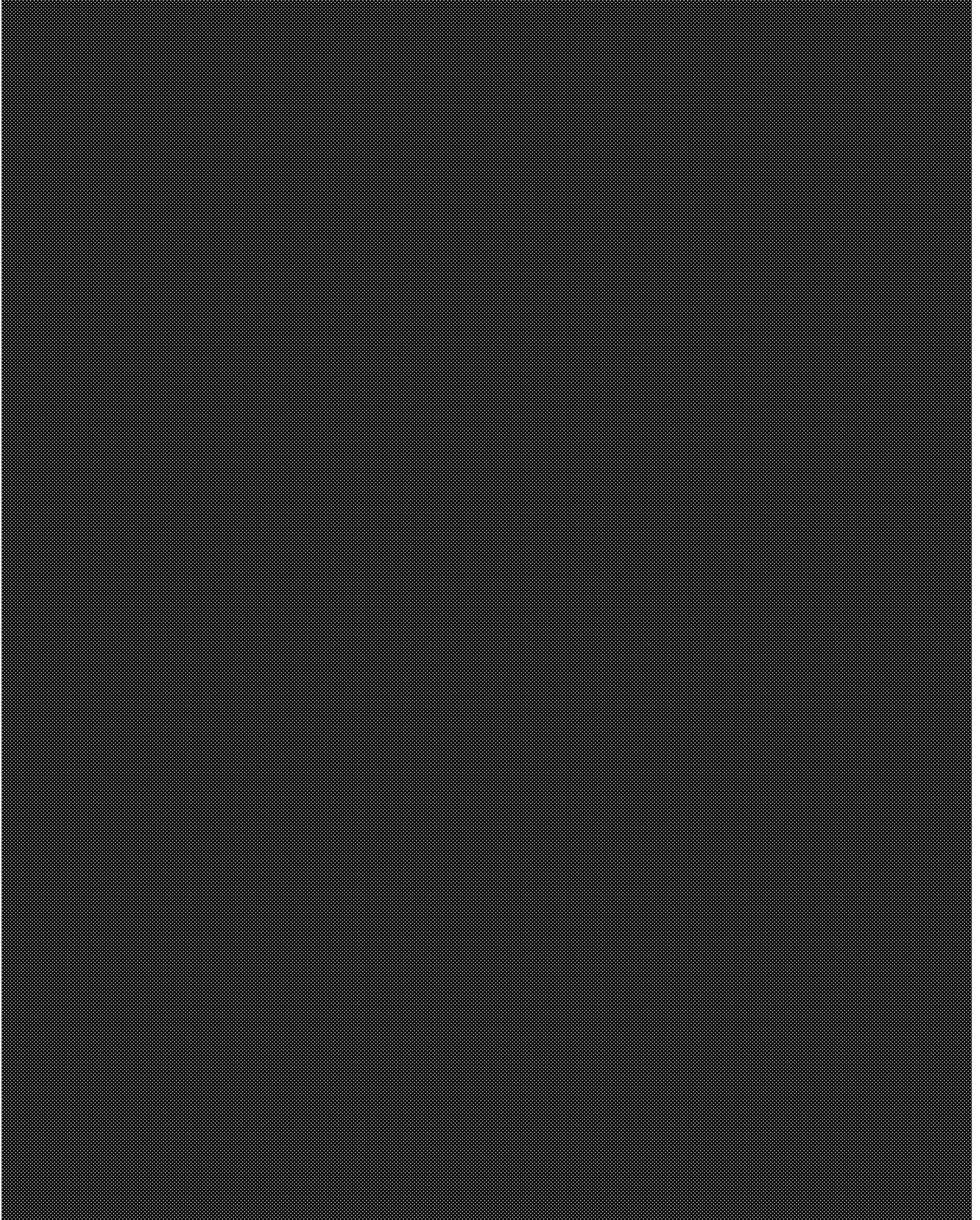












9.3 NOTICES: All notices provided for by this Agreement shall be in writing, and delivered either by (1) actual delivery of the notice into the hands of the parties thereunto entitled, or by (2) the mailing of the notice in the U.S. mail to the last known address of the party entitled thereto, certified mail, return receipt requested. The notice shall be deemed to be received in case (1) on the date of its actual receipt by the party thereto, and in case (2) three (3) business days after the date of its mailing. All notices given in this Agreement shall be addressed or delivered to the parties at the following addresses:

SELLER CORPORATION: Rescue Technology, Inc.  
Attn: John W. Hereford  
P.O. Box 1397  
Boulder, CO 80306-1397

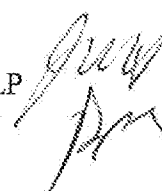
*With a copy to:* Scott A. St. Clair  
ST. CLAIR & GRESCHLER, P.C.  
3100 Arapahoe, #503  
Boulder, CO 80303

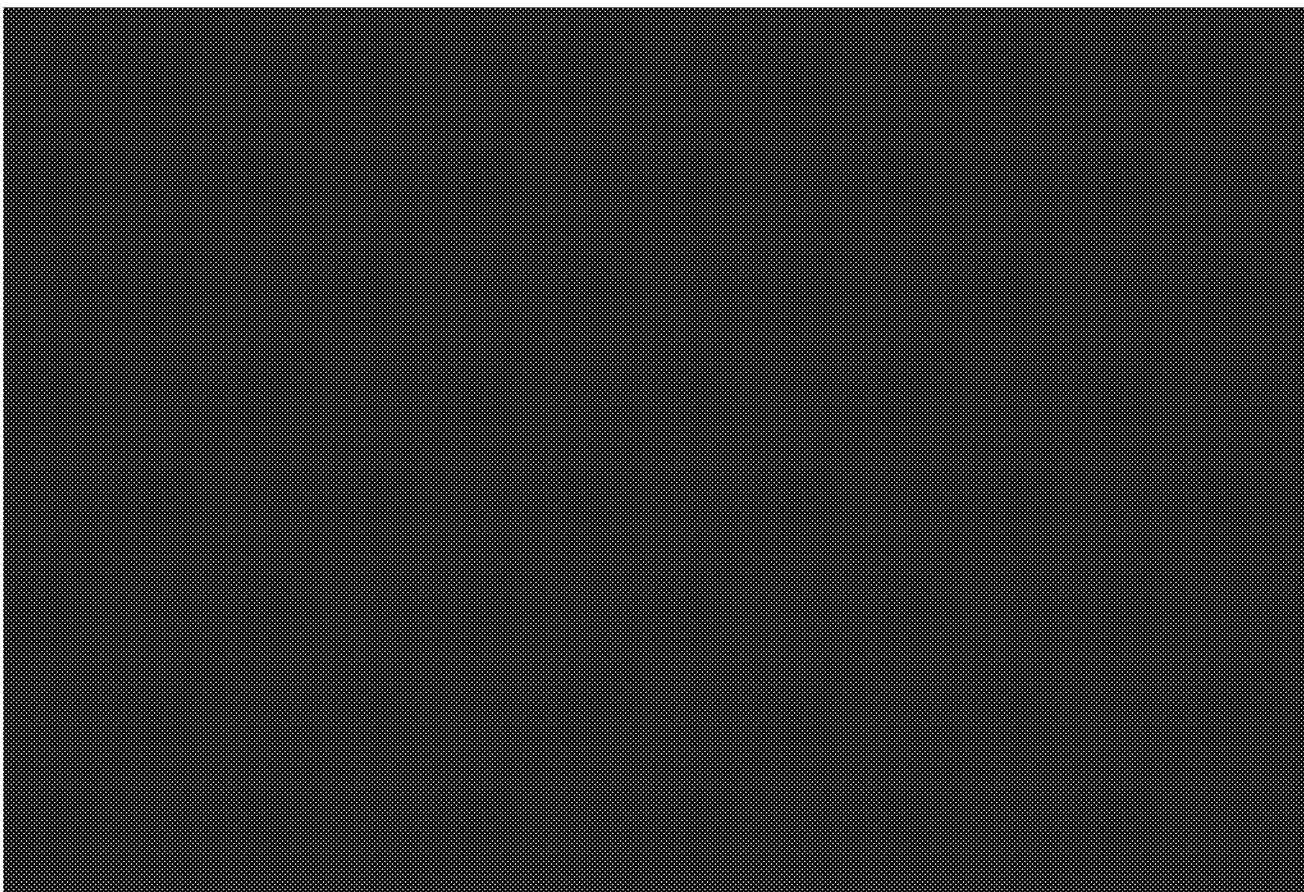
HEREFORD: John W. Hereford  
3020 3<sup>rd</sup> Street  
Boulder, CO 80304-2539

*With a copy to:* Scott A. St. Clair  
ST. CLAIR & GRESCHLER, P.C.  
3100 Arapahoe, #503  
Boulder, CO 80303

PURCHASER: Backcountry Access, Inc.  
Attn: Robert B. McGowan  
2820 Wilderness Place, Unit H  
Boulder, CO 80301

*with a copy to:* Chris Hazlitt, Esq.  
Faegre & Benson, LLP  
1900 Fifteenth Street  
Boulder, CO 80302





IN WITNESS WHEREOF, the undersigned parties have executed this Agreement effective as of the date first set forth above.

SELLERS:

RESCUE TECHNOLOGY, INC.

BY: [Signature]  
John W. Hereford, President

[Signature]  
John W. Hereford, Individually

PURCHASER:

BACKCOUNTRY ACCESS, INC.

BY: [Signature]  
Robert B. McGowan, President

[Signature]

