

6-23-05

06-27-2005

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attached original documents or copy thereof.

To the Honorable Commissioner of P:

1. Name of conveying party(ies):

LAZY RED DOG, LLC
FINANCE DEPARTMENT

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Company
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 13, 2005

2. Name and address of receiving party(ies):

Name: GUNVAULT, INC.

Internal Address: 216 S. Second Avenue

Street Address: _____

City: San Bernardino State: CA ZIP: 92408

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other

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

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,620,397 (NO-EYES) (9/17/02)

2,896,217 (LONG GUNVAULT) (10/19/04)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: H. Jay Spiegel

Internal Address: P.O. Box 11

Street Address: _____

City: Mount Vernon State: VA ZIP: 22121

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):..... \$ 80.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 65E

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

06/24/2005 DBYRHE 00000139 2620397

01 FC:0521 40.00 OP
02 FC:0522 25.00 OP

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.

H. Jay Spiegel

Name of Person Signing

Signature

06/22/05

Date

Total number of pages comprising cover sheet:

TRADEMARK

REEL: 003184 FRAME: 0810

ASSIGNMENT

WHEREAS, LAZY RED DOG, LLC, a Limited Liability Company of the State of Arizona, having a place of business at: 13951 N. Scottsdale Road, Suite 222, Scottsdale, Arizona 85254, is the owner of the Trademarks covered by the following United States Trademark Registration Nos.: 2,620,397 for "NO-EYES" (registered September 17, 2002); and 2,896,217 for "LONG GUNVAULT" (registered October 19, 2004, hereinafter referred to as the "Trademarks", by virtue of an Assignment that was filed for recordation in the U.S. Patent and Trademark Office on March 16, 2005; and

WHEREAS, GUNVAULT, INC., a corporation of the State of California, having a place of business at: 216 S. Second Avenue, Building #932, San Bernardino, California 92408, is desirous of acquiring said Trademarks;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, LAZY RED DOG, LLC does hereby assign to GUNVAULT, INC. all right, title, and interest in and to the Trademarks and the goodwill of the business symbolized thereby.

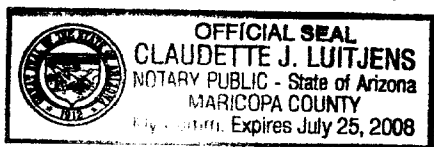
LAZY RED DOG, LLC


By THOMAS LOEFF, President

State of Arizona

County of Maricopa

On this 13th day of June, 2005, before me appeared Thomas Boeff, the person who signed this instrument, who acknowledged that he signed it as a free act on his own behalf.



Claudette J. Luitjens
(Signature of Notary Public)

My Commission Expires: 25 July 2008